

**MATERIAL FACT STATEMENT
ON SPECIFIC DECISIONS ADOPTED BY ISSUER'S BOARD OF DIRECTORS**

1. General information	
1.1. Full legal name of issuer	Open Joint Stock Company Gazprom
1.2. Short legal name of issuer	JSC Gazprom
1.3. Location of issuer	16 Nametkina St., Moscow, Russian Federation
1.4. OGRN (Primary State Registration Number) of issuer	1027700070518
1.5. INN (Taxpayer Identification Number) of issuer	7736050003
1.6. Unique issuer code assigned by registering authority	00028-A
1.7. Internet pages used by issuer to disclose information	www.gazprom.ru ; www.e-disclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement
<p style="text-align: center;">On approval of issuer's (commercial company) General Shareholders Meeting agenda and other solutions related to preparing, convening and holding General Shareholders Meeting of such issuer</p> <p>2.1. Quorum of issuer's Board of Directors meeting and voting results related to taking decisions: meeting held in form of absentee voting, 11 of 11 Board of Directors Members provided voting ballots, quorum is recorded as present. Voting results: agenda issue "On holding annual General Shareholders Meeting" – "In favor" – 11 votes, "Against" – 0 votes, "Abstentions" – 0 votes; agenda issue "On considering proposed candidates for nomination to Gazprom's Board of Directors and Audit Commission, and also issues to agenda for Company's annual General Shareholders Meeting" – "In favor" – 11 votes, "Against" – 0 votes, "Abstentions" – 0 votes.</p> <p>2.2. Contents of decisions adopted by Gazprom's Board of Directors: agenda issue "On holding annual General Shareholders Meeting" of Gazprom: 1. Convene Gazprom's annual General Shareholders Meeting in Moscow on June 27, 2014. 2. Determine that list of persons entitled to participate in Gazprom's annual General Shareholders Meeting is compiled by virtue of Gazprom's Shareholder Register at close of business day on May 8, 2014. agenda issue "On considering proposed candidates for nomination to Gazprom's Board of Directors and Audit Commission, and also issues to agenda for Company's annual General Shareholders Meeting": 1. Include following candidates into list for voting at Gazprom's annual General Shareholders Meeting: in election to Gazprom's Board of Directors: Akimov, Andrey Igorevich – Chairman of Management Board, Gazprombank (Open Joint Stock Company); Gazizullin, Farit Rafikovich – Member of Board of Directors, Gazprom; Zubkov, Viktor Alexeevich – Russian Special Presidential Representative for Cooperation with Gas Exporting Countries Forum; Karpel, Elena Evgenievna, Head of Pricing and Economic Expert Analysis Department, Gazprom; Kulibaev, Timur – Chairman of Legal Entities Association "Kazakhstan Association of Oil, Gas and Energy Sector Organizations (KAZENERGY)", Chairman of Presidium of Legal Entities Association "National Economic Chamber of Kazakhstan"; Markelov, Vitaly Anatolyevich – Deputy Chairman of Management Committee, Gazprom; Martynov, Viktor Georgievich – Rector of Federal State Budgetary Educational Institution of Higher Professional Education "Gubkin Russian State University of Oil and Gas"; Mau, Vladimir Alexandrovich – Rector of Federal State Budgetary Educational Institution of</p>

Higher Professional Education “Russian Presidential Academy of National Economy and Public Administration”; Miller, Alexey Borisovich – Chairman of Management Committee, Gazprom; Musin, Valery Abramovich – Head of Civil Procedure Department, Faculty of Law, Federal State Budgetary Educational Institution of Higher Professional Education “Saint Petersburg State University”; Remes, Seppo Yuha – Director General of Kiuru; Saveliev, Oleg Genrikhovich – Deputy Minister of Economic Development of Russian Federation; Sapelin, Andrey Yurievich – First Deputy Chairman – Board Member of State Corporation “Bank for Development and Foreign Economic Affairs (Vnesheconombank)”; Sereda, Mikhail Leonidovich – Deputy Chairman of Management Committee – Head of Administration of Management Committee, Gazprom;

in election to Gazprom’s Audit Commission:

Alisov, Vladimir Ivanovich – First Deputy Head of Legal Department, Gazprom; Arkhipov, Dmitry Alexandrovich – First Deputy Head of Management Committee Administration – Head of Internal Audit Department, Gazprom; Afonyashin, Alexey Anatolievich – Deputy Director of Department, Ministry of Economic Development of Russia; Babenkova, Irina Mikhailovna – Deputy Head of Directorate, Federal Agency for State Property Management, Belobrov, Andrey Viktorovich – Deputy Head of Internal Audit Department of Management Committee Administration – Head of Organizational Directorate, Gazprom; Bikulov, Vadim Kasymovich – Head of Methodology Directorate of Internal Audit Department of Management Committee Administration, Gazprom; Vit, Larisa Vladimirovna – Head of Directorate of Revenues, Expenditures Accounting and Reporting of Accounting Department, Gazprom; Ivannikov, Alexander Sergeevich – First Deputy Head of Department for Finance and Economics, Gazprom; Mikhina, Marina Vitalievna – Advisor to Head of Federal Agency for State Property Management; Nosov, Yury Stanislavovich – Deputy Head of Management Committee Administration – Head of Administrative Department, Gazprom; Oganyan, Karen Isosifovich – Head of Tax Policy Department, Gazprom; Osipenko, Oleg Valentinovich – Director General of Rincon-Gamma consulting company; Platonov, Sergey Revazovich – Deputy Director of Department, Ministry of Finance of Russia; Rai, Svetlana Petrovna – Head of Internal Audit and Control, Rosneft; Rosseev, Mikhail Nikolaevich – Deputy Chief Accountant of Gazprom; Fisenko, Tatiana Vladimirovna – Director of Department, Ministry of Energy of Russia; Khadziev Alan Fyodorovich, Director of Department, Ministry of Energy of Russia; Shevchuk, Alexander Viktorovich – Deputy Executive Director of Investor Protection Association.

2. Put following items submitted by shareholders on agenda of Gazprom’s annual General Shareholders Meeting in 2014:

1. Approval of Company’s Annual Report.
2. Approval of Company’s annual Accounting Statements including Profit and Loss Statement.
3. Approval of Company’s profit distribution based on results of 2013.
4. On amount, terms and form of dividend payouts based on results of 2013 and date stipulating when list of persons entitled to receive dividends is drawn up.
5. On remuneration payment to Board of Directors (Supervisory Council) Members (non-government officials) for their duties on Board in amount prescribed by Company’s regulatory documents.
6. Election of Company’s Board of Directors (Supervisory Council) Members.
7. Election of Company’s Audit Commission Members.
8. Approval of Company’s Auditor.
9. On remuneration of Company’s Audit Commission Members.

2.3. Date of Gazprom’s Board of Directors meeting that adopted corresponding resolutions:

February 4, 2014.

2.4. Date of compilation and number of Minutes of Gazprom's Board of Directors meeting that adopted corresponding resolutions: Minutes No. 931 of Gazprom's Board of Directors meeting of February 4, 2014.

3. Signature

3.1. Member of Management Committee,
Head of Asset Management
and Corporate Relations Department
(acting under power of attorney
No. 01/0400-48д dated February 14, 2012)

_____ Elena Mikhailova
(signature)

3.2. Date: February 4, 2014