

**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.e-disclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement
<p style="text-align: center;">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 meeting and voting results on certain issues: meeting in absentia, 10 out of 10 elected Board of Directors Members submitted ballots, quorum recorded as present. Voting results on agenda item: On ratification of related-party transaction with South Stream Transport B.V.: In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decisions made by issuer's Board of Directors: In compliance with Chapter XI of Federal Law on Joint Stock Companies and subclause 17 of clause 34.1 of Gazprom Articles of Association, Gazprom Board of Directors resolved: To approve signing of agreement between Gazprom and South Stream Transport B.V. to terminate surety agreement on responsibilities of Gazprom Export under gas transportation agreement dated October 2, 2013 under terms listed in Appendix to Board of Directors Decision.</p> <p>2.3. Terms of transaction according to Appendix to Board of Directors Decision: South Stream Transport B.V. agrees to release Gazprom from all obligations under surety agreement on responsibilities of Gazprom Export under gas transportation agreement dated October 2, 2013 (hereinafter - Surety Agreement) and terminate Surety Agreement. Parties irrevocably and completely agree that from date of coming into force of this agreement: - Surety Agreement shall cease to have effect, and Gazprom will be entirely, irrevocably and completely released from responsibilities and all obligations, either previous, current or future, accrued or matured in different way, under Surety Agreement, and - any claims or rights to sue, which one party has or may have towards another under terms of Surety Agreement, irrespective of whether parties (or one of them) are informed about such claims or rights to sue or not, entirely cease to be in force and become completely void. Agreement comes into force as of date of its signing by parties. Agreement is governed by laws of England.</p> <p>2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: January 19, 2016.</p> <p>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.</p>

3. Signature		
3.1. First Deputy Department Head, Gazprom (acting under power of attorney No. 01/04/04-843Д, dated December 9, 2015)	<hr/> (signature)	Igor Shatalov
3.2. Date: January 19, 2016	L.S.	