

Approved by decision of the Board of
Directors January
2016 (Minutes No.1),
with amendments approved by decision of the
Board of Directors on 15
October 2020 (Minutes No.17) and
09 November 2021 (Minutes No.15)

REGULATIONS
ON THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF PJSC LUKOIL

I. GENERAL PROVISIONS

1.1. These *Regulations on the Audit Committee of the Board of Directors of PJSC "LUKOIL"* (hereinafter referred to as the *Regulations*) are developed in accordance with the Russian Federation, the Corporate Governance Code approved by the Board of Directors of the Bank of Russia on 21 March 2014, the Charter of PJSC "LUKOIL" (hereinafter referred to as the *Charter*), the *Regulations on the Board of Directors of PJSC "LUKOIL"*, requirements of stock exchanges and regulatory legal acts in the area of financial markets.

1.2. The Audit Committee of the Board of Directors of PJSC "LUKOIL" is formed for the purpose of preliminary consideration of matters of control over the financial and business activity of the Company and the LUKOIL Group, to facilitate efficient functioning of the Board of Directors of the Company in exercising control over the Company's activities.

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3. OBJECTIVES OF THE AUDIT COMMITTEE

3.1. The main objectives of the Audit Committee are:

3.1.1. Regarding accounting (financial) statements:

3.1.1.1. To control how completeness, accuracy and reliability of the accounting (financial) statements of the Company are insured;

3.1.1.2. To

3.1.3.7. To evaluate independence, objectivity and lack of conflict of interest on the part of the Auditor of the Company, including evaluation of proposed candidates for the position of the Auditor of the Company, drafting of proposals (recommendations) on appointment and re-election of the Auditor of the Company, audit fees and terms and conditions of

3.1.3.8. To supervise external audits of the Company and evaluate their quality and Report for subsequent provision to shareholders of the Company as material for the Annual General Shareholders Meeting of the Company;

3.1.3.9. To analyse and discuss with the Auditor of the Company material issues arising during the performance of the independent external audit of the Company. The Committee shall communicate its opinion on these issues (including its recommendations) to the Company's Board of Directors;

3.1.3.10. To ensure efficient cooperation between the internal audit division and the Auditor of the Company;

3.1.3.11. To develop a Company policy stipulating the principles of combination of audit and non-audit services provided by the Auditor of the Company and exercise control over its implementation;

3.1.3.12. To prepare recommendations on appointing the auditor of the consolidated financial

(Wording of the point as approved by decision of the Board of Directors of PJSC "LUKOIL", 09 November 2021 (Minutes No.15))

3.1.4. Regarding prevention of *mala fide* actions by the Company's employees and third parties:

3.1.4.1. To control efficiency of the alerting system for potential *mala fide* employees and third parties, and other violations in the Company;

3.1.4.2. To supervise special investigations of potential fraud or misuse of insider or confidential information;

3.1.4.3. To bodies in response *mala fide* actions and other violations;

3.1.4.4. To assess efficiency and control implementation of procedures aimed at identifying and countering unfair actions of employees.

(Point added by decision of the Board of Directors of PJSC "LUKOIL", 09 November 2021 (Minutes No.15))

3.2. To ensure the implementation of the set objectives the Audit Committee the following rights:

3.2.1. To participate in the monitoring and examination of the implementation of the decisions and

internal audit division Head

3.2.3. To request and obtain in accordance with the existing procedure any information that is necessary for its a

Auditor, the H internal audit division and the employees. The Audit Committee also has the right to request information fr ;

(Wording of the point as approved by decision of the Board of Directors of PJSC "LUKOIL", 15 October 2020 (Minutes No.17))

3.2.4. To receive professio

3.2.5. To invite, if necessary, the persons indicated in point 8.6 of these Regulations to the meetings of the Audit Committee;

3.2.6. To propose amendments and addenda to these Regulations;

3.2.7. The other rights that are necessary for the Audit Committee to fulfil its objectives.

4. MEMBERSHIP AND ELECTION OF THE AUDIT COMMITTEE

4.1. Where possible, the Audit Committee shall be elected from among the independent members of the Comp headed by an independent director. If, due to objective reasons, it is not possible to form the Committee from independent , independent directors

7.1. Each first meeting of the new membership of the Audit Committee shall be held not later than 30 (thirty) business days from the date of the first meeting of the new memb Board of Directors at which the Audit Committee members were elected.

7.2. The Audit Committee meetings shall be held in accordance with the schedule approved by the Audit Committee, but no fewer than 4 (four) times per year. Extraordinary meetings of the Audit Committee shall be held at the decision of the Chairman of the Committee, at the request of any Committee member, as well as at the request of the Board of Directors, the President and Management Committee of the Company and the Auditor of the Company.

(Wording of the point as approved by decision of the Board of Directors of PJSC "LUKOIL", 15 October 2020 (Minutes No.17))

7.3. The decision to hold a regular meeting of the Audit Committee, its date, time and location, agenda items and also the decision on the list of persons to be invited to participate in the meeting shall be taken by the Audit Committee Chairman in accordance with the work schedule of the Committee.

The decision to hold an extraordinary meeting of the Audit Committee, on its date, time and location, agenda items and also the decision on the list of persons to be invited to participate in the meeting shall be taken by the Audit Committee Chairman on the basis of proposals made by the persons indicated in point 7.2 of these Regulations.

7.4. The Secretary of the Committee shall prepare the notice about the Audit Committee meetings, as well as the agenda of such meetings, and forward these to the persons who participate in the meeting in accordance with the requirements for such notifications provided for by the *Regulations on the Board of Directors of PJSC "LUKOIL"*, not later than 10 (ten) business days before the date of the Committee meeting.

