

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

1. General information	
1.1. Full legal name of issuer	Public Joint Stock Company Gazprom
1.2. Short legal name of issuer	PJSC Gazprom
1.3. Address of issuer	Moscow, Russian Federation
1.4. OGRN (Primary State Registration Number) of issuer	1027700070518
1.5. INN (Taxpayer Identification Number) of issuer	7736050003
1.6. Unique issuer code assigned by registering authority	00028-A
1.7. Internet pages used by issuer to disclose information	www.gazprom.ru; www.edisclosure.ru/PORTAL/company.aspx?id=934
1.8. Date of event (material fact) which is reflected in statement (if applicable)	May 21, 2020

2. Contents of Statement
<p>On approval of General Shareholders Meeting agenda of issuer being commercial entity and other decisions related to preparing, convening and holding issuer's General Shareholders Meeting; on recommendations concerning amount of dividends on shares of issuer being joint stock company and procedures of payment; on proposal to General Shareholders Meeting of issuer being joint stock company to fix certain date in dividend decision (announcement) for determining persons entitled to receive dividends</p> <p>2.1. Quorum of issuer's Board of Directors Meeting and voting results on decision making issues: Meeting in absentia, 11 out of 11 elected Members of Gazprom Board of Directors submitted voting ballots on items I-XV. Quorum recorded as present. Voting results: on agenda items I-XV: In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decisions made by issuer's Board of Directors:</p> <p>I. 1. To determine: form of s annual General Shareholders Meeting of Gazprom: meeting in absentia; deadline for submission of voting ballots: June 26, 2020; mailing address for sending filled-out ballots: Gazprom, 16 Nametkina St., GSP-7, 117997, Moscow; possibility to fill out electronic ballots on website in Internet information and telecommunications network; Internet website where electronic ballots can be filled out: https://elgol.draga.ru.</p> <p>2. To make amendment into clause 1 of Gazprom Board of Directors' decision "On holding annual General Shareholders Meeting of Gazprom" No. 3381, dated February 4, 2020, by deleting words "in city of Saint Petersburg".</p> <p>II. To approve agenda of annual General Shareholders Meeting of Gazprom:</p> <ol style="list-style-type: none"> 1. Approval of Company's annual report. 2. Approval of Company's annual Accounting (Financial) Statements. 3. Approval of distribution of Company's profit based on results of 2019. 4. On amount, period and form of dividend payout based on results of 2019, as well as on date when list of persons entitled to receive dividends is drawn up. 5. Approval of Company's Auditor; 6. On remuneration for Board of Directors Members, who are not government officials, in amount established by Company's regulatory documents. 7. On remuneration for Audit Commission Members, who are not government officials, in amount established by Company's regulatory documents. 8. On amendments to Gazprom's Articles of Association.

