LUKOIL

Materials that are made available for those entitled to participate in the Repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” to be held on 06 December 2024

(in the form of an absentee voting meeting)

CONTENTS

NOTICE
of a Repeat Extraordinary General Shareholders Meeting of Public Joint Stock Company “Oil company “LUKOIL”

Dear Shareholder,

Public Joint Stock Company “Oil company “LUKOIL”, location: Moscow; address: Sretensky bulvar 11, Moscow, 101000, Russian Federation, hereby informs you that, since there are reasons to believe that the Extraordinary General Shareholders Meeting of 5 December 2024 may not be deemed competent due to the absence of a quorum, by decision of the Board of Directors of PJSC “LUKOIL” of 25 October 2024 and based on Clause 3, Article 58 of the Federal Law *On Joint Stock Companies*, a repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” will be held on **6 December 2024 in the form of an absentee voting meeting**, with the agenda of the Extraordinary General Shareholders Meeting as follows:

1. On payment (declaration) of dividends based on the results of the first nine months of 2024.

2. On payment of a part of the remuneration to members of the Board of Directors of PJSC “LUKOIL” for their performance of the functions of the members of the Board of Directors.

The deadline for the receipt of voting ballots	**6 December 2024**
Postal address the completed and signed ballots must be sent to:	**OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 8, second floor, office 228, Presnensky Municipal District Intra-city territory, Moscow, 123100, Russian Federation**
The date of determining (formalizing) the persons entitled to take part in the repeat Extraordinary General Shareholders Meeting:	**11 November 2024**
Classes (types) of shares whose holders have the right to vote on all agenda items of the repeat Extraordinary General Shareholders Meeting:	**Registered Ordinary Shares**
Identification details of the shares whose holders are entitled to take part in the repeat Extraordinary General Shareholders Meeting:	**State Registration Number of the securities issue: 1-01-00077-A dated 25 June 2003**
The URL of the website in the information and telecommunications network Internet where the electronic voting ballot may be completed, and the QR-code for prompt connection to the said website:	**https://evoting.reggarant.ru/Voting/Lk**

Please kindly note that the persons entitled to participate in the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” (the Company) may take part in the Company’s repeat Extraordinary General Shareholders Meeting by completing their voting ballot electronically on the website https://evoting.reggarant.ru/Voting/Lk in the information and telecommunications network Internet, with the Instructions for users of the electronic voting solution available on the Company’s websites www.lukoil.ru (in Russian), www.lukoil.com (in English) in the information and telecommunications network Internet. Access for completing the electronic voting ballot shall be granted from 12 November 2024 to shareholders who register their title to shares in the Company’s Shareholder Register, while shareholders who are clients of nominee holders shall be granted access after the said nominee holders provide OOO «Registrator «Garant» (the Registrar) keeping the Company’s Shareholder Register with information on persons entitled to participate in the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL”.

The ballot for voting shall be sent to each person registered in the Company’s Shareholder Register and entitled to participate in the Meeting in the form of an electronic message with the ballot attached thereto to the email address of the relevant person specified in the Company’s Shareholder Register not later than 14 November 2024. In this case, voting can be performed by printing, completing and sending the ballot attached to the electronic message by mail to the address: OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 8, second floor, office 228, Presnensky Municipal District Intra-city territory, Moscow, 123100, Russian Federation. In this case the voting ballot shall be signed without fail.

To receive the ballot by persons registered in the Company’s Shareholder Register, we highly recommend that you provide your e-mail address so it can be included in the Company’s Shareholder Register by submitting the completed Registered Natural/Legal Person’s Form containing information about the e-mail address to the Registrar or any of the transfer agents listed on the Registrar’s website www.reggarant.ru in the Contact Information section. The Registrar charges no fee for submitting the Registered Natural/Legal Person’s Form.

The ballots received by PJSC “LUKOIL” by the deadline for the receipt of ballots and the electronic ballots completed at https://evoting.reggarant.ru/Voting/Lk in the information and telecommunications network Internet by the said deadline will be counted for determining a quorum of the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” and tallying votes.

