

# MATERIAL FACT STATEMENT

## ON ISSUER'S GENERAL PARTICIPANTS (SHAREHOLDERS) MEETING AND ITS RESOLUTIONS

1. General information	
1.1. Full legal name of issuer	Public Joint Stock Company Gazprom
1.2. Short legal name of issuer	PJSC Gazprom
1.3. Address of issuer	Moscow, Russian Federation
1.4. OGRN (Primary State Registration Number) of issuer	1027700070518
1.5. INN (Taxpayer Identification Number) of issuer	7736050003
1.6. Unique issuer code assigned by registering authority	00028-A
1.7. Internet pages used by issuer to disclose information	www.gazprom.ru; www.e-disclosure.ru/PORTAL/company.aspx?id=934
1.8. Date of event (material fact) which is reflected in statement (if applicable)	June 26, 2020

2. Contents of Statement
<p>2.1. Type of General Shareholders Meeting of issuer (annual (regular), extraordinary): <i>annual</i>.</p> <p>2.2. Form of General Shareholders Meeting of issuer (physical meeting (joint attendance) or absentee voting): <i>absentee voting</i>.</p> <p>2.3. Date, venue and time of holding General Shareholders Meeting of issuer: date of holding annual General Shareholders Meeting of Gazprom: <i>June 26, 2020</i>; time and venue of holding <i>annual</i> General Shareholders Meeting of Gazprom: <i>not applicable, Shareholders Meeting is held in form of absentee voting</i>.</p> <p>2.4. Quorum of General Shareholders Meeting of issuer: <i>Number of votes assigned to persons who took part in annual General Shareholders Meeting of Gazprom constituted:</i>  <i>On items 1,3 and 7 of agenda – 15,669,448,651 of votes;</i>  <i>On item 2 of agenda – 15,669,448,551 votes;</i>  <i>On item 4 of agenda – 15,669,593,561 votes;</i>  <i>On item 5 of agenda – 15,668,895,001 votes;</i>  <i>On item 6 of agenda – 14,246,275,613 votes;</i>  <i>On item 8 of agenda – 15,669,447,891 votes;</i>  <i>On item 9 of agenda – 15,669,415,551 votes;</i>  <i>On item 10 of agenda – 15,668,851,801 votes;</i>  <i>On item 11 of agenda – 163,882,303,535 cumulative votes;</i>  <i>On item 12 of agenda – 15,668,894,301 votes</i>  <i>Quorum recorded as present on all agenda items.</i></p> <p>2.5. Agenda of General Shareholders Meeting of issuer:  <i>1. Approval of Company's Annual Report.</i>  <i>2. Approval of Company's Annual Accounting (Financial) Statements.</i>  <i>3. Approval of distribution of Company's profit based on results of 2019.</i>  <i>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.</i>  <i>5. Approval of Company's Auditor.</i>  <i>6. On remuneration for Board of Directors Members who are not government officials, in amount established by Company's regulatory documents.</i>  <i>7. On remuneration for Audit Commission Members who are not government officials, in amount established by Company's regulatory documents.</i></p>

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. On election of Company's Board of Directors Members;

12. On election of Company's Audit Commission Members.

2.6. Voting results on agenda items of issuer's General Shareholders Meeting where quorum was present, and wordings of decisions made by issuer's General Shareholders Meeting on such items:

1. On item 1 of agenda: "Approval of Company's Annual Report": *To approve Gazprom's Annual Report for 2019 (draft report included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting)*

IN FAVOR 15,664,772,009

AGAINST 3,862,256

ABSTENTIONS 741,551

2. On item 2 of agenda: "Approval of Company's Annual Accounting (Financial) Statements": *To approve Annual Accounting (Financial) Statements of Gazprom for 2019 (draft statements included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

IN FAVOR 15,664,744,507

AGAINST 3,867,258

ABSTENTIONS 749,236

3. On item 3 of agenda: "Approval of distribution of Company's profit based on results of 2019": *To approve distribution of Gazprom's profits based on results of 2019.*

IN FAVOR 15,668,651,454

AGAINST 94,518

ABSTENTIONS 606,934

4. On item 4 of agenda: "On amount, period and form of dividend payout based on results of 2019", as well as establishing date when list of persons entitled to receive dividends is drawn up: *To approve amount, period and form of paying out annual dividends on Company's shares as well as date on which persons entitled to receive dividends is drawn up as proposed by Gazprom's Board of Directors: to pay out annual dividends in cash equaling to RUB 15.24 per Gazprom's ordinary share with nominal value of RUB 5 based on Company's results in 2019; to establish date on which persons entitled to receive dividends are determined – July 16, 2020; to determine deadline for paying out dividends to nominee shareholders and trustees who are stock market professionals registered in Gazprom's Register of Shareholders – July 30, 2020; to determine deadline for paying out dividends to other Gazprom's registered shareholders – August 20, 2020.*

