

**MATERIAL FACT STATEMENT**  
**ON CONCLUSION OF MAJOR TRANSACTION BY ENTITY CONTROLLED BY**  
**ISSUER AND MATERIALLY IMPORTANT FOR ISSUER**

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>2.1. Type of entity which conducted major transaction (issuer-controlling entity, entity controlled by issuer and materially important for issuer): <b>entity controlled by issuer and materially important for issuer.</b></p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of relevant entity which conducted major transaction: <b>Joint Stock Company Gazpromneft – Moscow Refinery.</b>  Address of entity: <b>Moscow</b>  <b>INN 7723006328</b>  <b>OGRN 1027700500190</b></p> <p>2.3. Transaction category (major transaction; major related-party transaction): <b>major related-party transaction.</b></p> <p>2.4. Type and subject of transaction:  Type of transaction: <b>Supplementary Agreement No. 31/00032, dated December 12, 2016 to Contract No. MH3-14/00000/00032/Д, dated January 24, 2014.</b>  Subject of transaction: <b>Processing of oil and other raw materials of Gazprom Neft (Company) by Gazpromneft – Moscow Refinery (Refinery) with purpose of producing oil derivatives.</b></p> <p>2.5. Content of transaction including civil rights and obligations being determined, modified or terminated by means of transaction: <b>Extension of validity period of Contract till November 1, 2017, concerning outstanding obligations – until their full completion.</b></p> <p>2.6. Period of contractual obligations, transaction parties and beneficiaries, value of transaction in monetary terms and as percentage of value of assets owned by entity under issuer's control which conducted transaction:  Period of contractual obligations:  Date of works beginning: <b>Supplementary Agreement enters into force on date of signing by parties (December 12, 2016) and covers Parties' relationship, arising from December 1, 2016, in accordance with clause 2, Article 425 of Civil Code of Russian Federation.</b>  Date of works completion: <b>until November 1, 2017, concerning outstanding obligations – until their full completion.</b>  Parties of transaction: <b>Gazpromneft – Moscow Refinery (Refinery), Gazprom Neft (Company).</b>  Value of transaction in monetary terms and as percentage of value of assets owned by entity under issuer's control which conducted transaction:  Worth of transaction: <b>no more than RUB 23,131,092,000 excluding VAT; 25.76% of worth of assets of Gazpromneft – Moscow Refinery.</b></p> <p>2.7. Worth of assets owned by entity under issuer's control which made transaction, as at end</p>

<p>of last completed reporting period, preceding transaction (agreement): <b>RUB 89,804,526,000 as of September 30, 2016.</b></p> <p>2.8. Date of transaction (agreement): <b>December 12, 2016.</b></p> <p>2.9. Information on transaction approval in case when such transaction was approved by authorized management body of entity under issuer's control which conducted transaction (name of entity's management body which made decision to approve transaction, date of mentioned decision making, date and number of minutes of meeting (session) of entity's management body when this decision was made, in case this decision was made by collegiate management body of entity) or indication that such transaction was not approved: Name of entity's management body which made decision to approve transaction: <b>Transaction not approved by Board of Directors of Gazpromneft – Moscow Refinery. Transaction will be considered for approval until end of 2016.</b></p>
--

3. Signature	
<p>3.1. Member of Management Committee, Department Head, Gazprom (acting under power of attorney No. 01/04/04-45Д, dated February 3, 2015)</p>	Elena Mikhailova
3.2. Date: December 12, 2016	