

# **MINUTES**

on the voting results  
of the General Shareholders Meeting of  
PJSC Gazprom

Moscow

**MINUTES**  
**ON THE VOTING RESULTS**  
**OF THE GENERAL SHAREHOLDERS MEETING**

Full legal name of the Company: *Public Joint Stock Company Gazprom (hereinafter referred to as the "Company")*

Location of the Company: *Moscow, Russian Federation*

Address of the Company: *16 Nametkina St., Moscow, 117420, Russian Federation*

Type of the General Shareholders Meeting: *annual meeting*

Form of the General Shareholders Meeting: *meeting in absentia*

Deadline for receiving voting ballots: *June 26, 2020*

Date for designating (making an official record of) persons entitled to take part in the Meeting: *June 1, 2020*

Agenda of the General Shareholders Meeting:

1. *Approval of the Company's Annual Report.*
2. *Approval of the Company's Annual Accounting (Financial) Statements.*
3. *Approval of the distribution of the Company's profit based on the results of 2019.*
4. *Amount, period and form of the dividend payout based on the results of 2019, as well as the date when a list of persons entitled to receive dividends is drawn up.*
5. *Approval of the Company's Auditor.*
6. *Remuneration for the Board of Directors Members, who are not government officials, in the amount established by the Company's regulatory documents.*
7. *Remuneration for the Audit Commission Members, who are not government officials, in the amount established by the Company's regulatory documents.*
8. *Amendments to Gazprom's Articles of Association.*
9. *Amendments to Gazprom's Regulation on the Board of Directors.*
10. *Approval of the revised Regulation on the Audit Commission of Gazprom.*
11. *Election of the Company's Board of Directors Members.*
12. *Election of the Company's Audit Commission Members.*

Full legal name of the Registrar performing the functions of the Counting Board: *Joined Stock Company Specialized Registrar – Holder of Gas Industry Shareholders Register (JSC DRAGA) (hereinafter referred to as the "Registrar")*.

Location of the Registrar: *Moscow*

Address of the Registrar: *71/32 Novocheremushkinskaya St., Moscow, 117420, Russian Federation.*

Persons authorized by the Registrar performing the functions of the Counting Board:

1. *Murashov, Maxim Vyacheslavovich – Chairman of the Counting Board*
2. *Baykova, Tatyana Valentinovna*
3. *Burkov, Vitaly Mikhailovich*
4. *Korolkov, Gleb Vladimirovich*
5. *Krivenkov, Alexey Mikhailovich*
6. *Lanskov, Denis Petrovich*
7. *Lisan, Sergey Borisovich*
8. *Lychagina, Svetlana Alexandrovna*
9. *Neplyueva, Polina Alexeevna*
10. *Shmakov, Viktor Nikolaevich*
11. *Shulakov, Sergey Vladimirovich*

**VOTING RESULTS**  
**ON ITEM 1 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 1 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 1 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 1 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,448,651

The quorum required to adopt a decision on item 1 of the agenda was present.

4. The number of votes cast for each voting option within item 1 of the agenda:

“IN FAVOR”	15,664,772,009	(99.9702%)
“AGAINST”	3,862,256	(0.0246%)
“ABSTENTIONS”	741,551	(0.0047%)

5. The number of votes on item 1 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 71,535 (0.0005%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 1 of the agenda:

*“Approve the 2019 Annual Report of Gazprom (the draft is included into the information (materials) provided to shareholders prior to the annual General Shareholders Meeting).”*

**VOTING RESULTS**  
**ON ITEM 2 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 2 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 2 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 2 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,448,551

The quorum required to adopt a decision on item 2 of the agenda was present.

4. The number of votes cast for each voting option within item 2 of the agenda:

“IN FAVOR”	15,664,744,507	(99.9700%)
“AGAINST”	3,867,258	(0.0247%)
“ABSTENTIONS”	749,236	(0.0048%)

5. The number of votes on item 2 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 86,250 (0.0006%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 2 of the agenda:

*“Approve the 2019 Annual Accounting (Financial) Statements of Gazprom (the draft is included into the information (materials) provided to shareholders prior to the annual General Shareholders Meeting).”*

**VOTING RESULTS**  
**ON ITEM 3 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 3 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 3 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 3 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,448,651

The quorum required to adopt a decision on item 3 of the agenda was present.

