

Attachment to the circular
in connection with holding
of extraordinary General Shareholders Meeting

The materials being provided to shareholders in connection with preparation for the extraordinary General Shareholders Meeting of OAO LUKOIL contain important documents and information. If you have any doubt as to what action to take on the items of the agenda of the extraordinary General Shareholders Meeting, please consult appropriate independent advisers.

Pursuant to the Listing Rules of the London Stock Exchange approved by the UK Listing Authority (the "Listing Rules"), the enclosed information and materials must contain an explanation of the amendments and modifications to the Charter of OAO LUKOIL ("OAO LUKOIL" or the "Company") proposed for shareholder approval. If adopted by the extraordinary General Shareholders Meeting, the amendments would have the following effect:

- any transactions in the amount of 25 percent or more of the balance sheet asset value of the Company involving the acquisition, disposal or the possibility of disposal of capital assets in the sphere of production and processing of oil, gas and gas condensate, refined products marketing facilities, hydrocarbon transportation facilities and shares (participatory shares) in business entities holding such assets and/or rights for exploration or production of hydrocarbon resources must be approved in accordance with the procedures provided for "major transactions" pursuant to Article 79 of the Federal Law On Joint-Stock Companies;
- unanimous board approval will be required for the following matters (for the purposes of a decision by the Board of Directors or proposing such issues for approval by the General Shareholders Meeting):
 - increasing the Company's Charter capital by more than 10 percent or placement by the Company of securities convertible into shares constituting more than 10 percent of the previously issued shares of the Company in any twelve-month period (this provision is additional to the requirements of the Federal Law on Joint-Stock Companies);
 - recommendations on payment of dividends by the Company in excess of the consolidated net profit of the Company;
 - approval of transactions the amount of which exceeds 7.5 percent of the value of the Company's consolidated assets and which are not related to the main types of the Company's activities;
 - approval of transactions by a Significant Subsidiary of the Company the amount of which exceeds 7.5 percent of the value of the Company's consolidated assets (except for cases provided for by the draft amendments to the Charter, including certain corporate reorganizations involving a Significant Subsidiary or transactions with the LUKOIL Group entities);
 - any proposal to dissolve or liquidate the Company or any Significant Subsidiary of the Company or actions having similar effect (subject to certain exceptions provided in the draft amendments to the Charter);

- any proposal to reorganize the Company or to change the Company's legal form (in cases set forth in the draft amendments to the Charter);
- any proposal to reorganize a Significant Subsidiary of the Company by merger or consolidation as a result of which the LUKOIL Group will retain less than 90 percent of the ownership of such subsidiary or its successor;
- unanimous Board decision will be required for the Board to propose for approval of the General Shareholders Meeting amendments and modifications to the Charter which provide for alteration of the list of matters requiring unanimous board approval.

The full text of the amendments to the Charter of OAO LUKOIL proposed by the shareholders is included in the materials for the extraordinary General Shareholders Meeting and will also be available for your review both prior to the extraordinary General Shareholders Meeting and in the course of the same.

The Board of Directors of OAO LUKOIL must, pursuant to the requirements of the Listing Rules, consider whether the proposed amendments to the Charter of OAO LUKOIL are in the best interests of OAO LUKOIL's shareholders as a whole. Having so considered, the Board of Directors recommends that the shareholders participating in the extraordinary General Shareholders Meeting approve the amendments to the Charter of OAO LUKOIL submitted for the approval by the extraordinary General Shareholders Meeting.