IN FAVOR 15,669,434,025

AGAINST 32,486

ABSTENTIONS 59,215

5. On item 5 of agenda: "Approval of Company's Auditor": *To approve Limited Liability Company Financial and Accounting Consultants as Gazprom's Auditor.*

IN FAVOR 15,579,478,314

AGAINST 87,327,580

ABSTENTIONS 2,014,622

6. On item 6 of agenda: "On remuneration for Board of Directors Members, who are not government officials, in amount established by Company's regulatory documents": *To pay remuneration to Board of Directors Members in amount recommended by Company's Board of Directors.*

IN FAVOR 14,017,792,486

AGAINST 227,386,258

ABSTENTIONS 1,017,019

7. On item 7 of agenda: "On remuneration for Audit Commission Members, who are not government officials, in amount established by Company's regulatory documents": *To pay*

remuneration to Audit Commission Members in amount recommended by Company's Board of Directors:

IN FAVOR 15,612,788,616

AGAINST 55,385,815

ABSTENTIONS 1,185,338

8. On item 8 of agenda: "On making amendments to Gazprom's Articles of Association":

*To approve amendments to Gazprom's Articles of Association (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

IN FAVOR 14,854,196,759

AGAINST 427,010,613

ABSTENTIONS 388,155,557

9. On item 9 of agenda: "On amendments to Regulation on Gazprom's Board of Directors": *To approve amendments to Regulation on Gazprom's Board of Directors (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

IN FAVOR 14,854,170,107

AGAINST 427,012,524

ABSTENTIONS 388,152,163

10. On item 10 of agenda: "On approval of revised Regulation on Audit Commission of Gazprom": *To approve revised Regulation on Audit Commission of Gazprom (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

IN FAVOR 14,853,849,825

AGAINST 427,412,312

ABSTENTIONS 387,504,359

11. On item 11 of agenda: "Election of Company's Board of Directors Members":

*To elect Board of Directors consisting of:*

<b>Akimov Andrey</b>	in favor – 15,130,502,372 votes
<b>Kulibaev Timur</b>	in favor – 16,442,256,057 votes
<b>Manturov Denis</b>	in favor – 15,202,243,345 votes
<b>Markelov Vitaly</b>	in favor – 9,427,287,950 votes
<b>Martynov Viktor</b>	in favor – 15,094,062,914 votes
<b>Mau Vladimir</b>	in favor – 15,360,943,514 votes
<b>Miller Alexey</b>	in favor – 16,691,326,833 votes
<b>Novak Alexander</b>	in favor – 15,463,355,675 votes
<b>Patrushev Dmitry</b>	in favor – 15,071,112,724 votes
<b>Sereda Mikhail</b>	in favor – 9,236,716,961 votes
<b>Zubkov Viktor</b>	in favor – 17,293,547,303 votes

There were 3,337,353,429 votes "Against All Candidates" and 114,146,740 votes "Abstained on All Candidates".

12. On item 12 of agenda: "Election of Company's Audit Commission Members": *To elect Gazprom's Audit Commission consisting of:*

<b>Fisenko Tatyana</b>	in favor – 15,575,476,384 votes
<b>Gladkov Alexander</b>	in favor – 15,575,413,131 votes
<b>Karpov Ilya</b>	in favor – 15,433,666,553 votes
<b>Platonov Sergey</b>	in favor – 15,433,714,969 votes
<b>Shumov Pavel</b>	in favor – 15,433,691,159 votes

*Voting results for candidates not elected to Gazprom's Audit Commission:*

<b>Bikulov Vadim</b>	in favor – 1,730,961,557 votes
<b>Mironova Margarita</b>	in favor – 1,727,884,130 votes

<b>Oganyan Karen</b>	in favor – <i>1,731,672,978 votes</i>
<b>Pashkovsky Dmitry</b>	in favor – <i>1,590,056,188 votes</i>

2.7. Date of compilation and number of Minutes of issuer's General Shareholders Meeting :  
*Minutes of General Shareholders Meeting of Gazprom No. 1, dated June 26, 2020.*

2.8. Identification attributes of shares, owners of which are entitled to participate in issuer's General Shareholders Meeting: *ordinary registered uncertificated shares, state registration number of issue 1-02-00028-A, date of state registration of securities 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	June	26, 2020	L.S.	