

**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	<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 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 11 elected Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: <b>On approval of related-party transactions with Gazprom Gazomotornoye Toplivo:</b> 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 of property (funds) disposed of by Gazprom under loan agreement with Gazprom Gazomotornoye Toplivo and price of property (funds) acquired by Gazprom under loan agreement with Gazprom Gazomotornoye Toplivo shall equal amount determined in accordance with order set out in Appendix No. 1 to Board of Directors Decision. To approve conclusion of loan agreement between Gazprom and Gazprom Gazomotornoye Toplivo as related-party transaction on terms listed in Appendix No. 2 to Board of Directors Decision. To approve conclusion of loan agreement between Gazprom and Gazprom Gazomotornoye Toplivo as related-party transaction on terms listed in Appendix No. 3 to Board of Directors Decision. To approve conclusion of settlement agreement between Gazprom and Gazprom Gazomotornoye Toplivo for loan agreements between Gazprom and Gazprom's subsidiary as related-party transaction on terms listed in Appendix No. 4 to Board of Directors Decision.</p> <p>2.3. Procedure of determining price of property (funds) according to Appendix No. 1 to Board of Directors Decision. Interest rate is not fixed and is defined for certain part of loan (hereinafter – tranche) depending on period of use of loan funds provided with each particular tranche and on credit risk premium. Interest rate is based on MosPrime rate (Moscow Prime Offered Rate) applicable to special periods of loan funds use. Main terms and conditions of loan agreement according to Appendix No. 2 to Board of Directors Decision.</p> <p><b>Parties:</b> Gazprom – borrower, Gazprom Gazomotornoye Toplivo – lender.</p>

**Subject:**

Gazprom Gazomotornoye Toplivo extends to Gazprom amount of RUB 35,000,000,000 (Thirty five billion) (hereinafter referred to as loan amount), and Gazprom undertakes to repay extended loan amount to Gazprom Gazomotornoye Toplivo and pay interest for use of loan funds in volume and procedures stipulated by agreement.

**Interests for use of loan funds:**

Interest rate is not fixed and is defined for certain part of loan depending on period of use of loan funds provided within particular loan part and on credit risk premium. Interest rate is based on MosPrime rate adjusted for credit risk premium. Interests are paid on last day of each calendar month.

**Term of loan repayment:**

Loan is granted until December 31, 2016 with subsequent annual prolongation.

**Entry into force of loan agreement and its duration:**

Loan agreement enters into force on date of granting loan amount or its part by Gazprom Gazomotornoye Toplivo to Gazprom and terminates as agreed by parties or on other grounds stipulated by agreement and applicable law.

Main terms and conditions of loan agreement according to Appendix No. 3 to Board of Directors Decision.

**Parties:**

Gazprom – lender,

Gazprom Gazomotornoye Toplivo – borrower.

**Subject:**

Gazprom extends to Gazprom Gazomotornoye Toplivo amount of RUB 10,000,000,000 (Ten billion) (hereinafter referred to as loan amount), and Gazprom Gazomotornoye Toplivo undertakes to repay extended loan amount to Gazprom and pay interest for use of loan funds in volume and procedures stipulated by agreement.

**Interests for use of loan funds:**

Interest rate is not fixed and is defined for certain part of loan depending on period of use of loan funds provided within particular loan part and on credit risk premium. Interest rate is based on MosPrime rate adjusted for credit risk premium. Interests are paid on last day of each calendar month.

**Term of loan repayment:**

Loan is granted until December 31, 2016 with subsequent annual prolongation.

**Entry into force of loan agreement and its duration:**

Loan agreement enters into force on date of granting loan amount or its part by Gazprom to Gazprom Gazomotornoye Toplivo and terminates as agreed by parties or on other grounds stipulated by agreement and applicable law.

Main terms and conditions of settlement agreement between Gazprom and Gazprom's subsidiary for loan agreements according to Appendix No. 4 to Board of Directors Decision.

**Parties:**

Gazprom,

Gazprom Gazomotornoye Toplivo.

**Subject:**

Agreement defines payments settlement by parties – transfers of funds under loan agreement between Gazprom and Gazprom Gazomotornoye Toplivo, under which Gazprom Gazomotornoye Toplivo is lender (hereinafter – Agreement No. 1), and loan agreement between Gazprom and Gazprom Gazomotornoye Toplivo, under which Gazprom is lender (hereinafter – Agreement No. 2).

Agreement applies only to provision and/or refund (repayment) of loan amount under Agreement No. 1 and Agreement No. 2, including early partial or full repayment of loan amount (principal amount of loan), and does not apply to payment (transfer) of accrued interest under Agreement No. 1 and Agreement No. 2.

**Entry into force of agreement and its duration:**

Agreement enters into force on date of entry into force of Agreement No. 1 or Agreement No. 2 and is valid until termination date of Agreement No. 1 and Agreement No. 2.

2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: ***September 1, 2016.***

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: ***No. 1092, dated September 1, 2016.***

### 3. Signature

3.1. Department Head, Gazprom  
(acting under power of attorney  
No. 01/04/04-296Д, dated May 23, 2016)

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(signature)

Alexander Dushko

3.2. Date: September 1, 2016

L.S.