

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

| 1. General information | |
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| 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 |
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| <p>On ratification of transactions considered by Russian law as major transactions and (or) related-party transactions</p> <p>2.1. Quorum of Gazprom Board of Directors and voting results on certain issues: meeting in absentia, 10 out of 11 Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: On ratification of related-party transactions: In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of Decisions made by issuer's Board of Directors: To determine that based on market value price for services listed in Appendix No. 1 to Board of Directors' Decision shall equal RUB 400,000 (four hundred thousand). To approve signing of agreement between Gazprom, Saint Petersburg State University of Economics federal government funded institution of higher education and Bakhtin Sergey for provision of educational services under higher education program as related-party transaction under terms listed in Appendix No. 1 to this Decision. To determine that based on market value price for services listed in Appendix No. 2 to Board of Directors' Decision shall equal RUB 400,000 (four hundred thousand). To approve signing of agreement between Gazprom, Saint Petersburg State University of Economics federal government funded institution of higher education and Basisty Alexey for provision of educational services under higher education program as related-party transaction under terms listed in Appendix No. 2 to this Decision.</p> <p>2.3. Appendix No. 1 to Gazprom Board of Directors Decision No. 2662, dated January 19, 2016. Main terms and conditions of agreement for provision of educational services under Economic Strategy of Global Energy Company higher education program: University provides education of Bakhtin Sergey under main educational program, and Gazprom pays for it. Terms of education: <ul style="list-style-type: none"> - education degree (secondary professional, higher education): higher; - qualification (degree): master; - program code and title: 38.04.01 Economics; - program: Economic Strategy of Global Energy Company (master's program); - mode of attendance (intramural, intra-extramural, extramural): intramural. Bakhtin Sergey will be studying in accordance with education plan and University educational program within Federal State Educational Standard. Total cost of services for whole period of education of Bakhtin Sergey is RUB 400,000 (four hundred thousand) (VAT free in accordance with subclause 14, clause 2, Article 149 of Tax Code of </p> |

Russian Federation).

Cost of services for each term of every academic year is RUB 100,000 (one hundred thousand) (VAT free in accordance with subclause 14, clause 2, Article 149 of Tax Code of Russian Federation).

Payment for education shall be made in form of bank transfer to bank account of Gazprom for each term within following time period:

- for odd-numbered term of relevant year: no later than October 31;
- for even-numbered term of relevant year: no later than March 31.

Agreement enters into force on date of signing by parties and is valid until parties fulfill their obligations.

Agreement ceases to be effective on September 30, 2015 if on this date Bakhtin Sergey is not duly enrolled at University.

Period of services: from November 1, 2015 to October 31, 2017.

Appendix No. 2 to Gazprom Board of Directors Decision No. 2662, dated January 19, 2016.

Main terms and conditions of agreement for provision of educational services under Economic Strategy of Global Energy Company higher education program:

University provides education of Basisty Alexey under main educational program, and Gazprom pays for it.

Terms of education:

- education degree (secondary professional, higher education): higher;
- qualification (degree): master;
- program code and title: 38.04.01 Economics;
- program: Economic Strategy of Global Energy Company (master's program);
- mode of attendance (intramural, intra-extramural, extramural): intramural.

Basisty Alexey will be studying in accordance with education plan and University educational program within Federal State Educational Standard.

Total cost of services for whole period of education of Basisty Alexey is RUB 400,000 (four hundred thousand) (VAT free in accordance with subclause 14, clause 2, Article 149 of Tax Code of Russian Federation).

Cost of services for each term of every academic year is RUB 100,000 (one hundred thousand) (VAT free in accordance with subclause 14, clause 2, Article 149 of Tax Code of Russian Federation).

Payment for education shall be made in form of bank transfer to bank account of Gazprom for each term within following time period:

- for odd-numbered term of relevant year: no later than October 31;
- for even-numbered term of relevant year: no later than March 31.

Agreement enters into force on date of signing by parties and is valid until parties fulfill their obligations.

Agreement ceases to be effective on September 30, 2015 if on this date Basisty Alexey is not duly enrolled at University.

Period of services: from November 1, 2015 to October 31, 2017.

2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: January 19, 2016.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 1056, dated January 19, 2016.

3. Signature

3.1. Department Head, Gazprom
(acting under power of attorney
No. 01/04/04-336Д, dated May 25, 2015)

Elena Kasyan

(signature)

3.2. Date: January 19, 2016

L.S.