

**MATERIAL FACT STATEMENT
ON INFORMATION WHICH IN ISSUER'S OPINION HAS SIGNIFICANT EFFECT
ON VALUE OF ITS REGISTRABLE SECURITIES**

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>Issuer's decision on procedure of bond placing and term for making offers to conclude preliminary contract</p> <p>2.1. Short description of event (action), occurrence (commitment) of which, in issuer's opinion, has effect on value of its registrable securities: <i>Taking decision by issuer on procedure of placing certificated non-convertible interest-bearing bearer exchange bonds of Gazprom, series BO-19 under mandatory centralized custody with possibility of early repayment upon holders' demand and at Gazprom discretion (identification number 4B02-19-00028-A dated August 10, 2011) and term for making offers with proposal to conclude preliminary contract.</i></p> <p>2.2. In case said event (action) is related to or connected with third party – full legal name (name – for non-commercial organizations), address, INN (if applicable), OGRN (if applicable) or surname, name, patronymic of such person: <i>It is impossible to provide information, information concerns potential purchasers of bonds, series BO-19 of Gazprom.</i></p> <p>2.3. In case said event (action) is related to or connected with decision made by authorized governing body of issuer or third party, – name of such governing body, date and content of decision, date of compilation and number of minutes of meeting (session) of issuer's authorized governing body in case decision was made by collegiate body of such entity: <i>Decision was made by Chairman of Gazprom Management Committee on November 21, 2013 (Order No. 429 dated November 21, 2013).</i></p> <p><i>“1. To determine that placing certificated non-convertible interest-bearing bearer exchange bonds, series BO-19 under mandatory centralized custody (hereinafter referred to as exchange bonds) will take place by means of collecting specific applications from buyers for acquiring exchange bonds at price of placing that equals 100% of nominal value and percentage rate of coupon for first coupon period determined pursuant to and under terms envisaged by Securities Issue Resolution and Securities Prospectus approved by resolution of Gazprom Board of Directors No. 1835 dated June 28, 2011, as amended, approved by resolutions of Gazprom Board of Directors No. 2228 dated August 6, 2013, No. 2271 dated October 24, 2013, No. 2272 dated October 24, 2013.</i></p> <p><i>2. To determine that term for making offers to conclude preliminary contracts with potential purchasers of exchange bonds containing obligation to conclude principal exchange bond purchase contracts at start date of placing exchange bonds, begins from 10:00 am Moscow time on November 25, 2013 and ends at 5:00 pm Moscow time on November 25, 2013.”</i></p> <p>Re: <i>Participation in placing exchange bonds of Open Joint Stock Company Gazprom, series BO-19.</i></p> <p>ATTENTION: YOU SHALL REVIEW FOLLOWING INFORMATION BEFORE TAKING ANY ACTIONS.</p>

This statement refers to following information and issuing documents posted on: <http://www.gazprom.ru/>; <http://www.e-disclosure.ru/portal/company.aspx?id=934> (hereinafter together referred to as “Documents”) and you shall carefully review provisions of this statement before taking any actions concerned with such Documents. While reviewing and taking any actions related to Documents, you assume obligation to observe conditions set out below, including any amendments to such conditions as may you obtain from us following your Documents review.

THIS STATEMENT AND DOCUMENTS SUBMITTED TO YOUR ATTENTION DO NOT REPRESENT ANY SECURITIES SALES OFFER AND THEY ARE NOT INTENDED FOR REVIEWAL OR GETTING ACCESS BY PARTIES LOCATED IN UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN.

THIS STATEMENT AND DOCUMENTS CAN NOT BE DIRECTED OR DISTRIBUTED IN ANY WAY DIFFERENT FROM SPECIFIED HEREINAFTER, AND CAN NOT BE REPRODUCED BY ANY MEANS.

Neither Gazprombank (Open Joint Stock Company), nor Limited Liability Company Renaissance Capital, nor Gazprom (hereinafter “Issuer”) do not make any securities sales offers and do not undertake any actions herein, intended for receiving offer on purchasing any securities regarding any parties under any jurisdiction. This statement and Documents submitted to your attention can not be used for or due to preparation of any statement in any jurisdictions or under any circumstances, where such prepared statement will be considered inappropriate or illegal. Issuer requires from each party receiving access to this statement and Documents to study and observe such limitations. Documents submitted for your attention have solely informative nature and are not advertisement or any securities sales offer in any country.

