

Appendix No. 6

APPROVED  
Annual General Shareholders  
Meeting of PJSC Gazprom,  
June 30, 2023

# **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 OJSC Gazprom dated 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,  
resolution of the annual General Shareholders  
Meeting of PJSC Gazprom dated June 26, 2020, Minutes No. 1,  
resolution of the annual General Shareholders  
Meeting of PJSC Gazprom dated June 25, 2021, Minutes No. 1**

1. Section 9.2, Article 9, shall read as follows:

‘9.2. The Company shall be free to purchase its placed shares by resolution of the Board of Directors. Such resolution may be adopted if the par value of the Company’s outstanding shares is not less than 90 per cent of the Company’s share capital.

Treasury shares owned by the Company shall not provide any voting right, shall not be counted in voting, shall not be deemed outstanding shares for the purposes of the Federal Law on Joint Stock Companies, and no dividends shall accrue on them.

The purchased shares shall be sold at a price not lower than their fair market value within one year from their purchase date. Otherwise, the General Shareholders Meeting shall, within a reasonable time, resolve to reduce the Company’s share capital by repaying these shares.’.

2. In the fourth paragraph of Section 14.1, Article 14, the words ‘on the approval of the Company’s Auditor’ shall be replaced with the words ‘on the appointment of the Company’s Auditing Firm’.

3. Subsection 9, Section 15.1, Article 15, shall read as follows:

‘9) appointment of the Company’s Auditing Firm;’.

4. The fourth paragraph of Section 17.2, Article 17, shall read as follows:

‘appointment of the Company’s Auditing Firm,’.

5. In Section 23.2, Article 23, the words ‘the approval of the Company’s Auditor’ shall be replaced with the words ‘the appointment of the Company’s Auditing Firm’.

6. In the first and second paragraphs of Section 24.1, Article 24, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

7. In the first paragraph of Section 24.2, Article 24, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

8. In the second paragraph of Section 24.4, Article 24, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

9. In the first and second paragraphs of Section 24.6, Article 24, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

10. The second paragraph of Section 33.3, Article 33, shall read as follows:

‘The Company’s Board of Directors shall form the Audit Committee for preliminary review of issues relating to control over the financial and business operations of the Company, including assessment of the independence of the Company’s auditing firm and absence of conflicts of interest for the auditing firm, as well as the quality assessment of the audits of the Company’s accounts (financial statements).’.

11. In Subsection 11, Section 34.1, Article 34, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

12. In Section 37.1, Article 37, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

13. In the first paragraph of Section 39.5, Article 39, the word ‘Auditor’ shall be replaced with the words ‘Auditing Firm’.

14. Section 45.4, Article 45, shall read as follows:

‘45.4. The Company shall communicate information contained in the notices received and envisaged in Sections 45.1 and 45.2 of this Article to the Company’s Board of Directors, the Company’s Audit Commission and, upon request, to the Company’s auditing firm.’.

15. In Section 48.1, Article 48, after the words ‘shall elect the Company’ Audit Commission’, the following words shall be added: ‘composed of 5 persons’.

16. Article 49 shall read as follows:

**‘Article 49. Company’s Auditing Firm**

49.1. The Company’s Auditing Firm shall audit the annual accounts (financial statements) of the Company in accordance with the laws and regulations of the Russian Federation, pursuant to the contract concluded with such Auditing Firm.

49.2. The General Shareholders Meeting shall appoint the Company’s Auditing Firm which shall be independent pursuant to the Federal Law on Audit Activities No. 307-FZ dated December 30, 2008.

The fee payable to the Company’s Auditing Firm shall be established by the Company’s Board of Directors.’.

17. Heading of Article 50 shall read as follows:

**‘Article 50. Company’s Audit Commission opinion’.**

18. The words ‘or the Company’s Auditor’ shall be deleted from Section 50.1, Article 50.

19. The second paragraph of Section 52.3, Article 52, shall read as follows:

‘The Company shall engage an auditing firm for the audit of annual accounts (financial statements) and consolidated financial statements.’.