

**MATERIAL FACT STATEMENT
ON CERTAIN DECISIONS OF ISSUER'S BOARD OF DIRECTORS**

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.edisclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement	
<p>On approval of General Shareholders Meeting agenda of issuer being commercial company and other decisions related to preparing, convening and holding General Shareholders Meeting of such issuer; on recommendations concerning amount of dividends on shares of issuer being joint stock company and procedures of payment; on proposal to General Shareholders Meeting of issuer being joint stock company to set in dividend decision (announcement) certain date for determining persons entitled to receive dividends</p>	
<p>2.1. Quorum of issuer's Board of Directors Meeting and voting results on decision making issues: 11 out of 11 elected Board of Directors Members voted on agenda items I-VI, VIII-XIV, 10 out of 11 elected Board of Directors Members voted on agenda item VII, 9 out of 11 elected Board of Directors Members voted on agenda item XVII. Quorum for decision making recorded as present. Voting results: on agenda items I-VI, VIII-XIV: In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes. on agenda item VII: In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes. on agenda item XVII: In favor – 9 votes, Against – 0 votes, Abstentions – 0 votes.</p>	
<p>2.2. Content of decisions made by Gazprom's Board of Directors: I. To determine: form of Gazprom's annual General Shareholders Meeting – meeting (joint presence of shareholders for discussion of agenda items and decision making on issues put to vote); date and time of Gazprom's annual General Shareholders Meeting – June 29, 2018 from 10:00 am; venue of Gazprom's annual General Shareholders Meeting – Conference Hall D, EXPOFORUM Convention and Exhibition Center, Peterburgskoe Highway 64 (bld. 1), let. A, Shushary settlement, St. Petersburg, Russian Federation; mailing address for sending filled out ballots – Gazprom, 16 Nametkina St., 117997, GSP-7, Moscow; date and time of registering Gazprom's annual General Shareholders Meeting participants – June 27, 2018 from 10:00 am to 05:00 pm; June 29, 2018 from 9:00 am.</p>	
<p>II. To approve Gazprom's annual General Shareholders Meeting agenda:</p> <ol style="list-style-type: none"> 1. Approval of Company's annual report. 2. Approval of Company's annual accounting (financial) statements. 3. Approval of Company's profit distribution based on results of 2017. 4. Approval of Gazprom's profit distribution that was not distributed in previous years. 5. On amount, terms and form of dividend payout based on results of 2017 as well as on date when list of persons entitled to receive dividends is drawn up. 6. Approval of Company's Auditor. 7. On remuneration for service on Board of Directors (Supervisory Board) to its Members – non-government officials in amount prescribed by Company's regulatory documents. 8. On remuneration for service on Audit Commission to its Members – non-government officials in amount prescribed by Company's regulatory documents. 9. On introduction of amendments to Provision on Gazprom's General Shareholders Meeting. 10. Election of Company's Board of Directors (Supervisory Board) Members. 11. Election of Gazprom's Audit Commission Members. 	

