

**INFORMATION (MATERIALS) PROVIDED TO SHAREHOLDERS IN  
PREPARATION FOR THE ANNUAL GENERAL SHAREHOLDERS'  
MEETING OF PJSC GAZPROM IN 2017**

Moscow, 2017

**List  
of information (materials) provided to shareholders  
in preparation for the annual General Shareholders' Meeting  
of PJSC GAZPROM**

1. Announcement of the annual General Shareholders' Meeting of PJSC GAZPROM.
2. PJSC GAZPROM Annual Report for 2016 and Annual Accounts (Financial Statements) for 2016, including the Auditor's Opinion.
3. Report on PJSC GAZPROM related party transactions made in 2016.
4. Opinion of PJSC GAZPROM Audit Commission on reliability of data contained in PJSC GAZPROM Annual Report for 2016, Annual Accounts (Financial Statements) for 2016 and in the Report on PJSC GAZPROM related party transactions made in 2016.
5. Review of PJSC GAZPROM Auditor's Opinion by the Audit Committee of PJSC GAZPROM Board of Directors.
6. 2016 profit allocation recommendations of PJSC GAZPROM Board of Directors, in particular, the amount, timing and form of payment of the annual dividends on the Company's shares and the date, as of which the persons entitled to the dividends are determined.
7. Information on the candidacy for PJSC GAZPROM Auditor.
8. Proposals on the amount of remuneration to members of PJSC GAZPROM Board of Directors.
9. Proposals on the amount of remuneration to members of PJSC GAZPROM Audit Commission.
10. Draft Amendments to PJSC GAZPROM Articles of Association.
11. Draft Amendments to the Regulation on PJSC GAZPROM Board of Directors.
12. Draft Amendments to the Regulation on PJSC GAZPROM Management Committee.
13. Draft Amendments to the Regulation on PJSC GAZPROM Chairman of the Management Committee.
14. New draft Corporate Governance Code of PJSC GAZPROM.
15. Information on PJSC GAZPROM participation in the Global Gas Centre association.
16. Information on candidates to PJSC GAZPROM Board of Directors, in particular, on the availability of their consent to be elected.
17. Information on candidates to PJSC GAZPROM Audit Commission, in particular, on the availability of their consent to be elected.
18. PJSC GAZPROM Environmental Report for 2016.
19. Report on PJSC GAZPROM Long-Term Development Program implementation.
20. Report on fulfillment of KPIs established by PJSC GAZPROM.

21. Draft resolutions of the annual General Shareholders' Meeting of PJSC GAZPROM.

22. Information on shareholders' agreements.

**Announcement  
of the annual General Shareholders' Meeting of  
PJSC GAZPROM**

PJSC GAZPROM Board of Directors (PJSC GAZPROM location: Moscow, Russian Federation) hereby notifies of the annual General Shareholders' Meeting of PJSC GAZPROM (hereinafter the Meeting) scheduled for June 30, 2017. The Meeting will be held at: 16 Nametkin Street, Building 2, Conference Hall, Moscow, Russian Federation.

The Meeting is scheduled to begin at 10:00 a.m. The Meeting is held as an assembly (joint presence of shareholders to discuss agenda issues and to resolve on issues put to vote).

Holders of the Company's ordinary shares are entitled to vote on all agenda issues of the Meeting.

The list of persons entitled to participate in the Meeting is made (fixed) as of the close of business on June 05, 2017.

The Meeting participants will be registered by the Counting Board on June 28, 2017, from 10.00 a.m. to 5.00 p.m., and on June 30, 2017, from 9.00 a.m. to the time when the last agenda issue of the Meeting, for which the quorum is available, is discussed, at: 16, Nametkin Street, Building 2, Conference Hall, Moscow, Russian Federation.

Counting Board phone number: (495) 719 40 15.

To get registered, the Meeting participant will present:-

Shareholder (individual): an ID;

Shareholder's (individual's) representative: a Power of Attorney issued by the shareholder and the representative's ID;

Shareholder's (legal entity's) representative: a Power of Attorney issued by the legal entity and the representative's ID;

Head of the legal entity being the Company's shareholder: the document evidencing his/her official capacity in accordance with the applicable law and his/her ID;

Legal successors of the persons entitled to participate in the Meeting will also present the documents evidencing their legal successor powers.

The documents evidencing powers of legal successors and representatives of the persons included into the list of persons entitled to participate in the Meeting (their copies certified in the established manner) are attached to voting ballots sent by these persons or handed over to the Counting Board.

The number of PJSC GAZPROM shareholders is several hundreds of thousands of holders residing in the Russian Federation and abroad, which makes the Meeting personal attendance by all shareholders difficult.

In view of the above, it is recommended that shareholders exercise their right to participate in the Meeting through their representatives by proxy, or by sending their filled-in voting ballots to the Company, or also by giving instructions (instructing) the nominal holder, the foreign nominal holder, the foreign entity entitled, in line with its own law, to account for securities and transfer of rights

thereto (in case these entities account for rights to shares).

The ballots may be sent by mail at: PJSC GAZPROM, 16 Nametkin Street, Moscow, GSP-7, 117997, or handed in personally at: 16 Nametkin Street, Moscow. The votes represented by voting ballots and declarations of intention received at PJSC GAZPROM before 6:00 p.m. on June 27, 2017, will be counted in determining the Meeting quorum and voting results.

### **Agenda of the annual General Shareholders' Meeting of PJSC GAZPROM**

1. Approval of the Company's annual report.
2. Approval of the Company's annual accounts (financial statements).
3. Approval of the Company's profit allocation in 2016.
4. On the amount of dividends, the timing and form of their payment based on the 2016 performance, and on establishing the date, as of which the persons entitled to dividends are determined.
5. Approval of the Company's auditor.
6. On payment of the remuneration for serving on the board of directors (the supervisory board) to the board of directors members, other than civil servants, in the amount established in the Company's internal documents.
7. On payment of the remuneration for serving on the audit commission to the audit commission members, other than civil servants, in the amount established in the Company's internal documents.
8. On amendments to PJSC GAZPROM articles of association.
9. On amendments to the Regulation on PJSC GAZPROM board of directors.
10. On amendments to the Regulation on PJSC GAZPROM management committee.
11. On amendments to the Regulation on PJSC GAZPROM chairman of the management committee.
12. Approval of the new version of PJSC GAZPROM corporate governance Code.
13. On PJSC GAZPROM participation in the Global Gas Centre association.
14. Election of members of the Company's board of directors (supervisory board).
15. Election of members of the Company's audit commission (internal auditor).

The information/materials to be provided to the persons entitled to participate in the Meeting in preparation for the Meeting will be available from June 09, 2017, in the premise of PJSC GAZPROM at: 16 Nametkin Street, Room 329, Building 2, Moscow (telephone: (812) 609 76 51); and from the Registrar, AO DRAGA, the branches of AO DRAGA, and Gazprombank (Joint Stock Company) offices at the addresses listed below, as well as on the Company's website, [www.gazprom.ru](http://www.gazprom.ru), in the Internet information and telecommunications network.

**Addresses  
of the Registrar, AO DRAGA, the branches of AO DRAGA,  
and Gazprombank (Joint Stock Company) offices**

No.	Entity
1.	<b>AO DRAGA</b> 117420, Moscow, Novocheremushkinskaya str., 71/32 Phone: (8-499) 550-88-18
2.	<b>Volgograd branch of AO DRAGA</b> 400001, Volgograd, Klinskaya str., 32a Phone/fax: (8-844-2) 99-05-35, 99-05-36
3.	<b>Ivanovo branch of AO DRAGA</b> 153012, Ivanovo, Sovetskaya str., 22A, office 306 Phone/fax: (8-493-2) 34-51-31
4.	<b>Kazan branch of AO DRAGA</b> 420021, Republic of Tatarstan, Kazan, Narimanova str., 66 Phone/fax: (8-843) 292-54-79
5.	<b>Korolev branch of AO DRAGA</b> 141070, Moscow Region, Korolev, Tsiolkovskogo str., 4A Phone/fax: (8-495) 513-88-54
6.	<b>Samara branch of AO DRAGA</b> 443011, Samara, Akademika Pavlova str., 35, Phone/fax: (8-846) 276-63-10, 276-63-11
7.	<b>Saint Petersburg branch of AO DRAGA</b> 190005, Saint Petersburg, Izmailovsky proezd., 4, letter A, room 3 Phone/fax: (8-812) 676-18-13
8.	<b>Saratov branch of AO DRAGA</b> 410017, Saratov, Shelkovichnaya str., 11/15 Phone/fax: (8-845-2) 39-22-70, 39-22-72
9.	<b>Depository Center of GPB (JSC)</b> 115419, Moscow, 2 <sup>nd</sup> Verkhny Mikhailovsky proezd, 9, bld. 11 Phone: (495) 913-74-74 – unified information system of GPB (JSC) Phone: (495) 913-74-01 (answerphone), fax: (495) 719-18-62
10.	<b>Operational Office of GPB (JSC) Branch Central, Moscow Region</b> 156000, Kostroma, Sovetskaya str., 8-A Phone: (4942) 490-919
11.	<b>Operational Office of GPB (JSC) Branch Central, Moscow Region</b> 150000, Yaroslavl, Chaikovskogo str., 30 Phone: (4852) 590-000
12.	<b>Operational Office of GPB (JSC) Branch Central, Moscow Region</b> 153000, Ivanovo, Varentsovoi str., 11 Phone: (4932) 773-292
13.	<b>Voronezh Branch of GPB (JSC)</b> 394018, Voronezh, str. Kirova, 11 Phone: (473) 200-81-67
14.	<b>Operational Office of GPB (JSC) Branch in Voronezh</b> 308012, Belgorod, Kostyukova str., 36-G Phone/fax: (4722) 58-81-59
15.	<b>Operational Office of GPB (JSC) Branch in Voronezh</b> 398016, Lipetsk, str. Kosmonavtov, 24/1 Phone: (4742) 505-513

<b>16.</b>	<b>Operational Office of GPB (JSC) Branch in Voronezh</b> 309502, Belgorod Region, Stary Oskol, mikrorayon Solnechny, 1-A Phone: (4725) 32-43-30
<b>17.</b>	<b>Operational Office of GPB (JSC) Branch in Voronezh</b> 392000, Tambov, str. Sovetskaya, 23 Phone: (4752) 70-33-89, 70-33-93
<b>18.</b>	<b>Operational Office of GPB (JSC) Branch in Voronezh</b> 305035, Kursk, str. Krasnoy Armii, 100 Phone: (4712) 54-92-00
<b>19.</b>	<b>GPB (JSC) Branch in Yekaterinburg</b> 620014, Yekaterinburg, str. Uritskogo, 7 Phone/fax: (343) 269-72-19
<b>20.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 622001, Sverdlovsk Region, Nizhny Tagil, str. Krasnoarmeyskaya, 9 Phone/fax: (3435) 42-31-00, (3435) 42-31-04
<b>21.</b>	<b>Operational Office of GPB (JSC) Branch in Yekaterinburg</b> 625000, Tyumen, str. Sovetskaya, 20 Phone: (3452) 54-04-88
<b>22.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 624200, Sverdlovsk Region, Lesnoy, prospekt Kommunistichesky, 37 Phone/fax: (34342) 4-62-94
<b>23.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 623102, Sverdlovsk Region, Pervouralsk, str. Vainera, 15 Phone: (3439) 24-84-01
<b>24.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 624136, Sverdlovsk Region, Novouralsk, str. Lenina, 132-A Phone/fax: (34370) 6-18-16
<b>25.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 624222, Sverdlovsk Region, Nizhnyaya Tura, str. 40 let Oktyabrya, 44 Phone: (34342) 2-33-82
<b>26.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 624992, Sverdlovsk Region, Serov, str. Lenina, 149-A Phone: (34385) 7-19-02
<b>27.</b>	<b>Operational Office of GPB (JSC) Branch in Yekaterinburg</b> 640002, Kurgan, str. Gogolya, 109 Phone: (3522) 29-09-07
<b>28.</b>	<b>Operational Office of GPB (JSC) Branch in Yekaterinburg</b> 641870, Kurgan Region, Shadrinsk, str. Yefremova, 64 Phone: (35253) 3-20-93
<b>29.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Yekaterinburg</b> 624460, Sverdlovsk Region, Krasnoturyinsk, str. Oktyabrskaya, 28 Phone: (34384) 6-95-83
<b>30.</b>	<b>Operational Office of GPB (JSC) Branch in Yekaterinburg</b> 454091, Chelyabinsk, str. Krasnoarmeyskaya, 116 Phone: (351) 268-94-72
<b>31.</b>	<b>Operational Office of GPB (JSC) Branch in Yekaterinburg</b> 627756, Tyumen Region, Ishim, str. Karl Marx, 1A/6 Phone/fax: (34551) 7-59-42
<b>32.</b>	<b>Operational Office of GPB (JSC) Branch in Yekaterinburg</b> 626150, Tyumen Region, Tobolsk, District 4, 29a/1 Phone: (3456) 34-30-95

