

**MATERIAL FACT STATEMENT
ON CERTAIN DECISIONS OF 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 ratification of transactions, considered by Russian law as major transactions and (or) transactions of corporate interest	
<p>2.1. Quorum of Gazprom Board of Directors meeting and voting results on certain decisions: 11 out of 11 elected Board of Directors Members took part in meeting in absentia, quorum recorded as present. Voting results on agenda item: On termination of Gazprom's participation in Gazprom Szhizhenny Gaz (Liquefied Gas) – In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p>	
<p>2.2. Content of decision made by issuer's Board of Directors: In compliance with Article 77, Chapter 11, subclause 17.1 of clause 1 in Article 65 of Federal Law on Joint Stock Companies and subclauses 7, 17, 22 of clause 34.1 of Gazprom's Articles of Association and Procedures for Completing Transactions approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Board of Directors resolved:</p> <ol style="list-style-type: none"> 1. To negotiate termination of Gazprom's participation in Gazprom Szhizhenny Gaz (Liquefied Gas). 2. To approve conclusion of agreement between Gazprom and Gazprom Mezhhregiongaz on contributing part of stake to equity capital as transaction of corporate interest under terms listed in Appendix No. 1 to this Decision. 3. To approve conclusion of agreement between Gazprom and Gazprom Gaznergoset on sales and purchase of stake in equity capital of Gazprom Szhizhenny Gaz (Liquefied Gas), as transaction of corporate interest under terms listed in Appendix No. 2 to this Decision. 4. To determine that details of transactions, approved by this Decision, as well as details about parties of transaction are to be disclosed after transactions settlement. 	
2.3. Date of Gazprom Board of Directors meeting where corresponding decision was made: December 23, 2014.	
2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 984, dated December 23, 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	December	23, 2014	L.S.