

**MATERIAL FACT STATEMENT  
ON INFORMATION WHICH, IN ISSUER'S OPINION, HAS SIGNIFICANT EFFECT ON  
VALUE OF ITS REGISTRABLE SECURITIES**

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/comp any.aspx?id=934

2. Contents of Statement	
<p>2.1. Brief description of event (action) which, if occurs (committed), has effect on value of issuer's registrable securities, as deemed by issuer: <b>Decision making by authorized body of Issuer concerning terms of sending offers from potential purchasers of certificated nonconvertible interest-bearing bearer exchange bonds (hereinafter – Exchange Bonds), series BO-22, under mandatory centralized custody, identification number 4B02-22-00028-A, dated August 10, 2011, International Securities Identification Number (ISIN): number not assigned as on disclosure date.</b></p>	
<p>2.2. If corresponding event (action) is related to or connected with third party – indicate full legal name (name – for noncommercial organizations), address, INN (if applicable), OGRN (if applicable) or surname, name, patronymic (if any) of such person: <b>It is impossible to provide information as it concerns potential purchasers of Exchange Bonds.</b></p>	
<p>2.3. If relevant event (action) is related to or connected with decision made by authorized managing body of issuer or third party, – indicate name of such managing body, date and content of decision, date of compilation and number of minutes of meeting (session) of issuer's authorized managing body if decision was made by collegiate body of such entity: <b>Decision was made by single executive body - Chairman of Gazprom Management Committee on July 23, 2018 (Order No. 419, dated July 23, 2018).</b></p>	
<p><b>Content of decision made by single executive body of Issuer:</b></p>	
<p><b>“To determine that placing of certificated nonconvertible interest-bearing bearer exchange bonds (hereinafter - Exchange Bonds), series BO-22, under mandatory centralized custody, will be carried out by means of collecting specific applications from purchasers for acquiring exchange bonds at price of placing that equals 100% of nominal value and percentage rate of coupon for first coupon period determined pursuant to and under terms envisaged by Securities Issue Resolution and Securities Prospectus approved by Gazprom Board of Directors' Resolution No. 1835, dated June 28, 2011, as amended, approved by Gazprom Board of Directors' Resolutions No. 2228 dated August 6, 2013, No. 2271 dated October 24, 2013, No. 2272 dated October 24, 2013, No. 2387 dated July 17, 2014 and No. 2388 dated July 17, 2014.</b></p>	
<p><b>To determine that term for sending offers to conclude preliminary contracts with potential purchasers of exchange bonds containing obligation to conclude principal exchange bond purchase contracts as at starting date of placing exchange bonds, begins at 11:00 am Moscow time on July 24, 2018 and ends at 4:00 pm Moscow time on July 24, 2018.”</b></p>	
<p><b>July 23, 2018</b></p>	
<p><b>With respect to: Participation in placing Exchange Bonds of Public Joint Stock Company Gazprom,</b></p>	

**ATTENTION: YOU SHOULD REVIEW FOLLOWING INFORMATION BEFORE TAKING ANY ACTIONS.**

This statement applies to following information and issue documents posted on: <http://www.e-disclosure.ru/portal/company.aspx?id=934> (hereinafter collectively referred to as Documents) and you should carefully review provisions of this statement before taking any actions concerning such Documents. While reviewing and taking any actions related to Documents, you assume obligation to observe conditions set out below, including any amendments to such conditions as you may obtain from us following your Documents review.

**THIS STATEMENT AND DOCUMENTS SUBMITTED TO YOUR ATTENTION DO NOT REPRESENT ANY SECURITIES SALES OFFER AND THEY ARE NOT INTENDED FOR REVIEWAL OR GETTING ACCESS BY PARTIES LOCATED IN UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN.**

**THIS STATEMENT AND DOCUMENTS CAN NOT BE SENT OR DISTRIBUTED IN ANY WAY EXCEPT IN MANNER SPECIFIED BELOW, AND CAN NOT BE REPRODUCED BY ANY MEANS.**

Neither Gazprombank (Joint Stock Company), nor Joint Stock Company Sberbank CIB, nor Joint Stock Company VTB Capital, nor Renaissance Broker Limited Liability Company, nor Public Joint stock Company Gazprom (hereinafter – Issuer) hereby make any securities sales offers and do not undertake any actions intended for receiving offer on purchasing any securities regarding any parties under any jurisdiction. This statement and Documents submitted to your attention can not be used for or due to preparation of any statement in any jurisdictions or under any circumstances, where such prepared statement will be considered inappropriate or illegal. Issuer requires that each party getting access to this statement and Documents should study and observe such limitations. Documents submitted for your attention have solely informative nature and do not constitute advertisement or any securities sales offer in any country.