Information (materials) to be provided to persons entitled to participate in the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” in preparation for the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” will be available from 15 November 2024, from 10:00 a.m. to 05:00 p.m. on business days, in the premises of the executive body of PJSC “LUKOIL”, at the following address: Sretensky bulvar 11, Moscow, Russian Federation, tel. 8 (495) 981 7320 or 8 (495) 780 1943, as well as at the Registrar’s addresses: Krasnopresnenskaya Naberezhnaya 8, Moscow, tel. 8 (495) 221 3112, 8 (800) 500 2947; Nevsky prospect, 21 A, 13N-1/1, fifth floor, office 511, (Mertens Business Center), St. Petersburg, tel. +7 (812) 644 8768, +7 (495) 221 3112 (ext. 2936, 2937) and at the addresses of the transfer agents of OOO «Registrator «Garant» indicated on the Registrar’s official website http://www.reggarant.ru/index.php/ru/transfer-agentskie-punkty. The above information will be also available on the Company’s websites www.lukoil.ru (in Russian), www.lukoil.com (in English) in the information and telecommunications network Internet, through the electronic voting solution on the website https://evoting.reggarant.ru/Voting/Lk in the information and telecommunications network Internet no later than 14 November 2024.

The decisions taken by the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” and voting results will be communicated to the persons on the list of persons entitled to take part in the Meeting in the form of a Report on Voting Results to be made available on the Company’s official websites www.lukoil.ru, www.lukoil.com in the information and telecommunications network Internet by 12 December 2024.

For the purpose of ensuring your rights as a shareholder of PJSC “LUKOIL”, we kindly ask you to inform OOO «Registrator «Garant», the company keeping the Company’s Shareholder Register, of any changes in your data (name, change in residence/domicile, change in banking details, passport and other data) in a timely manner by completing the Registered Natural/Legal Person’s Form and submitting it to the Registrar. Pursuant to Clause 16, Article 8.2 of the Federal Law *On Securities Market* neither the Company nor the Registrar will be liable for the loss incurred, should you fail to provide information on such changes.

Dear Shareholder,

By participating in the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” you exercise your right to participate in managing the Company by taking decisions on the most significant matters of its business operations, which matters fall within the exclusive competence of the General Shareholders Meeting.

More details on the repeat Extraordinary General Shareholders Meeting of PJSC “LUKOIL” will be available if contacted at: 8 (495) 780 1943, 8 (495) 981 7320, or shareholder@lukoil.com.

Board of Directors of PJSC “LUKOIL”

LUKOIL

AGENDA
of the Repeat Extraordinary General Shareholders Meeting
of PJSC “LUKOIL”
Moscow, 6 December 2024

1. On payment (declaration) of dividends based on the results of the first nine months of 2024.

2. On payment of a part of the remuneration to members of the Board of Directors of PJSC “LUKOIL” for their performance of the functions of the members of the Board of Directors.

LUKOIL

DRAFT DECISIONS
OF THE 2024 REPEAT EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF PJSC "LUKOIL"

Draft decision proposed for voting on item 1 on the agenda: *On payment (declaration) of dividends based on the results of the first nine months of 2024*:

To pay out dividends on ordinary shares of PJSC "LUKOIL" based on the results of the first nine months of 2024 in the amount of 514 roubles per ordinary share in cash from PJSC "LUKOIL" bank account to nominee shareholders and trust managers who are professional market participants whose names are on the Shareholder Register of PJSC "LUKOIL" not later than 28 December 2024, and to other shareholders whose names are on the Shareholder Register of PJSC "LUKOIL", not later than 29 January 2025. The costs on the transfer of dividends, regardless of the means, will be borne by PJSC "LUKOIL".

To set 17 December 2024 as the date on which persons entitled to receive dividends based on the results of the first nine months of 2024 are determined.

Draft decision proposed for voting on item 2 on the agenda: *On payment of a part of the remuneration to members of the Board of Directors of PJSC "LUKOIL" for their performance of the functions of the members of the Board of Directors*:

To pay a part of the remuneration to members of the Board of Directors of PJSC "LUKOIL" for performance of their functions (Board fee) for the period from the date the decision on the election of the Board of Directors was taken to the date the present decision is taken constituting one-half (i.e. 6,375,000 roubles each) of the Board fee established by decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" on 26 April 2024 (Minutes No.1).