9. On amendments to Gazprom's Regulation on Board of Directors.
10. On approval of revised Regulation on Audit Commission of Gazprom.
11. Election of Company's Board of Directors Members.
12. Election of Company's Audit Commission Members.
- III. To approve content of Gazprom's annual General Shareholders Meeting Announcement appended to Board of Directors' decision, as well as to post it on Company's website, www.gazprom.ru, in Internet information and telecommunications network on or before May 26, 2020.
- IV.1. To approve list of information (materials) provided to shareholders before Gazprom's annual General Shareholders Meeting as appended to Board of Directors' decision.
2. Information (materials) is presented for reviewing to persons entitled to participate in Gazprom's annual General Shareholders Meeting starting from June 5, 2020 at Gazprom's headquarters (room 331, building 2, 16 Nametkina St., Moscow), at Company's registrar DRAGA and its branch offices, as well as at offices of Gazprombank (Joint Stock Company) where rights for Company's shares are registered, with addresses to be published in Announcement of annual General Shareholders Meeting, as well as on Gazprom's website, www.gazprom.ru, in Internet information and telecommunications network.
- V. To approve format and content of voting ballots, as well as wording of decisions on agenda items within Gazprom's annual General Shareholders Meeting to be sent in electronic form (as e-documents) to nominal shareholders registered in Company's Shareholders Register in accordance with Appendix to Board of Directors' decision.
- VI. 1. To set up Presidium of Gazprom's annual General Shareholders Meeting, consisting of Gazprom Board of Directors' Members.
2. To approve Viktor Zubkov, Chairman of Gazprom Board of Directors, as Chairman of Gazprom's annual General Shareholders Meeting.
- VII. 1. To approve distribution of Gazprom's profit based on Company's operating results in 2019 as appended to Board of Directors' decision.
2. To recommend Gazprom's annual General Shareholders Meeting to approve distribution of Company's profit based on 2019 operating results, as proposed by Gazprom's Board of Directors.
- VIII. 1. To approve following proposals:
on paying out annual dividends in cash as RUB 15.24 per Gazprom's ordinary share with nominal value of RUB 5 based on Gazprom's operating results in 2019.
on setting date when list of persons entitled to receive dividends is drawn up: July 16, 2020;
on setting deadline for paying out dividends to nominee shareholders and trustees being professional stock market professionals recorded in Gazprom's Shareholders Register: July 30, 2020;
on setting deadline for paying out dividends to rest of shareholders recorded in Gazprom's Shareholders Register: August 20, 2020.
2. To recommend Gazprom's annual General Shareholders Meeting to approve mentioned proposals of Gazprom's Board of Directors.
- IX. 1. To provisionally approve 2019 Annual Report of Gazprom as appended to Board of Directors' decision.
- X. To provisionally approve 2019 Annual Accounting (Financial) Statements of Gazprom compiled in accordance with Russian law as appended to Board of Directors' Decision, and submit it for approval by annual General Shareholders Meeting of Gazprom.
- XI. 1. To approve proposals on following amounts of remuneration for Gazprom's Board of Directors and Audit Commission Members who are not taking public or civil service offices in Russian Federation:
to Board of Directors Chairman – RUB 32,951,920;
to Board of Directors Deputy Chairman – RUB 31,916,170;
to Board of Directors Member functioning simultaneously as Chairman of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom's Board of Directors – RUB

29,154,170;
to Board of Directors Member functioning simultaneously as Chairman of Nomination and Remuneration Committee and Member of Audit Committee under Gazprom's Board of Directors – RUB 29,154,170;
to Board of Directors Member functioning simultaneously as Member of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom's Board of Directors – RUB 28,118,420;
to Board of Directors Members not having additional responsibilities in Board of Directors – RUB 26,737,420 each;
to Chairman of Audit Commission – RUB 5,462,620;
to Members of Audit Commission – RUB 4,202,016 each.

2. To submit mentioned proposals to Gazprom's annual General Shareholders Meeting for consideration.

XII. 1. To nominate Financial and Accounting Consultants Limited Liability Company for approval by General Shareholders Meeting of Gazprom as Company's Auditor.
2. To determine Company's auditor remuneration for auditing Gazprom's accounting (financial) statements, Gazprom Group's consolidated accounting statements and consolidated financial statements for 2020 drawn up according to IFRS and equaling RUB 210,000,000 (Two hundred and ten million) net of VAT.

XIII. To approve and submit following for consideration by Gazprom's annual General Shareholders Meeting:
draft amendments to Articles of Association of Gazprom (Appendix No. 1 to Board of Directors' decision);
draft amendments to Regulation on Gazprom's Board of Directors (Appendix No. 2 to Board of Directors' decision);

XIV. To approve and submit to Gazprom's annual General Shareholders Meeting for consideration revised draft of Regulation on Gazprom's Audit Commission in line with appendix to Board of Directors' decision.

XV. To approve, as attached to Board of Directors' decision, Report on Related-Party Transactions concluded by Gazprom in 2019.

2.3. Date of Gazprom's Board of Directors meeting where corresponding decisions were made: May 20, 2020.

2.4. Date of compilation and number of Minutes of issuer's Board of Directors meeting, where corresponding decisions were made: Minutes No. 1308 of Gazprom Board of Directors meeting, dated May 21, 2020.

2.5. If issuer's Board of Directors (Supervisory Board) meeting agenda contains items regarding execution of rights on certain issuer's securities, identification attributes of such securities are to be mentioned: ordinary registered uncertificated shares, state registration number of issue: 1-02-00028-A, date of state registration of issue: December 30, 1998, International Securities Identification Number (ISIN) RU0007661625.

3. Signature

3.1. Member of Management Committee, Department Head, Gazprom (acting under power of attorney No. 01/04/04-58д, dated January 31, 2018)				Elena Mikhailova
			(signature)	
3.2. Date	May	21, 2020	L.S.	