

**MATERIAL FACT STATEMENT
ON CERTAIN 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.edisclosure.ru/PORTAL/company.aspx?id=934
1.8. Date of event (material fact) which is reflected in statement (if applicable)	May 20, 2021

2. Contents of Statement
<p>On approval of General Shareholders Meeting agenda of issuer being commercial company and other decisions related to preparing, convening and holding General Shareholders Meeting of such issuer; on recommendations concerning amount of dividends on shares of issuer being joint stock company and procedures of payment; on proposal to General Shareholders Meeting of issuer being joint stock company to set in dividend decision (announcement) certain date for determining persons entitled to receive dividends</p> <p>2.1. Quorum of issuer's Board of Directors Meeting and voting results on decision making issues: 11 out of 11 elected Board of Directors Members voted on agenda items I-XIV, quorum for decision making recorded as present. Voting results: on agenda items I-XIV: In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Contents of decisions made by issuer's Board of Directors:</p> <p>I. 1. To determine: form of Gazprom's annual General Shareholders Meeting – meeting in absentia; deadline for ballot submission – June 25, 2021; mailing address for sending filled out ballots: 16 Nametkina St., Moscow, GSP-7, 117997; option to fill out electronic ballots on Company's website in Internet information and telecommunications network. Website address where electronic ballots may be filled out: https://elgol.draga.ru.</p> <p>2. To introduce amendments to Clause 1 of Gazprom Board of Directors' Decision No. 3538 "On holding annual General Shareholders Meeting of Gazprom" by deleting words "in city of Saint Petersburg".</p> <p>II. To approve agenda of Gazprom's annual General Shareholders Meeting:</p> <ol style="list-style-type: none"> 1. Approval of Company's annual report. 2. Approval of Company's annual accounting (financial) statements. 3. Approval of Company's profit distribution based on results of 2020. 4. On amount, period and form of dividend payout based on results of 2020 as well as on date when list of persons entitled to receive dividends is drawn up. 5. Approval of Company's Auditor. 6. On remuneration for Board of Directors Members, who are not government officials, in amount established by Company's regulatory documents. 7. On remuneration for Audit Commission Members, who are not government officials, in amount established by Company's regulatory documents. 8. On introduction of amendments to Gazprom's Articles of Association.

9. On introduction of amendments to Gazprom's Regulation on Board of Directors.
 10. On election of Company's Board of Directors Members.
 11. On election of Company's Audit Commission Members.
- III. To approve wording of Gazprom's annual General Shareholders Meeting announcement, put it on Company's website www.gazprom.ru in Internet information and telecommunications network on May 25, 2021 at latest.
- IV.1. To approve, as appended to Board of Directors decision, list of information (materials) to be distributed among shareholders before Gazprom's annual General Shareholders Meeting.
2. Information (materials) to be provided for review to persons entitled to participate in Gazprom's annual General Shareholders Meeting, will be available starting from June 4, 2021, in premise of Gazprom (room 331, building 2, 16 Nametkina St., Moscow), from Company's registrar DRAGA and its branch offices, as well as offices of Gazprombank (Joint Stock Company), where rights for Company's shares are registered, at addresses published in announcement of annual General Shareholders Meeting of Gazprom and on Gazprom's website www.gazprom.ru. in Internet information and telecommunications network.
- V. To approve format and content of voting ballots as well as wording of decisions on agenda items within Gazprom's annual General Shareholders Meeting to be sent in electronic form (as e-documents) to nominal shareholders registered in Company's Register of Shareholders in accordance with Appendix to Board of Directors' decision.
- VI. 1. To set up Gazprom's annual General Shareholders Meeting Presidium consisting of Gazprom's Board of Directors Members.
2. To approve Viktor Zubkov, Gazprom's Board of Directors Chairman, as Gazprom's annual General Shareholders Meeting Chairman.
- VII. 1. To approve proposal on non-distribution of Gazprom's profit generated in 2020 due to loss incurred following results of 2020 and on allocation of portion of Gazprom's undistributed profits from previous years in amount of RUB 297,102,587,000 for dividend payout.
2. Recommend Gazprom's annual General Shareholders Meeting to approve decision proposed by Gazprom's Board of Directors on non-distribution of Gazprom profit based on 2020 results in connection with loss incurred following operating results of 2020 and on direction of part of Gazprom undistributed profit of previous years in amount of RUB 297,102,587,000 for paying out dividends.
- VIII. 1. To approve following proposals:
on paying out annual dividends of RUB 12.55 per one ordinary share in cash with nominal value of RUB 5, based on Company's operating results in 2020, from undistributed profit of previous years.
on setting date when list of persons entitled to receive dividends is drawn up – July 15, 2021;
on setting deadline for paying out dividends to nominee holders and trustees who are stock market professionals recorded in Gazprom's Register of Shareholders – July 29, 2021;
on setting deadline for paying out dividends to other Gazprom's registered shareholders – August 19, 2021.
2. To recommend Gazprom's annual General Shareholders Meeting to approve mentioned proposals of Gazprom's Board of Directors.
- IX. 1. To provisionally endorse 2020 Annual Report of Gazprom appended to Board of Directors' decision.
- X. To provisionally endorse 2020 Annual Accounting (Financial) Statements of Gazprom compiled in accordance with Russian law and appended to Board of Directors' decision, and submit it to Gazprom's annual General Shareholders Meeting for consideration.
- XI. 1. To set valuation coefficient equal to 1.4 for calculating aggregate amount of remuneration for each of Board of Directors' Members.
2. To endorse proposals on following amounts of remuneration for Board of Directors and Audit Commission Members who are not taking public or civil service offices in Russian Federation:
to Board of Directors Chairman – RUB 32,771,820;