Position and recommendations of the Board of Directors of PJSC “LUKOIL” on items on the agenda of the Extraordinary General Shareholders Meeting of PJSC “LUKOIL”

On item 1 on the agenda of the Meeting: *‘On payment (declaration) of dividends based on the results of the first nine months of 2024’*

Position:

Pursuant to the *Regulations on the Dividend Policy of PJSC “LUKOIL”*, the Company is committed to pay dividends twice a year in order to ensure regular frequency of dividend payments.

The recommended amount of dividends based on the results of the first nine months of 2024 (514 roubles per ordinary share of PJSC “LUKOIL”) reflects the Company’s performance results for the reporting period and the necessity of maintaining a long-term financial stability of the Company and also takes into account zero access to international capital markets and high interest rates on the Russian debt market.

The Board of Directors assumes that at present there are no restrictions imposed by the effective legislation on dividend payments.

In accordance with the norms of the Federal Law *On Joint Stock Companies*, the Board of Directors proposes that 17 December 2024 be set as the date on which persons entitled to receive dividends based on the results of the first nine months of 2024 will be determined.

Dividend payments to nominee shareholders and trust managers registered in the shareholder register must take place within 10 business days from the date on which persons entitled to receive dividends are determined, and to other persons registered in the shareholder register – within 25 business days from that date. The dividends are proposed to be paid within the deadlines stipulated by law using monetary funds from the account of PJSC “LUKOIL”, with all costs on the transfer of dividends, given the current corporate practices, be covered by PJSC “LUKOIL”.

Recommendation:

To pay out dividends on ordinary shares of PJSC “LUKOIL” based on the results of the first nine months of 2024 in the amount of 514 roubles per ordinary share in cash from PJSC “LUKOIL” bank account to nominee shareholders and trust managers who are professional market participants whose names are on the shareholder register of PJSC “LUKOIL” not later than 28 December 2024, and to other shareholders whose names are on the shareholder register of PJSC “LUKOIL”, not later than 29 January 2025. The costs on the transfer of dividends, regardless of the means, will be borne by PJSC “LUKOIL”.

To set 17 December 2024 as the date on which persons entitled to receive dividends based on the results of the first nine months of 2024 are determined.

On item 2 on the agenda of the Meeting: *‘On payment of a part of the remuneration to members of the Board of Directors of PJSC “LUKOIL” for their performance of the functions of the members of the Board of Directors’*

Position:

In accordance with Clause 2, Article 64 of the Federal Law *On Joint Stock Companies*, by decision of the general meeting of shareholders, the members of the board of directors of a company may be paid remuneration in the period during which they perform their duties. The amount of such remuneration shall be established by decision of a general meeting of shareholders.

The *Director Compensation and Expense Reimbursement Policy of PJSC "LUKOIL"* provides that subject to a decision by an Extraordinary General Shareholders Meeting, members of the Company's Board of Directors may be paid a part of the remuneration for their performance of responsibilities as members of the Board of Directors.

Partial payments of the remuneration to members of the Board of Directors for the performance of their functions have become a Company practice since 2015. It should be noted that this practice is widely used by Russian issuers. Such payments minimize the impact of inflation and exchange rate fluctuations on the total remuneration of Board members, and fully align with the balance of interests between the Company and its Board members.

The Board fee for the newly elected members of the Board of Directors of PJSC "LUKOIL" was established by the Annual General Shareholders Meeting of PJSC "LUKOIL" on 26 April 2024 (Minutes No.1) in the amount of 12,750,000 roubles. The Board of Directors proposes that one-half of this amount (i.e. 6,375,000 roubles) be paid to each member of the Board of Directors.

Recommendation:

To pay a part of the remuneration to members of the Board of Directors of PJSC "LUKOIL" for performance of their functions (Board fee) for the period from the date the decision on the election of the Board of Directors was taken to the date the present decision is taken constituting one-half (i.e. 6,375,000 roubles each) of the Board fee established by decision of the Annual General Shareholders Meeting of PJSC "LUKOIL" on 26 April 2024 (Minutes No.1).