<b>33.</b>	<b>GPB (JSC) Branch in Irkutsk</b> 664011, Irkutsk, str. Sverdlova, 41 Phone: (3952) 28-32-26
<b>34.</b>	<b>GPB (JSC) Branch in Kazan</b> 420111, Republic of Tatarstan, Kazan, str. Levo-Bulachnaya, 32 Phone: (843) 221-73-37
<b>35.</b>	<b>GPB (JSC) Branch in Kaliningrad</b> 236000, Kaliningrad, prospekt Mira, 19-21 Phone: (4012) 342-852
<b>36.</b>	<b>GPB (JSC) Branch in Kemerovo</b> 650099, Kemerovo, str. Sobornaya, 3 Phone: (3842) 345-095
<b>37.</b>	<b>GPB (JSC) Branch in Krasnodar</b> 350033, Krasnodar, str. Dmitriyevskaya Damba, 11 Phone: (861) 210-48-07
<b>38.</b>	<b>Operational Office of GPB (JSC) Branch in Krasnodar</b> 414024, Astrakhan, str. Naberezhnaya Privolzhskogo zatona, 5, letter A Phone: (8512) 45-10-32
<b>39.</b>	<b>Operational Office of GPB (JSC) Branch in Krasnodar</b> 400074, Volgograd, str. V.I. Lenina, 56a Phone: (8442) 24-87-77
<b>40.</b>	<b>GPB (JSC) Branch in Krasnoyarsk</b> 660041, Krasnoyarsk, str. Akademika Kirenskogo, 87-B Phone: (391) 274-58-27
<b>41.</b>	<b>GPB (JSC) Branch in Nizhny Novgorod</b> 603000, Nizhny Novgorod, str. Maksima Gorkogo, 65-B Phone: (831) 422-18-01
<b>42.</b>	<b>Operational Office of GPB (JSC) Branch in Nizhny Novgorod</b> 430005, Republic of Mordovia, Saransk, str. Kommunisticheskaya, 15 Phone: (8342) 77-73-33
<b>43.</b>	<b>Operational Office of GPB (JSC) Branch in Nizhny Novgorod</b> 424006, Republic of Mariy-El, Ioshkar Ola, str. Uspenskaya, 17 Phone: (8362) 69-16-33
<b>44.</b>	<b>Operational Office of GPB (JSC) Branch in Nizhny Novgorod</b> 610000, Kirov, str. Moskovskaya, 31 Phone: (8332) 38-25-95, (8332) 35-85-50
<b>45.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Nizhny Novgorod</b> 607220, Nizhny Novgorod Region, Arzamas, prospekt Lenina, 208 Phone: (83147) 6-56-16
<b>46.</b>	<b>Operational Office of GPB (JSC) Branch in Nizhny Novgorod</b> 428000, Cheboksary, square Rechnikov, 5, room 3 Phone: (8352) 30-30-16
<b>47.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Nizhny Novgorod</b> 606033, Nizhny Novgorod Region, Dzerzhinsk, prospekt Tsiolkovskogo, 79 Phone: (8313) 39 81 45
<b>48.</b>	<b>GPB (JSC) Branch in Novy Urengoy</b> 629300, Tyumen Region, YaNAO, Novy Urengoy, str. 26 syezda KPSS, 4 Phone: (3494) 93-54-67, fax: (3494) 93-54-80
<b>49.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629736, Tyumen Region, YaNAO, Nadym, str. Komsomolskaya, 5-A Phone: (3499) 53-54-15



<b>50.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629320, Tyumen Region, YaNAO, Novy Urengoy, settlement Korotchayevo, str. Oktyabrskaya, 22 Phone/fax: (3494) 22-25-16
<b>51.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 626718, Tyumen Region, YaNAO, Nadym District, settlement Yamburg, 44, apt. 1 Phone/fax: (3494) 96-94-49
<b>52.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629300, Tyumen Region, YaNAO, Taz District, settlement Novozapolyarny, Module # 1, Block B Phone: (3494) 96-42-21, fax: (3494) 96-26-49
<b>53.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629860, Tyumen Region, YaNAO, Pur District, settlement Urengoy, District 4, 36-A Phone: (34934) 9-32-44
<b>54.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629850, Tyumen Region, YaNAO, Tarko-Sale, str. Pobedy, 25 Phone/fax: (34997) 2-66-85
<b>55.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629757, Tyumen Region, YaNAO, Nadym District, settlement Pangody, str. Mira, 17 Phone: (3499) 56-27-37
<b>56.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629008, Tyumen Region, YaNAO, Salekhard, str. Gubkina, 1 Phone/fax: (34922) 3-56-01, (34922) 3-56-25
<b>57.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Novy Urengoy</b> 629400, Tyumen Region, YaNAO, Labytnangi, str. Studencheskaya, 38 Phone/fax: (34992) 2-12-27, (34992) 2-12-77
<b>58.</b>	<b>GPB (JSC) Branch in Novosibirsk</b> 630099, Novosibirsk, str. Oktyabrskaya magistral, 3 Phone: (383) 236-28-88
<b>59.</b>	<b>Operational Office of GPB (JSC) Branch in Novosibirsk</b> 656049, Barnaul, Partizanskaya str., 92 Phone: (3852) 539-160
<b>60.</b>	<b>Operational Office of GPB (JSC) Branch in Novosibirsk</b> 644099, Omsk, str. Tarskaya, 13 B Phone: (3812) 69-62-17
<b>61.</b>	<b>GPB (JSC) Branch in Orenburg</b> 460001, Orenburg, str. Chkalova, 70/2 Phone/fax: (3532) 76-92-41
<b>62.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Orenburg</b> 462363, Orenburg Region, Novotroyitsk, str. Sovetskaya, 93-A Phone: (3537) 639-949
<b>63.</b>	<b>GPB (JSC) Branch in Perm</b> 614000, Perm, str. Monastyrskaya, 61 Phone/fax: (342) 211-05-61
<b>64.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Perm</b> 617763, Perm Area, Chaikovsky, str. Mira, 20 Phone/fax: (34241) 22-3-54
<b>65.</b>	<b>Operational Office of GPB (JSC) Branch in Perm</b> 426034, Udmurt Republic, Izhevsk, str. Udmurtskaya, 247-G Phone: (3412) 41-24-80

<b>66.</b>	<b>GPB (JSC) Branch in Rostov-on-Don</b> 344006, Rostov-on-Don, prospekt Voroshilovskiy, 20/17 Phone: (8632) 49-77-16
<b>67.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Rostov-on-Don</b> 347922, Rostov Region, Taganrog, str. Grecheskaya, 17/ pereulok Pervy Krepostnoy, 24 Phone/fax: (8634) 314-729, (8634) 314-730
<b>68.</b>	<b>GPB (JSC) Branch in Samara</b> 443010, Samara, str. Lva Tolstogo, 30 Phone: (846) 332-07-43
<b>69.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Samara</b> 445051, Samara Region, Togliatti, str. Marshala Zhukova, 8 Phone: (8482) 66-33-17
<b>70.</b>	<b>Operational Office of GPB (JSC) Branch in Samara</b> 432017, Ulyanovsk, str. Engels, 50 Phone: (8422) 41-09-40
<b>71.</b>	<b>GPB (JSC) Branch in Saint Petersburg</b> 191167, Saint Petersburg, str. Sinopskaya Naberezhnaya, 22, letter A Phone: (812) 325-21-42, (812) 365-13-09
<b>72.</b>	<b>Operational Office of GPB (JSC) Branch in Saint Petersburg</b> 169313, Ukhta, prospekt Lenina, 33 Phone: (8216) 79-67-60
<b>73.</b>	<b>Operational Office of GPB (JSC) Branch in Saint Petersburg</b> 160001, Vologda, str. Lenina, 11 Phone: (8172) 59-78-90 ext. 4523
<b>74.</b>	<b>Operational Office of GPB (JSC) Branch in Saint Petersburg</b> 163000, Arkhangelsk, prospekt Troitskiy, 95, bld. 1 Phone: (8182) 639-025
<b>75.</b>	<b>Operational Office of GPB (JSC) Branch in Saint Petersburg</b> 183022, Murmansk, str. Karl Marx, 15 Phone: (8152) 553-611
<b>76.</b>	<b>GPB (JSC) Branch in Saratov</b> 410005, Saratov, str. Volskaya, 91 Phone: (8452) 675-136, (8452) 675-129
<b>77.</b>	<b>Operational Office of GPB (JSC) Branch in Saratov</b> 440000, Penza, Leninsky District, str. Slavy, 4 Phone: (8412) 52-26-31
<b>78.</b>	<b>GPB (JSC) Branch in Stavropol</b> 355000, Stavropol, str. Dzerzhinskogo, 114 Phone: (8652) 26-63-17
<b>79.</b>	<b>Operational Office of GPB (JSC) Branch in Stavropol</b> 367012, Republic of Dagestan, Makhachkala, str. Yermoshkina, 24 Phone: (8722) 67-53-46
<b>80.</b>	<b>GPB (JSC) Branch in Surgut</b> 628417, Tyumen Region, KhMAO-Yugra, Surgut, bulvar Svobody, 12 Phone: (3462) 76-99-00
<b>81.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628417, Tyumen Region, KhMAO-Yugra, Surgut, str. Universitetskaya, 1/1 Phone: (3462) 76-99-00
<b>82.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628402, Tyumen Region, KhMAO-Yugra, Surgut, str. Geologicheskaya, 25 Phone: (3462) 50-38-67

<b>83.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628609, Tyumen Region, KhMAO-Yugra, Nizhnevartovsk, str. Omskaya, 1 Phone: (3466) 49-40-24, phone/fax: (3466) 24-12-13
<b>84.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628611, Tyumen Region, KhMAO-Yugra, Nizhnevartovsk, str. Lenina, 38a Phone: (3466) 42-21-92
<b>85.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628309, Tyumen Region, KhMAO-Yugra, Nefteyugansk, Pionernaya zona, str. Stroiteley, bld. 9 Phone: (3463) 23-12-49
<b>86.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 629800, Tyumen Region, YaNAO, Noyabrsk, str. Respubliki, 18 Phone/fax: (3496) 36-97-82
<b>87.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 629830, Tyumen Region, YaNAO, Gubkinsky, District 14, 4 Phone: (34936) 5-26-85
<b>88.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 629800, Tyumen Region, YaNAO, Noyabrsk, str. Lenina, 49 Phone/fax: (3496) 32-06-46
<b>89.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628684, Tyumen Region, KhMAO-Yugra, Megion, str. Gubkina, 18 Phone: (34643) 36-508, (34643) 34-833
<b>90.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628260, Tyumen Region, KhMAO-Yugra, Yugorsk, str. Lenina, 31 Phone: (34675) 2-07-80
<b>91.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628128, Tyumen Region, KhMAO-Yugra, Oktiabrsky District, Un'yugan settlement, str. Gazpromovskaya, 14 Phone: (34672) 4-84-47
<b>92.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628158, Tyumen Region, Berezovsky District, Pripolyarny settlement, Estate 4, bld. 1, Apt.14 Phone: (34674) 3-44-31
<b>93.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628260, Tyumen Region, KhMAO-Yugra, Yugorsk, str. Mira, 15 Phone: (34675) 2-28-43
<b>94.</b>	<b>Operational Office of GPB (JSC) Branch in Surgut</b> 624570, Sverdlovsk Region, Ivdel-1, Ivdel Operations and Maintenance Department of Main Gas Pipelines, Tyumentransgas LLC Phone: (34316) 5-35-48
<b>95.</b>	<b>Operational Office of GPB (JSC) Branch in Surgut</b> 624582, Sverdlovsk Region, Ivdel District, settlement Pelym, str. Stroiteley, 2 Phone: (34386) 4-55-70
<b>96.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628012, Tyumen Region, Khanty-Mansiisk, str. Mira, 52 Phone: (3467) 30-00-23
<b>97.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628162, Tyumen Region, KhMAO-Yugra, Beloyarsky, str. Molodosti, 7-A Phone/fax: (34670) 3-71-37

