

**MATERIAL FACT STATEMENT  
ON DECISION MAKING ABOUT RESTRUCTURING OR DISSOLUTION OF ENTITY  
CONTROLLED BY ISSUER AND MATERIALLY IMPORTANT FOR ISSUER**

| 1. General information                                     |   |
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| 1.1. Full legal name of issuer                             | Public Joint Stock Company Gazprom  |
| 1.2. Short legal name of issuer                            | PJSC Gazprom  |
| 1.3. Address of issuer                                     | Moscow, Russian Federation  |
| 1.4. OGRN (Primary State Registration Number) of issuer    | 1027700070518   |
| 1.5. INN (Taxpayer Identification Number) of issuer        | 7736050003  |
| 1.6. Unique issuer code assigned by registering authority  | 00028-A   |
| 1.7. Internet pages used by issuer to disclose information | <a href="http://www.gazprom.ru">www.gazprom.ru</a> ; <a href="http://www.e-disclosure.ru/PORTAL/company.aspx?id=934">www.e-disclosure.ru/PORTAL/company.aspx?id=934</a> |

| 2. Contents of Statement  |  |
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| On decision making about restructuring of entity controlled by issuer and materially important for issuer   |  |
| <p>2.1. Type of entity which made decision about restructuring: <b>entity controlled by issuer and materially important for issuer.</b></p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of entity which made decision about restructuring: <b>Joint Stock Company Gazpromneft-Noyabrskneftegaz.</b><br/>Address of commercial entity: <b>Noyabrsk</b><br/><b>INN 8905000428</b><br/><b>OGRN 1028900703963</b></p> <p>2.3. Type of decision: <b>restructuring.</b></p> <p>2.4. Content of decision about restructuring of relevant entity:</p> <p><b>1. To restructure Joint Stock Company Gazpromneft-Noyabrskneftegaz through spin-off and establish Limited Liability Company Oil and Gas Production Center Muravlenkovskneftegaz located in Noyabrsk.</b></p> <p><b>2. To approve following process of Gazpromneft-NNG restructuring through spin-off and establishing Oil and Gas Production Center Muravlenkovskneftegaz:</b></p> <p><b>1) within up to three business days after making decision about Gazpromneft-NNG restructuring to notify in writing registration authority at place of Gazpromneft-NNG registration on commencing procedure of restructuring through spin-off and establishing Oil and Gas Production Center Muravlenkovskneftegaz;</b></p> <p><b>2) upon making the entry about commencement of restructuring procedure to Uniform State Register of Legal Entities, twice (once a month) place in mass media which usually publish information on state registration of legal entities, notification of restructuring subject to requirements specified in Items 6.1 and 6.2, Article 15 of Federal Law No. 208-FZ On Joint-Stock Companies dated December 26, 1995, and settle relations with creditors;</b></p> <p><b>3) to conduct inventory of assets and liabilities of Gazpromneft-NNG and draw up transfer deed;</b></p> <p><b>4) to authorize Alexander Shushakov as signer of transfer deed on behalf of Oil and Gas Production Center Muravlenkovskneftegaz, drawn up according to Articles 58 and 59 of Russian Federation Civil Code in relation to Gazpromneft-NNG restructuring through spin-off and establishing Oil and Gas Production Center Muravlenkovskneftegaz;</b></p> <p><b>5) to approve transfer deed at General Shareholders Meeting of Gazpromneft-NNG on or before June 29, 2018;</b></p> <p><b>6) to transfer Oil and Gas Production Center Muravlenkovskneftegaz part of assets, rights</b></p> |  |

and liabilities of Gazpromneft-NNG in relation to part of its creditors and debtors, including partial liabilities disputed by third parties subject to and under transfer deed.

7) authorized representative of Gazpromneft-NNG is supposed to file documents for state registration of Oil and Gas Production Center Muravlenkovskneftegaz established through restructuring to registration authority.

3. To approve following conditions of Gazpromneft-NNG restructuring:

- sole member of Oil and Gas Production Center Muravlenkovskneftegaz, owning share with nominal value of RUB 10,000 (ten thousand) constituting 100% of Oil and Gas Production Center Muravlenkovskneftegaz's charter capital, is Gazpromneft-NNG.

2.5. Authorized managing body of entity which made decision about restructuring and date of adopting such decision: **General Shareholders Meeting, March 31, 2018.**

2.6. Date of compilation and number of minutes of meeting (session) of authorized managing body of entity which made decision about restructuring: **Minutes of extraordinary General Shareholders Meeting of Gazpromneft-Noyabrskneftegaz No. 45 dated March 31, 2018.**

### 3. Signature

3.1. First Deputy Department Head,  
Gazprom  
(acting under power of attorney  
No. 01/04/04-177Д, dated March 12, 2018)

\_\_\_\_\_ Svetlana Antonova

3.2. Date: April 2, 2018