to Board of Directors Deputy Chairman – RUB 31,704,570;
to Board of Directors Member functioning simultaneously as Chairman of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom’s Board of Directors – RUB 28,858,570;
to Board of Directors Member functioning simultaneously as Chairman of Nomination and Remuneration Committee and Member of Audit Committee under Gazprom’s Board of Directors – RUB 28,858,570;
to Board of Directors Member functioning simultaneously as Member of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom’s Board of Directors – RUB 27,791,320;
to Board of Directors Members not having additional responsibilities in Board of Directors – RUB 26,368,320 each;
to Member of Audit Commission – RUB 4,302,064;

2. To submit mentioned proposals to Gazprom’s annual General Shareholders Meeting for consideration.

XII. 1. To nominate Limited Liability Company FBK for approval by General Shareholders Meeting of Gazprom as Company’s Auditor.

2. To determine Company’s auditor remuneration for auditing Gazprom’s accounting (financial) statements, Gazprom Group’s consolidated accounting statements and consolidated financial statements for 2021 drawn up according to International Financial Reporting Standards (IFRS) and equaling RUB 210,000,000 (Two hundred and ten million) net of VAT.

XIII. To approve and submit following issues to Gazprom’s annual General Shareholders Meeting for consideration:

draft amendments to Gazprom Articles of Association in accordance with Appendix No. 1 to Board of Directors’ decision;

draft amendments to Regulation on Gazprom Board of Directors in accordance with Appendix No. 2 to Board of Directors’ decision;

XIV. To approve, as attached to Board of Directors Decision, Report on Related-Party Transactions concluded by Gazprom in 2020.

2.3. Date of Gazprom’s Board of Directors meeting where corresponding decisions were made: May 20, 2021.

2.4. Date of compilation and number of Minutes of Gazprom Board of Directors meeting, where corresponding decisions were made: Minutes No. 1367 of Gazprom Board of Directors meeting dated May 20, 2021.

2.5. In case issuer’s Board of Directors (Supervisory Board) meeting agenda contains items regarding execution of rights on certain issuer’s securities, identification attributes of such securities are to be mentioned: ordinary registered uncertificated shares, state registration number of issue 1-02-00028-A, registration date of issue: December 30, 1998, International Securities Identification Number (ISIN) RU0007661625.

3. Signature

3.1. Member of Management Committee, Department Head, Gazprom (acting under power of attorney No. 01/04/04-58д, dated January 31, 2018)			Elena Mikhailova
		(signature)	
3.2. Date	May	20, 2021	L.S.