<b>98.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628169, Tyumen Region, KhMAO-Yugra, Beloyarsky District, Sorum settlement, str. Tsentralnaya, 34, Office 6 Phone: (34670) 36-1-60
<b>99.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628173, Tyumen Region, KhMAO-Yugra, Beloyarsky District, Lykhma settlement, Administrative Building of Bobrovsky LPU MG Phone/fax: (34670) 48-3-09
<b>100.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628177, Tyumen Region, KhMAO-Yugra, Beloyarsky District, settlement Sosnovka, str. Shkolnaya, 15, Apt. 11 Phone/fax: (34670) 46-9-06
<b>101.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628172, Tyumen Region, KhMAO-Yugra, Beloyarsky District, Verkhnekazymsky settlement, Estate 4, bld. 2, apt. 38 Phone/fax: (34670) 47-8-95
<b>102.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628146, Tyumen Region, KhMAO-Yugra, Berezovsk District, urban-type settlement Igrim, str. Kooperativnaya, 33 Phone/fax: (34674) 31-2-95
<b>103.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628156, Tyumen Region, KhMAO-Yugra, Berezovsk District, Khulimsunt settlement, Estate 2, 10, apt. 19 Phone/fax: (34674) 33-2-08
<b>104.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628147, Tyumen Region, KhMAO-Yugra, Berezovsk District, settlement Svetly, str. Naberezhnaya, 7, apt. 14 Phone/fax: (34674) 58-0-45
<b>105.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628126, Tyumen Region, KhMAO-Yugra, Oktyabrsk District, settlement Priobie, str. Sportivnaya, 15 Phone/fax: (34678) 51-3-83
<b>106.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628181, Tyumen Region, KhMAO-Yugra, Nyagan, District 2, 44, apt. 1 Phone: (34672) 5-54-08
<b>107.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628125, Tyumen Region, KhMAO-Yugra, Oktyabrsk District, urban-type settlement Andra, Office Building of Repair and Construction Site #6 Phone/fax: (34678) 49-1-90
<b>108.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628109, Tyumen Region, KhMAO-Yugra, Oktyabrsk District, settlement Peregrebnoye, str. Spasennikova, 16-A Phone/fax: (34678) 38-7-45
<b>109.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 628012, Tyumen Region, Khanty Mansiysk, str. Lenina, 56 Phone: (3467) 30-00-25
<b>110.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Surgut</b> 629600, Tyumen Region, YaNAO, Muravlenko, str. Lenin, 94a Phone: (34938) 6-30-78
<b>111.</b>	<b>GPB (JSC) Branch in Tomsk</b> 634009, Tomsk, pereulok 1905 goda, 7 Phone: (3822) 610-150, (3822) 610-605, (3822) 610-626

<b>112.</b>	<b>GPB (JSC) Branch in Tula</b> 300026, Tula, prospekt Lenina, 106 Phone: (4872) 33-28-09
<b>113.</b>	<b>Operational Office of GPB (JSC) Branch in Tula</b> 248030, Kaluga, str. Ryleeva, 4 Phone: (4842) 22-22-00, (4842) 79-54-64
<b>114.</b>	<b>Operational Office of GPB (JSC) Branch in Tula</b> 390000, Ryazan, str. Kudryavtseva, 56 Phone: (4912) 27-28-48, 27-07-80
<b>115.</b>	<b>Operational Office of GPB (JSC) Branch in Tula</b> 214004, Smolensk, str. Nikolayeva, 27-A Phone: (4812) 35-49-88, (4812) 64-49-86
<b>116.</b>	<b>Operational Office of GPB (JSC) Branch in Tula</b> 241050, Bryansk, square Partizan, 4 Phone: (4832) 58-94-34
<b>117.</b>	<b>GPB (JSC) Branch in Ufa</b> 450022, Republic of Bashkortostan, Ufa, str. Mendeleeva, 138 Phone: (347) 256-67-84
<b>118.</b>	<b>GPB (JSC) Branch in Khabarovsk</b> 680000, Khabarovsk, str. Turgeneva, 46 Phone: (4212) 41-69-40
<b>119.</b>	<b>Operational Office of GPB (JSC) Branch in Khabarovsk</b> 675000, Amur Region, Blagoveschensk, pereulok Svyatitelya Innokentiya, 2, letter A Phone: (4162) 31-80-04
<b>120.</b>	<b>Subsidiary Office of GPB (JSC) Branch in Khabarovsk</b> 681000, Khabarovsk Area, Komsomolsk-on-Amur, prospekt Pervostroiteley, 21 Phone: (4217) 24-10-05
<b>121.</b>	<b>GPB (JSC) Branch in Vladivostok</b> 690091, Vladivostok, str. Uborevicha, 5-A Phone: (4232) 65-20-55
<b>122.</b>	<b>Operational Office of GPB (JSC) Branch in Vladivostok</b> 693007, Yuzhno-Sakhalinsk, prospekt Pobedy, 30 Phone: (4242) 454-026

**PJSC GAZPROM Board of Directors**

**OPINION**  
**of PJSC GAZPROM Audit Commission**  
**on reliability of data contained in PJSC GAZPROM Annual Report for 2016,**  
**Annual Accounts (Financial Statements) for 2016 and in the Report on**  
**PJSC GAZPROM Related Party Transactions Made in 2016**

City of Moscow

April 28, 2017

The Audit Commission elected by the annual General Shareholders' Meeting of PJSC GAZPROM (hereinafter 'the Company') on June 30, 2016, acting pursuant to the Regulation on the Company's Audit Commission, conducted the scheduled audit of the Company's 2016 financial and business operations.

The audit of the Company's 2016 financial and business operations involved the review and use of:-

PJSC GAZPROM Articles of Association;

Regulation on PJSC GAZPROM Audit Commission;

Regulation on PJSC GAZPROM Accounting Policy for Financial and Tax Accounting in 2016; and

other regulations and documents.

When conducting the audit, the Audit Commission reviewed and analyzed throughout: the Company's Annual Report, Accounts (Financial Statements) for 2016, written information on findings of PJSC GAZPROM 2016 Accounts (Financial Statements) audit, as drafted by Financial and Accounting Consultants audit firm, the Report on PJSC GAZPROM Related Party Transactions Made in 2016 and resolutions of the Company's Board of Directors and Management Committee.

The primary documents in support of the accounting data and reports and other documents underwent a sample review and analysis.

**The audit found:-**

The Company's Annual Report for 2016 was prepared in compliance with Russian applicable law;

the Company's Accounts (Financial Statements) for 2016 were prepared in compliance with accounting and reporting rules applicable in the Russian Federation; and

resolutions on financial and business operations, as adopted by the Company's Board of Directors and Management Committee, meet applicable law, the Company's Articles of Association and resolutions of the General Shareholders' Meeting.

Upon the audit of the Company's 2016 financial and business operations,

**the Audit Commission confirms that:-**

No actual violations of the accounting and reporting procedures established in laws and regulations of the Russian Federation and of Russian laws and regulations on financial and business operations, which could have a material impact on the Company's financial performance, have been revealed;

The Company's Accounts (Financial Statements) are reliable and represent a true and fair view of the Company's financial standing as of December 31, 2016, and its financial and business performance from January 1 to December 31, 2016; and

The information contained in the Report on PJSC GAZPROM Related Party Transactions Made in 2016 is reliable.

**M.I. Mironova**

**Chairman, Audit Commission**

**PJSC GAZPROM**

**REVIEW**  
**of PJSC GAZPROM Auditor's Opinion by the Audit Committee of**  
**PJSC GAZPROM Board of Directors<sup>1</sup>**

Having considered the Auditor's Opinion on the Accounts (Financial Statements) of PJSC GAZPROM for 2016 issued by the Company's Auditor, Financial and Accounting Advisors Limited Liability Company, which was approved by the annual General Shareholders' Meeting on 30 June, 2016, the Audit Committee of PJSC GAZPROM Board of Directors hereby resolved that the Auditor's Opinion on the Accounts (Financial Statements) of PJSC GAZPROM for 2016 issued by PJSC GAZPROM's Auditor, Financial and Accounting Advisors Limited Liability Company, was prepared in accordance with the Federal Auditing Standard (FAS 1/2010) adopted by Order No 46n dated May 20, 2010, of the RF Ministry of Finance. It includes a positive opinion on the reliability of the Accounts (Financial Statements) of PJSC GAZPROM, which were prepared in accordance with the Regulations on Accounting and Reporting in the Russian Federation, and on the fair presentation of Gazprom's financial position and performance in all material respects in the Accounts (Financial Statements) of PJSC GAZPROM.

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<sup>1</sup> Review of PJSC GAZPROM Auditor's Opinion by the Audit Committee of PJSC GAZPROM Board of Directors is cited in accordance with Minutes No.54 of May 2, 2017, of PJSC GAZPROM Board of Directors Audit Committee meeting.



**2016 profit allocation recommendations of PJSC GAZPROM Board of Directors, in particular, the amount, timing and form of payment of the annual dividends on the Company's shares and the date, as of which the persons entitled to dividends are determined**

**Allocation of PJSC GAZPROM profit generated by the Company in 2016<sup>2</sup>**

	<b>RUB million</b>
<b>1. Net profit of the reporting period</b>	<b>411,424.6</b>
<b>2. Net profit allocation</b>	<b>411,424.6</b>
including:	
<b>2.1. for payment of dividends on shares</b>	<b>190,327.4</b>
<i>including:</i>	
on the shares held by the state (38.373%)	<i>73,035.1</i>
on the shares held by the state-controlled legal entities:	
AO ROSNEFTEGAZ (10.970%)	<i>20,878.6</i>
OAO Rosgazifikatsiya (0.889%)	<i>1,691.6</i>
<b>2.2. for the Company's investment purposes</b>	<b>-</b>
<b>2.3. the Company's retained profit</b>	
<b>resulting from the adjustment of financial investments</b>	
<b>and economically similar business events</b>	<b>221,097.2</b>

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<sup>2</sup> Recommended by PJSC GAZPROM Board of Directors for the General Shareholders' Meeting approval (Minutes No. 1141 of May 19, 2017, of PJSC GAZPROM Board of Directors meeting).

**Recommendations**  
**of PJSC GAZPROM Board of Directors on the amount, timing and form of dividends on the Company's shares, based on the financial year results, and on the date, as of which the persons entitled to dividends are determined<sup>3</sup>**

PJSC GAZPROM Board of Directors recommends the annual General Shareholders' Meeting to resolve:-

On payment of RUB 190,327.4 mln. annual dividends based on the Company's performance in 2016 in monetary form, which amounts to RUB 8.0397 per ordinary share in PJSC GAZPROM with the par value of RUB 5;

The accrued dividends per shareholder calculated to the nearest kopeck. Calculation figures are rounded by mathematical rounding rules;

On establishment of July 20, 2017, as the date as of which the persons entitled to the dividends are determined;

On establishment of August 3, 2017, as the end date for payment of dividends to nominal holders and trust managers being professional stock market participants registered in PJSC GAZPROM Shareholders' Register; and

On establishment of August 24, 2017, as the end date for payment of dividends to other persons registered in PJSC GAZPROM Shareholders' Register.