7.5. The Committee meetings shall be prepared by the Secretary of the Committee under the supervision of the Chairman of the Committee.

7.6. The specifics on holding an extraordinary Audit Committee meeting are as follows:

7.6.1. Those persons who in accordance with point 7.2 of these Regulations have the right to demand that an extraordinary Committee meeting be held shall forward their request to hold a Committee meeting to the Secretary of the Committee not later than 20 (twenty) business days prior to the expected date of the extraordinary Committee meeting. Such request shall be prepared and forwarded to the Secretary of the Committee in accordance with the procedure established by the *Regulations on the Board of Directors of PJSC "LUKOIL"* regarding the procedure for demanding that a meeting of the Board of Directors be held. The Secretary of the Committee shall notify the Chairman of the Committee of such requests not later than the day following the day when such a request was received;

7.6.2. In the course of 5 (five) business days from the date of the demand to hold an extraordinary meeting of the Committee, the Chairman of the Committee shall take a decision to hold an extraordinary meeting, set the date, time and location of the meeting or the date of the absentee vote, or take a decision to refuse to hold an extraordinary Committee meeting. A substantiated decision on the refusal to hold an extraordinary Committee meeting shall be forwarded to the person or the body of the Company who demanded that such meeting be held, within 2 (two) business days from the moment when the Chairman took the decision to refuse holding such meeting;

7.6.3. The Chairman of the Audit Committee may take a decision to refuse to hold an extraordinary Committee meeting in the following cases:

8.7.4. Study of the financial results of the LUKOIL Group.

Other matters that are not indicated in this paragraph can be considered by the Committee in the form of absentee voting.

9. DECISION-MAKING PROCEDURE OF THE AUDIT COMMITTEE

9.1. Each Committee member has one vote per issue.

9.2. A Committee member may not transfer his/her voting right to other persons, including other Committee members.

9.3. In the event of a tied vote of members of the Audit Committee, the Chairman/person acting as the chairman of the meeting shall have the deciding vote.

9.4. Decisions of the Committee shall be passed by a simple majority of votes of the total number of the Committee members.

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10.1. Not later than

Directors where the decision with regard to submitting the candidacy of the _____ for approval to the General Shareholders Meeting of the Company is to be taken, the Audit Committee shall submit for the consideration of the Board of Directors of the Company its recommendations on

independent auditors of high professional standing.

10.2. The recommendations indicated in point 10.1 of these Regulations shall be forwarded by the

of recommended candidates for Auditor of the Company may not be less than 2 (two) or more than 4 (four).

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take into consideration the following: 00510047004C00443004F004F>30003FJET0.000008871 0 595.32 841.

11.1. Not later than 3 (three) business days after a Committee meeting that was held in the form of joint

12.4. The Board of Directors of the Company has the right to order the Audit Committee to present its opinion on individual matters. In such a case, the Board of Directors shall set reasonable deadlines for fulfilment of such an order by the Audit Committee.

12.5. The Audit Committee has the right at its own discretion to submit Directors its recommendations on any matter related to the subject of its activities, and, in the cases provided for by these Regulations, shall prepare an opinion for the Board of Directors.

12.6. The reasonableness of consideration of the recommendations submitted by the Audit Committee to t point 12.5 of these Regulations

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Audit Committee provide a report on the current activities of the Committee. The deadlines for the preparation and presentation of such a report shall be established by the decision of the Board of Directors of the Company.

13. INTERACTION WITH THE COMP

PERSONS

13.1. Since, in order to ensure efficient operation of the Committee, its members need to have

14.2. The Audit Committee members as well as the Secretary of the Committee have no right to use insider or other confidential information for their personal goals or to disclose insider and other confidential information.

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disclosure of insider and other confidential information in advance of the meeting.

15. LIABILITY OF THE AUDIT COMMITTEE MEMBERS

15.1. The Audit Committee members shall bear liability in accordance with the provisions of the Federal Law “*On Joint Stock Companies*” that regulate the liability of the members of the Board of Directors.

16. FUNDING THE ACTIVITY OF THE AUDIT COMMITTEE

16.1.
Board of Directors.

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first meeting and forwarded to the Board of Directors.

17. APPROVAL OF AND CHANGES TO THESE REGULATIONS

17.1. These Regulations, as well as all changes and amendments thereto shall be approved by the

17.2. All issues that are not resolved by these Regulations shall be regulated by the Company Charter, the *Regulations on the Board of Directors of PJSC “LUKOIL”* and other internal by-laws of the Company, and by effective law.

17.3. If any changes in Russian law and statutory regulations result in individual points of these Regulations contradicting these changes, these points shall become ineffective and the Audit Committee members shall be governed by Russian Federation law and statutory regulations until the appropriate changes are introduced into these Regulations.

Directors in accordance with Section 12 of the Regulations may contain recommendations to the Board of Directors of the Company on the necessity of making changes and amendments into these Regulations.

WRITTEN OPINION

**on agenda items
of a member of the Audit Committee of the
Board of Directors of PJSC**

(full name)

Issue put to a vote:

Resolved:

Voting results:

IN FAVOR:

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AGAINST:

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ABSTAIN:

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_____ 20____

Procedure for recording written opinions: A member of the Audit Committee who is absent from a meeting of the Committee shall sign the line that corresponds to his/her decision in the Written Opinion Form. The written opinion shall be taken into account when determining quorum and the voting results at the Committee meeting if it is delivered to the Secretary in person, sent to the Secretary of the Board of Directors by registered mail with notification of delivery, bynto account w