- III. To approve Gazprom's annual General Shareholders Meeting notice wording, put it on information and telecommunication network Internet on Company's website www.gazprom.ru on May 29, 2018 at latest.
- IV.1. To approve list of data (materials) provided to shareholders before Gazprom's annual General Shareholders Meeting in compliance with Appendix to Board of Directors Decision.
2. Information (materials) is presented for reviewing to persons entitled to participate in Gazprom's annual General Shareholders Meeting starting from June 8, 2018 at Gazprom headquarters (room 331, building 2, 16 Nametkina St., Moscow), at Company's registrar DRAGA and its branch offices as well as offices of Gazprombank (Joint Stock Company) where rights for Company's shares are registered. Addresses will be published in annual General Shareholders Meeting notice.
- V. To approve format and content of voting ballots as well as wording of decisions on agenda items within Gazprom's annual General Shareholders Meeting to be sent in electronic form (as e-documents) to nominal shareholders registered in Company's shareholders register in accordance with Appendix to Board of Director's decision.
- VI. 1. To set up Gazprom's annual General Shareholders Meeting Presidium consisting of Gazprom's Board of Directors Members.
2. To approve Viktor Zubkov, Gazprom's Board of Directors Chairman as Gazprom's annual General Shareholders Meeting Chairman.
- VII. 1. To approve distribution of Gazprom's profit of RUB 100,297,977,000 based on Company's operating results in 2017 for paying out dividends in full amount.
2. To recommend Gazprom's annual General Shareholders Meeting to approve distribution of Company's profit based on 2017 operating results, as proposed by Gazprom's Board of Directors.
3. To empower Alexey Miller, Deputy Chairman of Board of Directors and Chairman of Management Committee to submit proposals on profit distribution at Gazprom's annual General Shareholders Meeting on June 29, 2018.
- VIII. 1. To approve proposals:
on paying out annual dividends in cash totalling RUB 190,335,044,000 which makes up RUB 8.04 per Gazprom's ordinary share with nominal value of RUB 5, due to net profit for 2017 in amount of RUB 100,297,977,000 and undistributed profit for previous years in amount of RUB 90,037,067,000;
on setting date for listing persons entitled to receive dividends – July 19, 2018;
on determining deadline for paying out dividends to nominal holders and trustees being professional players of security market and registered in Gazprom's shareholders register – August 2, 2018;
on determining deadline for paying out dividends to other Gazprom's registered shareholders – August 23, 2018.
2. To recommend Gazprom's annual General Shareholders Meeting to approve mentioned proposals of Gazprom's Board of Directors.
- IX. 1. To provisionally endorse 2017 Annual Report of Gazprom appended to Board of Directors' Decision.
2. To empower Alexey Miller, Deputy Chairman of Board of Directors and Chairman of Management Committee to present Annual Report at Gazprom's annual General Shareholders Meeting on June 29, 2018.
- X. To provisionally endorse 2017 annual accounting (financial) statements of Gazprom compiled in accordance with Russian law and appended to Board of Directors' Decision, and submit it for approval by Gazprom's annual General Shareholders Meeting.
- XI. 1. To endorse proposals on following amounts of remuneration for Board of Directors and Audit Commission Members who are not taking public or civil service offices in Russian Federation:
to Board of Directors Chairman – RUB 30,073,060;
to Board of Directors Deputy Chairman – RUB 29,109,310;
to Board of Directors Member functioning simultaneously as Chairman of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom's Board of Directors – RUB 26,539,310;
to Board of Directors Member functioning simultaneously as Chairman of Nomination and Remuneration Committee and Member of Audit Committee under Gazprom's Board of Directors – RUB 26,539,310;
to Board of Directors Member functioning simultaneously as Member of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom's Board of Directors – RUB 25,575,560;
to Board of Directors Members not having additional responsibilities in Board of Directors – RUB 24 290 560 each;
to Chairman of Audit Commission – RUB 5,072,433;
to Members of Audit Commission – RUB 3,901,872 each
2. To submit mentioned proposals to Gazprom's annual General Shareholders Meeting.
- XII. 1. To nominate Limited Liability Company FBK for approval by General Shareholders Meeting of

Gazprom as Company's Auditor.

2. To determine Company's auditor remuneration for auditing Gazprom's accounting (financial) statements, Gazprom Group's consolidated accounting statements and consolidated financial statements for 2018 drawn up according to IFRS and equalling RUB 195,000,000 (one hundred ninety-five million) net of VAT.

XIII. To approve, as attached to Board of Directors Decision, Report on Related-Party Transactions concluded by Gazprom in 2017.

XIV. To endorse and submit for consideration by Gazprom's annual General Shareholders Meeting draft amendments to Provision on General Shareholders Meeting of Gazprom appended to Board of Directors' Decision.

XVII. 1. To approve distribution of Gazprom's profit in amount of RUB 90,037,067,000 undistributed in previous years for paying out dividends.

2. To recommend Gazprom's annual General Shareholders Meeting to approve distribution of Company's profit that was not distributed in previous years as proposed by Gazprom's Board of Directors.

3. To empower Alexey Miller, Gazprom's Board of Directors Deputy Chairman and Management Committee Chairman to submit proposals regarding distribution of profit undistributed in previous years at Gazprom's annual General Shareholders Meeting on June 29, 2018.

2.3. Date of Gazprom's Board of Directors meeting where corresponding decisions were made: May 16, 2018.

2.4. Date of compilation and number of Minutes of Gazprom Board of Directors meeting, where corresponding decisions were made: Minutes No. 1198 of Gazprom Board of Directors meeting dated May 16, 2018.

2.5. In case issuer's Board of Directors (Supervisory Board) meeting agenda contains items regarding execution of rights on certain issuer's securities, identification attributes of such securities are to be mentioned: ordinary registered uncertificated shares, state registration number of issue 1-02-00028-A, registration date of issue: December 30, 1998, International Securities Identification Number (ISIN) RU0007661625.

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 16, 2018

L.S.