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<sup>3</sup> Minutes No. 1141 of May 19, 2017 of PJSC GAZPROM Board of Directors meeting.

## **Information on the candidacy for PJSC GAZPROM Auditor**

*Financial and Accounting Advisors* LLC (FAA LLC) has been registered and operates in the Russian Federation in the established manner; it is a member of the self-regulatory auditors' entity, *Sodruzhestvo* Auditors' Association (PSRN – 11506030481).

FAA LLC holds license No. 28396 for works related to use of the information that constitutes state secret; valid till June 20, 2021, it was issued by the Federal Security Service. FAA LLC professional risks are insured against with INGOSSTRAKH Open Joint Stock Insurance Company.

FAA LLC was founded in 1990. Since its inception and till present, FAA managers and specialists have taken the most active part in development of laws and shaping the law-enforcement practice; they have made part of management bodies of the leading professional and business associations.

FAA provides professional services in the following core lines of business: audit services; accounting, tax and law services; management consulting; consulting in information technologies; support to investment business; business planning; appraisals; outsourcing.

Over 26 years of cooperation between FAA and Russian business leaders in all of the key branches of economy, the Company has managed to gain the unique hands-on experience in the implementation of major projects.

Provision of comprehensive services with guaranteed quality, a broad product range and, at the same time, strong specialized expertise, impeccable goodwill, highly qualified staff, modern technologies and methods distinguish FAA and secure the trust in its services on the part of the major companies, the governmental authorities, and the expert community.

FAA has got the unique experience of dealings with fuel and energy enterprises, for which hundreds of successful projects have been implemented. Constant liaising with representatives of the oil and gas industry enables a deep insight of the Company's experts into the industry's urgent concerns and tasks.

Since 1996, FAA has cooperated with PJSC GAZPROM. As part of advisory services to Gazprom Group of Companies, FAA professionals have implemented over 220 major projects and provided a great deal of consultations. Over 75 projects for drafting financial/business and feasibility studies, investment project efficiency assessments, for designing enterprise financial models, business plans and development strategies have been implemented.

According to Article 5, Statutory Audit, Federal Audit Business Law No. 307-FZ of December 30, 2008, the audit of PJSC GAZPROM Accounts (Financial Statements) is mandatory.

The audit company for the 2017 statutory audit purposes was selected by a public tender for the right to conclude a service agreement for auditing the Accounts (Financial Statements) of PJSC GAZPROM, the consolidated Accounting Statements of Gazprom Group and the consolidated Financial Statements of Gazprom Group under the International Financial Reporting

Standards (IFRS) for 2017, in the manner envisaged in Federal Law of April 5, 2013, No. 44-FZ, On the Contractual System in Procurement of Goods, Work, Services to Meet Federal and Municipal Needs. Based on the tender results, Financial and Accounting Advisors Limited Liability Company (FAA LLC) was found the winner.

## **The biggest customers of FAA LLC in Russia include:**

PJSC GAZPROM*	JSC Russian Helicopters*
OOO Gazprom transgaz Yugorsk*	AO EVRAZ West Siberian Metallurgical Plant*
OOO Gazprom transgaz Ukhta*	OAO EVRAZ Kachkanarsky Ore Mining and Processing Plant*
OOO Gazprom transgaz Surgut*	OAO EVRAZ Nizhny Tagil Metallurgical Plant*
OOO Gazprom transgaz Saint Petersburg*	AO Atomenergoprom*
OOO Gazprom transgaz Moscow*	AO Rosenergoatom Concern*
OOO Gazprom Dobycha Yamburg*	AO Atomredmetzoloto*
OOO Gazprom Dobycha Urengoy*	GAZPROMBANK (AO)
OOO Gazprom Dobycha Nadym*	AO RUSNANO
OOO Gazprom Dobycha Astrakhan*	AO MCC EuroChem*
OOO Gazprom Dobycha Orenburg*	JSC Azot*
OOO Gazprom Pererabotka*	JSC Nevinnomyssky Azot*
OOO Gazpromneft – Regionalnye Prodazhi*	ALROSA JSC (Public Company)
OAO Gazpromneft-NNG*	SIBUR Holding Public Company
OOO Gazpromneft-Hantos*	Deposit Insurance Agency SC*
AO ROSNEFTEGAZ*	Vnesheconombank SC
OAO Russian Railways	Central Bank of the Russian Federation (Bank of Russia)*
Sberbank of Russia Public Company	AO Rosoboronexport*
Rosseti Public Company	AO Apatit*
Transneft	ZAO CV Protek Firm*
Transnefteproduct, JSC*	Pharmstandard Public Company*
OOO EvrazHolding*	JSC SCA

\* – audit services

**Proposals on  
the Amount of Remuneration to Members of PJSC Gazprom Board of  
Directors<sup>4</sup>**

PJSC Gazprom Board of Directors recommends PJSC Gazprom General Shareholders' Meeting to:

1. Establish remuneration to members of PJSC Gazprom Board of Directors, who do not occupy public positions in the Russian Federation and public service positions, namely:-

to Chairman of the Board of Directors: RUB 31,090,260;

to Deputy Chairman of the Board of Directors: RUB 30,162,510;

to the Board of Directors member who serves as Chairman of the Audit Committee of PJSC Gazprom Board of Directors and, at the same time, is a member of the Nomination and Remuneration Committee of PJSC Gazprom Board of Directors: RUB 27,688,510;

to the Board of Directors member who serves as Chairman of the Nomination and Remuneration Committee of PJSC Gazprom Board of Directors and, at the same time, is a member of the Audit Committee of PJSC Gazprom Board of Directors: RUB 27,688,510;

to the Board of Directors member who is a member of the Audit Committee of PJSC Gazprom Board of Directors and a member of the Nomination and Remuneration Committee of PJSC Gazprom Board of Directors: RUB 26,683,448;

to the Board of Directors member who is a member of the Audit Committee of PJSC Gazprom Board of Directors and who has early terminated his powers in the Audit Committee: RUB 25,601,073;

to the Board of Directors members who do not perform additional functions in the Board of Directors: RUB 25,523,760 to each;

2. Not to pay any remuneration to Mr. Alexey V. Ulyukaev, member of the Board of Directors.

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<sup>4</sup>Minutes of PJSC Gazprom Board of Directors meeting of May 19, 2017, No. 1141.

**Proposals on  
the Amount of Remuneration to Members of PJSC Gazprom Audit  
Commission<sup>5</sup>**

PJSC Gazprom Board of Directors recommends the Annual General Shareholders' Meeting of PJSC Gazprom to establish the following remunerations to PJSC Gazprom Audit Commission members, who do not occupy public positions in the Russian Federation and public service positions, namely:-

Chairman of the Audit Commission: RUB 4,889,045;

Members of the Audit Commission: RUB 3,760,804 to each.

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<sup>5</sup>Minutes of PJSC Gazprom Board of Directors meeting of May 19, 2017, No. 1141.

## Draft Amendments to PJSC GAZPROM Articles of Association<sup>6</sup>

### Amendments to the Articles of Association of Gazprom Public Joint Stock Company, as approved of by resolution of the annual General Shareholders Meeting of PJSC GAZPROM on June 26, 2015, Minutes No. 1, as amended by resolution of the annual General Shareholders Meeting of PJSC GAZPROM dated June 30, 2016, Minutes No. 1

1. Section 4.3, Article 4, shall be supplemented with the second paragraph to read as follows:

‘To settle economic disputes and to protect its rights and interests, the Company shall be free to apply to arbitration courts, in particular, those administered by standing arbitration institutions both in the Russian Federation and abroad.’

2. Paragraph 2, Section 11.1, Article 11, shall read as follows:

‘Adoption by the General Shareholders’ Meeting of the resolution to reorganize the Company or to approve of entering into, or to *post factum* approve of, a major transaction for the property valued at over 50% of the Company’s assets book value determined based on its Accounts (Financial Statements) as of the most recent reporting date (including the transaction being a related party one at the same time);’

3. Subsections 13 and 14, Section 15.1, Article 15, shall read as follows:

‘13) resolving to approve of entering into, or *post factum* approval of, transactions in the cases envisaged in Article 83, Federal Joint Stock Companies Law;

14) resolving to approve of entering into, or *post factum* approval of, major transactions in the cases envisaged in Article 79, Federal Joint Stock Companies Law;’

4. In Section 16.4, Article 16, the wording ‘in Paragraphs 1 to 3, 5, 15 and 17.1, Section 15.1, of these Articles of Association’ shall be substituted with the wording ‘in Paragraphs 1 to 3, 5, 14, 15 and 17.1, Section 15.1, of these Articles of Association.’

5. Paragraph 1, Section 21.3, Article 21, shall read as follows:

‘21.3. The information (documents) to be provided to the persons entitled to attend the General Shareholders’ Meeting in preparation for the General Shareholders’ Meeting of the Company shall include: the Annual Report and the Company’s Audit Commission opinion on its audit findings, annual Financial Statements (Accounts), the Auditor’s Opinion and the Company’s Audit Commission

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<sup>6</sup>Draft Amendments to PJSC GAZPROM Articles of Association have been submitted for consideration on the initiative of PJSC GAZPROM Board of Directors (Minutes of PJSC GAZPROM Board of Directors meeting of May 19, 2017, No. 1141).



Opinion based on the annual Financial Statements audit, information on a candidate(s) to the Company's executive bodies, the Company's Board of Directors, the Company's Audit Commission, the Company's Counting Board, draft amendments and supplements to the Company's Articles of Association or a new draft Articles of Association of the Company, the Company's draft internal documents, the General Shareholders' Meeting draft resolutions as envisaged in Article 32.1, Federal Joint Stock Companies Law, the information on the Shareholder Agreements concluded within one year before the General Shareholders' Meeting date, the opinion of the Company's Board of Directors on a major transaction, the report on related party transactions made by the Company in the reporting year, as well as any other information (documents) envisaged herein.'

6. Subsections 16, 17, Section 34.1, Article 34, shall read as follows:

'16) giving approval of entering into, or *post factum* approval of, major transactions in the cases envisaged in Federal Joint Stock Companies Law;

17) giving approval of entering into, or *post factum* approval of, transactions envisaged in Chapter XI, Federal Joint Stock Companies Law;'

7. Article 41 shall read as follows:

**'Article 41. Major Transaction**

41.1. A major transaction shall be a transaction (several related transactions) beyond the ordinary course of business and:

1) related to the Company's purchase, disposal or potential disposal, directly or indirectly, of the property (including a loan, credit, pledge, surety, purchase of such number of shares or other issue-grade securities convertible into the Company's shares, which entails the Company's duty to send a mandatory offer according to Chapter XI.1, Federal Joint Stock Companies Law), the price or book value of which stands at 25 and more percent of the Company's assets book value, based on its Financial Statements (Accounts) as of the most recent reporting date;

2) envisaging the Company's duty to transfer the property in temporary possession and/or use of or to entitle a third party to use the intellectual deliverables or identification means on the license conditions, if their book value stands at 25 and more percent of the Company's assets book value, based on its Financial Statements (Accounts) as of the most recent reporting date.

41.2. To enable the General Shareholders' Meeting to resolve to give approval of a major transaction, the Company's Board of Directors shall determine the price of the property or the intellectual deliverables being the major transaction subject matter in accordance with Article 77, Federal Joint Stock Companies Law.

The Board of Directors shall approve the major transaction opinion, which shall contain, in particular, information on the major transaction's anticipated impact on the Company's business and assessment of the major transaction appropriateness. The major transaction opinion shall be incorporated into the information (documents) made available to the shareholders in preparation for the General Shareholders' Meeting that will consider approval of entering into, or *post factum* approval of, the

major transaction.’

8. Article 42 shall read as follows:

**‘Article 42. Major Transaction Approval or *Post Factum* Approval Procedure**

42.1. The Company’s Board of Directors or the General Shareholders’ Meeting shall approve of a major transaction in accordance with this Article.

