

**MATERIAL FACT STATEMENT  
ON ISSUER'S GENERAL PARTICIPANTS (SHAREHOLDERS) MEETING AND ITS  
RESOLUTIONS**

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)	June 28, 2019

2. Contents of Statement	
<p>2.1. Type of General Shareholders Meeting of issuer (annual (regular), extraordinary): <i>annual</i>.</p> <p>2.2. Form of General Shareholders Meeting of issuer (physical meeting (joint attendance) or absentee voting): <i>physical meeting (joint attendance)</i>.</p> <p>2.3. Date, venue and time of holding General Shareholders Meeting of issuer: <i>June 28, 2019, Conference Hall D, the EXPOFORUM Convention and Exhibition Centre, Letter A, Building 1, 64 Peterburgskoye highway, Shushary settlement, Saint Petersburg, Russian Federation. General Shareholders Meeting starts at 10:00 am. General Shareholders Meeting finishes at 12:16 am.</i></p> <p>2.4. Quorum of General Participants (Shareholders) Meeting of issuer: <i>As at close of registration (11:42 am), number of votes attached to placed voting shares owned by persons who participated in meeting and were entitled to vote amounted to: On items 1, 5, 8-12 of agenda – 16,197,818,487 of votes; On items 2-4, 7 of agenda – 16,198,526,137; of votes; On item 6 of agenda – 13,870,450,129 of votes; On item 13 of agenda – 165,994,287,245 of votes; On item 14 of agenda – 16,195,379,443 of votes; Quorum recorded as present on all agenda items.</i></p> <p>2.5. Agenda of General Shareholders Meeting of issuer:</p> <ol style="list-style-type: none"> <li><i>1. Approval of Company's Annual Report.</i></li> <li><i>2. Approval of Company's annual accounting (financial) statements.</i></li> <li><i>3. Approval of distribution of Company's profit based on results of 2018.</i></li> <li><i>4. On amount, terms and form of dividend payout based on results of 2018 as well as on date when list of persons entitled to receive dividends is drawn up.</i></li> <li><i>5. Approval of Company's Auditor.</i></li> <li><i>6. On remuneration for service on Board of Directors to its Members – non-government officials in amount prescribed by Company's regulatory documents.</i></li> <li><i>7. On remuneration for service on Audit Commission to its Members – non-government officials in amount prescribed by Company's regulatory documents.</i></li> <li><i>8. On introduction of amendments to Gazprom's Articles of Association.</i></li> </ol>	

9. On introduction of amendments to Regulation on General Shareholders Meeting of Gazprom.

10. On introduction of amendments to Regulation on Board of Directors of Gazprom.

11. On introduction of amendments to Regulation on Management Committee of Gazprom.

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.

2.6. Voting results on agenda items of issuer's General Shareholders Meeting where quorum was present, and wordings of decisions made by issuer's General Shareholders Meeting on such items:

1. On item 1 of agenda: "Approval of Company's Annual Report": *To approve Gazprom's Annual Report for 2018 (draft report included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting)*

IN FAVOR 16,192,171,396

AGAINST 2,632,788

ABSTENTIONS 156,630

2. On item 2 of agenda: "Approval of Company's annual accounting (financial) statements": *To approve annual accounting (financial) statements of Gazprom for 2018 (draft statements included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

IN FAVOR 16,192,139,798

AGAINST 2,632,853

ABSTENTIONS 860,784

3. On item 3 of agenda: "Approval of distribution of Company's profit based on results of 2018": *To approve distribution of Gazprom's profits based on results of 2018.*

IN FAVOR 16,195,357,858

AGAINST 49,302

ABSTENTIONS 220,702

4. On item 4 of agenda: "On amount, terms and form of dividend payout based on results of 2018 as well as establishing date when list of persons entitled to receive dividends is drawn up":

*To approve amount, terms and form of paying out annual dividends on Company's shares as well as date as of which persons entitled for dividends are determined as proposed by Gazprom's Board of Directors: to pay out annual dividends in cash equaling to RUB 16.61 per Gazprom's ordinary share with nominal value of RUB 5 based on Company's results in 2018; establish date on which persons entitled to receive dividends are determined – July 18, 2019; to determine 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; to determine deadline for paying out dividends to other Gazprom's registered shareholders – August 22, 2019.*

IN FAVOR 16,195,506,689

AGAINST 42,690

ABSTENTIONS 127,734

5. On item 5 of agenda: "Approval of Company's Auditor": *To approve Limited Liability Company Financial and Accounting Consultants as Gazprom's Auditor.*

