

**Informational Statement**  
**Regarding the Holding of an Annual General Shareholders' Meeting**  
**of OAO Gazprom**

The Board of Directors of Open Joint Stock Company Gazprom (the place of location of the Company being: 16 Nametkina St., City of Moscow, Russian Federation) is giving notice of the holding of an annual General Shareholders' Meeting of OAO Gazprom on June 25, 2010. The meeting will be held at the place of location of the Company in the conference hall of the building CD.

The meeting will commence at 10 a.m. The meeting will be conducted in the form of collective presence of shareholders to discuss the matters on the agenda and adopt decisions on the matters put to the vote.

The list of shareholders that are entitled to participate in the annual General Shareholders' Meeting has been compiled on the basis of data appearing in the shareholders' register of OAO Gazprom as at the end of the operating day on May 7, 2010.

The registration of participants in the meeting will be carried out by the Counting Commission of the Company on June 23 from 10 a.m. to 5 p.m. and on June 25 from 9 a.m., and will end at the time of completion of discussion of the last item on the agenda for the meeting with respect to which a quorum is present, at the following address: 16 Nametkina St., City of Moscow, Russian Federation, the conference hall of the building CD.

The telephone number of the Counting Commission is (495) 719-40-15.

In order to be registered, a participant in the meeting shall present:

in the case of a shareholder that is an individual, a document evidencing his or her identity;

in the case of the representative of a shareholder that is an individual, a power of attorney from the shareholder and a document evidencing the identity of the representative;

in the case of the representative of a shareholder that is a legal entity, a power of attorney from the legal entity and a document evidencing the identity of the representative;

in the case of an executive officer of a legal entity that is a shareholder in the Company, a document confirming his or her powers to participate in the meeting and a document evidencing his or her identity;

the successors in title of persons included in the list of persons that are entitled to participate in the meeting shall also submit documents confirming their powers as such successors.

As at May 7, 2010, several hundred thousand holders of shares, residing in the Russian Federation or abroad, were registered in the shareholders' register of OAO Gazprom, which would make it difficult for all shareholders to attend the meeting in person.

Taking into account the foregoing, shareholders are being advised to exercise their right to participate in the annual General Shareholders' Meeting through their representatives using a power of attorney or by means of delivering filled-in voting ballots to the Company. Ballots may be delivered by mail to the following address: OAO Gazprom, 16 Nametkina St., Moscow, GSP-7, 117997, or handed over at the following address: 16 Nametkina St., City of Moscow. In determining whether a quorum for the meeting is present and establishing the results of a vote, only ballots received by the Company prior to 6 p.m. on June 22, 2010 will be taken into account.

### Agenda for Annual General Shareholders' Meeting of OAO Gazprom

1. Approval of the annual report of the Company.
2. Approval of the annual accounting statements, including the profit and loss reports (profit and loss accounts) of the Company.
3. Approval of the distribution of profit of the Company based on the results of 2009.
4. Regarding the amount of, time for and form of payment of dividends based on the results of 2009.
5. Approval of the external auditor of the Company.
6. Regarding amendments to the Charter of OAO Gazprom.
7. Regarding amendments to the Regulation on the General Shareholders' Meeting of OAO Gazprom.
8. Regarding the remuneration for services of a member of the Board of Directors (Supervisory Board) to members of the Board of Directors not holding state positions in the amount established by the Company's internal regulations.
9. Regarding the remuneration of members of the Audit Commission of the Company.
10. Regarding the approval of interested-party transactions that may be entered into by OAO Gazprom in the future in the ordinary course of business.
11. Election of members of the Board of Directors of the Company.
12. Election of members of the Audit Commission of the Company.

The information (materials) to be provided in connection with the preparation for the meeting are available for review starting from June 4 in OAO Gazprom's premises at 16 Nametkina St., City of Moscow (the telephone number for queries being (495) 719-26-01); from the Company's registrar, ZAO SR-DRAGa, and in regional depositaries of Gazprombank (Open Joint Stock Company).

**List  
of Information (Materials) to Be Provided to Shareholders  
in Connection with the Preparation for Holding  
of Annual General Shareholders' Meeting  
of OAO Gazprom**

1. Informational Statement Regarding the Holding of an Annual General Shareholders' Meeting of OAO Gazprom.
2. The Annual Report of OAO Gazprom for 2009 and financial (accounting) statements of OAO Gazprom, including an opinion by the external auditor.
3. An opinion by the Audit Commission of OAO Gazprom on the accuracy of data contained in the Annual Report of the Company for 2009 and the annual accounting statements of OAO Gazprom for 2009.
4. An evaluation by the Audit Committee of the Board of Directors of OAO Gazprom of the opinion by the external auditor of OAO Gazprom.
5. Recommendations by the Board of Directors of the Company with respect to the distribution of profit, including the amount of dividend on the Company's shares and the procedure for payment thereof based on the results of the financial year.
6. Information regarding the proposed external auditor of OAO Gazprom.
7. Draft of the amendments to the Charter of OAO Gazprom.
8. Draft of the amendments to the Regulation on the General Shareholders' Meeting of OAO Gazprom.
9. Proposals with respect to the amounts of remuneration to the members of the Board of Directors of OAO Gazprom.
10. Proposals with respect to the amounts of remuneration to the members of the Audit Commission of OAO Gazprom.
11. Information regarding interested-party transactions that may be entered into by OAO Gazprom in the future in the ordinary course of business.
12. Information regarding candidates to the Board of Directors of OAO Gazprom, including information regarding their consent to be so elected.
13. Information regarding candidates to the Audit Commission of OAO Gazprom, including information regarding their consent to be so elected.
14. The annual report of OAO Gazprom regarding protection of the environment.
15. Draft decisions of the annual General Shareholders' Meeting of OAO Gazprom.
16. Information on shareholders' agreements.

