

**MATERIAL FACT STATEMENT
ON DECISION MAKING ABOUT RESTRUCTURING OR DISSOLUTION OF ENTITY
CONTROLLED BY ISSUER AND MATERIALLY IMPORTANT FOR ISSUER**

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)	April 26, 2021

2. Contents of Statement	
On decision making about restructuring of entity controlled by issuer and materially important for issuer	
2.1. Type of entity which made decision about restructuring: entity controlled by issuer and materially important for issuer.	
2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of relevant entity which made decision about restructuring: Gazprom Mezhregiongaz Limited Liability Company. Address of commercial entity: Saint Petersburg, Russian Federation. INN 5003021311. OGRN 1025000653930.	
2.3. Type of decision: restructuring.	
2.4. Content of decision about restructuring of relevant entity: Gazprom, being sole participant of Gazprom Mezhregiongaz, made following decision pursuant to Articles 57–60 of Civil Code of Russian Federation, Articles 33, 39, 51, 53 and 55 of Federal Law on Limited Liability Companies, and Articles of Association of Gazprom Mezhregiongaz, and with view to establishing in Gazprom Mezhregiongaz’s Articles of Association method of certification of decisions passed by Gazprom Mezhregiongaz’s General Meeting of Participants under sub-clause 3, Clause 3 of Article 67.1 of Civil Code of Russian Federation, that would be alternative to notarization:	
1. To approve participation of Gazprom Mezhregiongaz in Gazprom Gazoraspredeleniye SPC (Special-Purpose Company) Limited Liability Company (hereinafter – Gazprom Gazoraspredeleniye SPC) set up by way of restructuring through its spin-off from Gazprom Gazoraspredeleniye, by acquisition of stake with nominal value of RUB 99,928,000 (ninety-nine million, nine hundred and twenty-eight thousand) in equity capital of Gazprom Gazoraspredeleniye SPC by Gazprom Mezhregiongaz, which represents 99.928% of equity capital of Gazprom Gazoraspredeleniye SPC.	
2. To restructure Gazprom Mezhregiongaz (OGRN 1025000653930) by way of absorption of Gazprom Gazoraspredeleniye SPC set up by restructuring through spin-off of Gazprom Gazoraspredeleniye SPC from Gazprom Gazoraspredeleniye (OGRN 1047855099170), and to simultaneously restructure Gazprom Mezhregiongaz through spin-off of Gazprom Asset Management SPC from it and simultaneous absorption of Gazprom Asset Management (OGRN 1027739499622) by it (hereinafter – Restructuring).	
3. To approve withdrawal of Gazprom Mezhregiongaz from Gazprom Gazoraspredeleniye SPC, which is being restructured through its absorption by	

Gazprom Mezhregiongaz.

4. To approve Agreement on absorption of Gazprom Gazoraspredeleniye SPC by Gazprom Mezhregiongaz (attached).

5. To establish Gazprom Asset Management SPC on following terms and conditions: full legal name: Gazprom Asset Management SPC Limited Liability Company; short legal name: Gazprom Asset Management SPC LLC; address of Gazprom Asset Management SPC: Saint Petersburg; amount of equity capital of Gazprom Asset Management SPC: RUB 15,809,758,000 (fifteen billion, eight hundred and nine million, seven hundred and fifty-eight thousand);

Gazprom (OGRN 1027700070518) is sole participant of Gazprom Asset Management SPC and owns 100% stake in equity capital of latter, with nominal value of such stake amounting to RUB 15,809,758,000 (fifteen billion, eight hundred and nine million, seven hundred and fifty-eight thousand).

6. To determine that after completion of Gazprom Asset Management SPC restructuring through absorption of Gazprom Asset Management by it, equity capital of Gazprom Asset Management SPC will be increased by RUB 5,639,084,000 (five billion, six hundred and thirty-nine million, eighty-four thousand) up to RUB 21,448,842,000 (twenty-one billion, four hundred and forty-eight million, eight hundred and forty-two thousand), and nominal value of 100% stake held by PJSC Gazprom in equity capital of Gazprom Asset Management SPC will amount to RUB 21,448,842,000 (twenty-one billion, four hundred and forty-eight million, eight hundred and forty-two thousand).

7. To determine that Gazprom Mezhregiongaz shall perform following actions in accordance with established procedure on behalf of all companies involved in restructuring:

send written notification regarding commencement of restructuring procedure to authorized state body responsible for state registration of legal entities, with such notification containing indication of form of restructuring for each legal entity involved in restructuring;

after entry on commencement of restructuring procedure is made in Unified State Register of Legal Entities, publish, twice at monthly interval, notification of restructuring in mass media outlets which provide data on state registration of legal entities.

8. To approve Certificate of Transfer of Gazprom Mezhregiongaz being restructured through spin-off of Gazprom Asset Management SPC from it, with simultaneous restructuring of Gazprom Asset Management SPC by way of absorption of Gazprom Asset Management by it (hereinafter – Certificate of Transfer, attached).

9. To determine that rights and obligations of Gazprom Mezhregiongaz specified in Certificate of Transfer shall be transferred to Gazprom Asset Management SPC by way of succession.

