

**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
<p>On ratification of transactions considered by Russian law as major transactions and (or) related-party transactions</p> <p>2.1. Quorum of issuer's Board of Directors meeting and voting results on decision-making issues: 8 out of 11 elected Board of Directors' Members took part in meeting in absentia, quorum recorded as present, in favor – 8 out of 8 Board Members who took part in voting.</p> <p>2.2. Contents of decisions made by issuer's Board of Directors:</p> <p>On ratification of related-party transaction with Yamalgazinvest.</p> <p>1. To determine that, based on market value calculated by National Rating and Consulting Agency price of services specified in Appendix hereto shall be 3.4% of amount of reimbursable expenses of Yamalgazinvest related to fulfillment of Gazprom's instructions.</p> <p>2. To ratify conclusion of Agency Agreement between Gazprom and Yamalgazinvest as related-party transaction under terms listed in Appendix to this decision.</p> <p>2.3. Appendix to Gazprom Board of Directors' Decision No. 2238 dated August 16, 2013</p> <p>Basic terms and conditions of contract for services.</p> <p>Parties:</p> <p>Customer: Gazprom</p> <p>Contractor: Yamalgazinvest</p> <p>Subject: Gazprom commissions, and Yamalinvestgaz undertakes for consideration to carry out all activities on technical inventory, cadastral registration, obtaining cadastral certificates, state registration of rights, restrictions (encumbrances), transfer or termination of rights in real property of Gazprom and transactions therewith, making changes and corrections of technical errors in entries to Unified State Register of Real Property Rights and Transactions Therewith, represent Gazprom in arbitration courts and in courts of general jurisdiction in cases on declaration of title of Gazprom in real property units, on establishment of fact of possession and use of real property, and appeal from denials of state registration of rights of Gazprom, denials of cadastral registration, other activities pursuant to contract and written instructions of Gazprom.</p> <p>Particular list of real property units that require activities stipulated by agency agreement shall be set in instructions of Gazprom. In relation to newly-developed units of real property or units of real property changing their technical (quality) characteristics given further capital investments, Yamalgazinvest shall not later than one month before expected date of submission to Gazprom for approval of acceptance certificates for completed facilities submit to Gazprom information about real property units (lists of real property units accepted into service) required for preparation of instructions of Gazprom in approved format. Cost of services and payment procedure:</p> <ul style="list-style-type: none"> <li>- reimbursement to Yamalgazinvest in amount of 3.4% of amount of reimbursable expenses of Yamalgazinvest related to execution of instructions of Gazprom (exclusive of VAT paid by Yamalgazinvest to third persons), unless other amount of reimbursement of Yamalgazinvest is not set forth in Gazprom's instruction;</li> <li>- in addition to amount of reimbursement of Yamalgazinvest calculated pursuant to this paragraph VAT at rate pursuant to laws of Russian Federation on taxes and charges shall be presented to Gazprom for payment.</li> </ul> <p>Payment for services:</p> <p>Reimbursement shall be paid to Yamalgazinvest within 30 (Thirty) days following signing by Parties of service acceptance certificate subject to availability of invoice issued by Yamalgazinvest to amount of reimbursement of Yamalgazinvest. Yamalgazinvest shall issue to Gazprom invoice not later than 5 (Five) calendar days following</p>

date of signing by Parties of service acceptance certificate.

Simultaneously with payment of reimbursement to Yamalgazinvest documented costs incurred by Yamalgazinvest in connection with execution of instructions of Gazprom under contract shall be compensated (less funds earlier transferred to Yamalgazinvest against compensation of costs).

Coming into effect and term of Contract:

Contract shall come into effect from date of signing thereof by Parties and shall remain valid for indefinite term.

2.4. Date of issuer's Board of Directors meeting where corresponding decisions were made: August 16, 2013.

2.5. Date of execution and number of minutes of issuer's Board of Directors meeting where corresponding decisions were made: Minutes No. 989 dated August 16, 2013.

### 3. Signature

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

Elena Mikhailova

(signature)

3.2. Date      August      16, 2013

L.S.