

MATERIAL FACT STATEMENT
ON DECISION MAKING ABOUT RESTRUCTURING OR DISSOLUTION OF
ENTITY CONTROLLED BY ISSUER AND MATERIALLY IMPORTANT FOR ISSUER

1. General information	
1.1. Full legal name of issuer	Public Joint Stock Company Gazprom
1.2. Short legal name of issuer	PJSC Gazprom
1.3. Address of issuer	Moscow, Russian Federation
1.4. OGRN (Primary State Registration Number) of issuer	1027700070518
1.5. INN (Taxpayer Identification Number) of issuer	7736050003
1.6. Unique issuer code assigned by registering authority	00028-A
1.7. Internet pages used by issuer to disclose information	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)	September 14, 2020

2. Contents of Statement
<p>On decision making about restructuring of entity controlled by issuer and materially important for issuer</p> <p>2.1. Type of entity which made decision about restructuring: entity controlled by issuer and materially important for issuer.</p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of relevant entity which made decision about restructuring: Gazprom Transgaz Ukhta Limited Liability Company. Address of commercial entity: Ukhta, Russian Federation. INN 1102024468. OGRN 1021100731190.</p> <p>2.3. Type of decision: restructuring.</p> <p>2.4. Content of decision about restructuring of relevant entity:</p> <p>1. To restructure Gazprom Transgaz Ukhta (OGRN 1021100731190) through spin-off of Gazprom Regionremont Ukhta simultaneously with restructuring of Gazprom Regionremont Ukhta in form of merger with Gazprom Tsentrremont (OGRN 1085050006766), and also to restructure Gazprom Energo Ukhta simultaneously with restructuring of Gazprom Energo Ukhta in form of merger with Gazprom Energo (OGRN 1027739841370), as well as to restructure Gazprom Dobycha Ukhta simultaneously with restructuring of Gazprom Dobycha Ukhta in form of merger with Gazprom Dobycha Krasnodar (OGRN 1022301190471).</p> <p>2. To set up Gazprom Regionremont Ukhta on following terms and conditions: full legal name: Gazprom Regionremont Ukhta Limited Liability Company; abbreviated corporate name: Gazprom Regionremont Ukhta; address of Gazprom Regionremont Ukhta: Ukhta; amount of equity capital of Gazprom Regionremont Ukhta: RUB 10,000 (ten thousand); sole member of Gazprom Regionremont Ukhta is Gazprom (OGRN 1027700070518) with nominal value of 100% stake in equity capital of Gazprom Regionremont Ukhta representing RUB 10,000 (ten thousand).</p> <p>3. To set up Gazprom Energo Ukhta on following terms and conditions: full legal name: Gazprom Energo Ukhta Limited Liability Company; abbreviated corporate name: Gazprom Energo Ukhta; address of Gazprom Energo Ukhta: Ukhta; amount of equity capital of Gazprom Energo Ukhta: RUB 10,000 (ten thousand); sole member of Gazprom Energo Ukhta is Gazprom with nominal value of 100% stake in equity capital of Gazprom Energo Ukhta representing RUB 10,000 (ten thousand).</p>

- 4. To set up Gazprom Dobycha Ukhta on following terms and conditions:**
full legal name: Gazprom Dobycha Ukhta Limited Liability Company;
abbreviated corporate name: Gazprom Dobycha Ukhta;
address of Gazprom Dobycha Ukhta: Ukhta;
amount of equity capital of Gazprom Dobycha Ukhta: RUB 10,000 (ten thousand);
sole member of Gazprom Dobycha Ukhta is Gazprom with nominal value of 100% stake in equity capital of Gazprom Dobycha Ukhta representing RUB 10,000 (ten thousand).
- 5. To determine that Gazprom Tsentrremont performs following actions on behalf of Gazprom Transgaz Ukhta, in accordance with established procedure:**
to notify in writing authorized state body responsible for state registration of legal entities regarding start of restructuring procedure, with indication of form of restructuring for each legal entity involved in restructuring;
to publish, twice at monthly interval, notification on restructuring in mass media outlets, in which data on state registration of legal entities are published, after respective entry on start of restructuring procedure has been made in unified state register of legal entities.
- 6. To determine that Gazprom Energo performs following actions on behalf of Gazprom Transgaz Ukhta and Gazprom Energo, in accordance with established procedure:**
to notify in writing authorized state body responsible for state registration of legal entities regarding start of restructuring procedure, with indication of form of restructuring for each legal entity involved in restructuring;
to publish, twice at monthly interval, notification on restructuring in mass media outlets, in which data on state registration of legal entities are published, after respective entry on start of restructuring procedure has been made in unified state register of legal entities.
- 7. To determine that Gazprom Dobycha Krasnodar performs following actions on behalf of Gazprom Transgaz Ukhta and Gazprom Dobycha Krasnodar, in accordance with established procedure:**
to notify in writing authorized state body responsible for state registration of legal entities regarding start of restructuring procedure, with indication of form of restructuring for each legal entity involved in restructuring;
to publish, twice at monthly interval, notification on restructuring in mass media outlets, in which data on state registration of legal entities are published, after respective entry on start of restructuring procedure has been made in unified state register of legal entities.
- 8. To approve certificate of transfer of Gazprom Transgaz Ukhta restructured through spin off of Gazprom Regionremont Ukhta simultaneously with restructuring of Gazprom Regionremont Ukhta in form of merger with Gazprom Tsentrremont, of Gazprom Energo Ukhta simultaneously with restructuring of Gazprom Energo Ukhta in form of merger with Gazprom Energo, and of Gazprom Dobycha Ukhta simultaneously with restructuring of Gazprom Dobycha Ukhta in form of merger with Gazprom Dobycha Krasnodar (hereinafter – Certificate of Transfer, attached).**
- 9. To determine that after completion of restructuring of Gazprom Transgaz Ukhta through spin off of Gazprom Regionremont Ukhta, Gazprom Energo Ukhta and Gazprom Dobycha Ukhta, amount of equity capital of Gazprom Transgaz Ukhta will stand at RUB 5,866,846,817 (Five billion, eight hundred and sixty-six million, eight hundred and forty-six thousand, eight hundred and seventeen), whereas Gazprom will hold 1 (one) stake representing 100% of equity capital of Gazprom Transgaz Ukhta with nominal value of RUB 5,866,846,817 (Five billion, eight hundred and sixty-six million, eight hundred and forty-six thousand, eight hundred and seventeen).**
- 10. To approve attached amendments to Articles of Association of Gazprom Transgaz Ukhta.**
- 11. Alexander Gaivoronsky, Director General of Gazprom Transgaz Ukhta, shall, after completion of restructuring of Gazprom Transgaz Ukhta, ensure state registration of amendments to Articles of Association of Gazprom Transgaz Ukhta.**

12. To determine that rights and obligations of Gazprom Transgaz Ukhta specified in Certificate of Transfer shall be transferred to Gazprom Tsentrremont, Gazprom Energo and Gazprom Dobycha Krasnodar by way of succession.

2.5. Authorized management body of relevant entity which made decision on restructuring and date of its adoption: **General Meeting of Members, September 14, 2020.**

2.6. Date of compilation and number of minutes of meeting (session) of authorized management body of relevant entity, which made decision on restructuring:

Decision of member of Gazprom Transgaz Ukhta Limited Liability Company No. 182, dated September 14, 2020.

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	September	17, 2020	L.S.	