

**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	16 Nametkina St., 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 and voting results on certain issues: meeting in absentia, 10 out of 10 Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: On approval of related-party transaction with Gazprombank (Joint Stock Company) – In favor – 9 votes (1 – didn't vote), Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of Decisions made by issuer's Board of Directors: In accordance with Chapter XI of Federal Law "On Joint Stock Companies" and subclause 17 of clause 34.1, Article 34 of Gazprom Articles of Association Board of Directors resolved: To approve conclusion of Additional Agreement to Agreement of Cooperation between Gazprom and Gazprombank (Open Joint Stock Company) as part of liquefied natural gas (LNG) projects, dated March 5, 2014 as related-party transaction under terms listed in Appendix to Board of Directors' Decision.</p> <p>2.3. Main terms and conditions of Additional Agreement to Agreement of Cooperation between Gazprom and Gazprombank (Open Joint Stock Company) as part of liquefied natural gas (LNG) projects, dated March 5, 2014 in accordance with Appendix to Board of Directors' Decision: Parties: Joint Stock Company Gazprombank (hereinafter – GPB), Public Joint Stock Company Gazprom (hereinafter – Gazprom); Subject: On making amendments to Agreement on: - exclusion from Agreement of terms for GPB's participation in campaigns aimed at implementing liquefied natural gas (LNG) projects with annual capacity of 10,000,000 (ten million) tons in Baltic Sea and with annual capacity of 10,000,000 (ten million) tons (with possibility of increasing to 15,000,000 (fifteen million) tons per year) near Vladivostok; - making corresponding amendments to area of GPB's responsibility; - updating Agreement by inserting conditions, which define its framework character.</p> <p>2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: January 29, 2016.</p> <p>2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 1057, dated January 29, 2016.</p>

3. Signature

3.1. Department Head, Gazprom

(acting under power of attorney

No. 01/0400-802д, dated December 3, 2013)

_____ (signature)

Leonid Chugunov

3.2. Date: February 1, 2016

L.S.