

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. 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

On approval of General Shareholders Meeting agenda of issuer being commercial company and other decisions related to preparing, convening and holding General Shareholders Meeting of such issuer; on recommendations concerning amount of dividends on shares of issuer constituting joint stock company and procedures of payment

- 2.1. Quorum of issuer's Board of Directors Meeting: on issues I-XIV – 100% quorum is reached.
2.2. Voting results on decision-making issues: on issues I-XIV – 11 “in favour”.
2.3. Contents of decisions taken by Gazprom's Board of Directors:

I. To determine:

form of Gazprom's annual General Shareholders Meeting – meeting (joint presence of shareholders for discussion of agenda issues and decision making on issues put to vote);
date and time of Gazprom's annual General Shareholders Meeting – June 27, 2014 at 10:00 am (local time);

venue of Gazprom's annual General Shareholders Meeting – Company's premises: Conference Hall of bldg. 2, 16 Nametkina St., Moscow, Russian Federation;
postal address, where completed ballots could be sent, - Gazprom, 16 Nametkina St., 117997, GSP-7, Moscow;

date and time of registering Gazprom's annual General Shareholders Meeting participants – June 25, 2014 from 10:00 to 17:00; June 27, 2014 from 9:00.

II. To approve Gazprom's annual General Shareholders Meeting agenda:

1. Approval of Company's Annual Report.
2. Approval of Company's annual Accounting Statements including Company's financial results.
3. Approval of Company's profit distribution based on 2013 results.
4. On amount, terms and form of dividend payout based on 2013 results as well as on date when list of persons entitled to receive dividends is drawn up.
5. Approval of Company's Auditor.
6. On remuneration for Board of Directors (Supervisory Council) Members being non-government officials in amount prescribed by Company's regulatory documents.
7. On remuneration for Audit Commission Members.
8. On introduction of amendments into Gazprom Articles of Association.
9. On introduction of amendments into Provision on Gazprom Board of Directors.
10. On ratification of guarantees of Gazprom to South Stream Transport under obligations of Gazprom Export.
11. On ratification of transactions of corporate interest to be potentially executed by Gazprom while carrying on its usual business.
12. Election of Company's Board of Directors (Supervisory Council) Members.
13. Election of Company's Audit Commission Members.

III. To approve Gazprom's annual General Shareholders Meeting notice wording (see attached),

publish it in Rossiyskaya Gazeta newspaper and send it to each person indicated in list of persons entitled to take part in Gazprom's annual General Shareholders Meeting by registered letter no later than May 27, 2014.

IV. 1. Approve list of data (materials) provided to shareholders before Gazprom's annual General Shareholders Meeting (see attached).

2. Data (materials) are provided for information of persons entitled to participate in annual General Shareholders Meeting, starting from May 20, 2014 at Gazprom's premises (room 329 CD, bldg. 2, 16 Nametkina St., Moscow), at Company's registrar: SR-DRAGA and in its branches as well as in regional depositaries of Gazprombank (Open Joint Stock Company) at place of recording rights to shares of Company, relevant addresses will be published in Gazprom's annual General Shareholders Meeting notice.

V. To approve form and wording of ballots for voting on agenda issues of Gazprom's annual General Shareholders Meeting (see attached).

VI. 1. To form Gazprom's annual General Shareholders Meeting Presidium consisting of Gazprom's Board of Directors Members.

2. To approve Viktor Zubkov, Gazprom's Board of Directors Chairman as Gazprom's annual General Shareholders Meeting Chairman.

VII. 1. To approve attached distribution of Gazprom's profit based on Company's operating results in 2013.

2. To recommend Company's annual General Shareholders Meeting to approve distribution of Gazprom's profit based on 2013 Company's operating results, as proposed by Gazprom's Board of Directors.

3. To empower Alexey Miller, Gazprom's Board of Directors Deputy Chairman and Management Committee Chairman to present Gazprom's annual General Shareholders Meeting proposals regarding profit distribution on June 27, 2014.

VIII. 1. To approve proposals:

on paying out annual dividends in monetary form amounting to RUB 7.20 per Gazprom's ordinary share to nominal value of RUB 5 based on Company's operating results in 2013;

on determining deadline for listing persons entitled to receive dividends – July 17, 2014.

on determining deadline to pay dividends for registered shareholders and their trustees, stock professionals listed in Gazprom's Register of Shareholders – July 31, 2014;

on determining deadline to pay dividends for other Gazprom's registered shareholders – August 21, 2014.

2. To recommend Gazprom's annual General Shareholders Meeting to approve mentioned proposals of Gazprom's Board of Directors.

IX. 1. To provisionally endorse attached 2013 Annual Report of Gazprom.

2. To empower Alexey Miller, Gazprom's Board of Directors Deputy Chairman and Management Committee Chairman to present Annual Report to Gazprom's annual General Shareholders Meeting on June 27, 2014.

X. To provisionally endorse attached 2013 Annual Accounting Statements of Gazprom (parent company) compiled in accordance with Russian law, and submit it for approval by Gazprom's annual General Shareholders Meeting.

XI. 1. To endorse proposals on amount of remuneration for Board of Directors and Audit Commission Members who are not taking public or civil service offices in Russian Federation: to Board of Directors Chairman – RUB 24,220,550; to Board of Directors Deputy Chairman – RUB 23,494,800; to Board of Directors member functioning as Chairman of Gazprom's Board of Directors Committee for audit – RUB 21,172,400; to Board of Directors members participating in Gazprom's Board of Directors Committee for audit – RUB 20,301,500 each; to Board of Directors members not having additional responsibilities in Board of Directors – RUB 19,866,050 each; to Audit Commission Chairman – RUB 4,499,708; to Audit Commission members – RUB 3,093,630 each.

2. To submit mentioned proposals to Gazprom's annual General Shareholders Meeting.

XII. To nominate Closed Joint Stock Company PricewaterhouseCoopers Audit for approval by General Shareholders Meeting of Gazprom as Company's Auditor.

XIII. To endorse and submit to Gazprom's annual General Shareholders Meeting: draft amendments into Gazprom Articles of Association (Attachment 1);

draft amendments into Provision on Gazprom's Board of Directors (Attachment 2).

XIV. 1. To determine that Gazprom assumes without compensation commitment to South Stream Transport B.V. to provide for executing all obligations of Gazprom Export under Gas Transmission Agreement between South Stream Transport B.V. and Gazprom Export dated October 2, 2013.

2. To determine that price of property, which may be disposed by Company in connection with executing obligations specified in item 1 of this decision, is calculated according to attachment to current decision and comes to EUR 49,504,000,000 (forty nine billion, five hundred and four million) as of this decision taking date.

2.4. Date of Gazprom's Board of Directors meeting that adopted corresponding decisions: May 15, 2014.

2.5. Date of preparation and number of Minutes of Gazprom's Board of Directors meeting that adopted corresponding decisions: Minutes No. 944 of Gazprom's Board of Directors meeting of May 15, 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: May 15, 2014