

**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: <b>entity controlled by issuer and materially important for issuer.</b></p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of relevant entity which made decision about restructuring: <b>Gazprom Transgaz Moscow Limited Liability Company.</b>  Address of commercial entity: <b>Moscow.</b>  <b>INN 5003028028.</b>  <b>OGRN 1025000653920.</b></p> <p>2.3. Type of decision: <b>restructuring.</b></p> <p>2.4. Content of decision about restructuring of relevant entity:</p> <p><b>1. To restructure Gazprom Transgaz Moscow (OGRN 1025000653920) through spin-off of Gazprom Energo Moscow simultaneously with restructuring of Gazprom Energo Moscow in form of merger with Gazprom Energo (OGRN 1027739841370).</b></p> <p><b>2. To set up Gazprom Energo Moscow on following terms and conditions:</b>  <b>full legal name: Gazprom Energo Moscow Limited Liability Company;</b>  <b>abbreviated corporate name: Gazprom Energo Moscow;</b>  <b>address of Gazprom Energo Moscow: Moscow;</b>  <b>amount of equity capital of Gazprom Energo Moscow: RUB 10,000 (ten thousand);</b>  <b>sole member of Gazprom Energo Moscow is Gazprom (OGRN 1027700070518), with nominal value of 100% stake in equity capital of Gazprom Energo Moscow representing RUB 10,000 (ten thousand).</b></p> <p><b>3. To approve certificate of transfer of Gazprom Transgaz Moscow restructured through spin off of Gazprom Energo Moscow simultaneously with restructuring of Gazprom Energo Moscow in form of merger with Gazprom Energo (hereinafter - Certificate of Transfer, attached).</b></p> <p><b>4. To determine that after completion of restructuring of Gazprom Transgaz Moscow through spin off of Gazprom Energo Moscow, amount of equity capital of Gazprom Transgaz Moscow will stand at RUB 13,371,237,400 (Thirteen billion, three hundred and seventy-one million, two hundred and thirty-seven thousand, four hundred), whereas Gazprom will hold 1 (one) stake representing 100% of equity capital of Gazprom Transgaz Moscow with nominal value of RUB 13,371,237,400 (Thirteen billion, three hundred and seventy-one million, two hundred and thirty-seven thousand, four hundred).</b></p>

**5. To approve attached amendments to Articles of Association of Gazprom Transgaz Moscow.**

**6. To determine that Gazprom Energo performs following actions on behalf of all companies involved in restructuring, 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. Alexander Babakov, Director General of Gazprom Transgaz Moscow, shall, after completion of restructuring of Gazprom Transgaz Moscow, ensure state registration of amendments to Articles of Association of Gazprom Transgaz Moscow.**

**8. To determine that rights and obligations of Gazprom Transgaz Moscow specified in Certificate of Transfer shall be transferred to Gazprom Energo 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 Moscow Limited Liability Company No. 174, 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.	