4. The number of votes cast for each voting option within item 3 of the agenda:

“IN FAVOR”	15,668,651,454	(99.9949%)
“AGAINST”	94,518	(0.0006%)
“ABSTENTIONS”	606,934	(0.0039%)

5. The number of votes on item 3 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 94,445 (0.0006%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 3 of the agenda:

*“Approve the distribution of Gazprom’s profit based on the results of 2019.”*

**VOTING RESULTS**  
**ON ITEM 4 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 4 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900
2. On item 4 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900
3. On item 4 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,593,561

The quorum required to adopt a decision on item 4 of the agenda was present.

4. The number of votes cast for each voting option within item 4 of the agenda:

“IN FAVOR”	15,669,434,025	(99.9990%)
“AGAINST”	32,486	(0.0002%)
“ABSTENTIONS”	59,215	(0.0004%)

5. The number of votes on item 4 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 66,535 (0.0004%)
6. The wording of the decision adopted by the General Shareholders Meeting on item 4 of the agenda:

*“Approve the amount, period and form of the annual dividend payout on the Company’s shares proposed by the Gazprom Board of Directors, as well as the date when a list of persons entitled to receive dividends shall be drawn up as follows: to pay the annual dividends based on the results of the Company’s activities in 2019 in cash in the amount of RUB 15.24 per one ordinary share of Gazprom with a par value of RUB 5.0; set July 16, 2020, as the date on which persons entitled to receive dividends shall be determined; set July 30, 2020, as the date on which the dividend payout to the nominal shareholders and trustees who are stock market professionals recorded in Register of Shareholders of Gazprom shall be completed; set August 20, 2020, as the date on which the dividend payout to other persons recorded in the Register of Shareholders of Gazprom shall be completed.”*

**VOTING RESULTS**  
**ON ITEM 5 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 5 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 5 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 5 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,668,895,001

The quorum required to adopt a decision on item 5 of the agenda was present.

4. The number of votes cast for each voting option within item 5 of the agenda:

“IN FAVOR”	15,579,478,314	(99.4293%)
“AGAINST”	87,327,580	(0.5573%)
“ABSTENTIONS”	2,014,622	(0.0129%)

5. The number of votes on item 5 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 73,185 (0.0005%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 5 of the agenda:

*“Approve Financial and Accounting Consultants (FBK) Limited Liability Company as the Auditor of Gazprom.”*

**VOTING RESULTS**  
**ON ITEM 6 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 6 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 6 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 6 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 14,246,275,613

The quorum required to adopt a decision on item 6 of the agenda was present.

4. The number of votes cast for each voting option within item 6 of the agenda:

“IN FAVOR”	14,017,792,486	(98.3962%)
“AGAINST”	227,386,258	(1.5961%)
“ABSTENTIONS”	1,017,019	(0.0071%)

5. The number of votes on item 6 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 78,550 (0.0006%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 6 of the agenda:

*“Pay out the remuneration to the Board of Directors Members in the amount recommended by the Company’s Board of Directors.”*



**VOTING RESULTS**  
**ON ITEM 7 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 7 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 7 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 7 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,448,651

The quorum required to adopt a decision on item 7 of the agenda was present.

4. The number of votes cast for each voting option within item 7 of the agenda:

“IN FAVOR”	15,612,788,616	(99.6384%)
“AGAINST”	55,385,815	(0.3535%)
“ABSTENTIONS”	1,185,338	(0.0076%)

5. The number of votes on item 7 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 87,582 (0.0006%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 7 of the agenda:

*“Pay out the remuneration to the Audit Commission Members in the amount recommended by the Company’s Board of Directors.”*

**VOTING RESULTS**  
**ON ITEM 8 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 8 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 8 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 8 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,447,891

The quorum required to adopt a decision on item 8 of the agenda was present.