Any securities of Issuer cannot be offered for sale or sold in United States of America without registration or exemption from registration in compliance with United States Securities Act of 1933 (as amended).

This statement and Documents are intended exclusively for: (i) parties located outside Great Britain, or (ii) professional investors subject to Article 19(5) of Order (Financial Promotion) 2005 (hereinafter “Order”) under Financial Services and Markets Act 2000 of UK or (iii) high net worth entities, and other parties to whom such statement and Documents may be lawfully communicated subject to Article 49(2)(a) to (d) of Order (all such mentioned parties together hereinafter referred to as “Relevant Parties”). Any securities may be acquired, and any invitation, offer or agreement on subscription, purchase or other acquirement of such securities may be accepted only by Relevant Parties. Any other party being not Relevant Party shall not act in connection with, or otherwise rely on this statement and Documents or any information therein. Any public offering of securities, which may be deemed to be made by virtue of factual submission of this statement and Documents in any European Community member state, which applied Directive 2003/71/EC (together with any additional procedures of its application in such member state, hereinafter referred to as “Prospectus Directive”), is addressed exclusively to qualified investors of this EU member state determined by Prospectus Directive.

This statement and Documents are not issue prospectus for purposes of their interpretation according to procedures of Prospectus Directive application and other applicable law. This statement and Documents as well as issue prospectus prepared in connection with placing Issuer’s securities, cannot be distributed in any country, where such distribution requires observance of additional requirements or infringes law of such country.

HOLDING OF EXCHANGE BONDS OR OTHER FINANCIAL INSTRUMENTS ARE ALWAYS SUBJECT TO RISKS.

This statement has exclusively informative nature and contains very limited information on

investing in securities of Issuer. Such investment shall follow balanced decision, which is based, inter alia, on thorough analysis of Issuer, its affiliated bodies, transactions, financial condition, sales and revenues, general status of Russian economy and other risk factors.

Dear Investor,

This is to inform you on opportunity to take part in placing certificated non-convertible interest-bearing exchange bonds of Gazprom (hereinafter “Issuer”), Renaissance Capital (hereinafter “**Renaissance Capital**”), Gazprombank (Open Joint Stock Company) (hereinafter “**Gazprombank**”) act as placement organizers (hereinafter “Organizers”). This statement constitutes proposal to make offers and it is not offer.

Issuer got access to trading on stock exchange in process of placing certificated non-convertible interest-bearing bearer exchange bonds of Gazprom, series BO-19 under mandatory centralized custody totaling 15,000,000 (fifteen million) items with nominal value of RUB 1,000 (one thousand) each with maturity date on 10,920th (ten thousand nine hundred twentieth) day from date of exchange bonds placing start, with option of early redemption upon request of owners and under consideration of Issuer (hereinafter “Exchange Bonds”). Issue of Exchange Bonds is admitted to trading by Moscow Exchange at stock exchange while placing on August 10, 2011 with assignment of identification number 4B02-19-00028-A. Admittance of Exchange Bonds to trading at stock exchange while placing does not mean that factual information presented in issue documents is accurate and reliable. Placing of Exchange Bonds will occur by accomplishment of Exchange Bonds purchase and sale deals at Moscow Exchange. Placing of Exchange Bonds is scheduled for November 27, 2013 but may happen on other date. Final date of placing start is stipulated (determined) according to Securities Issue Resolution and Securities Prospectus (hereinafter “Issue Documents”). Exchange Bonds may be paid for only in money.

You may take part in placing by making in due course offer to conclude preliminary contract on your purchase of Exchange Bonds (hereinafter “Offer to Purchase”) on form stipulated in Appendix to this statement with indication of maximum total sum in Russian rubles, which is desirable and acceptable for your acquisition of Exchange Bonds, as well as minimum rate of first coupon on Exchange Bonds, which is desirable and acceptable for you to acquire Exchange Bonds for mentioned sum.

Offer to Purchase is your offer to conclude Preliminary Contract (as defined below).

In order to comply with requirements for procedure of placing Exchange Bonds, Organizers consider only Offers to Purchase, being duly composed and signed, and also submitted in line with procedure and under terms outlined in this statement.