Any securities of Issuer cannot be offered for sale or sold in United States of America without registration or exemption from registration in compliance with United States Securities Act of 1933 (as amended).

This statement and Documents are intended exclusively for: (i) parties located outside Great Britain, or (ii) professional investors subject to Article 19(5) of Order (Financial Promotion) 2005 (hereinafter - Order) under Financial Services and Markets Act 2000 of UK or (iii) high net worth entities, and other parties to whom such statement and Documents may be lawfully communicated subject to Articles 49(2)(a) - 49(2)(d) of Order (all such mentioned parties collectively referred to as Relevant Parties). Any securities may be acquired, and any invitation, offer or agreement on subscription, purchase or other acquisition of such securities may be accepted only by such Relevant Parties. Any other party being not Relevant Party shall not act in connection with, or otherwise rely on this statement and Documents or any information therein.

Any public offering of securities, which may be deemed to be made by virtue of submission of this statement and Documents in any European Community member state, which adopted Directive 2003/71/EC (together with any additional procedures of its adoption in such member state, hereinafter - Prospectus Directive), is addressed exclusively to qualified investors of this EU member state within meaning defined by Prospectus Directive.

This statement and Documents are not issue prospectus for purposes of their interpretation according to procedures of Prospectus Directive application and other applicable law. This statement and Documents as well as issue prospectus prepared in connection with placing Issuer's securities, cannot be distributed in any country, where such distribution requires observance of additional requirements or infringes law of such country.

**HOLDING OF EXCHANGE BONDS OR OTHER FINANCIAL INSTRUMENTS ARE ALWAYS SUBJECT TO RISKS.**

This statement has exclusively informative nature and contains very limited information on investing in securities of Issuer. Such investment shall follow balanced decision, which is based, inter alia, on thorough analysis of Issuer, its affiliated bodies, transactions, financial condition, sales and revenues, general status of Russian economy and other risk factors.

## **Dear Investor,**

This is to inform you on opportunity to take part in placing of certificated nonconvertible interest-bearing bearer exchange bonds of Public Joint Stock Company Gazprom (hereinafter – Issuer), series BO-22, under mandatory centralized custody. Gazprombank (Joint Stock Company), Joint Stock Company Sberbank CIB, Joint Stock Company VTB Capital and Renaissance Broker Limited Liability Company act as Placement Organizers. Gazprombank (Joint Stock Company) acts as Placement Organizer and Placement Underwriter (hereinafter - Underwriter). This statement constitutes proposal to make offers and it is not offer itself.

Issuer is admitted to trading on stock exchange in process of placing certificated nonconvertible interest-bearing bearer exchange bonds of Gazprom, series BO-22, under mandatory centralized custody, totaling 15,000,000 (fifteen million) bonds with nominal value of RUB 1,000 (one thousand) each with maturity date on 10,920th (ten thousand nine hundred twentieth) day from starting date of exchange bonds placing, with option of early redemption upon request of owners and under consideration of Issuer, placed under open subscription (hereinafter - Exchange Bonds).

Issue of Exchange Bonds is permitted to trading by Moscow Exchange (former MICEX Stock Exchange) at stock exchange while placing on August 10, 2011 with assignment of identification number 4B02-22-00028-A. Admittance of Exchange Bonds to trading at stock exchange while placing does not mean that factual information presented in issue documents is accurate and reliable. Placing of Exchange Bonds will occur by conclusion of Exchange Bonds purchase and sale deals at Moscow Exchange.

Placing of Exchange Bonds is scheduled for July 31, 2018 but may occur on other date. Ultimate date of starting placement is fixed (determined) according to Securities Issue Resolution and Securities Prospectus (hereinafter - Issue Documents). Exchange Bonds may be paid for only in cash.

You may take part in placing by making offer, in line with procedure set out below, to conclude preliminary contract on your purchase of Exchange Bonds (hereinafter - Offer to Purchase) in form prescribed by Appendix to this statement with indication of maximum total sum in Russian rubles, which is desirable and acceptable for your acquisition of Exchange Bonds, as well as minimum rate of first coupon on Exchange Bonds, which is desirable and acceptable for you to acquire Exchange Bonds for mentioned sum.

