

**MATERIAL FACT STATEMENT
ON SETTLEMENT OF MAJOR TRANSACTION BY ISSUER'S AFFILIATED
COMPANY OF MATERIAL IMPORTANCE**

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. Address 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	
2.1.	Type of company which conducted major transaction: issuer's affiliated company of material importance.
2.2.	Full legal name, address, INN (if applicable), OGRN (if applicable) of company which conducted major transaction: Limited Liability Company Gazprom Neft Shelf. Address of commercial entity: 101 Gazoprovod Settlement, Sosenskoye Village, 142770, Moscow, Russian Federation. INN 7725610285 OGRN 5077746978315
2.3.	Transaction category: major transaction.
2.4.	Type and subject of transaction: loan agreement, according to which one party ("Lender") transfers funds to ownership of another party ("Borrower").
2.5.	Content of transaction including civil rights and obligations being determined, modified or terminated by means of transaction: Lender provides Borrower with sum of money, and Borrower is obliged to repay provided loan in full and pay interest for use of borrowed means.
2.6.	Deadline of contractual obligations, transaction parties and beneficiaries, value of transaction in monetary terms and as percentage of value of assets owned by issuer's affiliated company which conducted transaction: Deadline of contractual obligations: contract is effective until Borrower fully complies with assumed obligations, and Borrower undertakes to repay loan and pay interest before or on October 31, 2015. Parties and beneficiaries of transaction: Gazprom Neft ("Lender"), Gazprom Neft Shelf ("Borrower"). Worth of transaction: no more than RUB 15 000 000 000 , including: - Sum of loan – RUB 14 000 000 000 ; - Sum of interest: no more than RUB 1 000 000 000. Worth of transaction compared to worth of assets of company which completed transaction 61.33%.
2.7.	Worth of assets owned by issuer's affiliated company, which made transaction, as at end of reporting period (quarter), preceding transaction (agreement), with respect to which deadline of accounting (financial) statements submission expired: RUB 24 456 122 thousand as of September 30, 2013.
2.8.	Date of transaction (agreement): November 07, 2013 (date of contract), November 14, 2013 (date of first tranche).
2.9.	Information on transaction approval in case when such transaction was approved by authorized management body of issuer's affiliated company which conducted transaction: 2.9.1. Name of company's management body which made decision to approve transaction:

General Participants Meeting (sole participant).

2.9.2. Date of mentioned decision making: **December 04, 2013.**

2.9.3. Date and number of minutes of meeting (session) of company's management body which made this decision: **Decision of participant (Gazprom Neft Shelf) No. 337, dated December 04, 2013.**

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

3.2. Date: February 10, 2014