

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

| 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 11 Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: On ratification of related-party transaction with Giprospeetsgaz: 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, Article 34 of Gazprom Articles of Association, Gazprom Board of Directors resolved:</p> <ol style="list-style-type: none"> To determine that based on market value price for services fixed in Appendix to Board of Directors Decision, shall equal RUB 4,185,839 (Four million one hundred and eighty-five thousand eight hundred and thirty-nine rubles). To ratify conclusion of service contract between Gazprom and Giprospeetsgaz as related-party transaction on terms and conditions listed in Appendix to this Decision. <p style="text-align: center;">Main terms and conditions of service contract</p> | |
| Parties | Gazprom Giprospeetsgaz |
| Subject | Giprospeetsgaz undertakes, according to Gazprom's instructions, to develop engineering documentation for second string (Yamal) of Ukhta – Torzhok gas trunkline system (hereinafter – engineering documentation), and Gazprom undertakes to accept and pay for rendered services. List and scope of works completed by Giprospeetsgaz are determined in Assignment for development of engineering documentation (Appendix No. 1). |
| Services completion deadline | Dividing work into phases and its completion |

| | |
|---------------------------|--|
| | deadline are defined by Work execution schedule (Appendix No. 2). |
| Services cost | Total cost of services provided under service contract is RUB 4,939,290 (Four million nine hundred and thirty-nine thousand two hundred and ninety rubles)) 2 kopecks – RUB 4,185,839 (Four million one hundred and eighty-five thousand eight hundred and thirty-nine rubles)) and 18% VAT of RUB 753,451 (Seven hundred and fifty-three thousand four hundred and fifty-one ruble)). |
| Period of services | Contract enters into force on date of signing by parties and is valid until parties fulfill their obligations. Terms and conditions of service contract apply to relations between Parties, arising from March 1, 2016. |

2.3. Date of issuer's Board of Directors meeting where corresponding decisions were made: November 28, 2016 (date of ballots submission).

2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 1110, dated December 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 (signature) |
| 3.2. Date: December 8, 2016 | L.S. |