42.2. The resolution to approve or to approve *post factum* a major transaction for the property valued from 25% to 50% of the Company’s assets book value shall be adopted by all members of the Company’s Board of Directors unanimously, without taking into account the votes of the Company’s Board of Directors former members.

If the Company’s Board of Directors unanimity as to approval or *post factum* approval of a major transaction is not reached, the approval or *post factum* approval of a major transaction may be referred, by resolution of the Company’s Board of Directors, to the General Shareholders’ Meeting for resolution. In this case, the General Shareholders’ Meeting shall adopt the resolution to approve or to approve *post factum* a major transaction by a majority of votes of the shareholders holding voting shares and attending the General Shareholders’ Meeting.

42.3. A resolution to approve or to approve *post factum* a major transaction for the property valued at over 50% of the Company’s assets book value shall be adopted by the General Shareholders’ Meeting by the three fourths majority of votes of the shareholders holding voting shares and attending the General Shareholders’ Meeting.

42.4. The resolution to approve or to approve *post factum* of a major transaction shall specify the person(s) being the party(ies) to the transaction, the beneficiary(ies), the major transaction price and subject and other material conditions or their determination procedure.

The resolution to approve of a major transaction may also contain minimum and maximum parameters of the transaction conditions (the upper price limit for the property purchase or the lower price limit for the property sale) or their determination procedure, the approval of entering into a series of similar transactions, alternative conditions of the transaction that requires approval, the approval of entering into a major transaction provided that several transactions are entered into simultaneously. The resolution to approve of a major transaction may specify the resolution’s effective period. If the period is not specified in the resolution, the approval shall be deemed effective for one year from its adoption, unless another period of time arises out of the essence and conditions of the major transaction approved, or out of the circumstances of granting the approval.

A major transaction may be entered into upon the condition precedent of obtaining approval of its conclusion in the manner established in the Federal Joint Stock Companies Law.

42.5. If a major transaction for the property valued at over 50% of the Company’s assets book value determined based on its accounts (financial statements)

as of the most recent reporting date is a related party transaction and, according to the Federal Joint Stock Companies Law, the major transaction approval has been submitted to the General Shareholders' Meeting for consideration (Chapter XI, Federal Joint Stock Companies Law), the major transaction approval resolution shall be deemed adopted, if the number of votes required according to Section 4, Article 49, Federal Joint Stock Companies Law, and a majority of votes of all shareholders disinterested in the transaction, holding voting shares and attending the General Shareholders' Meeting, has been given for it. If a major transaction for the property valued at 25% to 50% of the Company's assets book value determined based on its accounts (financial statements) as of the most recent reporting date is a related party transaction and, according to the Federal Joint Stock Companies Law, the major transaction approval has been submitted to the General Shareholders' Meeting for consideration (Chapter XI, Federal Joint Stock Companies Law), the major transaction approval resolution shall be adopted in the manner envisaged in Chapter XI, Federal Joint Stock Companies Law.'

9. Article 44 shall read as follows:

**'Article 44. Interest in the Company's Entering into Transaction**

44.1. A related party transaction is the transaction, in which the Company's Board of Directors member, the Company's Management Committee Chairman, the Company's Management Committee member, or the entity controlling the Company or the entity authorized to give instructions mandatory for the Company, is interested. These persons shall be recognized as interested in the Company's entering into a transaction in the cases when they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates:-

are a party to, a beneficiary of, an intermediate or a representative under the transaction;

have control over the legal entity being a party to, a beneficiary of, an intermediate or a representative under the transaction; and

hold management positions at the legal entity being a party to, a beneficiary of, an intermediate or a representative under the transaction, as well as management positions at the management company of such legal entity.

44.2. The Company shall notify members of the Company's Board of Directors and the Company's Management Committee of any related party transaction, and if all members of the Company's Board of Directors are interested in such transaction, it shall notify shareholders in the manner envisaged for notification of the General Shareholders' Meeting.

The notice shall be sent at least fifteen days prior to the related party transaction date and shall specify the person(s) being its party(ies), beneficiary(ies), the transaction price, subject and other material conditions or their determination procedure, as well as the person(s) interested in the transaction, the reasons why the person (each of the persons) interested in the transaction has such status.

When preparing for the Company's annual General Shareholders' Meeting, the persons entitled to attend the annual General Shareholders' Meeting shall be provided

with a report on the related party transactions made by the Company in the reporting year. This report shall be signed by the Company's Management Committee Chairman and approved of by the Company's Board of Directors; the reliability of data contained therein shall be confirmed by the Company's Audit Commission.'

10. Article 45 shall read as follows:

**'Article 45. Information on Interest in the Company's Entering into Transaction**

45.1. The persons specified in Paragraph 1, Section 44.1, Article 44, of these Articles of Association shall inform the Company of:-

1) the legal entities, in which they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates are controlling entities or to which the above persons are authorized to give mandatory instructions;

2) the legal entities, where they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates hold positions;

3) the concluded or to-be-concluded transactions they are aware of, under which they may be recognized as related parties;

Within two months from the date, on which they become or should have become aware of the circumstances whereby they may be recognized interested in the Company's entering into the transactions.

45.2. If the information specified in paragraphs 1 and 2, Section 45.1 of this Article changes upon receipt by the Company of the notice envisaged in Section 45.1 of this Article, the persons indicated in paragraph 1, Section 1, Article 44 of these Articles of Association shall notify the Company of the changes in such information within 14 days from the date when they have become or should have become aware of the changes.

45.3. The Bank of Russia establishes the requirements to the delivery and format of the notices envisaged in Sections 45.1 and 45.2 of this Article.

45.4. The Company shall communicate information contained in the notices received and envisaged in Sections 45.1 and 45.2 of this Article to the Company's Board of Directors, the Company's Audit Commission and, upon request, to the Company's auditor.'

11. Article 46 shall read as follows:

**'Article 46. Related Party Transaction Procedure**

46.1. A related party transaction shall not require mandatory prior approval thereof.

The Company's Board of Directors or the General Shareholders' Meeting may approve of a related party transaction before its conclusion in accordance with these Articles, when it is requested by the Company's Management Committee Chairman, the Company's Management Committee member, the Company's Board of Directors

member or shareholder (shareholders) holding at least one per cent of the Company's voting shares.

The request to hold the General Shareholders' Meeting or a meeting of the Company's Board of Directors for approval of entering into a related party transaction shall be sent and considered in the manner envisaged in Article 55, Federal Joint Stock Companies Law. The Company's Board of Directors shall be free to deny the request to hold the General Shareholders' Meeting or a meeting of the Company's Board of Directors for reasons envisaged in Article 55, Federal Joint Stock Companies Law, and where the resolution to approve or to deny approval of the respective transaction has already been adopted at the time of request consideration. A repeated request can be submitted in three months thereafter.

46.2. In the case envisaged in Section 46.1 of this Article, the Company's Board of Directors shall resolve to approve entering into a related party transaction by a majority of votes of the directors, who are disinterested in the transaction, are not and have not been during one year preceding the decision-making date:-

1) a person acting as the Company's Management Committee Chairman, the Company's Management Committee member, a person holding management positions at the management company of the Company;

2) a person whose spouse, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children are the persons holding positions in management bodies of the management company of the Company, or a person who is the Company's manager;

3) a person controlling the Company or the management company (manager) entrusted to act as the Company's sole executive body or a person authorized to give instructions mandatory for the Company.

46.3. If the number of directors disinterested in entering into a transaction and meeting the requirements envisaged in Section 46.2 of this Article becomes less than two, the transaction shall be approved by the General Shareholders' Meeting in the manner provided for by Section 46.4 of this Article.

46.4. The General Shareholders' Meeting shall resolve to approve of a related party transaction by a majority of votes of all shareholders disinterested in the transaction, holding the Company's voting shares and taking part in the voting in the following cases:-

if the subject matter of a transaction or several related transactions is the property, the value of which, according to the Company's accounting data (the purchased property offer price), accounts for 10 and more percent of the Company's assets book value, according to its accounts (financial statements) as of the most recent reporting date, except for the transactions envisaged in Paragraphs 3 and 4 of this Section;

if a transaction or several related transactions are the placement by subscription or sales of the shares that represent over 2% of the ordinary shares earlier placed by the Company and the ordinary shares, into which the earlier placed convertible securities may be converted; and

if a transaction or several related transactions are the placement by subscription of preferred shares representing over 2% of the shares earlier placed by the Company

and the shares that may be converted into earlier placed convertible securities which may be converted into shares.

46.5. The rules envisaged in Section 4, Article 79, Federal Joint Stock Companies Law, shall apply to the resolution to approve of entering into a transaction. Moreover, the resolution to approve of entering into a transaction shall specify a person (persons) interested in the transaction and the proofs of interest therein of the person (each of the persons).

46.6. To enable the Company's Board of Directors and the General Shareholders' Meeting to resolve to approve of a related party transaction, the disposed or purchased property or services price shall be determined by the Company's Board of Directors in accordance with Article 77, Federal Joint Stock Companies Law.'

12. Article 47 shall read as follows:

**'Article 47. Unapproved Transaction Contestation Procedure**

47.1. If a related party transaction is entered into without approval thereof, a member of the Company's Board of Directors or the Company's shareholder(s) jointly holding at least one percent of the Company's voting shares shall be free to request the Company to provide information pertaining to the transaction, including documents or other information evidencing that the transaction is not against the Company's interests (in particular, has been entered into on terms and conditions that do not differ materially from the arm's length conditions). This information shall be provided to the requesting person within 20 days from the request receipt date.

A related party transaction can be recognized as invalid (Section 2, Article 174, Civil Code of the Russian Federation) upon a claim of the Company, a member of the Company's Board of Directors or the Company's shareholder(s) jointly holding at least one percent in the Company's voting shares, provided that it is prejudicial to the Company's interests and the other party to the transaction is proved to have known or should have known that the transaction is a related party one for the Company and/or that it has not been approved of. Lack of approval of entering into a transaction shall not be in itself the reason for recognizing such transaction invalid.

The limitation period for a request to recognize a related party transaction invalid, if missed, shall not be reinstated.

47.2. Unless proved otherwise, the Company's interests shall be deemed prejudiced as a result of entering into a related party transaction, if all of the following conditions are met:-

- 1) there is no approval or post factum approval of entering into the transaction;
- 2) the person having lodged a claim to recognize the transaction invalid has not been provided, upon request, with information on the disputed transaction in accordance with Section 47.1 of this Article.

47.3. A related party shall be liable to the Company in the amount of losses caused by the party to the Company under the Company's or its shareholder's claim, whether or not the transaction has been recognized invalid. If several parties are liable, they shall be liable to the Company jointly.

47.4. If, as of the date of entering into a related party transaction, the party specified in paragraph 1, Section 44.1, Article 44 of these Articles of Association fails to notify the Company of the circumstances, whereby the said party may be recognized interested in the transaction in accordance with Article 45 of these Articles of Association, the party shall be deemed guilty of incurring losses to the Company through the transaction.'

13. Chapter XI shall read as follows:

## **'CHAPTER XI**

### **Company's Arbitration Court'**

To be deleted.

14. Section 55.3, Article 55, shall read as follows:

'55.3. The Company shall provide its shareholders with access to court rulings available to the Company on any dispute related to the Company's establishment, management or participation therein, including arbitration tribunal awards for instigation of legal proceedings with regard to a case and the acceptance of a statement of claim or a statement on changes to the grounds or the subject matter of an earlier stated claim. This requirement also applies to arbitration tribunal rulings and orders on disputes related to the Company's establishment, management or participation therein. Within three days from the shareholder's making the respective request, these documents shall be provided by the Company for study in the Company's executive body premises. The Company shall, at a shareholder's request, provide him/her with copies of the said documents. The fee charged by the Company for provision of such copies shall not exceed the costs of making them.'