4. The number of votes cast for each voting option within item 8 of the agenda:

“IN FAVOR”	14,854,196,759	(94.7972%)
“AGAINST”	427,010,613	(2.7251%)
“ABSTENTIONS”	388,155,557	(2.4771%)

5. The number of votes on item 8 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 83,662 (0.0005%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 8 of the agenda:

*“Approve the amendments to Gazprom’s Articles of Association (the draft is included into the information (materials) provided to shareholders prior to the annual General Shareholders Meeting).”*

**VOTING RESULTS**  
**ON ITEM 9 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 1)**

1. On item 9 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900

2. On item 9 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900

3. On item 9 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,669,415,551

The quorum required to adopt a decision on item 9 of the agenda was present.

4. The number of votes cast for each voting option within item 9 of the agenda:

“IN FAVOR”	14,854,170,107	(94.7972%)
“AGAINST”	427,012,524	(2.7251%)
“ABSTENTIONS”	388,152,163	(2.4771%)

5. The number of votes on item 9 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 79,457 (0.0005%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 9 of the agenda:

*“Approve the amendments to Gazprom’s Regulation on the Board of Directors (the draft is included into the information (materials) provided to shareholders prior to the annual General Shareholders Meeting).”*

**VOTING RESULTS**  
**ON ITEM 10 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO.1)**

1. On item 10 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900
2. On item 10 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,673,512,900
3. On item 10 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,668,851,801

The quorum required to adopt a decision on item 10 of the agenda was present.

4. The number of votes cast for each voting option within item 10 of the agenda:

“IN FAVOR”	14,853,849,825	(94.7986%)
“AGAINST”	427,412,312	(2.7278%)
“ABSTENTIONS”	387,504,359	(2.4731%)

5. The number of votes on item 10 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 84,005 (0.0005%)
6. The wording of the decision adopted by the General Shareholders Meeting on item 10 of the agenda:

*“Approve the revised Regulation on the Audit Commission of Gazprom (the draft is included into the information (materials) provided to shareholders prior to the annual General Shareholders Meeting).”*

**VOTING RESULTS**  
**ON ITEM 11 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 2)**

1. On item 11 of the agenda, the number of cumulative votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 260,408,641,900

2. On item 11 of the agenda, the number of cumulative votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 260,408,641,900

3. On item 11 of the agenda, the number of cumulative votes held by the persons who took part in the General Shareholders Meeting amounted to 163,882,303,535

The quorum required to adopt a decision on item 11 of the agenda was present.

4. Allocation of votes on item 11 of agenda:

No.	Full name of candidate	Number of votes cast “IN FAVOR” of candidate	
1	AKIMOV, ANDREY IGOREVICH	15,130,502,372	9.2325%
2	KULIBAEV, TIMUR ASKAROVICH	16,442,256,057	10.0330%
3	MANTUROV, DENIS VALENTINOVICH	15,202,243,345	9.2763%
4	MARKELOV, VITALY ANATOLYEVICH	9,427,287,950	5.7525%
5	MARTYNOV, VIKTOR GEORGIEVICH	15,094,062,914	9.2103%
6	MAU, VLADIMIR ALEXANDROVICH	15,360,943,514	9.3732%
7	MILLER, ALEXEY BORISOVICH	16,691,326,833	10.1849%
8	NOVAK, ALEXANDER VALENTINOVICH	15,463,355,675	9.4356%
9	PATRUSHEV, DMITRY NIKOLAEVICH	15,071,112,724	9.1963%
10	SEREDA, MIKHAIL LEONIDOVICH	9,236,716,961	5.6362%
11	ZUBKOV, VIKTOR ALEXEEVICH	17,293,547,303	10.5524%
AGAINST ALL CANDIDATES		3,337,353,429	2.0364%
ABSTAINED ON ALL CANDIDATES		114,146,740	0.0697%

5. The number of cumulative votes on item 11 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 15,780,512 (0.0096%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 11 of the agenda:

