

**MATERIAL FACT STATEMENT  
ON DECISIONS OF ISSUER'S BOARD OF DIRECTORS**

1. General information

1.1. Full legal name of issuer	Public Joint Stock Company Gazprom
1.2. Short legal name of issuer	PJSC Gazprom
1.3. Address of issuer	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
1.8. Date of event (material fact) which is reflected in statement (if applicable)	March 5, 2021

2. Contents of Statement

2.1. Quorum of Gazprom Board of Directors' meeting and voting results on decision making issues: meeting in absentia, 11 out of 11 elected Board of Directors Members took part in voting, quorum recorded as present.

Voting results on agenda items:

**"On follow-up approval of related-party transaction with Gazprom Export":** In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.

2.2. Content of decisions made by issuer's Board of Directors:

In compliance with Chapter 11 of Federal Law on Joint Stock Companies and subclause 17, clause 34.1 of Article 34 of Gazprom's Articles of Association, Gazprom Board of Directors decided to: Approve conclusion of Supplementary Agreement No. 2 between Gazprom and Gazprom Export, dated June 5, 2020, to Share Purchase Agreement between Gazprom and Gazprom Export, dated June 7, 2018, as related-party transaction on terms specified in appendix to Gazprom Board of Directors' decision.

2.2.1. Appendix.

**Principal terms and conditions of Supplementary Agreement No. 2, dated June 5, 2020, to Share Purchase Agreement between Gazprom and Gazprom Export, dated June 7, 2018**

<b>Parties</b>	Gazprom Gazprom Export
<b>Subject of Supplementary Agreement No. 2, dated June 5, 2020, to Share Purchase Agreement between Gazprom and Gazprom Export, dated June 7, 2018 (hereinafter – Supplementary Agreement No. 2 and Agreement, respectively)</b>	Amendments made to Agreement with regard to extending, from twenty-four (24) to thirty-six (36) months, period during which conditions precedent stipulated by Agreement shall be met. If conditions precedent are not met within specified period, Gazprom is obliged to return funds received under Agreement to Gazprom Export, and Agreement shall be terminated
<b>Material terms and conditions of Agreement</b>	Gazprom sells and Gazprom Export buys shares of EuRoPol GAZ s.a. owned by Gazprom, at price specified in Agreement. Information about EuRoPol GAZ s.a. shares being sold and purchased in accordance with Agreement:

type of securities – ordinary registered shares;  
 form of issuance – share certificates;  
 nominal value of one ordinary registered share – one hundred (100) Polish zloty;  
 total number of shares transferred under Agreement – 384,000 (Three hundred and eighty-four thousand) shares;  
 state registration number of EuRoPol GAZ s.a. - KRS 0000060709;  
 registration authority responsible for state registration of securities issue – District Court of Warsaw;  
 series of shares – Series A, Nos. 384001 to 768000;  
 registrar of EuRoPol GAZ s.a. is EuRoPol GAZ s.a.  
 Selling price of shares includes cash consideration for shares, as well as consideration for transfer of other rights and claims arising out of Agreement and amounting to USD 710,000,000 (Seven hundred and ten million). Price is payable in rubles at foreign currency exchange rate set by Central Bank of Russia as of payment date.  
 Gazprom shall perform all necessary actions to transfer shares to Gazprom Export, and to provide Gazprom Export with documents required to introduce relevant entries in shareholder register of EuRoPol GAZ s.a., within fourteen (14) calendar days from date of last condition precedent in accordance with provisions of Article 157 of Russian Civil Code:  
 other shareholders of EuRoPol GAZ s.a. will not exercise their right of pre-emption to purchase shares or waive their right of pre-emption to purchase shares in accordance with provisions of Articles of Association of EuRoPol GAZ s.a.;  
 general shareholders meeting of EuRoPol GAZ s.a. will agree to disposal of Gazprom Export shares in accordance with provisions of EuRoPol GAZ s.a. Articles of Association, otherwise, in case of disagreement or in absence of identifying another buyer of shares, timeframes established in EuRoPol GAZ s.a. Articles of Association will expire;  
 received, if approval of authorized government bodies of parties' states and state of EuRoPol GAZ s.a. is needed to complete this transaction.  
 Immediately after price is paid under Agreement and until ownership of shares is transferred to Gazprom Export, fulfillment of obligation on undertaking of all actions needed to transfer shares to Gazprom Export is secured by pledge of shares in favor of Gazprom Export. Pledge of shares is subject to special agreement between parties.

**Entry into force of Supplementary Agreement No. 2**

Supplementary Agreement No. 2 shall enter into force on date of its signing by both parties

**Person who was interested in transaction at moment of its**

Elena Burmistrova

Former Member of Gazprom Management Committee and

<b>settlement, and grounds on which said person was recognized as such</b>		Director General of Gazprom Export
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2.3. Date of Gazprom Board of Directors' meeting where corresponding decisions were made (date of submitting voting ballots): **March 4, 2021.**

2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decision was made: **No. 1356, dated March 5, 2021.**

3. Signature				
3.1. Deputy Department Head, Gazprom (acting under power of attorney No. 01/04/04-249д, dated March 28, 2018)			Dmitry Khandoga	
			(signature)	
3.2. Date	March	05, 2021	L.S.	