

**MATERIAL FACT STATEMENT**  
**ON ACQUISITION OF ISSUER'S RIGHT TO DISPOSE OF CERTAIN NUMBER**  
**OF VOTES ATTACHED TO VOTING SHARES (STAKES) THAT CONSTITUTE**  
**EQUITY CAPITAL OF SEPARATE ENTITY**

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	<a href="http://www.gazprom.ru">www.gazprom.ru</a> ; <a href="http://www.e-disclosure.ru/PORTAL/company.aspx?id=934">www.e-disclosure.ru/PORTAL/company.aspx?id=934</a>

2. Contents of Statement
<p>2.1. Full legal name, address, INN (if applicable), OGRN (if applicable) of entity, in which issuer obtained right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital: <b>Limited Liability Company Gazpromneft-Orenburg</b>.  Registered address of commercial entity: <b>1 Kobozeva St., 460000, Orenburg, Orenburg Region</b>.  <b>INN: 5610218014</b>  <b>OGRN: 1165658052450</b></p> <p>2.2. Type of issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity (direct disposal/indirect disposal): <b>indirect disposal</b>.  Entities controlled by issuer (chain of entities under issuer's direct or indirect control), through which issuer obtained right to indirectly dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity:  <b>Gazprom owns 96.15% of votes in Public Joint Stock Company Gazprom Neft (Saint Petersburg, Russian Federation , INN 5504036333, OGRN 1025501701686),</b>  <b>Gazprom Neft owns 89.047% of votes in Limited Liability Company Gazpromneft-Orenburg (1 Kobozeva St., 460000, Orenburg, Orenburg Region, INN 5610218014, OGRN 1165658052450),</b>  <b>Gazprom Neft owns 100% of votes in Limited Liability Company Gazpromneft-Invest (125A Profsoyuznaya St., 117647, Moscow, INN 7728678933, OGRN 5087746602510),</b>  <b>Gazpromneft-Invest owns 10.933% of votes in Limited Liability Company Gazpromneft-Orenburg (1 Kobozeva St., 460000, Orenburg, Orenburg Region, INN 5610218014, OGRN 1165658052450),</b>  <b>Gazpromneft-Invest owns 99% of votes in Limited Liability Company GPN-project (125A Profsoyuznaya St., 117647, Moscow, Russia, INN 7728720409, OGRN 1097746828442),</b>  <b>Gazprom Neft owns 99.99999% of votes in Limited Liability Company Gazpromneft-ZS (125A Profsoyuznaya St., 109004, Moscow, INN 5406168412, OGRN 1025402451326),</b>  <b>Gazpromneft-Invest owns 0.00001% of votes in Limited Liability Company Gazpromneft-ZS (125A Profsoyuznaya St., 109004, Moscow, INN 5406168412, OGRN 1025402451326),</b>  <b>Gazpromneft-ZS owns 1% of votes in Limited Liability Company GPN-project (125A Profsoyuznaya St., 117647, Moscow, Russia, INN 7728720409, OGRN 1097746828442),</b>  <b>GPN-project owns 0.02% of votes in Limited Liability Company Gazpromneft-Orenburg (1 Kobozeva St., 460000, Orenburg, Orenburg Region, INN 5610218014, OGRN 1165658052450).</b></p> <p>2.3. Characteristic of issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity: <b>independent disposal</b>.</p>

- 2.4. Grounds for issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity (acquisition of shareholding in entity; conclusion of asset trust agreement, simple partnership agreement, contract of agency, shareholders' agreement and/or other agreement envisaging execution of rights attached to shares (stakes) of entity): **acquisition of shareholding in entity**.
- 2.5. Number and percentage of votes attached to voting shares (stakes) that constitute equity capital of entity, which issuer had right to dispose of prior to advent of relevant grounds: **0%**.
- 2.6. Number and percentage of votes attached to voting shares (stakes) that constitute equity capital of entity, which issuer has right to dispose of after to advent of relevant grounds: **96.15%**.
- 2.7. Effective date of acquiring grounds for issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity: **February 1, 2016**.

3. Signature	
3.1. Member of Management Committee, Department Head, Gazprom (acting under power of attorney No. 01/04/04-45Д, dated February 3, 2015)	Elena Mikhailova
3.2. Date: February 5, 2016	
L.S.	