

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 21, 2019

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 Members of Gazprom Board of Directors voted on agenda items I-XV. Quorum recorded as present. Voting results: on agenda items I-XV: In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decisions made by issuer's Board of Directors: I. To determine: form of Gazprom's annual General Shareholders Meeting – meeting (joint presence of shareholders for discussion of agenda items and decision making on issues put to vote); date and time of Gazprom's annual General Shareholders Meeting – June 28, 2019 from 10:00 am; venue of Gazprom's annual General Shareholders Meeting – Conference Hall D, EXPOFORUM Convention and Exhibition Center, Peterburgskoe Highway 64 (bld. 1), let. A, Shushary settlement, St. Petersburg, Russian Federation; mailing address for sending filled out ballots – Gazprom, 16 Nametkina St., 117997, GSP-7, Moscow; date and time of registering Gazprom's annual General Shareholders Meeting participants – June 26, 2019 from 10:00 am to 05:00 pm; June 28, 2019 from 9:00 am.</p> <p>II. To approve Gazprom's annual General Shareholders Meeting agenda: 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 2018. 4. On amount, terms and form of dividend payout based on results of 2018 as well as on date</p>

when list of persons entitled to receive dividends is drawn up.

5. Approval of Company's Auditor.

6. On remuneration for service on Board of Directors to its Members – non-government officials in amount prescribed by Company's regulatory documents.

7. On remuneration for service on Audit Commission to its Members – non-government officials in amount prescribed by Company's regulatory documents.

8. On introduction of amendments to Gazprom's Articles of Association.

9. On introduction of amendments to Provision on Gazprom's General Shareholders Meeting.

10. On introduction of amendments to Provision on Gazprom's Board of Directors.

11. . On introduction of amendments to Regulation on Gazprom's Board of Directors.

12. On revocation of Gazprom's Dividend Payment Procedure;

13. On Election of Company's Board of Directors Members.

14. On election of Company's Audit Commission Members.

III. To approve Gazprom's annual General Shareholders Meeting notice wording appended to Board of Directors' decision, put it on information and telecommunication network Internet on Company's website www.gazprom.ru on May 28, 2019 at latest.

IV.1. To approve list of data (materials) provided to shareholders before Gazprom's annual General Shareholders Meeting as appended to Board of Directors Decision.

2. Information (materials) is presented for reviewing to persons entitled to participate in Gazprom's annual General Shareholders Meeting starting from June 7, 2019 on Internet via Gazprom's website www.gazprom.ru, at Gazprom headquarters (room 331, building 2, 16 Nametkina St., Moscow), at Company's registrar DRAGA and its branch offices, at offices of Gazprombank (Joint Stock Company) where rights for Company's shares are registered. Addresses will be published in annual General Shareholders Meeting notice.

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 shareholders register in accordance with Appendix to Board of Director's 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 distribution of Gazprom's profit based on Company's operating results in 2018 as appended to Board of Directors' decision.

2. To recommend Gazprom's annual General Shareholders Meeting to approve distribution of Company's profit based on 2018 operating results, as proposed by Gazprom's Board of Directors.

3. To empower Alexey Miller, Deputy Chairman of Board of Directors and Chairman of Management Committee to submit proposals on profit distribution at Gazprom's annual General Shareholders Meeting on June 28, 2019.

VIII. 1. To approve proposals:

on paying out annual dividends in cash as RUB 16.61 per Gazprom's ordinary share with nominal value of RUB 5 based on Gazprom's results in 2018.

on setting date for listing persons entitled to receive dividends – July 18, 2019;

on determining deadline for paying out dividends to nominal holders and trustees being professional players of security market and registered in Gazprom's shareholders register – August 1, 2019;

on determining deadline for paying out dividends to other Gazprom's registered shareholders – August 22, 2019.

2. To recommend Gazprom's annual General Shareholders Meeting to approve mentioned proposals of Gazprom's Board of Directors.

IX. 1. To provisionally endorse 2018 Annual Report of Gazprom as appended to Board of Directors' Decision.

2. To empower Alexey Miller, Deputy Chairman of Board of Directors and Chairman of Management Committee to present Annual Report at Gazprom's annual General Shareholders Meeting on June 28, 2019.

X. To provisionally endorse 2018 annual accounting (financial) statements of Gazprom compiled in accordance with Russian law and appended to Board of Directors' Decision, and submit it for approval by Gazprom's annual General Shareholders Meeting.

XI. 1. To endorse proposals on following amounts of remuneration for Gazprom's 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 32,234,760

to Board of Directors Deputy Chairman – RUB 31,247,010

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 28,613,010;

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 28,613,010;

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 27,625,260;

to Board of Directors Members not having additional responsibilities in Board of Directors – RUB 26,308,260 each;

to Chairman of Audit Commission – RUB 5,289,204;

to Members of Audit Commission – RUB 4,068,618 each.

2. To submit mentioned proposals to Gazprom's annual General Shareholders Meeting.

XII. 1. To nominate Limited Liability Company FBK for approval by annual 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 2019 drawn up according to IFRS and equaling RUB 210,000,000 (two hundred and ten million) net of VAT.

XIII. To endorse and submit for consideration by Gazprom's annual General Shareholders Meeting following documents:

draft amendments to Articles of Association of Gazprom (Appendix No. 1 to Board of Directors' decision);

draft amendments to Regulation on Gazprom's General Shareholders Meeting (Appendix No. 2 to Board of Directors decision);

draft amendments to Regulation on Gazprom's Board of Directors (Appendix No. 3 to Board of Directors decision);

draft amendments to Regulation on Gazprom's Management Committee (Appendix No. 4 to Board of Directors decision).

XIV. To recommend Gazprom's annual General Shareholders Meeting to approve revocation of Gazprom Dividend Payment Procedure approved by decision of annual General Shareholders Meeting of Gazprom on June 28, 2013, Minutes No. 1.

XV. To approve, as appended to Board of Directors Decision, Report on Related-Party Transactions concluded by Gazprom in 2018.

2.3. Date of Gazprom's Board of Directors meeting where corresponding decisions were made: May 21, 2019.

2.4. Date of compilation and number of Minutes of Gazprom Board of Directors meeting, where corresponding decisions were made: Minutes No. 1254 of Gazprom Board of Directors meeting dated May 21, 2019.

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 21, 2019

L.S.