

**MATERIAL FACT STATEMENT
ON CERTAIN DECISIONS OF ISSUER'S BOARD OF DIRECTORS**

1. General information	
1.1. Full legal name of issuer	<i>Open Joint Stock Company Gazprom</i>
1.2. Short legal name of issuer	<i>JSC Gazprom</i>
1.3. Location of issuer	<i>16 Nametkina St., Moscow, Russian Federation</i>
1.4. OGRN (Primary State Registration Number) of issuer	<i>1027700070518</i>
1.5. INN (Taxpayer Identification Number) of issuer	<i>7736050003</i>
1.6. Unique issuer code assigned by registering authority	<i>00028-A</i>
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	
On ratification of transactions, considered by Russian Federation law as major transactions and (or) transactions of corporate interest	
2.1. Quorum of Gazprom Board of Directors and voting results on certain decisions: meeting in absentia, 11 out of 11 Board of Directors members submitted voting ballots, quorum recorded as present. Voting results: On participation of Gazprom in South Stream Transport B.V. – In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.	
2.2. Content of decision made by issuer's Board of Directors: In compliance with subclause 17.1 of clause 1 of article 65, article 77, Chapter 11 of Federal Law on Joint Stock Companies, subclauses 7, 17, 22 of clause 34.1 of Gazprom's Articles of Association, Gazprom Board of Directors resolved:	
<ol style="list-style-type: none"> 1. To negotiate participation of Gazprom in South Stream Transport B.V. 2. To determine that based on market price calculated by National Rating and Consulting Agency, price of 205,990 (Two hundred five thousand nine hundred and ninety) shares of South Stream Transport B.V. being purchased by Gazprom to be equal to EUR 212,574,825 (Two hundred twelve million five hundred seventy four thousand eight hundred and twenty five euros). 3. To validate Gazprom's purchase of 205,990 (Two hundred five thousand nine hundred and ninety) shares of South Stream Transport B.V. owned by Gazprom Germania GmbH with nominal value of EUR 100 (one hundred euros) each and total value of EUR 20,599,000 (Twenty million five hundred and ninety nine thousand) that comprises 50 per cent of equity capital of South Stream Transport B.V. at price of EUR 212,574,825 (Two hundred twelve million five hundred seventy four thousand eight hundred and twenty five euros) as transaction of corporate interest. 	
2.3. Date of issuer's Board of Directors meeting where corresponding decisions were made: April 17, 2014.	
2.4. Date of compilation and number of minutes for issuer's Board of Directors meeting where corresponding decisions were made: Minutes of Board of Directors' meeting No. 939, dated April 17, 2014.	

1. 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: April 21, 2014