10. To increase equity capital of Gazprom Mezhregiongaz by RUB 72,000 (seventy-two thousand) in connection with absorption of Gazprom Gazoraspredeleniye SPC by Gazprom Mezhregiongaz, following which equity capital of Gazprom Mezhregiongaz will amount to RUB 61,234,801,600 (sixty-one billion, two hundred and thirty-four million, eight hundred and one thousand, six hundred) and will be split between participants of Gazprom Mezhregiongaz in following manner:

Gazprom will hold stake with nominal value of RUB 61,234,729,600 (sixty-one billion, two hundred and thirty-four million, seven hundred and twenty-nine thousand, six hundred), representing $61,234,729,600/61,234,801,600$ of equity capital of Gazprom Mezhregiongaz;

Gazprom Transgaz Saint Petersburg will hold stake with nominal value of RUB 72,000 (seventy-two thousand), representing $72,000/61,234,801,600$ of equity capital of Gazprom Mezhregiongaz.

11. To reduce equity capital of Gazprom Mezhregiongaz by RUB 15,809,758,000 (fifteen billion, eight hundred and nine million, seven hundred and fifty-eight thousand) in connection with spin-off of Gazprom Asset Management SPC from it, following which

equity capital of Gazprom Mezhregiongaz will amount to RUB 45,425,043,600 (forty-five billion, four hundred and twenty-five million, forty-three thousand, six hundred) and will be split between participants of Gazprom Mezhregiongaz in following manner: Gazprom will hold stake with nominal value of RUB 45,424,971,600 (forty-five billion, four hundred and twenty-four million, nine hundred and seventy-one thousand, six hundred), comprising 45,424,971,600/45,425,043,600 of equity capital of Gazprom Mezhregiongaz;

Gazprom Transgaz Saint Petersburg will hold stake with nominal value of RUB 72,000 (seventy-two thousand), representing 72,000/45,425,043,600 of equity capital of Gazprom Mezhregiongaz.

12. To approve attached amendments made to Articles of Association of Gazprom Mezhregiongaz with regard to Restructuring.

13. To task Sergey Gustov, Director General of Gazprom Mezhregiongaz, with ensuring state registration of amendments to Articles of Association of Gazprom Mezhregiongaz after completion of Restructuring.

14. To approve participation of Gazprom Mezhregiongaz in Gazoraspredeleniye Invest as result of Restructuring, through obtaining stake owned by Gazprom Gazoraspredeleniye in equity capital of Gazoraspredeleniye Invest, with nominal value of such stake totaling RUB 1,610,150,000 (one billion, six hundred and ten million, one hundred and fifty thousand), which represents 97.82272% of equity capital of Gazoraspredeleniye Invest.

15. To approve withdrawal of Gazprom Mezhregiongaz from Gazprom Investgazifikatsiya as result of Restructuring, by way of transferring stake held by Gazprom Mezhregiongaz in equity capital of Gazprom Investgazifikatsiya to Gazprom Asset Management SPC, with nominal value of such stake totaling RUB 39,021,556 (thirty-nine million, twenty-one thousand, five hundred and fifty-six), which represents 99.9928249% of equity capital of Gazprom Investgazifikatsiya.

16. To approve withdrawal of Gazprom Mezhregiongaz from Gazoraspredeleniye Invest as result of Restructuring, by way of transferring stake held by Gazprom Mezhregiongaz in equity capital of Gazoraspredeleniye Invest to Gazprom Asset Management SPC, with nominal value of such stake totaling RUB 1,610,150,000 (one billion, six hundred and ten million, one hundred and fifty thousand), which represents 97.82272% of equity capital of Gazoraspredeleniye Invest.

17. To approve withdrawal of Gazprom Mezhregiongaz from Gazprom Sera (Gazprom Sulfur) as result of Restructuring, by way of transferring stake held by Gazprom Mezhregiongaz in equity capital of Gazprom Sera to Gazprom Asset Management SPC, with nominal value of such stake totaling RUB 9,990 (nine thousand, nine hundred and ninety), which represents 99.9% of equity capital of Gazprom Sera.

18. To approve withdrawal of Gazprom Mezhregiongaz from Gazprom Invest RGK (Gazprom Invest Regional Gas Company) as result of Restructuring, by way of transferring stake held by Gazprom Mezhregiongaz in equity capital of Gazprom Invest RGK to Gazprom Asset Management SPC, with nominal value of such stake totaling RUB 98,534,999,911.83 (ninety-eight billion, five hundred and thirty-four million, nine hundred and ninety-nine thousand, nine hundred and eleven rubles, eighty-three kopecks), which represents 99.9999999105191% of equity capital of Gazprom Invest RGK.

2.5. Authorized managing body of relevant entity which made decision about restructuring and date of adopting such decision: **General Shareholders Meeting, April 26, 2021.**

2.6. Date of compilation and number of minutes of meeting (session) of authorized managing body of relevant entity which made decision about restructuring: **Decision No. 56 of participant of Gazprom Mezhregiongaz Limited Liability Company, dated April 26, 2021.**

3. Signature

3.1. First Deputy Department Head, Gazprom
(acting under power of attorney
No. 01/04/04-48д, dated February 11, 2019)

Svetlana Antonova

			(signature)	
3.2. Date	April	27, 2021	L.S.	