No special opinions on items on the agenda of the Extraordinary General Shareholders Meeting of PJSC "LUKOIL" have been filed by the members of the Board of Directors of PJSC "LUKOIL" during preparations for the Extraordinary General Shareholders Meeting of PJSC "LUKOIL".

LUKOIL

Recommendations of the Board of Directors of the Company on the amount of dividends on shares of PJSC "LUKOIL" based on the results of the first nine months of 2024 and the procedure for their payment

The Board of Directors of PJSC "LUKOIL" recommends that the Extraordinary General Shareholders Meeting of PJSC "LUKOIL":

Pay out dividends on ordinary shares of PJSC "LUKOIL" based on the results of the first nine months of 2024 in the amount of 514 roubles per ordinary share in cash from PJSC "LUKOIL" bank account to nominee shareholders and trust managers who are professional market participants whose names are on the Shareholder Register of PJSC "LUKOIL" not later than 28 December 2024, and to other shareholders whose names are on the Shareholder Register of PJSC "LUKOIL", not later than 29 January 2025. The costs on the transfer of dividends, regardless of the means, will be borne by PJSC "LUKOIL".

Set 17 December 2024 as the date on which persons entitled to receive dividends based on the results of the first nine months of 2024 are determined.

EXCERPT

M I N U T E S No. 1
of the Annual General Shareholders Meeting
# of Public Joint Stock Company "Oil company "LUKOIL"

Full trade name of the company: *Public Joint Stock Company "Oil company "LUKOIL"*
Location of the company: *Moscow*
Address of the company: *Sretensky bulvar 11, Moscow 101000 Russian Federation*
Type of the General Meeting: *annual*
Form of the General Meeting: *absentee voting*
The date of determining (formalizing) the persons entitled to participate in the General Meeting: *2 April 2024*
The deadline for the receipt of ballots (Date of the General Meeting): *26 April 2024*
Postal address to which completed ballots had been sent: *OOO «Registrator «Garant», Krasnopresnenskaya Naberezhnaya 8, second floor, office 228, Presnensky Municipal District Intra-city territory, Moscow, 123100, Russian Federation*
The URL of the website on the information and telecommunications network "Internet" where electronic voting ballots may be completed: *https://evoting.reggarant.ru/Voting/Lk*
Date of preparation of the Minutes: *26 April 2024*
Chairman of the Annual General Shareholders Meeting of PJSC "LUKOIL" (hereinafter also the Meeting): ...
Secretary of the Meeting: Vladimir Nikolaevich Vinogradov
The functions of the Counting Commission were performed by the Registrar of PJSC "LUKOIL" - Limited Liability Company «Registrator «Garant» (location: Krasnopresnenskaya Naberezhnaya 8, second floor, office 228, Presnensky Municipal District Intra-city territory, Moscow, 123100, Russian Federation).
Persons authorized by the registrar performing the functions of the Counting Commission, who performed the vote counting:
1. Dmitry Igorevich Irshenkov (by power of attorney No. 6 of 10 February 2022);
2. Marina Vladimirovna Uspenskaya (by power of attorney No. 7 of 10 February 2022);
3. Tatyana Mikhailovna Safronova (by power of attorney No. 5 of 10 February 2022).

The number of votes held by the persons included in the list of persons entitled to participate in the Annual General Shareholders Meeting of PJSC "LUKOIL" – 692,865,762 votes.

In accordance with Sub-point 2, Clause 5, Article 6 of Federal Law No. 114-FZ of 16 April 2022 *On Amending the Federal Law On Joint Stock Companies and Certain Legislative Acts of the Russian Federation* (hereinafter, Law No.114-FZ), the shares of PJSC "LUKOIL" registered at the securities account of depositary programs in the amount of 64,488,644 shares shall represent no votes and shall not be counted while tallying votes.

The number of votes held by the persons who took part in the Annual General Shareholders Meeting of PJSC "LUKOIL" – 337,301,536 votes (53.6782%).

In accordance with Clause 1, Article 58 of the Federal Law *On Joint Stock Companies*, the Annual General Shareholders Meeting of PJSC "LUKOIL" is competent (has a quorum), thanks to participation of shareholders who collectively hold more than half of the votes of the issued voting shares of PJSC "LUKOIL": taking into account Sub-point 2, Clause 5, Article 6 of Law No.114-FZ, the quorum is equal to 314,188,560 votes.