## **Offer to Purchase is your offer to conclude Preliminary Contract (as defined below).**

In order to comply with requirements to procedure of placing Exchange Bonds, Underwriter considers only Offers to Purchase being duly composed and signed, and also submitted in line with procedure and on terms outlined in this statement.

## **Placement and settlement procedure**

If you decide to participate in Exchange Bonds placement, please confirm your acceptance of Exchange Bonds terms and conditions set forth in Issue Documents and present statement, by delivering to Underwriter (by courier, by fax or by e-mail) Offer to Purchase composed and signed by you in proper way at address given below, not later than at 4:00 pm (Moscow time) on July 24, 2018 (hereafter - Book Closing Time). In this case Offer to Purchase sent by legal person shall be made on such person's letterhead, signed by authorized person and stamped with his seal. Offer to Purchase cannot be withdrawn after Book Closing Time.

For avoidance of doubt, please pay special attention that receipt of your Offer to Purchase by Underwriter doesn't mean its acceptance. Neither Issuer, nor Underwriter assume any liabilities or make any assurances or warranties that your Offer to Purchase will be accepted fully or partly.

After determining first coupon rate on Exchange Bonds, Issuer makes decision to accept or to reject your

Offer to Purchase. Only in case of making decision to accept your Offer to Purchase, Underwriter, acting as attorney on behalf and at expense of Issuer, or on his own behalf as commission agent at expense of Issuer, will send you (by courier, by fax or by e-mail) a written acceptance notice (hereafter - Acceptance Notice) of your Offer to Purchase at address, or by fax, or by e-mail specified in your Offer to Purchase.

In case of sending Acceptance Notice by fax or by e-mail, it is deemed to be received at moment of sending. In case of Issuer's decision to reject your Offer to Purchase or your Offer to Purchase is not considered by Issuer, or there is no decision thereon, Underwriter will not send you relevant notice. Yet, no notice sent to you doesn't mean acceptance of your Offer to Purchase (silence is not acceptance).

**ATTENTION! ACCEPTANCE OF YOUR OFFER TO PURCHASE MEANS CONCLUSION OF PRELIMINARY CONTRACT BETWEEN YOU AND ISSUER (HEREAFTER - PRELIMINARY CONTRACT), WHEREBY YOU AND ISSUER UNDERTAKE TO CONCLUDE EXCHANGE BONDS PRINCIPAL SALE AND PURCHASE CONTRACT (HEREAFTER - PRINCIPAL CONTRACT) ON DATE OF EXCHANGE BONDS PLACEMENT, ON FOLLOWING TERMS AND CONDITIONS: ISSUER UNDERTAKES TO SELL, AND YOU UNDERTAKE TO PURCHASE FROM ISSUER (OR COMMISSION AGENT, ATTORNEY OR ANOTHER AGENT APPOINTED BY ISSUER) AND PAY FOR EXCHANGE BONDS IN AMOUNT, AT PLACEMENT PRICE AND AT COUPON RATE SPECIFIED IN ACCEPTANCE NOTICE. HERewith, NUMBER OF EXCHANGE BONDS SPECIFIED IN ACCEPTANCE NOTICE WILL DEPEND ON PLACEMENT PRICE, FIRST COUPON RATE AND MARKET DEMAND FOR EXCHANGE BONDS. YOUR OFFER TO PURCHASE CAN BE ACCEPTED FULLY OR PARTLY. IN CASE YOUR OFFER TO PURCHASE IS ACCEPTED PARTLY, PRELIMINARY CONTRACT IS DEEMED TO BE CONCLUDED ONLY REGARDING SUCH PART OF YOUR OFFER TO PURCHASE, WHICH IS BE SPECIFIED IN ACCEPTANCE NOTICE<sup>1</sup>. PROCEDURE OF CONCLUDING PRINCIPAL CONTRACT (EXCHANGE BONDS PLACEMENT PROCEDURE), STARTING DATE OF EXCHANGE BONDS PLACEMENT, PLACEMENT PRICE, FIRST COUPON RATE ON EXCHANGE BONDS AND SETTLEMENT TERMS ARE FIXED (DETERMINED) IN COMPLIANCE WITH ISSUE DOCUMENTS.**

Present statement, Offer to Purchase and Acceptance Notice (if available) form integral part of Preliminary Contract.