Placement and settlement procedure

If you decide to participate in Exchange Bonds placement, please confirm your acceptance of Exchange Bonds terms and conditions set forth in Issue Documents and present statement, by delivering to Gazprombank (by courier, by fax or by e-mail) Offer to Purchase, composed and signed by you in proper way at address given below, not later than 5:00 pm (Moscow time) November 25, 2013 (hereafter “Book Closing Time”). In this case Offer to Purchase sent by legal person shall be made on such person’s letterhead, signed by authorized person and stamped with his seal. Offer to Purchase cannot be withdrawn after Book Closing Time.

For avoidance of doubt, please pay special attention that receipt of your Offer to Purchase by Organizers doesn't mean its acceptance. Neither Issuer nor Organizers assume any liabilities or make any assurances or warranties that your Offer to Purchase will be accepted fully or partly.

After determining first coupon rate on Exchange Bonds, Issuer makes decision to accept or to reject your Offer to Purchase. Only in case of making decision to accept your Offer to Purchase, Gazprombank, acting as attorney on behalf and at expense of Issuer, or on his own behalf as

commission agent at expense of Issuer, will send you (by courier, by fax or by e-mail) written acceptance notice (hereafter “Acceptance Notice”) of your Offer to Purchase at address, or by fax, or by e-mail specified in your Offer to Purchase. In case of sending Acceptance Notice by fax or by e-mail, it is deemed to be received at moment of sending. In case of making by Issuer decision to reject your Offer to Purchase, or your Offer to Purchase will not be considered by Issuer, or there will not be made any decision thereon, Organizers will not send you notice. Furthermore, fact that there will be no notice sent to you doesn't mean an acceptance of your Offer to Purchase (silence is not acceptance).

ATTENTION! ACCEPTANCE OF YOUR OFFER TO PURCHASE MEANS CONCLUSION OF PRELIMINARY CONTRACT BETWEEN YOU AND ISSUER (HEREAFTER “PRELIMINARY CONTRACT”), WHEREBY YOU AND ISSUER UNDERTAKE TO CONCLUDE ON DATE OF EXCHANGE BONDS PLACEMENT AN EXCHANGE BONDS PRINCIPAL SALE AND PURCHASE CONTRACT (HEREAFTER “PRINCIPAL CONTRACT”) ON FOLLOWING TERMS AND CONDITIONS: ISSUER UNDERTAKES TO SELL YOU, AND YOU UNDERTAKE TO PURCHASE FROM ISSUER (OR COMMISSION AGENT, ATTORNEY OR ANOTHER AGENT APPOINTED BY ISSUER) AND PAY FOR EXCHANGE BONDS IN AMOUNT, FOR PLACEMENT PRICE AND AT COUPON RATE SPECIFIED IN ACCEPTANCE NOTICE. HERewith NUMBER OF EXCHANGE BONDS SPECIFIED IN ACCEPTANCE NOTICE WILL DEPEND ON PLACEMENT PRICE, FIRST COUPON RATE AND MARKET DEMAND FOR EXCHANGE BONDS. YOUR OFFER TO PURCHASE CAN BE ACCEPTED FULLY OR PARTLY. IN CASE THAT YOUR OFFER TO PURCHASE WILL BE ACCEPTED PARTLY, PRELIMINARY CONTRACT IS DEEMED TO BE CONCLUDED REGARDING SUCH PART OF YOUR OFFER TO PURCHASE, WHICH WILL BE SPECIFIED IN ACCEPTANCE NOTICE*. PROCEDURE FOR CONCLUDING PRINCIPAL CONTRACT (EXCHANGE BONDS PLACEMENT PROCEDURE), EXCHANGE BONDS PLACEMENT DATE, PLACEMENT PRICE, FIRST COUPON RATE ON EXCHANGE BONDS AND SETTLEMENT TERMS ARE FIXED (DETERMINED) IN COMPLIANCE WITH ISSUE DOCUMENTS.

Present statement, Offer to Purchase and Acceptance Notice (if available) constitute integral part of Preliminary Contract.

All disputes related to conclusion of Preliminary Contract, its validity and performance, shall be settled by Moscow City Arbitration Court.