Item 4 on the agenda. On the remuneration and reimbursement of expenses to members of the Board of Directors of PJSC "LUKOIL".

Resolution on Item 4 on the agenda:

«1. …

2. To establish the amounts of remuneration for the newly elected members of the Board of Directors of PJSC "LUKOIL" pursuant to Appendix No.2 hereto.

To establish that during their service the newly elected members of the Board of Directors shall be reimbursed for the expenses related to the performance of their functions as members of the Board of Directors, the types of which were established by decision of the Annual General Shareholders Meeting of OAO "LUKOIL" of 24 June 2004 (Minutes No.1), in the amount of actually incurred and documented expenses, upon submission by members of the Board of Directors of written expense claims.»

Voting results on Item 4 (point 2) on the agenda:

1. The number of votes belonging to the persons included in the list of persons entitled to participate in the General Meeting on this Item:	692,865,762
2. The number of votes for the Company's voting shares on this agenda item determined taking into account the provisions of point 4.24 of the *Regulations on General Shareholders Meetings*, approved by the Bank of Russia on 16 November 2018 (No.660–P):	628,377,118
3. The number of votes belonging to the persons who took part in the General Meeting on this Item:	337,301,536 (53.6782%), the Item is quorate
The number of votes cast for each voting option:	
"For"	331,785,018 (98.3645%)
"Against"	28,865
"Abstain"	5,398,284

Decision taken on Item 4 (point 2) on the agenda:

To establish the amounts of remuneration for the newly elected members of the Board of Directors of PJSC "LUKOIL" pursuant to Appendix No.2 hereto.

To establish that during their service the newly elected members of the Board of Directors shall be reimbursed for the expenses related to the performance of their functions as members of the Board of Directors, the types of which were established by decision of the Annual General Shareholders Meeting of OAO "LUKOIL" of 24 June 2004 (Minutes No.1), in the amount of actually incurred and documented expenses, upon submission by members of the Board of Directors of written expense claims.

Chairman of the Meeting …

Secretary of the Meeting V.N. Vinogradov

I hereby certify that this is a true and accurate excerpt from Minutes No.1
Corporate Secretary N.I. Podolskaya

Appendix No.2 to decision on Item 4 (point 2) on the agenda of the Annual General Meeting of Shareholders of Public Joint Stock Company "Oil company "LUKOIL" of 26 April 2024 (Minutes No.1)

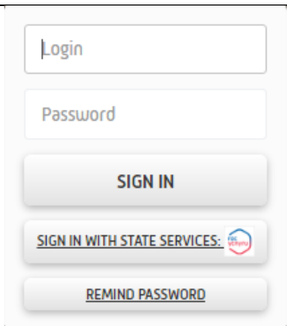
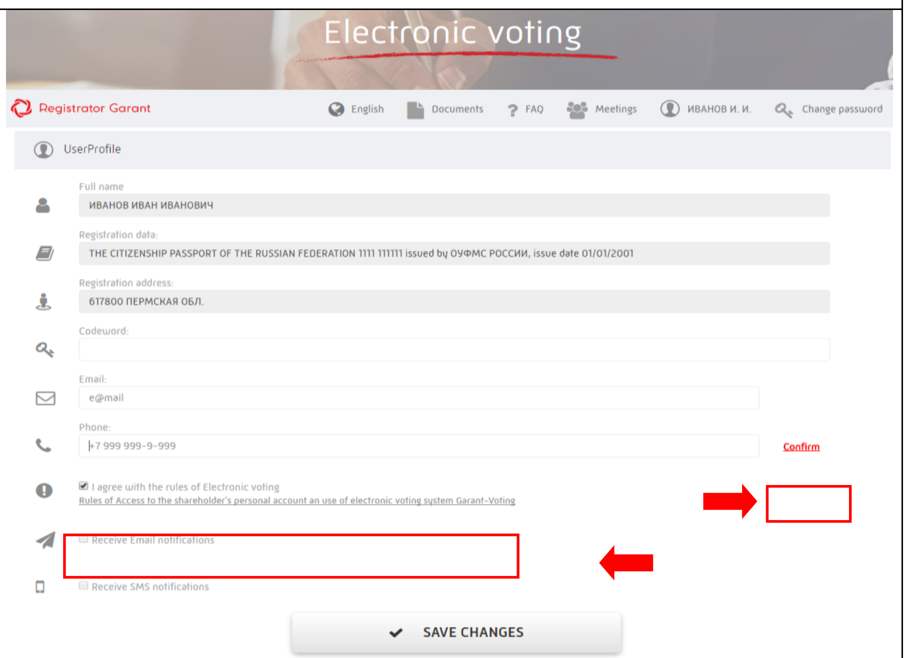
To establish the following amounts of remuneration for the newly elected members of the Board of Directors of PJSC "LUKOIL":