*“Elect the following persons to the Gazprom Board of Directors:”*

- 1 ZUBKOV, VIKTOR ALEXEEVICH
- 2 MILLER, ALEXEY BORISOVICH
- 3 KULIBAEV, TIMUR ASKAROVICH
- 4 NOVAK, ALEXANDER VALENTINOVICH
- 5 MAU, VLADIMIR ALEXANDROVICH
- 6 MANTUROV, DENIS VALENTINOVICH
- 7 AKIMOV, ANDREY IGOREVICH
- 8 MARTYNOV, VIKTOR GEORGIEVICH
- 9 PATRUSHEV, DMITRY NIKOLAEVICH
- 10 MARKELOV, VITALY ANATOLYEVICH
- 11 SEREDA, MIKHAIL LEONIDOVICH

**VOTING RESULTS**  
**ON ITEM 12 OF THE GENERAL SHAREHOLDERS MEETING AGENDA**  
**(VOTING BALLOT NO. 3)**

1. On item 12 of the agenda, the number of votes held by the persons included in the List of persons entitled to take part in the General Shareholders Meeting amounted to 23,673,512,900
2. On item 12 of the agenda, the number of votes represented by the voting shares of PJSC Gazprom determined with due consideration of Clause 4.24 of the Bank of Russia Regulation No. 660-P on General Meetings of Shareholders dated November 16, 2018, amounted to 23,670,964,631
3. On item 12 of the agenda, the number of votes held by the persons who took part in the General Shareholders Meeting amounted to 15,668,894,301

The quorum required to adopt a decision on item 12 of the agenda was present.

4. Allocation of votes on item 12 of agenda:

No.	Full name of candidate	Number of votes cast "IN FAVOR"		Number of votes cast "AGAINST"	Number of votes "ABSTAINED" from voting	Number of votes in invalid voting ballots pertaining to candidate
1	BIKULOV, VADIM KASYMOVICH	1,730,961,557	11.0471%	13,936,436,764	1,327,484	68,871
2	FISENKO, TATYANA VLADIMIROVNA	15,575,476,384	99.4038%	92,729,847	526,493	62,952
3	GLADKOV, ALEXANDER ALEXEEVICH	15,575,413,131	99.4034%	92,760,257	529,155	93,083
4	KARPOV, ILYA IGOREVICH	15,433,666,553	98.4988%	96,032,349	139,032,320	64,404
5	MIRONOVA, MARGARITA IVANOVNA	1,727,884,130	11.0275%	13,936,390,844	4,478,816	41,936
6	OGANYAN, KAREN IOSIFOVICH	1,731,672,978	11.0517%	13,936,478,141	577,179	67,478
7	PASHKOVSKY, DMITRY ALEXANDROVICH	1,590,056,188	10.1479%	13,939,578,476	139,084,972	76,090
8	PLATONOV, SERGEY REVAZOVICH	15,433,714,969	98.4991%	95,913,403	139,112,695	59,559
9	SHUMOV, PAVEL GENNADIEVICH	15,433,691,159	98.4989%	95,917,599	139,086,468	77,450

5. The number of cumulative votes on item 12 of the General Shareholders Meeting agenda put to the vote which were not counted due to the invalidity of voting ballots or on other grounds amounted to 93,075 (0.0006%)

6. The wording of the decision adopted by the General Shareholders Meeting on item 12 of the agenda:

*"Elect the following persons to the Audit Commission of Gazprom:"*

- 1 FISENKO, TATYANA VLADIMIROVNA
- 2 GLADKOV, ALEXANDER ALEXEEVICH
- 3 PLATONOV, SERGEY REVAZOVICH
- 4 SHUMOV, PAVEL GENNADIEVICH
- 5 KARPOV, ILYA IGOREVICH

The shares owned by persons who serve in the Company's Management bodies were not considered when counting the votes on item 12.

**The date of the Minutes on the Voting Results of the General Shareholders Meeting:  
June 26, 2020.**

**On behalf of the Registrar performing  
the functions of the Counting Board,  
authorized persons of the Registrar  
acting on the basis of Power of Attorney  
No. И/22/5646 dated June 22, 2020**

\_\_\_\_\_ **(Maxim Murashov)**

\_\_\_\_\_ **(Gleb Korolkov)**

\_\_\_\_\_ **(Viktor Shmakov)**