

**MATERIAL FACT STATEMENT  
ON CONCLUSION OF MAJOR TRANSACTION BY 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
1.8. Date of event (material fact) which is reflected in statement (if applicable)	September 26, 2018

2. Contents of Statement	
<p>2.1. Type of entity, which conducted major transaction: <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 conducted major transaction: <b>South Stream Transport B.V.</b> Address of commercial entity: <b>Parnassusweg 809, 1082 LZ Amsterdam, the Netherlands.</b> <b>INN not applicable.</b> <b>OGRN not applicable.</b></p> <p>2.3. Transaction category: <b>major transaction.</b></p> <p>2.4. Type and subject of transaction: <b>Loan agreement. Lender, on basis of separate Borrower's applications, provides Borrower with sum (sums) of money in amount up to RUB 125,000,000,000 (One hundred and twenty five billion) (hereinafter – Loan Amount Limit), and Borrower undertakes to repay provided monetary funds in full volume (hereinafter – principal debt), and pay interest for using provided loan funds in manner and within timeframes specified in Agreement. Monetary funds provided by Lender are used by Borrower for replenishment of current assets.</b></p> <p>2.5. Contents of transaction, including civil rights and obligations to be ascertained, modified or terminated by means of transaction: <b>Lender, on basis of separate Borrower's applications, provides Borrower with sum (sums) of money in amount up to RUB 125,000,000,000 (One hundred and twenty five billion) (hereinafter – Loan Amount Limit), and Borrower undertakes to repay provided monetary funds in full volume (hereinafter – principal debt), and pay interest for using provided loan funds in manner and within timeframes specified in Agreement. Lender shall accrue interest under Agreement monthly at rate of 5.59% per annum of amount of indebtedness under principal debt. Lender provides monetary funds within Loan Amount Limit in full volume or by instalments through money transfer to Borrower's bank account as per Borrower's written applications. Monetary funds provided by Lender are used by Borrower for replenishment of current assets.</b></p> <p>2.6. Transaction due date, parties and beneficiaries, value of transaction in monetary terms and as percentage of assets owned by issuer-controlled company, which concluded transaction: Transaction due date: <b>Borrower undertakes to repay loan amount on or before December 30, 2023 by money transfer to Lender's bank account.</b> Transaction parties and beneficiaries: <b>Gazprom Transgaz Krasnodar (Lender), South Stream Transport B.V. (Borrower).</b> Value of transaction: <b>RUB 125,000,000,000 or 33.42% of assets value of entity controlled by issuer and materially important for issuer.</b></p>	

2.7. Value of assets owned by issuer-controlled entity, which made transaction, as at end of last completed reporting period preceding transaction (agreement): **EUR 4,833,799,000 as of December 31, 2017 or RUB 374,039,366,620 (at exchange rate on September 26, 2018).**

2.8. Date of transaction (agreement): **September 26, 2018.**

2.9. Information about decision making concerning authorization of transaction or its follow-up approval in case when such decision was made by authorized management body of issuer-controlled entity, which concluded transaction (name of entity's management body, which made decision concerning authorization of transaction or its follow-up approval, date of mentioned decision making, date of compilation and number of minutes of meeting (session) of entity's management body, at which this decision was made, in case this decision was made by collegiate management body of entity) or indication that such decision making concerning authorization of transaction or its follow-up approval was not made: **not applicable.**

Name of entity's management body, which made decision concerning authorization of transaction or its follow-up approval: **not applicable.**

Date of such decision-making: **not applicable.**

Date of compilation and number of minutes of meeting (session) of entity's management body, at which this decision was made: **not applicable.**

### 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
			(signature)	
3.2. Date	October	1, 2018	L.S.	