

**MATERIAL FACT STATEMENT  
ON CERTAIN DECISIONS OF ISSUER'S BOARD OF DIRECTORS**

1. General information	
1.1. Full legal name of issuer	<i>Public Joint Stock Company Gazprom</i>
1.2. Short legal name of issuer	<i>PJSC Gazprom</i>
1.3. Address of issuer	<i>Moscow, Russian Federation</i>
1.4. OGRN (Primary State Registration Number) of issuer	<i>1027700070518</i>
1.5. INN (Taxpayer Identification Number) of issuer	<i>7736050003</i>
1.6. Unique issuer code assigned by registering authority	<i>00028-A</i>
1.7. Internet pages used by issuer to disclose information	<i>www.gazprom.ru; www.e-disclosure.ru/PORTAL/company.aspx?id=934</i>

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 Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: <b>On ratification of related-party transactions with Gazprom Gazenergoset:</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 approve conclusion of loan agreement between Gazprom and Gazprom Gazenergoset as related-party transaction on terms listed in Appendix No. 1 to Decision of Board of Directors. To approve conclusion of loan agreement between Gazprom and Gazprom Gazenergoset as related-party transaction on terms listed in Appendix No. 2 to Decision of Board of Directors. To approve conclusion of settlement agreement between Gazprom and Gazprom Gazenergoset for loan agreements between Gazprom and Gazprom's subsidiary as related-party transaction on terms listed in Appendix No. 3 to Decision of Board of Directors. To approve conclusion of loan agreement between Gazprom and Gazprom Gazenergoset as related-party transaction on terms listed in Appendix No. 4 to Decision of Board of Directors. To approve conclusion of loan agreement between Gazprom and Gazprom Gazenergoset as related-party transaction on terms listed in Appendix No. 5 to Decision of Board of Directors. To approve conclusion of settlement agreement between Gazprom and Gazprom Gazenergoset for loan agreements between Gazprom and Gazprom's subsidiary as related-party transaction on terms listed in Appendix No. 6 to Decision of Board of Directors.</p> <p>2.3. Main terms and conditions of loan agreement according to Appendix No. 1 to Decision of Board of Directors. <b>Parties:</b> Gazprom, Gazprom Gazenergoset. <b>Making settlements:</b> Settlements between parties shall be made through Gazprombank (GPB (JSC)).</p>

**Subject:**

Gazprom Gazenergoset 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 Gazenergoset and pay interest for use of loan funds in volume and procedures stipulated by agreement.

**Interests for use of loan funds:**

Calculated at fixed rates, which is 0%. In case Gazprom Gazenergoset ceases to be part of consolidated group of taxpayers, parties shall sign additional agreement under which interest is charged at MosPrime rate adjusted for credit risk premium.

**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 Gazenergoset 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. 2 to Decision of Board of Directors.

**Parties:**

Gazprom,  
Gazprom Gazenergoset.

**Making settlements:**

Settlements between parties shall be made through Gazprombank (GPB (JSC)).

**Subject:**

Gazprom extends to Gazprom Gazenergoset amount of RUB 10,000,000,000 (Ten billion) (hereinafter referred to as loan amount), and Gazprom Gazenergoset 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:**

Calculated at fixed rates, which is 0%.

In case Gazprom Gazenergoset ceases to be part of consolidated group of taxpayers, parties shall sign additional agreement under which interest is charged at MosPrime rate adjusted for credit risk premium.

**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 Gazenergoset 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. 3 to Decision of Board of Directors:

**Parties:**

Gazprom,  
Gazprom Gazenergoset.

**Making settlements:**

All transfers of funds with reference to agreement shall be made through Gazprombank (GPB (JSC)).

**Subject:**

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

Main terms and conditions of loan agreement according to Appendix No. 4 to Decision of Board of Directors.

**Parties:**

Gazprom,  
Gazprom Gazenergoset.

**Making settlements:**

Settlements between parties shall be made through AB ROSSIYA.

**Subject:**

Gazprom Gazenergoset 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 Gazenergoset and pay interest for use of loan funds in volume and procedures stipulated by agreement.

Interests for use of loan funds:

Calculated at fixed rates, which is 0%. In case Gazprom Gazenergoset ceases to be part of consolidated group of taxpayers, parties shall sign additional agreement under which interest is charged at MosPrime rate adjusted for credit risk premium.

**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 Gazenergoset 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. 5 to Decision of Board of Directors.

**Parties:**

Gazprom,  
Gazprom Gazenergoset.

**Making settlements:**

Settlements between parties shall be made through AB ROSSIYA.

**Subject:**

Gazprom extends to Gazprom Gazenergoset amount of RUB 10,000,000,000 (Ten billion) (hereinafter referred to as loan amount), and Gazprom Gazenergoset 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:**

Calculated at fixed rates, which is 0%.

In case Gazprom Gazenergoset ceases to be part of consolidated group of taxpayers, parties shall sign additional agreement under which interest is charged at MosPrime rate adjusted for credit risk premium.

**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 Gazenergoset 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. 6 to Decision of Board of Directors:

**Parties:**

Gazprom,  
Gazprom Gazenergoset.

**Making settlements:**

All transfers of funds with reference to agreement shall be made through AB ROSSIYA.

**Subject:**

Agreement defines payments settlement by parties – transfers of funds under loan agreement between Gazprom and Gazprom Gazenergoset, under which Gazprom Gazenergoset is lender (hereinafter – Agreement No. 1), and loan agreement between Gazprom and Gazprom Gazenergoset, 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: ***October 21, 2016.***

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: ***No. 1105, dated October 21, 2016.***

3. Signature	
3.1. Deputy Department Head, Gazprom (acting under power of attorney No. 01/04/04-295д, dated May 23, 2016)	Maria Sukharnikova
3.2. Date: October 21, 2016	