All disputes related to conclusion of Preliminary Contract, its validity and performance, shall be settled by Moscow Arbitration Court.

In case of your consent with conditions listed above and procedure of participation in Exchange Bonds placement, you can send your Offer to Purchase by courier to Underwriter's office at following address: 7 Koroviy Val St., Moscow, 119049, (for attention of Semyon Odintsov and Anna Pavlova) and duplicate Offer to Purchase by e-mail: [Syndicate@gazprombank.ru](mailto:Syndicate@gazprombank.ru) (for attention of Semyon Odintsov and Anna Pavlova), [debt\\_syndicate@sberbank-cib.ru](mailto:debt_syndicate@sberbank-cib.ru) (for attention of Maxim Vashlayev and Artur Plaude), [bonds@vtbcapital.com](mailto:bonds@vtbcapital.com) (for attention of Ilya Buchkovsky), [SyndicateDCM@rencap.com](mailto:SyndicateDCM@rencap.com) (for attention of Mikhail Makhyanov).

Best regards,

Public Joint Stock Company Gazprom

[ON INVESTOR'S LETTERHEAD]

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<sup>1</sup> Acceptance notice will outline number of Exchange Bonds calculated on basis of placement price, as well as corresponding part of cash indicated in your Offer to Purchase as maximum amount of cash you are willing to spend on Exchange Bonds.

Gazprombank (Joint Stock Company)  
7 Koroviy Val St., Moscow, 119049, Russian  
Federation  
For attention of Semyon Odintsov and Anna  
Pavlova  
E-mail: Syndicate@gazprombank.ru

Duplicates to:

Sberbank CIB  
For attention of Maxim Vashlayev and Artur Plaude  
E-mail: debt\_syndicate@sberbank-cib.ru

VTB Capital  
For attention of Ilya Buchkovsky  
E-mail: bonds@vtbcapital.com

Renaissance Broker  
For attention of Mikhail Makhyanov  
E-mail: SyndicateDCM@rencap.com

#### OFFER TO CONCLUDE PRELIMINARY SALES AND PURCHASE CONTRACT

We made aware of conditions and procedure of participation in placement of certificated nonconvertible interest-bearing bearer exchange bonds, series BO-22, under mandatory centralized custody, identification number 4B02-22-00028-A, dated August 10, 2011 (hereinafter – Exchange Bonds), set out in Securities Issue Resolution and Securities Prospectus of Gazprom (hereinafter – Issuer).

Having thoroughly analyzed financial, economic, legal and other risks and consequences of Exchange Bonds purchase and holding, we hereby undertake obligation to conclude

principal contracts on exchange bond purchase from Issuer on date of Exchange Bonds placement in compliance with Exchange Bonds Issue Resolution and Securities Prospectus on following terms and conditions:

Maximum amount of cash we are willing to spend on Exchange Bonds (Russian rubles)*	First Exchange Bonds coupon rate (% per annum)
[please indicate]	[please indicate]

Present offer is valid up to July 31, 2018 inclusive.

Please send Acceptance Notice at following contacts: to send by courier: [indicate your office address], to send by fax: [indicate your office fax number], to send by e-mail: [indicate e-mail address of your office responsible executive].

Yours faithfully,

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Name:

Position:

(in case person is acting under power of attorney, indicate particulars of document)

L.S.

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\*This amount does not include expenses associated with purchase of Exchange Bonds and settlements.

2.4. If corresponding event (action) is related to, or can have significant effect on value of Issuer's certain securities – indicate kind, category (type) and other identification attributes of such Issuer's securities: **certificated nonconvertible interest-bearing bearer exchange bonds, series BO-22, under mandatory centralized custody, identification number 4B02-22-00028-A, dated August 10, 2011.**

2.5. Date of corresponding event (activity), in case that event is related to third party (corresponding activity performed by third party) – indicate also date on which Issuer was informed about occurrence of mentioned event (mentioned activity): **July 23, 2018.**

3. Signature			
3.1. Directorate Head, Gazprom (acting under power of attorney No. 01/04/04-412д, dated June 6, 2018)			Alexey Finikov
		(signature)	
3.2. Date	July	23, 2018	L.S.