

**MATERIAL FACT STATEMENT  
ON DECISION 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.e-disclosure.ru/PORTAL/company.aspx?id=934
1.8. Date of event (material fact) which is reflected in statement (if applicable)	December 28, 2018

2. Contents of Statement	
<p>2.1. Quorum of Gazprom Board of Directors' meeting and voting result on decision making issue: <b>meeting in absentia, 11 out of 11 elected Board of Directors Members submitted voting ballots, quorum recorded as present.</b></p> <p>Voting result on agenda item:</p> <p><b>1. "On approval of 2019 Action Plan for divestment of Gazprom's non-core assets":</b> In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p><b>2. "On restructuring of GAZFOND Non-State Pension Fund":</b> In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decisions made by issuer's Board of Directors:</p> <p>Regarding issue <b>"On approval of 2019 Action Plan for divestment of Gazprom's non-core assets":</b></p> <p><b>In order to improve procedure for divestment of Gazprom's non-core assets, Gazprom Board of Directors decided to:</b></p> <p><b>1 Approve 2019 Action Plan for divestment of Gazprom's non-core assets (appendix No. 1 to Board of Directors' decision).</b></p> <p><b>2. Approve updated Register of Gazprom's non-core assets (appendix No. 2 to Board of Directors' decision).</b></p> <p><b>3. Recognize Register of Gazprom's non-core assets approved by Gazprom Board of Directors Decision No. 3184, dated November 20, 2018, as no longer in force.</b></p> <p>Regarding issue <b>"On restructuring of GAZFOND Non-State Pension Fund":</b></p> <p><b>In accordance with Article 12 of Federal Law on Amendments to Federal Law on Non-State Pension Funds and Certain Legislative Acts of Russian Federation, subclause 17.1, clause 1 of Article 65 of Federal Law on Joint Stock Companies, subclause 22, clause 34.1 of Article 34 of Gazprom Articles of Association and Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors decided to:</b></p> <p><b>Approve participation of Gazprom in Joint Stock Company GAZFOND Non-State Pension Fund set up by way of restructuring in form of transformation of GAZFOND Non-State Pension Fund in line with Federal Law on Amendments to Federal Law on Non-State Pension Funds and Certain Legislative Acts of Russian Federation No. 410-FZ, dated December 28, 2013, by acquiring distributable ordinary registered shares of Pension Fund (Joint Stock Company) according to following procedure:</b></p> <p><b>1) on date of making entry in Unified State Register of Legal Entities regarding state registration of Pension Fund (Joint Stock Company) being set up – pro rata with contribution of Gazprom in aggregate contribution of founding parties of non-profit</b></p>	

**organization being restructured;**

**2) undistributed shares of Pension Fund (Joint Stock Company) are subject to distribution by Gazprom in accordance with Part 23 of Article 12 of Federal Law on Amendments to Federal Law on Non-State Pension Funds and Certain Legislative Acts of Russian Federation No. 410-FZ, dated December 28, 2013.**

2.3. Date of Gazprom Board of Directors meeting where corresponding decision was made (date of submitting filled out voting ballots by Members of issuer's Board of Directors): **December 27, 2018.**

2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decision was made: **No. 1231, dated December 28, 2018.**

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	December	28, 2018	L.S.	