

**MATERIAL FACT STATEMENT
ON ISSUER'S CONCLUSION OF RELATED-PARTY TRANSACTION**

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>2.1. Category of transaction: <i>Related-party transaction.</i></p> <p>2.2. Type and subject of transaction: <i>Agreement with Giprospetsgaz and South Stream Transport AG for transfer of rights and liabilities under contract for complex engineering survey at project documentation stage within implementation of offshore South Stream gas pipeline section project between Gazprom and Giprospetsgaz.</i></p> <p>2.3. Contents of transaction, including rights and liabilities that concluded transaction is designed to establish, alter, or terminate: <i>Gazprom with consent of Giprospetsgaz assigns, and South Stream Transport AG assumes unused rights and outstanding liabilities of Customer within implementation of offshore South Stream gas pipeline section project between Gazprom and Giprospetsgaz.</i></p> <p>2.4. Deadline for fulfillment of obligations under transaction, parties and beneficiaries under transaction, amount of transaction in monetary terms and in terms of percentage of value of issuer's assets: Parties and beneficiaries: <i>Contractor – Giprospetsgaz, Original customer – Gazprom, Beneficiary (Assignee) – South Stream Transport AG.</i> Deadline for fulfillment of obligations: <i>Contract shall become effective upon signing thereof.</i> Amount of transaction in monetary terms and in terms of percentage of value of Gazprom's assets: <i>Transaction is not for consideration.</i></p> <p>2.5. Value of Gazprom's assets as of end of accounting period (quarter) preceding conclusion of transaction, in relation to which established term for provision of accounting (financial) statements expired: <i>RUB 9,913,564,704,000 (as of September 30, 2012).</i></p> <p>2.6. Transaction (contract) date: <i>November 14, 2012.</i></p> <p>2.7. Information about transaction ratification in case such transaction was ratified by issuer's authorized management body:</p> <p>2.7.1. Name of issuer's management body that decided to ratify transaction: <i>Gazprom Board of Directors.</i></p> <p>2.7.2. Date of decision on ratification of transaction: <i>date of Gazprom Board of Directors meeting in absentia: November 13, 2013.</i></p> <p>2.7.3. Date of execution and number of minutes of issuer's management body meeting in which decision was made on ratification of transaction: <i>Minutes No. 914 of Gazprom Board of Directors meeting dated November 13, 2013.</i></p>

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)

(signature)

Elena Mikhailova

3.2. Date: November 13, 2013

L.S.