

**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	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, 9 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 Saint Petersburg State University of Economics federal government funded institution of higher education – In favor – 9 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Contents of decisions made by issuer's Board of Directors: To approve signing of donation agreement between Gazprom and Saint Petersburg State University of Economics federal government funded institution of higher education as related-party transaction under terms listed in Appendix to Board of Directors Decision.</p> <p>2.3. Appendix to Gazprom Board of Directors Decision No. 2881 dated December 28, 2016. Main terms and conditions of donation: Parties: Gazprom, Saint Petersburg State University of Economics federal government funded institution of higher education (hereinafter – University). Subject of Agreement – donation of RUB 2,600,000 (Two million six hundred thousand) to University by Gazprom for purpose of:</p> <ul style="list-style-type: none"> – attaining high performance of joint projects aimed at developing educational technologies and resource base of University; – increasing efficiency of target-oriented training; – advancing educational programs of University; – providing on-the-job training of University's employees involved in target-oriented training; – improving efficiency of career guidance activity to attract best graduates of University to work at industrial facilities in addition to expanding use of internships at industrial facilities for University students, as well as financial support to talented teachers who are actively involved in bringing up target-oriented professionals implemented in relation to statutory activities (hereinafter – Purposes). <p>Gazprom shall transfer funds in amount of RUB 2,600,000 (Two million six hundred thousand) to University's bank account during month following month of signing agreement.</p>

Gazprom-donated funds shall be used by University solely for Purposes specified in agreement. Gazprom is entitled to request report on proper use of funds received by University from Gazprom, which should be verified by copies of financial statements.

Donation may be revoked by Gazprom in case University uses received funds for purposes not specified in agreement, or in case of amendments to Purposes by virtue of changed circumstances without Gazprom's consent. In this case, University is obliged to fully refund all donated cash to Gazprom during one-month period at Gazprom's request.

Donation may be revoked by Gazprom in case University doesn't fulfill obligations to provide Gazprom with information regarding changes in ownership chain of University, including beneficiaries (ultimate beneficiaries as well) and (or) in executive bodies of University.

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

2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: December 27, 2016.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 1118, dated December 28, 2016.

3. Signature

3.1. Department Head, Gazprom
(acting under power of attorney
No. 01/04/04-336Д, dated May 25, 2015)

Elena Kasyan

3.2. Date: December 28, 2016