

**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 Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: <b>On ratification of related-party transaction with Saint Petersburg State University of Economics federal government funded institution of higher education and Khalatin Vladimir</b> – In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Contents of decisions made by issuer's Board of Directors: To determine that based on market value price for services listed in Appendix to Board of Directors' Decision shall equal RUB 400,000 (four hundred thousand). To approve signing of agreement between Gazprom, Saint Petersburg State University of Economics federal government funded institution of higher education and Khalatin Vladimir for provision of educational services under higher education program as related-party transaction under terms listed in Appendix to this Decision.</p> <p>2.3. Appendix to Gazprom Board of Directors Decision No. 2832 dated October 21, 2016. Main terms and conditions of agreement for provision of educational services under higher education program: University provides education of Khalatin Vladimir under main educational program, and Gazprom pays for it. Terms of education: - education degree: higher; - qualification (degree): master; - program code and title: 38.04.02 Management; - program: Strategic Management in Global Energy Company (master's program); - mode of attendance: intramural. Khalatin Vladimir will be studying in accordance with University educational program within Federal State Educational Standard. Total cost of educational services for whole period of education of Khalatin Vladimir is RUB 400,000 (four hundred thousand) (VAT free in accordance with subclause 14, clause 2, Article 149 of Tax Code of Russian Federation). Cost of educational services for each term of every academic year is RUB 100,000 (one hundred thousand) (VAT free in accordance with subclause 14, clause 2, Article 149 of Tax Code of Russian Federation). Payment for education shall be made for each term within following time period:</p>

- for 1<sup>st</sup> term of education: no later than November 1;
- for following odd-numbered terms of relevant year: no later than August 31;
- for following even-numbered terms of relevant year: no later than January 31.

Agreement enters into force on date of signing by parties and is valid until parties fulfill their obligations.

Agreement covers Parties' relationship on the earlier of:

- September 1, 2016;
- date of Agreement.

Agreement ceases to be effective on October 1, 2016 if on this date Khalatin Vladimir is not duly enrolled at University.

Duration of Agreement is prolonged when Khalatin Vladimir is absent on leave in accordance with legislation of Russian Federation.

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. 1104, dated October 21, 2016.

### 3. Signature

3.1. Deputy Department Head,  
Directorate Head, Gazprom  
(acting under power of attorney  
No. 01/04/04-337Д, dated May 25, 2015)

Vladimir Baryshev

3.2. Date: October 21, 2016