## **Draft Amendments to the Regulation on PJSC GAZPROM Board of Directors<sup>7</sup>**

### **Amendments to the Regulation on PJSC GAZPROM Board of Directors, as approved of by resolution of the annual General Shareholders Meeting of PJSC GAZPROM dated June 30, 2016, Minutes No. 1**

1. Subsections 16, 17, Section 2.1, Article 2, shall read as follows:

‘16) approval or *post factum* approval of transactions, in the cases envisaged in the Federal Joint-Stock Companies Law;

17) approval or *post factum* approval of transactions, in the cases envisaged in Chapter XI, Federal Joint-Stock Companies Law;’

2. Section 5.7, Article 5, shall read as follows:

‘5.7. Members of the Board of Directors shall bring the following to the notice of the Company within two months from the date they become or should have become aware of the circumstances whereby they may be recognized as interested in the Company’s entering into the transactions:-

1) legal entities controlled by them, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates, or legal entities to which they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates are authorized to give mandatory instructions;

2) legal entities where they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates hold positions in the management bodies;

3) any transactions known to them, whether being concluded or proposed, where they may be recognized related parties.

Interest of a member of the Board of Directors shall be established in accordance with Article 81, Federal Joint-Stock Companies Law.’

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<sup>7</sup>Draft Amendments to the Regulation on PJSC GAZPROM Board of Directors have been submitted for consideration on the initiative of PJSC GAZPROM Board of Directors (Minutes of PJSC GAZPROM Board of Directors meeting of May 19, 2017, No. 1141).



## **Draft Amendments to the Regulation on PJSC GAZPROM Management Committee<sup>8</sup>**

### **Amendments to the Regulation on PJSC GAZPROM Management Committee, as approved of by resolution of the annual General Shareholders Meeting of PJSC GAZPROM dated June 30, 2016, Minutes No. 1**

Section 5.8, Article 5, shall read as follows:

‘5.8. Members of the Management Committee shall bring the following to the notice of the company within two months from the date they become or should have become aware of the circumstances whereby they may be recognized as interested in the Company’s entering into the transactions:-

1) legal entities controlled by them, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates, or legal entities to which they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates are authorized to give mandatory instructions;

2) legal entities where they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates hold positions in the management bodies;

3) any transactions known to them, whether being concluded or proposed, where they may be recognized related parties.

Interest of a member of the Management Committee shall be established in accordance with Article 81, Federal Joint-Stock Companies Law.’

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<sup>8</sup>Draft Amendments to the Regulation on PJSC GAZPROM Management Committee have been submitted for consideration on the initiative of PJSC GAZPROM Board of Directors (Minutes of PJSC GAZPROM Board of Directors meeting of May 19, 2017, No. 1141).

**Draft Amendments to the Regulation on PJSC GAZPROM Chairman of the Management Committee<sup>9</sup>**

**Amendments to  
the Regulation on PJSC GAZPROM Chairman of the Management Committee,  
as approved of by resolution of the annual General Shareholders Meeting of  
PJSC GAZPROM dated June 30, 2016, Minutes No. 1**

Section 3.10, Article 3, shall read as follows:

‘3.10. Chairman of the Management Committee shall bring the following to the notice of the Company within two months from the date they become aware of or should have become aware of the circumstances whereby they may be recognized as interested in the Company’s entering into the transactions:-

1) legal entities controlled by them, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates, or legal entities to which they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates are authorized to give mandatory instructions;

2) legal entities where they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates hold positions in the management bodies;

3) any transactions known to them, whether being concluded or proposed, where they may be recognized related parties.

Interest of the Management Committee Chairman shall be established in accordance with Article 81, Federal Joint-Stock Companies Law.’

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<sup>9</sup>Draft Amendments to the Regulation on PJSC GAZPROM Chairman of the Management Committee have been submitted for consideration on the initiative of PJSC GAZPROM Board of Directors (Minutes of PJSC GAZPROM Board of Directors meeting of May 19, 2017, No. 1141).

# **New draft Corporate Governance Code of PJSC GAZPROM<sup>10</sup>**

## **Corporate Governance Code of Gazprom Public Company**

### **I. General Provisions**

1.1. This Corporate Governance (Behavior) Code of Gazprom Public Company (hereinafter – the Code) is drafted in accordance with the Russian Federation law, generally accepted corporate governance principles and Gazprom Public Company terms of operations (hereinafter – the Company).

The Code aims to ensure efficient protection of shareholder rights and interests by the Company, fair treatment of shareholders, transparent decision-making, professional and ethical responsibility of the Board of Directors members, other officials of the Company and shareholders, enhancement of transparency and development of the business ethics system.

1.2. As the corporate governance practice advances, the Company strives to develop generally accepted corporate governance principles and provisions recommended by the Corporate Governance Code, approved of by the Bank of Russia Board of Directors on March 21, 2014, in the relations arising in managing the Company.

### **II. Main Corporate Governance Principles**

2.1. The Company undertakes to develop corporate relations in line with the principles ensuring:-

fair treatment of shareholders in their exercising of their rights to take part in managing the Company, including participation in the Company's profit by getting dividends;

ruling out of shareholder actions intended to abuse of their rights, to harm the Company or other shareholders;

reliable and efficient methods of accounting for shareholder ownership rights to shares, and the possibility of their free disposal of shares held by them;

forming of efficient and professional Board of Directors managing the Company's operations strategically and controlling the Company's executive bodies, reporting to the Company's General Meeting of Shareholders, acting in good faith and reasonably in the interests of the Company and its shareholders;

establishment of the Company's executive bodies reporting to the Company's Board of Directors and General Meeting of Shareholders, managing the Company's day-to-day operations in good faith and reasonably;

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<sup>10</sup> Draft Corporate Governance Code of Gazprom Public Company, as amended, has been submitted for consideration on the initiative of Gazprom Public Company Board of Directors (Gazprom Public Company Board of Directors meeting Minutes of November 22, 2016, No. 1109).

the efficiently functioning risk management system and internal control system in place, to be reasonably sure in attaining objectives set for the Company;

transparency of the Company's operations, to enable informed decision-making by shareholders and investors, while maintaining a reasonable balance between the Company's transparency and respect of its business interests;

adherence to business ethics envisaged in Gazprom Public Company Corporate Ethics Code;

keeping to advanced corporate social responsibility practices; and

the Company's active cooperation with investors, creditors and other stakeholders in order to increase the Company's assets, value of the Company's shares and other securities.

2.2. The Company realizes the importance of its subsidiaries' and affiliates' corporate governance improvement and will aim to ensure operational transparency of, and implementation of the principles hereof in, the said entities.

### **III. Shareholders of the Company**

3.1. The Company's Board of Directors, its Management Committee Chairman, Management Committee members and employees ensure observance of rights and legal interests of the Company's shareholders and investors.

The shareholders should not abuse of the rights granted to them. Shareholder actions taken with the only intention to harm other shareholders or the Company and other abuse of shareholder rights are not allowed.

#### **Shareholder Participation in Managing the Company**

3.2. The Company recognizes the shareholder's indefeasible right to take part in managing the Company. The shareholders have the right to participate in managing the Company, first of all, by making decisions on the most critical issues of the Company's operations at the General Meeting of Shareholders. For execution of this right, the Company adopts internal documents ensuring, in accordance with the law, the shareholder rights to require convention of the General Meeting and to propose its agenda issues, the possibility to duly prepare for participation in the General Meeting of Shareholders, and the possibility for each shareholder to exercise his/her/its voting rights.

3.3. The Company defines the rules and procedures of holding the General Meeting of Shareholders, which enable equal and fair treatment of all shareholders.

3.4. The Company provides the shareholders participating in the General Meeting with the possibility to familiarize themselves with the information necessary for making informed, balanced decisions on the General Meeting agenda issues. The Company's Articles of Association and internal documents define the scope of information and materials provided to the shareholders.

3.5. At the General Meetings, shareholders are given the opportunity to discuss issues of the Company's operations, as envisaged in the respective agenda.

3.6. At the annual General Meeting of Shareholders, the shareholders hear

reports of the Company's Board of Directors and executive bodies on the Company's financial and business performance for the elapsed financial year, take part in discussing the same and adopting the required resolutions.

3.7. The Company deems it inadmissible to create schemes enabling some shareholders to get the extent of control that is disproportionate to their shareholdings in the Company's authorized capital. The said schemes must be made public in order to eliminate them. The responsibility for making the schemes public in time rests with the Company's Board of Directors.

### **Shareholder Ownership Right to the Company's Shares Belonging to Him/Her/It and to the Receipt of Dividends**

3.8. The shareholders have the right to freely dispose of their shares pursuant to the applicable law.

3.9. Shareholder rights to their shares should be protected. The rights accounting system for shares should ensure reliability of accounting for ownership rights to the shares and the possibility for shareholders to freely and promptly dispose of their shares.

3.10. When selecting the registrar, the Company should assess reliability and efficiency of his/her/its work first of all.

3.11. The right to receive dividends is an undeniable right of the shareholder. The Company's internal document approved of by the Board of Directors defines the Company's dividend policy.

## **IV. Corporate Governance and Control System**

4.1. Bodies comprising the Company's corporate governance and control system are: the General Meeting of Shareholders, the Board of Directors, the Management Committee, the Management Committee Chairman, the Audit Commission, and the Company's auditor.

4.2. The most important decisions regarding the Company's operations are taken by: the General Meeting of Shareholders within its competence established by law and the Company's Board of Directors. The decisions regarding routine management of the Company's day-to-day operations are taken by the Company's executive bodies.

### **Board of Directors of the Company**

4.3. The Company's Board of Directors acts pursuant to the Company's Articles of Association and internal documents.

4.4. The key tasks of the Board of Directors are to define the Company's development strategy aimed to increase the Company's capitalization and investment appeal, to define the Company's asset management principles, and to ensure an efficient financial and business performance control system in the Company.

4.5. Pursuant to its competence, the Board of Directors defines the strategy, policy and key principles of the Company's operations, in particular of its investments and borrowings, risk management and disposal of assets, as well as in its other activities, and controls over their implementation.

The full list of matters falling within the Company's Board of Directors competence is available in the Company's Articles of Association and internal documents.

4.6. Rights and obligations of the Company's Board of Directors members are defined in the Company's Articles of Association and internal documents.

4.7. To ensure justified and efficient decision-making, the Board of Directors establishes committees for audit, appointments and remunerations and other permanent and temporary committees and commissions.

4.8. The Company's Board of Directors is responsible to the shareholders for worthy selection of candidates to be elected members of the Company's Management Committee.

4.9. The Company will seek to increase the number of the Company's independent directors.

### **Management Committee and Management Committee Chairman of the Company**

4.10. The Management Committee and the Management Committee Chairman of the Company are the Company's executive bodies routinely managing the Company's operations.

4.11. The executive bodies manage the Company's operations so that to ensure both dividends for the shareholders and opportunities for the Company's development.

To attain these objectives, the executive bodies work towards, first of all, realization of the Company's goals, implementation of its strategy and policy, as well as fulfill resolutions of the Company's Board of Directors and General Meeting of Shareholders in good faith, timely and efficiently.

4.12. The Company's Articles of Association and internal documents regulate operations of the Company's Management Committee and the Company's Management Committee Chairman.

4.13. The Company's Board of Directors elects the Company's Management Committee and the Company's Management Committee Chairman, taking into account recommendations of the Board of Directors Committee for Appointments and Remunerations.

4.14. When recommending candidates to be elected members of the Company's Management Committee and the Company's Management Committee Chairman, the Board of Directors Committee for Appointments and Remunerations assesses their professional qualities. The Company's Management Committee members and the Company's Management Committee Chairman are allowed to work in management bodies of other entities upon consent of the Company's Board of Directors only.

4.15. The Management Committee develops long-term plans and key programs of the Company's operations, as well as draws reports on their fulfillment, to be presented to the Company's Board of Directors.

The full list of matters falling within the Company's Management Committee competence is available in the Company's Articles of Association and internal documents.

4.16. The Company's Management Committee establishes a system for internal control and monitoring of risks related to the Company's operations, to timely identify trends that may have a negative impact on the Company's current performance and fulfillment of its long-term development plans.

The Management Committee and the Management Committee Chairman provide the Company's Board of Directors with information on facts that may trigger the Company's most critical risks and with the respective risk-related proposals to prevent crisis situations.

