

Appendix No. 6

APPROVED
Annual General Shareholders
Meeting of PJSC Gazprom,
June 26, 2020

AMENDMENTS TO PJSC GAZPROM ARTICLES OF ASSOCIATION

**Amendments to
the Articles of Association of Public Joint Stock Company Gazprom,
as approved 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,
resolution of the annual General Shareholders
Meeting of PJSC Gazprom dated June 30, 2017, Minutes No. 1,
resolution of the annual General Shareholders
Meeting of PJSC Gazprom dated June 28, 2019, Minutes No. 1**

1. The word ‘new’ shall be deleted from the first sentence of the first paragraph of Section 10.1, Article 10.

2. Section 11.7, Article 11, shall read as follows:

‘11.7. Upon expiry of the period specified in Section 11.6 of these Articles of Association, the Company shall, within 30 days, repurchase shares from the shareholders included into the list of persons entitled to claim repurchase of their shares by the Company or, within five business days, send the Company’s Registrar a notice of the fact that the Company does not repurchase shares for the reason provided for by Section 8, Article 76 of the Federal Law on Joint Stock Companies. If these requests for share repurchase are made by the persons not included into the said list, the Company shall, within five business days from expiry of the period specified in Section 11.6 hereof, send the refusal to satisfy such requests.

The Company’s Board of Directors shall, within 50 days from the date when the relevant resolution is made by the General Shareholders Meeting of the Company, approve of the report on the results of shareholders’ requesting for repurchase of their shares, which should contain information on the number of shares, for which the repurchase claims have been made, and the quantity thereof the Company may repurchase, and the data on the entry into force of such resolutions if the General Shareholders Meeting of the Company adopts resolutions provided for by Section 3, Article 7.2 of the Federal Law on Joint Stock Companies, and Subsection 17.1, Section 15.1, Article 15 hereof. The information contained in the extract from such report or in the Company’s notice of the fact that the Company does not repurchase shares shall be sent to nominal shareholders registered in the Company’s Shareholders Register, in accordance with the provisions of Russian Federation securities law on making available the information and materials to the persons exercising rights to securities’.

3. Section 26.2, Article 26, shall read as follows:

‘26.2. If the share is transferred after the established date of designating (making an official record of) the persons entitled to participate in the General Shareholders Meeting and before the General Shareholders Meeting date, the person entitled to participate in the General Shareholders Meeting shall be obliged to issue a proxy to the purchaser or to vote at the General Shareholders Meeting in accordance with the share purchaser’s instructions, if it is envisaged in the Share Transfer Contract’.

4. Section 34.1, Article 34:

Subsection 4 shall read as follows:

‘4) determination of the date of designating (making an official record of) the persons entitled to participate in the General Shareholders Meeting; preliminary approval of the Company’s Annual Report, and other issues referred to the Company’s Board of Directors competence according to Chapter VII and other provisions of the Federal Law on Joint Stock Companies and related to the preparation and conduct of the General Shareholders Meeting;’;

the wording ‘unless such placement is related to increase in the Company’s share capital’ shall be deleted from Subsection 6;

shall be supplemented with Subsection 7.1 to read as follows:

‘7.1) approval of the resolution to issue the Company’s shares and issue-grade securities convertible into its shares, approval of the Company’s securities prospectus;’.

5. The first paragraph of Section 46.4, Article 46, shall read as follows:

‘46.4. The General Shareholders Meeting shall resolve to approve a related party transaction by a majority of votes of shareholders holding voting shares, taking part in the Meeting and disinterested in the transaction or uncontrolled by any persons interested in the transaction, in the following cases:’.