

**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)	May 28, 2019

2. Contents of Statement

2.1. Quorum of Gazprom Board of Directors' meeting and voting result on decision making issues: **meeting in absentia, 11 out of 11 elected Board of Directors Members submitted voting ballots, quorum recorded as present.**

Voting result on agenda items:

**1. "On termination of Gazprom's participation in Morneftegazproyekt":** In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.

**2. "On approval of entry into supplementary agreement No. 2, dated December 21, 2018, to purchase and sale contract, dated December 12, 2017, with Lakhta Center":** In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.

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

**Regarding issue "On termination of Gazprom's participation in Morneftegazproyekt": In accordance with subclause 17.1, clause 1 of Article 65 of Federal Law on Joint Stock Companies, subclause 22, clause 34.1 of Article 34 of Gazprom's Articles of Association and Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors decided to:**

**1. Approve termination of Gazprom's participation in Morneftegazproyekt.**

**2. Approve disposal of Gazprom-owned 208 (Two hundred and eight) ordinary registered shares of Morneftegazproyekt, representing 20.8% of Morneftegazproyekt equity capital at price of RUB 15,383,000 (Fifteen million, three hundred and eighty-three thousand), including:**

**207 (Two hundred and seven) ordinary registered shares of Morneftegazproyekt with nominal value of RUB 1,000 (One thousand) each and total value of RUB 207,000 (Two hundred and seven thousand) in favor of Gazprom Neft Shelf, which represents 20.7% of Morneftegazproyekt equity capital valued at RUB 15,309,043 (Fifteen million, three hundred and nine thousand, forty-three);**

**1 (One) ordinary registered share of Morneftegazproyekt with nominal value of RUB 1,000 (One thousand) in favor of GPN-Finance, which represents 0.1% of Morneftegazproyekt equity capital valued at RUB 73,957 (Seventy-three thousand, nine hundred and fifty-seven).**

**Regarding issue "On approval of entry into supplementary agreement No. 2, dated December 21, 2018, to purchase and sale contract, dated December 12, 2017, with Lakhta Center:**

**In accordance with subclause 23, clause 34.1 of Gazprom's Articles of Association, Company's Board of Directors decided to:**

**Approve entry into supplementary agreement No. 2, dated December 21, 2018, to purchase and sale contract, dated December 12, 2017 by Gazprom and Lakhta Center on terms set out in appendix to Board of Directors' decision:**

2.3. Date of Gazprom's Board of Directors meeting (date of submitting filled out voting ballots by Members of issuer's Board of Directors) at which corresponding decisions were made: **May 27, 2019.**

2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: **No. 1255, dated May 28, 2019.**

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	28, 2019	L.S.	