



Public Joint Stock Company Gazprom
(PJSC Gazprom)

MINUTES OF GENERAL SHAREHOLDERS MEETING

June 26, 2020

No. 1

Meeting Chairman – **Viktor Zubkov**, Chairman
of the Gazprom Board of Directors

Meeting Presidium:

**Andrey Akimov, Timur Kulibaev, Denis Manturov, Vitaly Markelov,
Viktor Martynov, Vladimir Mau, Alexey Miller, Alexander Novak, Dmitry
Patrushev, Mikhail Sereda** – Members of the Gazprom Board of Directors

Meeting Secretary – **Irina Milyutina**

Full legal name of the Company: Public Joint Stock Company Gazprom (hereinafter also referred to as the “Company”).

Location of PJSC Gazprom: Moscow, Russian Federation.

Address of PJSC Gazprom: 16 Nametkina St., Moscow, 117420, Russian Federation.

Type of the General Shareholders Meeting of PJSC Gazprom: annual meeting.

Form of the General Shareholders Meeting of PJSC Gazprom (hereinafter also referred to as the “Meeting”): meeting in absentia.

Date of the Meeting (deadline for receiving voting ballots): June 26, 2020.

Mailing address to which filled-out voting ballots were sent: PJSC Gazprom, 16 Nametkina St., Moscow, GSP-7, 117997, Russian Federation.

Internet website on which electronic voting ballots were filled out:
<https://elgol.draga.ru>.

Person who confirmed the adoption of the decisions by the Meeting: JSC DRAGA (the Company’s Registrar performing the functions of the Counting Board).

MEETING AGENDA:

- 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.**

As of June 1, 2020, which is the date for designating (making an official record of) persons entitled to take part in the Meeting, the number of votes held by the persons entitled to take part in the annual General Shareholders Meeting on items 1–10, 12 of the Meeting agenda amounted to 23,673,512,900 votes, on item 11 of the Meeting agenda – 260,408,641,900 cumulative votes.

The number of votes represented by the Company's voting shares 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:

on items 1–10 of the Meeting agenda – 23,673,512,900 votes;

on item 11 of the Meeting agenda – 260,408,641,900 cumulative votes;

on item 12 of the Meeting agenda – 23,670,964,631 votes.

The votes of the persons who took part in the Meeting amounted to:

on items 1, 3, 7 of the Meeting agenda – 15,669,448,651 votes;
 on item 2 of the Meeting agenda – 15,669,448,551 votes;
 on item 4 of the Meeting agenda – 15,669,593,561 votes;
 on item 5 of the Meeting agenda – 15,668,895,001 votes;
 on item 6 of the Meeting agenda – 14,246,275,613 votes;
 on item 8 of the Meeting agenda – 15,669,447,891 votes;
 on item 9 of the Meeting agenda – 15,669,415,551 votes;
 on item 10 of the Meeting agenda – 15,668,851,801 votes;
 on item 11 of the Meeting agenda – 163,882,303,535 cumulative votes;
 on item 12 of the Meeting agenda – 15,668,894,301 votes.

Therefore, as per Article 58 of Federal Law on Joint Stock Companies No. 208-FZ dated December 26, 1995, a quorum was present with regard to all items.

The Meeting resolved to:¹

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) (Appendix No. 1).

Voting results:

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

approve the 2019 Accounting (Financial) Statements of Gazprom (the draft is included into the information (materials) provided to shareholders prior to the annual General Shareholders Meeting) (Appendix No. 2).

Voting results:

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

¹Voting result sections show the amount of votes cast for each voting option within a corresponding item, including their amount expressed as a percentage of the total number of votes.

approve the distribution of Gazprom's profit based on the results of 2019 (Appendix No. 3).

Voting results:

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

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 nominee shareholders and trustees who are stock market professionals recorded in the 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:

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

approve Financial and Accounting Consultants (FBK) Limited Liability Company as the Auditor of Gazprom.

Voting results:

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

pay out the remuneration to the Board of Directors Members in the amount recommended by the Company's Board of Directors (Appendix No. 4).

Voting results:

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

pay out the remuneration to the Audit Commission Members in the amount recommended by the Company's Board of Directors (Appendix No. 5).

Voting results:

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

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) (Appendix No. 6).

