

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

1. General information	
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	www.gazprom.ru; www.e-disclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement
<p>On decision making about restructuring of entity controlled by issuer and materially important for issuer</p> <p>2.1. Type of entity which made decision about restructuring: entity controlled by issuer and materially important for issuer.</p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of entity which made decision about restructuring: Gazpromneft-Centre Limited Liability Company. Address of commercial entity: Moscow. INN 7709359770 OGRN 1027739602824</p> <p>2.3. Type of decision: restructuring.</p> <p>2.4. Content of decision about restructuring of relevant entity: to restructure Gazpromneft- Centre through spin-off and to set up Gazpromneft-Centre Limited Liability Company (Tank Farm) (hereinafter – Gazpromneft-Centre (TF) based at Moscow, Russian Federation, with its simultaneous restructuring by way of merger with Joint Stock Company Gazpromneft-Terminal (OGRN 1125476147257), (hereinafter – Gazpromneft-Terminal).</p> <p>1.1 To approve following restructuring procedure for Gazpromneft-Centre:</p> <ul style="list-style-type: none"> - Gazpromneft-Centre (TF) shall merge into Joint Stock Company Gazpromneft-Terminal immediately upon being spun off; - Gazpromneft-Center, within three business days after adoption of restructuring decision by last of companies involved in restructuring, be it Gazpromneft-Center or Gazpromneft-Terminal, shall notify, on behalf of all restructuring participants, relevant authority performing state registration of legal entities on beginning of restructuring procedure; - after making record on beginning Gazpromneft-Center restructuring into Unified State Register of Legal Entities, Gazpromneft-Center shall publish twice, at monthly interval, notification of restructuring in Journal of State Registration, on behalf of all legal entities involved in restructuring; - Gazpromneft-Centre, following inventory taking of property, rights and obligations of company, shall prepare Certificate of Transfer as of June 30, 2018; - to authorize Anton Matvienko to sign Certificate of Transfer on behalf of Gazpromneft-Centre (TF); - Gazpromneft-Centre shall transfers to Gazpromneft-Centre (TF) part of company’s property, rights and obligations with respect to some of its creditors and debtors, including obligations contested by parties in accordance with and on basis of Certificate of Transfer; - Gazpromneft-Centre shall undertake other actions and procedures required for restructuring be way of spin-off implemented concurrently with merger, in accordance with applicable laws of Russian Federation; - restructuring of Gazpromneft-Centre by spinning off Gazpromneft-Centre (TF) and simultaneous restructuring of Gazpromneft-Centre (TF) by way of its merger with Gazpromneft-Terminal, shall be deemed to be completed upon making record in Unified State Register of Legal Entities about termination of business activity of Gazpromneft-Centre (TF) set up through spin off.

Such record is entered simultaneously with recording of state registration of Gazpromneft-Centre (TF) in Unified State Register of Legal Entities. Herewith, first record shall be made on state registration of Gazpromneft-Centre (TF) set up through restructuring by way of spin off and then termination of its business activity is documented.

1.2 To approve following terms and conditions of Gazpromneft-Centre restructuring:

- equity capital of Gazpromneft-Centre (TF) is formed through reduction of Gazpromneft-Centre equity capital by exchanging stake in equity capital of Gazpromneft-Center with nominal value of RUB 237,910,622 (two hundred thirty-seven million, nine hundred ten thousand, six hundred twenty-two) owned by Gazprom Neft, for stake in equity capital of Gazpromneft-Centre (TF) with nominal value of RUB 237,910,622 (two hundred thirty-seven million, nine hundred ten thousand, six hundred twenty-two);
- equity capital of Gazpromneft-Centre (TF) in amount of RUB 237,910,622 (two hundred thirty-seven million, nine hundred ten thousand, six hundred twenty-two) is deemed to be paid in since state registration of Gazpromneft-Centre (TF);
- Gazprom Neft becomes sole participant of Gazpromneft-Centre (TF) holding stake with nominal value of RUB 237,910,622 (two hundred thirty-seven million, nine hundred ten thousand, six hundred twenty-two), which constitutes 100% of Gazpromneft- Centre (TF) equity capital.

1.3. To approve Merger Agreement on accession of Gazpromneft-Centre (TF) to Gazpromneft-Terminal. To determine Anton Matvienko, Director General of Gazpromneft-Terminal as signatory of Merger Agreement between Gazpromneft-Centre (TF) and Gazpromneft-Terminal on behalf of Gazpromneft-Centre(TF).

1.4. To empower Gazpromneft-Centre to send notice to registration authority about starting restructuring procedure and to submit documents for publication of messages in Journal of State Registration on behalf of all restructuring participants.

1.5. To designate Anton Matvienko as performing functions of sole executive body of Gazpromneft-Center (TF) (Director General).

2.5. Authorized management body of relevant entity which made decision on restructuring and date of its adoption: **Extraordinary General Shareholders Meeting, May 11, 2018.**

2.6. Date of compilation and number of minutes of meeting (session) of authorized management body of relevant entity, which made decision on restructuring: **Minutes of Extraordinary General Shareholders Meeting dated May 11, 2018, unnumbered.**

3. Signature

3.1. Member of Management Committee, Department Head, Gazprom (acting under power of attorney No. 01/04/04-58Д, dated January 31, 2018)				Elena Mikhailova
			(signature)	
3.2. Date	May	11, 2018	L.S.	