In case of your agreement with conditions listed above and procedure of participation in Exchange Bonds placement, you can send your Offer to Purchase by courier to office of Gazprombank at following address: 63 Novocheremushkinskaya St., 117418, Moscow, Russia, (for attention of Semyon Odintsov), or by fax: +7 (495) 983-17-63 (for attention of Semyon Odintsov), and duplicate Offer to Purchase by e-mail: IKotlyarchuk@rencap.com, AZavialov@rencap.com, ABolgak@rencap.com, AObosny@rencap.com, YStirmanov@rencap.com, BondsBook@gazprombank.ru (for attention of Semyon Odintsov, Ilya Remizov).

Best regards,

Gazprom

[ON INVESTOR’S LETTERHEAD]

* Acceptance notice will specify number of Exchange Bonds calculated on basis of placement price, as well as corresponding part of funds specified in your Offer to Purchase as maximum amount of money you are willing to spend on Exchange Bonds.

Date:

To Gazprombank
Correspondence address:
63 Novocheremushkinskaya St.,
117418, Moscow, Russia
Fax: (495) 983-17-63
For attention of: Semyon Odintsov
E-mail: BondsBook@gazprombank.ru,
Semen.Odintsov@gazprombank.ru

Duplicate to Renaissance Capital
Fax: (495) 258-79-22
For attention of: Yan Stirmanov
E-mail: YStirmanov@rencap.com

In regard to: Participation in placement of Open Joint Stock Company Gazprom exchange bonds, series BO-19.

Dear Sirs,

In accordance with invitation (hereafter **“Invitation”**) to make offers for conclusion of preliminary contracts, whereby investor and Gazprom undertake to conclude on start date of placing certificated non-convertible interest-bearing bearer exchange bonds, series BO-19, under mandatory centralized custody, with possibility of early redemption at request of holders and at discretion of Issuer, identification number of issue 4B02-19-00028-A of August 10, 2011 (hereafter **“Exchange Bonds”**), purchase and sale agreements for Exchange Bonds of Gazprom (hereafter **“Issuer”**), we forward you this statement.

This is to confirm, that we made aware of conditions and procedure of participation in Exchange Bonds placement and settlement terms and conditions set out in Invitation and Issue Documents, and declare our consent and readiness to conform to such conditions and procedure.

In connection therewith, having thoroughly analyzed financial, economic, legal and other risks and consequences of Exchange Bonds purchase and holding, we declare hereby our wish and readiness to participate in Exchange Bonds placement and offer to buy from Issuer (or attorney, commission agent or another agent appointed by Issuer) Exchange Bonds on following terms and conditions:

Maximum amount of money we are willing to spend on Exchange Bonds (Russian rubles)*	First Exchange Bonds minimum coupon rate, at which we are ready to purchase Exchange Bonds with mentioned maximum amount.
[please indicate]	[please indicate]

MICEX Stock Exchange trading participant to submit application for purchase of Exchange Bonds at our request will be represented by [please indicate name of your broker] (for investors acting through broker).

Present statement is Offer to Purchase, offer to conclude Preliminary Contract. Present Offer to Purchase is valid up to November 27, 2013 inclusive. In case, that present Offer to Purchase is accepted, please send us Acceptance Notice at following contacts: to send by courier: [indicate your office address], to send by fax: [indicate your office fax number], to send by e-mail: [indicate e-mail address of your office responsible executive].

All terms used but not defined in present statement shall have meaning assigned to them in Invitation.

* Given amount includes no charges related to Exchange Bonds purchase and performing calculations.

Yours faithfully,

Name:

Position:

(in case person is acting under power of attorney, indicate particulars of document)

L.S.

2.4. In case that corresponding event (activity) is related to, or can materially affect value of Issuer's certain registrable securities – kind, category (type) and other identification attributes of such Issuer's registrable securities:

- *certificated non-convertible interest-bearing bearer exchange bonds under mandatory centralized custody, series BO-19.*

2.5. Date of corresponding event (activity), in case that event is related to third party (corresponding activity performed by third party) – and also date on which Issuer was informed about occurrence of mentioned event (mentioned activity): ***November 21, 2013.***

3. Signature	
3.1. Deputy Chairman of Management Committee – Head of Department for Finance and Economics, Gazprom (acting under power of attorney No. 01/0400-121Д, dated March 4, 2013)	_____ (signature) L.S.
3.2. Date: November 21, 2013	Andrey Kruglov