Voting results:

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

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) (Appendix No. 7).

Voting results:

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

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) (Appendix No. 8).

Voting results:

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

elect the following persons to the Gazprom Board of Directors:

**Akimov,
Andrey Igorevich**

"in favor" – 15,130,502,372 votes,
or 9.2325% of votes of the shareholders
who participated in the Meeting;

**Kulibaev,
Timur Askarovich**

"in favor" – 16,442,256,057 votes,
or 10.0330% of votes of the shareholders
who participated in the Meeting;

**Manturov,
Denis Valentinovich**

"in favor" – 15,202,243,345 votes,
or 9.2763% of votes of the shareholders
who participated in the Meeting;

**Markelov,
Vitaly Anatolyevich**

"in favor" – 9,427,287,950 votes,
or 5.7525% of votes of the shareholders
who participated in the Meeting;

**Martynov,
Viktor Georgievich**

"in favor" – 15,094,062,914 votes,
or 9.2103% of votes of the shareholders
who participated in the Meeting;

**Mau,
Vladimir Alexandrovich**

“in favor”– 15,360,943,514 votes,
or 9.3732% of votes of the shareholders
who participated in the Meeting;

**Miller,
Alexey Borisovich**

“in favor” – 16,691,326,833 votes,
or 10.1849% of votes of the shareholders
who participated in the Meeting;

**Novak,
Alexander Valentinovich**

“in favor”– 15,463,355,675 votes,
or 9.4356% of votes of the shareholders
who participated in the Meeting;

**Patrushev,
Dmitry Nikolaevich**

“in favor”– 15,071,112,724 votes,
or 9.1963% of votes of the shareholders
who participated in the Meeting;

**Sereda,
Mikhail Leonidovich**

“in favor”– 9,236,716,961 votes,
or 5.6362% of votes of the shareholders
who participated in the Meeting;

**Zubkov,
Viktor Alexeevich**

“in favor” – 17,293,547,303 votes,
or 10.5524% of votes of the shareholders
who participated in the Meeting.

“Against all candidates” to the Gazprom Board of Directors – 3,337,353,429 votes cast; “abstained on all candidates” to the Gazprom Board of Directors – 114,146,740 votes cast.

elect the following persons to the Audit Commission of Gazprom:

**Fisenko,
Tatyana Vladimirovna**

“in favor”– 15,575,476,384 votes,
or 99.4038% of votes of the shareholders
who participated in the Meeting;

**Gladkov,
Alexander Alexeevich**

“in favor” – 15,575,413,131 votes,
or 99.4034% of votes of the shareholders
who participated in the Meeting;

**Karpov,
Ilya Igorevich**

“in favor”– 15,433,666,553 votes,
or 98.4988% of votes of the shareholders
who participated in the Meeting;

**Platonov,
Sergey Revazovich**

“in favor”– 15,433,714,969 votes,
or 98.4991% of votes of the shareholders
who participated in the Meeting;

**Shumov,
Pavel Gennadievich**

“in favor”– 15,433,691,159 votes,
or 98.4989% of votes of the shareholders
who participated in the Meeting.

- Appendices:
1. Annual Report of Gazprom for the year 2019 – 245 sheets.
 2. Accounting (Financial) Statements of Gazprom for the year 2019 – 80 sheets.
 3. Allocation of PJSC Gazprom profit based on results of 2019 – 2 sheets.
 4. Remuneration for Members of PJSC Gazprom Board of Directors as recommended by PJSC Gazprom Board of Directors – 2 sheets.
 5. Remuneration for Members of PJSC Gazprom Audit Commission as recommended by PJSC Gazprom Board of Directors – 2 sheets.
 6. Amendments to PJSC Gazprom Articles of Association – 3 sheets.
 7. Amendments to Regulation on PJSC Gazprom Board of Directors – 2 sheets.
 8. Regulation on Audit Commission of PJSC Gazprom. New Revision – 11 sheets.
 9. Minutes on the Voting Results of the General Shareholders Meeting – 16 sheets.

The Meeting Minutes were made on June 26, 2020, in two copies.

**Chairman
of the annual
General Shareholders Meeting
of Gazprom**

Viktor Zubkov

**Secretary
of the annual
General Shareholders Meeting
of Gazprom**

Irina Milyutina