4.17. The Management Committee and the Management Committee Chairman regularly provide the Board of Directors with information on all major issues of the business operations, including data on the Company's development strategy implementation, profitability of the Company and its subsidiaries, and with reports on fulfillment of the Company's financial and business plans and programs.

4.18. Cooperation between the Company and its subsidiaries and affiliates is based on the principles defined in this Code and by the Company's Board of Directors.

### **Audit Commission of the Company**

4.19. The General Meeting of Shareholders elects the Company's Audit Commission to control over the Company's financial and business operations.

4.20. The Company's Articles of Association and internal documents regulate operations of the Company's Audit Commission.

4.21. When selecting candidates to be elected members of the Audit Commission, the Company's shareholders should responsibly assess professional qualities of candidates.

4.22. The Audit Commission audits financial and business operations and forms its independent expert opinion on the Company's standing. The Audit Commission conclusions are communicated to the Company's shareholders at the General Meeting of Shareholders, in the form of the Audit Commission's opinion as part of the Company's annual report.

4.23. The Audit Commission checks functioning of the internal control system and the risk management and control system and informs of its audit findings in the opinion provided to the shareholders together with other documents before holding the annual General Meeting of Shareholders.

4.24. The Company's Audit Commission members may not be members of the Company's Board of Directors at the same time, and may not hold other offices in the Company's management bodies.

4.25. The Audit Commission operations are unrelated to opinions and

instructions of the Company's officials; the Audit Commission acts independently.

### **Auditor of the Company**

4.26. The Company's Auditor audits financial and business operations of the Company in accordance with legal acts of the Russian Federation, pursuant to the contract concluded with the auditor.

4.27. The Company's General Meeting of Shareholders approves of the Company's Auditor on the basis of the Board of Directors proposals upon a tender for selection of auditors in accordance with the applicable law.

4.28. In summarizing the tender results, the Board of Directors Audit Committee opinion on the auditor's professional qualities, business reputation and independence is taken into account.

4.29. The Company's Auditor attends the General Meeting of Shareholders and gives shareholders explanations of the Audit Opinions presented to the General Meeting of Shareholders.

4.30. No limitations of the work scope can be established at entering into a contract with the Auditor and in the contract fulfillment.

### **V. Insider Information and Related Party Transactions**

5.1. The insider information is accurate and specific information that has not been disclosed or provided (including the data representing commercial, official secret and other secret protected by law), disclosure or provision of which may have a material impact on prices of the Company's financial instruments.

The insider information requirements are defined in the Company's internal documents ensuring compliance with statutory requirements in the field of combating misuse of the insider information and market manipulations.

5.2. The Company should control over the insider information use, in particular by adoption of the internal document on the insider information use.

When concluding contracts with the Company's officials and employees, they undertake not to disclose the insider information.

5.3. Members of the Board of Directors, members of committees at the Board of Directors, Management Committee Chairman, Management Committee members, members of the Company's Audit Commission, the Company's officials, employees or the Company's Auditor have no right to use the insider information about the Company against the Company's interests.

5.4. To prevent outcomes undesirable for the Company and to protect interests of shareholders and other stakeholders and in accordance with the applicable law, the General Meeting of Shareholders and the Board of Directors control over entering into transactions, in which the persons who participate in managing the Company or otherwise able to influence decisions made by the Company, are interested.



## **VI. Transparency of the Company**

6.1. The Company recognizes the importance of providing shareholders, investors and other stakeholders with reliable and objective information about the Company.

6.2. Key principles of disclosing information about the Company are regularity and timeliness of its provision, availability of the information to shareholders, investors and other stakeholders, its reliability and completeness, maintenance of a reasonable balance between the Company's openness and adherence to its business interests.

6.3. The Company strives to ensure high integrity of the information being state and commercial secrets, as well as the insider information.

6.4. When the information is disclosed, it should be neutral, i.e. preferential satisfaction of interests of some information recipients over some other should be ruled out. The information is not neutral, if its content or presentation format is designed to trigger certain results or outcomes.

6.5. The Company's information policy should ensure free and easy access to information about the Company.

6.6. The Company adopts an internal document about the Company's information policy that defines documents and information subject to disclosure and provision to shareholders and potential investors, as well as the procedure for provision, issue and publication.

6.7. The Company's PR policy is aimed at ensuring regular and complete information exchange between investors and the Company via all up-to-date means of communication and mass media, including electronic ones.

6.8. The Company's shareholders have the right to freely access and get information about the Company in accordance with the applicable law.

6.9. The Company's constituent documents, the documents subject to provision to shareholders in preparation for the Company's General Meeting of Shareholders, and information as listed in the internal document about the Company's information policy are mandatory for publication on the Company's site at [www.gazprom.ru](http://www.gazprom.ru) in the Internet information and telecommunication network.

Any limitations on access to the said information and documents are inadmissible.

6.10. Maintenance of the corporate communications defined in this Code should not represent an unreasonable burden of the Company's expenses.

## **VII. Final Provisions**

7.1. This Code is adopted by the Company's General Meeting of Shareholders and published in the manner established in the Company's internal information policy document.

7.2. This Code may be amended or supplemented by resolution of the Company's General Meeting of Shareholders.

## **Information on PJSC GAZPROM participation in the Global Gas Centre association**

A professional non-profit association headquartered in Geneva, Switzerland, the Global Gas Centre association (hereinafter also referred to as the association, the Global Gas Centre) was founded by major gas corporations in 2014. The association founders were Engie (France), Gaznat (Switzerland), OMV (Austria), and the World Energy Council (WEC).

At present, the association unites such companies as DEPA (Greece), Cheniere (USA), Engie (France), Fluxys (Belgium), Gas Natural Fenosa (Spain), NIGC (Iran), OMV (Austria), Statoil (Norway), Swissgas (Switzerland), Tokyo Gas (Japan), and WEC.

CNPC (People's Republic of China), PTT (Thailand), Gail (India), Petronet (India), EDF (France), Shell (the Netherlands), STEG (Tunisia) and PetroVietnam (Vietnam) negotiate their accession to the association. South American companies have also shown their interest in the Global Gas Centre work.

The Global Gas Centre defines its key objectives as follows:-

- to establish a forum for discussing any gas business issues among gas companies, exchanging opinions and advanced experience in handling urgent problems of the gas industry;

- to support promotion of natural gas as the most important fuel and energy balance component of the environmentally safe future in every possible way; and

- to lobby gas sector interests, including liaison with governmental agencies, non-governmental organizations and mass media.

WEC support to the association's activities under an agreement between them will help attaining the objectives set, while the Global Gas Centre will be able to generally determine WEC's gas program.

European companies representing a significant group of the association members, the Global Gas Centre is close to becoming one of the major platforms for discussing and promoting possible regulatory changes to the legislation of the European Union and certain European countries for expanding gas use on the European markets, first of all, in electricity generation, transport and utilities segments.

PJSC GAZPROM's application for accession to the association was approved of by the Global Gas Centre General Meeting in 2015. PJSC GAZPROM's representative has been offered to become a member of the association's Committee.

**Information on Candidates to PJSC GAZPROM Board of Directors,  
in particular, on the Availability of Their Consent to Be Elected**  
(the information on positions of the candidates is provided according to the  
information submitted by shareholders in their nomination proposals)

Mr. Andrey Igorevich Akimov	Chairman, Gazprombank (Joint Stock Company) Management Committee (the consent is available)
Mr. Viktor Alekseevich Zubkov	Special Representative of the Russian Federation President, Liaising with the Gas Exporting Countries Forum (the consent is available)
Mr. Timur Kulibaev	Chairman, Association of Legal Entities – Kazakhstan Association of Oil, Gas and Energy Sector Companies KAZENERGY; Chairman of the Presidium, National Chamber of Entrepreneurs of the Republic Kazakhstan ‘Atameken’ (the consent is available)
Mr. Denis Valentinovich Manturov	Minister of Industry and Trade of the Russian Federation (the consent is available)
Mr. Vitaly Anatolievich Markelov	Deputy Chairman, PJSC GAZPROM Management Committee (the consent is available)
Mr. Viktor Georgievich Martynov	Principal, I.M. Gubkin Russian State Oil and Gas University (National Research University) (federal state-owned budgetary educational institution of higher education) (the consent is available)
Mr. Vladimir Alexandrovich Mau	Principal, the Russian Presidential Academy of National Economy and Public Administration (federal state-owned budgetary educational institution of higher education) (the consent is available)
Mr. Alexey Borisovich Miller	Chairman, PJSC GAZPROM Management Committee (the consent is available)

Mr. Alexander  
Valentinovich Novak

Minister of Energy of the Russian Federation  
(the consent is available)

Mr. Dmitry Nikolaevich  
Patrushev

Chairman, AO Rosselkhozbank Management Board  
(the consent is available)

Mr. Mikhail Leonidovich  
Sereda

Deputy Management Committee Chairman –  
Management Committee Administration Head,  
PJSC GAZPROM  
(the consent is available)

**Information on Candidates to PJSC GAZPROM Audit Commission,  
in particular, on the Availability of Their Consent to Be Elected**  
(the information on positions of the candidates is provided according to the  
information submitted by shareholders in their nomination proposals)

Mr. Vladimir Ivanovich Alisov	Senior Deputy Department Head, PJSC GAZPROM (the consent is available)
Mr. Vadim Kasymovich Bikulov	Deputy Department Head – Division Head, PJSC GAZPROM (the consent is available)
Mr. Alexander Alexeevich Gladkov	Department Head, Ministry of Energy of the Russian Federation (the consent is available)
Mr. Alexander Sergeevich Ivannikov	Department Head, PJSC GAZPROM (the consent is available)
Ms. Margarita Ivanovna Mironova	Senior Deputy Head, Management Committee Administration – Department Head, PJSC GAZPROM (the consent is available)
Ms. Lidia Vasilievna Morozova	Deputy Chief Accountant, PJSC GAZPROM (the consent is available)
Mr. Yury Stanislavovich Nosov	Deputy Head, Management Committee Administration – Department Head, Management Committee Executive Secretary, PJSC GAZPROM (the consent is available)
Mr. Karen Iosifovich Oganyan	Department Head, PJSC GAZPROM (the consent is available)
Mr. Dmitry Alexandrovich Pashkovsky	Deputy Head, Management Committee Administration – Division Head, PJSC GAZPROM (the consent is available)
Ms. Alexandra Andreevna Petrova	Deputy Unit Head, Russian Federal Agency for State Property Management (the consent is available)
Mr. Sergey Revazovich	Deputy Department Head, Finance Ministry of the

Platonov	Russian Federation (the consent is available)
Mr. Mikhail Nikolaevich Rosseev	Deputy Chief Accountant, PJSC GAZPROM (the consent is available)
Ms. Oksana Valerievna Tarasenko	Department Head, Ministry of Economic Development of the Russian Federation (the consent is available)
Ms. Tatiana Vladimirovna Fisenko	Department Head, Ministry of Energy of the Russian Federation (the consent is available)

# **Report on PJSC Gazprom Long-Term Development Program Implementation in 2016**

## **I. PJSC Gazprom Strategic Planning System**

The system of strategic targets (SST) that represent well-balanced indicators across all of the Company's lines of business and quantify PJSC GAZPROM objectives in achieving its strategic goals underlies long-term planning at PJSC GAZPROM.

PJSC GAZPROM's strategic planning system uses SSTs of Level 1 and Level 2 (hereinafter SST<sub>1</sub> and SST<sub>2</sub>, respectively). SST<sub>1</sub> are established by PJSC GAZPROM Board of Directors for the end of the planning decade. JSC Gazprom Board of Directors Resolution of September 28, 2005, No. 756, approved of SST<sub>1</sub> list, and the Board of Directors Resolution of June 12, 2006, No. 872, approved of their values. Later on, SST<sub>1</sub> levels were confirmed by resolutions of the Board of Directors twice (November 26, 2008, No. 1319, and December 29, 2009, No. 1528). SST<sub>2</sub> break down SST<sub>1</sub> by areas and lines of business, describing production, marketing, economic, corporate, innovation and personnel objectives in a greater detail.