## **Recommendations**

**by the Board of Directors of the Company with respect to the distribution of profit, including the amount of dividend on the Company's shares and the procedure for payment thereof based on the results of the financial year**

The Board of Directors of OAO Gazprom recommends that the annual General Shareholders' Meeting adopt the decision to pay annual dividends, based on the results of the Company's activities in 2009, in the amount of 2,39 rubles per ordinary share with a nominal value of 5 rubles and set December 31, 2010 as the final date for dividend payments.

The calculation of dividends has been carried out in accordance with the Dividend Policy of OAO Gazprom approved by Decision of the Board of Directors No. 219 dated April 24, 2001.

## **Amendments to the Charter of Open Joint Stock Company Gazprom**

1. Clause 19.1 shall be read as follows:

"19.1. A shareholder shall be entitled to challenge in court a decision adopted by the General Shareholders' Meeting that is inconsistent with the requirements of the Federal Law "On Joint Stock Companies", other legal acts of the Russian Federation or this Charter, provided that he/she did not attend the General Shareholders' Meeting or voted against the adoption of the decision in question and that such decision violates his/her rights and (or) legal interests.

An application for invalidation of a decision adopted by the General Shareholders' Meeting may be submitted to a court within three months from the date on which the shareholder became aware or was normally to become aware of the adopted decision and of the circumstances providing the grounds for its invalidation. The court, after proper consideration of all the circumstances of the case, may uphold the challenged decision in cases where the vote of such shareholder could not have affected the voting results, the violations committed were not material and the decision did not result in such shareholder suffering any loss."

2. The first paragraph of Clause 21.3 shall be read as follows:

"The information (materials) that is to be made available to persons entitled to attend the General Shareholders' Meeting in the course of the preparation for

conducting such General Shareholders' Meeting of the Company shall include its annual accounting statements, including the audit report, the report of the Audit Commission of the Company based on the results of the inspection of the annual accounting statements, information about the person (persons) nominated to the Board of Directors of the Company and to the Audit Commission of the Company, a draft version of the amendments proposed to be made to the Charter of the Company or a draft of a new version of the Charter of the Company, draft versions of the internal regulations of the Company, draft decisions of the General Shareholders' Meeting, information contemplated by paragraph 5 of Article 32.1 of the Federal Law "On Joint Stock Companies" about shareholders' agreements concluded within one year before the date of the General Shareholders' Meeting."

3. In Clauses 31.1 and 32.1 the words "not later than 15 days" shall be replaced with the words "not later than three business days".

4. Clause 53.1 shall be read as follows:

"53.1. The Company shall maintain the following documents:

Charter of the Company and amendments thereto registered in accordance with the established procedure, the decision on incorporation of the Company, the document confirming the state registration of the Company;

documents confirming the title of the Company to property reported on its balance sheet;

the internal regulations of the Company;

regulation on a branch or a representative office of the Company;

annual reports;

accounting records;

accounting reports and statements;

minutes of the General Shareholders' Meetings of the Company, meetings of the Board of Directors of the Company, Audit Commission of the Company and the Management Committee of the Company;

voting ballots, as well as powers of attorney (copies thereof) used for the attendance at the General Shareholders' Meeting;

independent appraisers' reports;

lists of the Company's affiliates;

lists of persons entitled to attend the General Shareholders' Meeting and lists of persons entitled to receive dividends, as well as other lists compiled by the Company to facilitate the exercise by shareholders of their rights in accordance with the requirements of the Federal Law "On Joint Stock Companies";

reports of the Audit Commission of the Company, of the Auditor of the Company, of the state and municipal financial control authorities;

prospectuses, quarterly issuer reports and other documents containing information that is to be made publicly available or otherwise disclosed in accordance with the Federal Law "On Joint Stock Companies" and other federal laws;

notices of execution of shareholders' agreements sent to the Company along with lists of persons having executed such agreements;

judicial acts on disputes relating to the incorporation of the Company, its management or participation therein;

other documents contemplated by the Federal Law "On Joint Stock Companies", this Charter, the internal regulations of the Company, decisions of the General Shareholders' Meeting, of the Board of Directors of the Company, of the Chairman of the Management Committee of the Company, and of the Management Committee of the Company, as well as documents provided for by legal acts of the Russian Federation."

5. Article 55 shall be supplemented with Clause 55.3 reading as follows:

"55.3. The Company shall ensure shareholders' access to judicial acts in the Company's possession on dispute relating to the incorporation of the Company, its management or participation therein, including orders for bringing arbitration proceedings on the case and acceptance of a statement of claim or an application for changing the grounds or subject of a previously asserted claim. These documents shall be made available by the Company for review at the premises of the executive body of the Company within three days from the date of submission by shareholder of the respective request. The Company shall be obliged to provide such shareholder with copies of the above-mentioned documents at his/her request. The fee charged by the Company for the provision of such copies may not exceed the cost of their production."

### **Amendments to the Regulation on the General Shareholders' Meeting of OAO Gazprom**

1. In Article 23:

Sub-clause 23.3 shall be read as follows:

"23.3. In the event of conclusion of shareholders' agreements the voting shall be carried out with due regard to the limitations contemplated by Article 32.1 of the Federal Law "On Joint Stock Companies".";

Sub-clause 23.3 shall be taken to be Sub-clause 23.4.

2. In Clauses 24.2 and 25.1, the words "not later than 15 days" shall be replaced with the words "not later than three business days".