- for performance of the duties of a member of the Board of Directors – 12,750,000 roubles;
- for performance by a member of the Board of Directors of the functions of the Chairman of the Board of Directors – 10,600,000 roubles;
- for performance by a member of the Board of Directors of the functions of the Vice-Chairman of the Board of Directors – 3,200,000 roubles;
- for performance by a member of the Board of Directors of the functions of the Chairman of a committee of the Board of Directors – 1,400,000 roubles;
- for performance by a member of the Board of Directors of the functions of a member of a committee of the Board of Directors – 1,400,000 roubles;
- for each attendance in person at a meeting of the Board of Directors or a committee of the Board of Directors where attendance requires a flight that lasts more than eight hours – 400,000 roubles. If a member of the Board of Directors takes a flight to attend the meetings of both a committee (committees) of the Board of Directors and of the Board of Directors itself, only a single amount of remuneration for the flight will be paid;
- for each participation in conferences and other events on written instructions of the Chairman of the Board of Directors, in an amount of 200,000 roubles.

Instructions for shareholders of PJSC “LUKOIL”
using the electronic voting solution
for the General Shareholders Meeting of PJSC “LUKOIL”

Please be informed that access for completing electronic voting ballots shall be granted to the shareholders who register their title to shares in the Company’s shareholder register on the date following the date on which persons entitled to participate in the General Meeting are determined, while shareholders who are clients of nominee holders shall be granted access after the said nominee holders provide OOO «Registrator «Garant», the company keeping the Company’s Shareholder Register, with information on persons entitled to participate in the General Shareholders Meeting of PJSC“LUKOIL”.

To use the e-voting service:

1. Follow the link: [**https://evoting.reggarant.ru/Voting/Lk**](https://evoting.reggarant.ru/Voting/Lk) **or** use the QR code to reach the website immediately.	
2. On the opening page, choose your preferred identification method: - via your ***certified*** account at the State Services Portal (https://gosuslugi.ru); - using your credentials issued by OOO «Registrator «Garant». If you are a registered user of the Shareholder’s Personal Account service, please use your credentials to enter.	
3. Check the relevant box to confirm that you agree with the e-voting rules. ***(This is mandatory to continue using the Service).*** **4.** To receive notifications on the progress of the General Shareholders Meeting and on the voting results please provide your mobile phone number and/or email address and check *Email Notifications* and/or *Text (SMS) Notifications* boxes and confirm your mobile phone number by pressing “Confirm”. **5.** Save changes.	