SST<sub>1</sub> approved of by the Company's Board of Directors form the basis for shaping PJSC GAZPROM Long-Term Development Program (hereinafter 'the Program') that is designed annually according to JSC Gazprom Planning Procedure using SSTs (approved of by JSC Gazprom Management Committee Resolution No. 34 of June 26, 2006) and the Development Guidelines on Long-Term Development Programs for Strategic Open Joint Stock Companies and Federal State-Owned Unitary Enterprises, and Open Joint Stock Companies where the Russian Federation Capital Stake Exceeds Fifty Percent (the Russian Government instructions of April 15, 2014, No. VIII-II13-2583). Upon the Management Committee preliminary approval, the Program is submitted to the Company's Board of Directors for approval.

The Program aims to design a comprehensive integrated plan that secures well-balanced and efficient development of the Company, achievement of SSTs and maximization of the systemic economic effect, taking into account the analysis of risks and opportunities.

The Program is a tool for PJSC GAZPROM Development Strategy implementation in the long run and, at the same time, for long-term and current planning systems integration as it contains the indicators required for budgeting and the list of top priority projects for investment planning. Based on the Program indicators, the system of targets and control indicators (TCIs) is created to detail the Program for the 1-3-year budget period and to establish budgeting benchmarks.

When shaping the Long-Term Development Program, primary information and indicators provided by PJSC GAZPROM business units and subsidiaries as well as resolutions of PJSC GAZPROM management entities, including the Company's Board of Directors resolutions adopted in furtherance of the Russian Government

directives for representatives of the state on PJSC GAZPROM Board of Directors, which pertain to PJSC GAZPROM Long-Term Development Program, are taken into account.

PJSC GAZPROM Long-Term Development Program (gas business, 2017/2026) was approved of by the Board of Directors resolution in September 2016. It accounts for the country's socio-economic development forecasts made by the Russian Ministry of Economic Development, reflects the most recent resolutions on the Company's system-shaping promising projects, such as *Power of Siberia*, *Amursky Gas Processing Plant*, *Nord Stream 2*, *Baltic LNG*, *Stage 3 of Sakhalin-2*, *TurkStream*, and the project for LNG production at Portovaya compressor plant.

According to the Board of Directors resolutions made in 2014/2016, the Program additionally covers the following:-

- A list of efforts aimed at enhancing labor productivity in the Company and labor productivity targets, the establishment procedure for which was approved in March 2015;
- A labor demand forecast, in particular, for engineering and technical professionals, including high school graduates; this forecast is also broken down by federal districts of the Russian Federation;
- A set of efforts (list of events) to enhance efficiency and transparency of the Company's business as well as its investment appeal, as concerns the supply of standard-quality fuel and energy resources at affordable prices to domestic market consumers and the fulfillment of technological and environmental safety requirements;
- A set of procurement efforts (list of procurement events) aimed at scheduled and stage-by-stage substitution of foreign-made products (work, services) with equivalent (by technical features and consumer properties) Russian-made products (work, services) used in investment projects and current operations;
- A separate section devoted to top priority projects in Eastern Siberia and the Far East;
- Information on the integral key performance indicator of PJSC GAZPROM innovation activities.

In furtherance of the Russian Government directives No. 4955p-P13 of July 17, 2014, the Company's Board of Directors approved of the Audit Standard for PJSC GAZPROM Long-Term Development Program Implementation (of November 26, 2015, No. 2629) and the ToR of PJSC GAZPROM Long-Term Development Program Implementation Audit (of March 15, 2016, No. 2683).

In 2016, 2015 implementation of JSC Gazprom Long-Term Development Program approved of by the Company's Board of Directors resolution in December 2014 was audited. Proposals to take into account the auditor's recommendations upon the audit of JSC Gazprom Long-Term Development Program implementation in 2015 were submitted to PJSC GAZPROM Board of Directors for review on April 18, 2017.



## **II. Efforts Taken in 2016 and Aimed at Fulfillment of PJSC GAZPROM Long-Term Development Program Approved of by PJSC GAZPROM Board of Directors in December 2015**

PJSC GAZPROM Long-Term Development Program (gas business, 2016/2025) was approved of by the Board of Directors resolution in December 2015. As part of the Program implementation, the following efforts were taken in 2016:-

- *Power of Siberia* gas pipeline construction, that envisages gas transportation from the Yakutsk and Irkutsk gas production centers to consumers in the Russian Far East and China, continued;
- Amur gas processing plant construction, that is Russia's biggest natural gas processing facility intended to become a major link in the technological chain of gas supply to China via the *Power of Siberia* pipeline, continued;
- General designing of *Nord Stream 2* offshore gas pipeline and the sections of Russian and German landfalls continued. Additional sea and land engineering surveys in the *Nord Stream 2* gas pipeline route held in the Bay of Greifswald. Moreover, pipe deliveries to the Finnish cement coating site began;
- Designing to expand the gas transmission network in Russia, to secure gas supplies to the *Nord Stream 2* gas pipeline (the Project titled Development of Gas Transmission Facilities of the North Western Region UGSS, Gryazovets/Slavyanskaya compressor plant section), continued;
- *Ukhta-Torzhok line II* gas pipeline construction, to enable supply of additional gas volumes to the Russian North West for gasification and gas delivery to domestic consumers as well as export supplies via *Nord Stream 2*, continued;
- The decision to resume work under the *TurkStream* Project adopted;
- The Memorandum of Understanding under the *Baltic LNG* Project signed between PJSC GAZPROM and Royal Dutch Shell in St. Petersburg on June 16, 2016;
- Implementation of new gas sales arrangements, a gas tender that enables to find new local business niches on European markets and attract new customers, continued in Europe;
- for the reporting period, the increase by prospecting in Russian hydrocarbon reserves of Gazprom Group achieved (taking into account the share of the companies, investments in which are classified as joint operations, in the reserves increase) and amounted to: 457.4 bcm of natural gas, 38.0 MMT of gas condensate and 19.3 MMT of oil, including the Gas business enterprises reserves growth as follows: 457.3 bcm of natural gas, 38.0 MMT of gas condensate and 1.1 MMT of oil;
- a significant increase in gas reserves achieved in Yuzhno Kirinskoye (the Sea of Okhotsk shelf, 187.9 bcm), Kovyktinskoye (Irkutsk Region, 138.2 bcm) and Chayandinskoye (Republic of Sakha (Yakutia), 86.6 bcm) fields. In September 2016, when testing a prospecting and appraising well in the Yuzhno Lunkoye license area on the Kirinsky prospecting block, a strong natural gas and gas condensate inflow recorded suggesting the discovery of a new field.

## Report on Fulfillment of KPIs established by PJSC GAZPROM

Corporate-wide KPI for executives for 2016	Target	Actual	KPI achievement, as % of target	Reasons for actual KPI deviations from target KPI
<b>Financial and economic KPIs</b>				
unit costs in the Production business, RUB per ton of oil equivalent	1,028.39	1,000.02	103	Increase in gas production and commodity transportation work vs targets because of the growing gas supplies to foreign and Russian consumers
unit costs in the Transportation business, RUB per commodity transportation work unit, in '000 m3 per 100 km	68.97	68.59	101	
reduction in operating expenses (costs), %	10	19.22	192	operating expenses (costs) dynamics on the 2014 base year in comparable conditions (adjustment for inflation and change in the average annual ruble exchange rate)
return on shareholder investments	0.10	0.185	185	dynamics of the market value of shares in PJSC Gazprom at PJSC Moscow Exchange
return on capital, %	6	8.78	146	change in RUB/USD and RUB/EUR exchange rates
labor productivity, '000 RUB/man-hour	65.10	68.29	105	higher revenues earned in less man-hours vs forecast values
<b>Industry KPIs</b>				
gas sales in natural terms, bcm	407.64	421.14	103	increase in demand for gas on the part of foreign and Russian consumers vs the values adopted in the target calculation
commissioning of top priority production facilities	10	10	100	-
integral key innovation efficiency indicator, %	95	109.9	116	efficient arranging for and implementation of innovations

**Draft Resolutions**  
**of the annual General Shareholders' Meeting of PJSC GAZPROM**  
(for information)

**1. Re the first agenda item:** Approval of the Company's annual report:  
*Approve of PJSC GAZPROM annual report for 2016.*

**2. Re the second agenda item:** Approval of the Company's annual accounts (financial statements):  
*Approve of PJSC GAZPROM Annual Accounts (Financial Statements) for 2016.*

**3. Re the third agenda item:** Approval of the Company's profit allocation in 2016:  
*Approve of PJSC GAZPROM profit allocation as of the end of 2016.*

**4. Re the fourth agenda item:** On the amount of dividends, the timing and form of their payment based on the 2016 performance, and on establishing the date, as of which the persons entitled to dividends are determined:

*Approve of the amount, timing, and form of payment of the annual dividends on the Company's shares and the date, as of which the persons entitled to the dividends are determined, as proposed by PJSC GAZPROM Board of Directors: pay RUB 190,327.4 mln. annual dividends based on the Company's performance in 2016 in monetary form, which amounts to RUB 8.0397 per ordinary share in PJSC GAZPROM with the par value of RUB 5; the accrued dividends per shareholder are calculated to the nearest kopeck. Calculation figures are rounded by mathematical rounding rules; to establish July 20, 2017, as the date as of which the persons entitled to the dividends are determined; to establish August 3, 2017, as the end date for payment of dividends to nominal holders and trust managers being professional stock market participants registered in PJSC GAZPROM Shareholders' Register; to establish August 24, 2017, as the end date for payment of dividends to other persons registered in PJSC GAZPROM Shareholders' Register.*

**5. Re the fifth agenda item:** Approval of the Company's auditor:  
*Approve of the Financial and Accounting Consultants Limited Liability Company as PJSC GAZPROM Auditor.*

**6. Re the sixth agenda item:** On payment of the remuneration for serving on the board of directors (the supervisory board) to the board of directors members, other than civil servants, in the amount established in the Company's internal documents:

*Pay out remunerations to members of the Board of Directors in the amounts recommended by the Company's Board of Directors.*

**7. Re the seventh agenda item:** On payment of the remuneration for serving on the audit commission to the audit commission members, other than civil servants, in the amount established in the Company's internal documents:

*Pay out remunerations to members of the Audit Commission in the amounts recommended by the Company's Board of Directors.*

**8. Re the eighth agenda item:** On amendments to PJSC GAZPROM articles of association:

*Approve of the Amendments to PJSC GAZPROM Articles of Association.*

**9. Re the ninth agenda item:** On amendments to the Regulation on PJSC GAZPROM board of directors:

*Approve of the amendments to the Regulation on PJSC GAZPROM Board of Directors.*

**10. Re the tenth agenda item:** On amendments to the Regulation on PJSC GAZPROM management committee:

*Approve of the amendments to the Regulation on PJSC GAZPROM Management Committee.*

**11. Re the eleventh agenda item:** On amendments to the Regulation on PJSC GAZPROM chairman of the management committee:

*Approve of the amendments to the Regulation on PJSC GAZPROM Chairman of the Management Committee.*

**12. Re the twelfth agenda item:** Approval of the new version of PJSC GAZPROM corporate governance Code:

*Approve of the new version of PJSC GAZPROM Corporate Governance Code.*

**13. Re the thirteenth agenda item:** On PJSC GAZPROM participation in the Global Gas Centre association:

*Approve of PJSC GAZPROM participation in the Global Gas Centre association.*

**14. Re the fourteenth agenda item:** Election of members of the Company's board of directors (supervisory board):

*Elect the following members to PJSC GAZPROM Board of Directors:....*

**15. Re the fifteenth agenda item:** Election of members of the Company's audit commission (internal auditor):

*Elect the following members to PJSC GAZPROM Audit Commission:....*

The Draft Resolutions are in accordance with the resolution wordings included in the ballots for voting on the agenda items of PJSC GAZPROM annual General Shareholders' Meeting.

## **Information on Shareholders' Agreements**

PJSC GAZPROM has not received any notices on execution of shareholder agreements as described in Section 5, Article 32.1, Federal Joint Stock Companies Law.