

**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 voting ballots, quorum recorded as present. Voting results on agenda item: On ratification of related-party transactions concluded between Gazprom and 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 Article 77, Chapter XI of Federal Law on Joint Stock Companies and subclauses 7, 17 of clause 34.1 of Gazprom Articles of Association, Gazprom Board of Directors resolved:</p> <p style="padding-left: 40px;">To approve conclusion of sale and purchase agreement for feasibility study documents between Gazprom and South Stream Transport B.V. as related-party transaction. To approve conclusion of sale and purchase agreement for complex engineering survey documents between Gazprom and South Stream Transport B.V. as related-party transaction.</p> <p>2.3. Terms of transactions according to Board of Directors Decision: Parties: Gazprom, South Stream Transport B.V.;</p> <p style="padding-left: 40px;">Subject: Gazprom assigns to South Stream Transport B.V., and South Stream Transport B.V. assumes and pays for Gazprom-owned documents on feasibility study prepared in accordance with Contract for pre-investment studies within implementation of offshore South Stream gas pipeline section project; Price of transaction: EUR 38,145,170 (Thirty-eight million one hundred and forty-five thousand one hundred and seventy). Transaction of ownership right for documents – Ownership right for documents is transferred to South Stream Transport B.V. on date of signing acceptance and transfer certificate by parties.</p> <p style="padding-left: 40px;">Subject: Gazprom assigns to South Stream Transport B.V., and South Stream Transport B.V. assumes and pays for Gazprom-owned documents on complex engineering survey prepared in accordance with Contract for complex engineering survey at project documentation stage within implementation of offshore South Stream gas pipeline section project; Price of transaction: EUR 81,246,588 (Eighty-one million two hundred and forty-six thousand five hundred and eighty-eight).</p>

Transaction of ownership right for documents – Ownership right for documents is transferred to South Stream Transport B.V. on date of signing acceptance and transfer certificate by parties.

2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: May 24, 2016.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 1077, dated May 24, 2016.

3. Signature

3.1. Head of Department 337, Gazprom

(acting under power of attorney

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

(signature)

Leonid Chugunov

3.2. Date: May 24, 2016

L.S.