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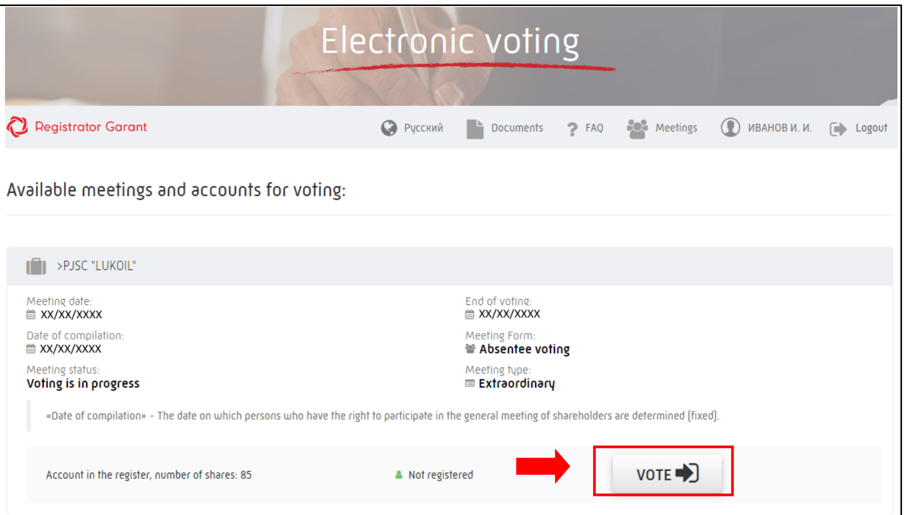
<td>6. In the List of Meetings section, choose the available meeting and click on the VOTE button to proceed to the ballot.</td>
<td>
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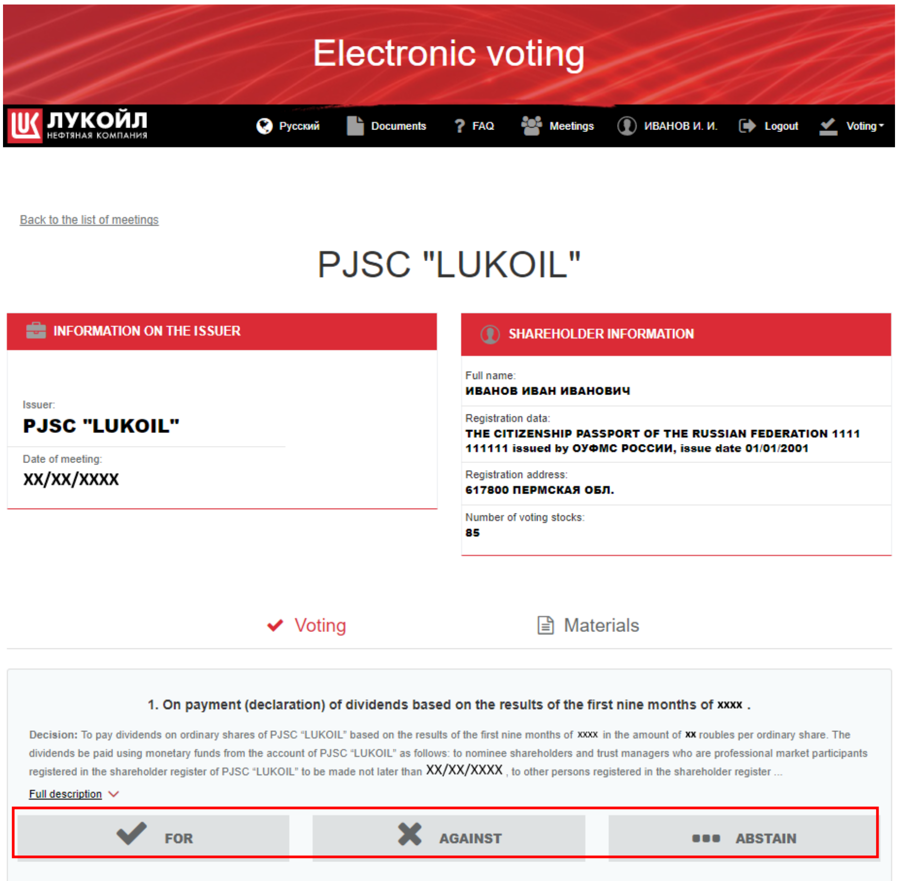
<td>7. On the electronic voting ballot page:
7.1. Read the Meeting agenda, resolutions on agenda items that have been put to the vote, and information (reference materials) for the Meeting;
7.2. Click to choose the voting option (“FOR,” “AGAINST,” “ABSTAIN”) on each item on the agenda;
7.3. Click on the VOTE button.</td>
<td>
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Recommended specifications:

PC

OS: Windows 7 and higher
Browser: Google Chrome 61+
Channel throughput: 10Mb and higher

Mobile devices:
OS: Android 4.2 and higher, IOS
Browser: Google Chrome, Safari
Display resolution: 1280x720 pixels and more

If you have any questions regarding the E-voting Service, please contact OOO «Registrator «Garant»: call +7 800 500 29 47 or email: evoting@reggarant.ru.