

Appendix No.5 to Minutes No.1 of annual General Shareholders Meeting of Gazprom, June 27, 2014		APPROVED by annual General Shareholders Meeting of Gazprom, June 27, 2014
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AMENDMENTS TO REGULATION ON GAZPROM'S BOARD OF DIRECTORS

**Amendments
to Regulations on Gazprom's Board of Directors
approved by Resolution of Gazprom's annual General Shareholders Meeting
on June 28, 2002 (Minutes No.1), previously amended and updated by
Resolution of Gazprom's annual General Shareholders Meeting on
June 24, 2005 (Minutes No.1) and by Resolution of Gazprom's annual
General Shareholders Meeting on June 27, 2008 (Minutes No.1)**

1. Sub-clauses 6 and 7 of clause 2.1 shall be amended as follows:

“6) placement of additional shares into which the preferred shares of a certain type previously placed by the Company are converted, should such shares be convertible into ordinary shares of preferred shares of other types – in case such placement is not associated with an increase of the Company's equity capital; and also the placement of bonds or other issuable securities except for shares;

7) set up the price (estimated money value) of property, price of placement (or the procedure of defining such price) and price of buy-out of issuable securities in cases stipulated by the Federal Law “On Joint Stock Companies””.

2. New sub-clause 22.1 shall be added to clause 2.1 to be read as follows:

“22.1) application about listing the Company's shares and/or the Company's issuable securities convertible into the Company's shares;”