IN FAVOR 16,067,114,940

AGAINST 126,412,968

ABSTENTIONS 1,429,801

6. On item 6 of agenda: "On paying remuneration to Board of Directors Members, non-government officials, for service on Board of Directors in amount recommended by Company's regulatory documents": *To pay remuneration to Board of Directors Members in amount recommended by Company's Board of Directors:*

IN FAVOR 13,449,655,876

AGAINST 350,688,492

ABSTENTIONS 67,243,818

7. On item 7 of agenda: "On paying remuneration to Audit Commission Members, non-government officials, for service on Audit Commission in amount prescribed by Company's regulatory documents": *To pay remuneration to Audit Commission Members in amount recommended by Company's Board of Directors:*

*IN FAVOR 16,101,730,119*

*AGAINST 91,773,200*

*ABSTENTIONS 2,173,033*

8. On item 8 of agenda: "On making amendments into Gazprom's Articles of Association": *To approve amendments into Gazprom's Articles of Association (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

*IN FAVOR 16,193,325,356*

*AGAINST 122,458*

*ABSTENTIONS 1,504,243*

9. On item 9 of agenda: "On making amendments into Regulation on General Shareholders Meeting of Gazprom": *To approve amendments into Regulation on General Shareholders Meeting of Gazprom (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

*IN FAVOR 16,184,766,998*

*AGAINST 8,689,976*

*ABSTENTIONS 1,494,438*

10. On item 10 of agenda: "On making amendments into Regulation on Gazprom Board of Directors": *To approve amendments into Regulation on Gazprom Board of Directors (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

*IN FAVOR 16,193,571,996*

*AGAINST 117,758*

*ABSTENTIONS 1,274,635*

11. On item 11 of agenda: "On making amendments into Regulation on Gazprom Management Committee": *To approve amendments into Regulation on Gazprom Management Committee (draft amendments included in package of information (materials) provided to shareholders in lead-up to annual General Shareholders Meeting).*

*IN FAVOR 16,193,332,267*

*AGAINST 114,664*

*ABSTENTIONS 1,498,746*

12. On item 12 of agenda: "On revocation of Gazprom's Dividend Payment Procedure": *To revoke Gazprom's Dividend Payment Procedure approved by decision of annual General Shareholders Meeting, Minutes No. 1, dated June 28, 2013.*

*IN FAVOR 16,193,589,918*

*AGAINST 65,226*

*ABSTENTIONS 1,310,646*

13. On item 13 of agenda: Election of Company's Board of Directors Members:

*To elect Board of Directors consisting of:*

<b>Akimov Andrey</b>	in favor – 15,318,558,839 of votes
<b>Kulibaev Timur</b>	in favor – 15,350,048,337 of votes
<b>Manturov Denis</b>	in favor – 15,439,790,255 of votes
<b>Markelov Vitaly</b>	in favor – 8,011,409,416 of votes
<b>Martynov Viktor</b>	in favor – 15,545,549,588 of votes
<b>Mau Vladimir</b>	in favor – 16,799,584,974 of votes
<b>Miller Alexey</b>	in favor – 17,065,188,334 of votes

<b>Novak Alexander</b>	in favor – 16,768,660,507 of votes
<b>Patrushev Dmitry</b>	in favor – 15,120,694,787 of votes
<b>Sereda Mikhail</b>	in favor – 8,076,835,369 of votes
<b>Zubkov Viktor</b>	in favor – 17,247,113,737 of votes

There were 5,149,229,470 votes "Against All Candidates" and 55,990,704 votes "Abstained on All Candidates".

14. On item 14 of agenda: "Election of Company's Audit Commission Members": *To elect Gazprom's Audit Commission consisting of<sup>1</sup>:*

<b>Bezmenov Ivan</b>	in favor – 14,608,464,078 of votes
<b>Bikulov Vadim</b>	in favor – 16,051,596,964 of votes
<b>Fisenko Tatiana</b>	in favor – 14,594,815,180 of votes
<b>Gladkov Alexander</b>	in favor – 16,070,820,503 of votes
<b>Mironova Margarita</b>	in favor – 16,051,014,898 of votes
<b>Nosov Yuri</b>	in favor – 14,577,557,399 of votes
<b>Oganyan Karen</b>	in favor – 14,577,226,680 of votes
<b>Platonov Sergey</b>	in favor – 14,587,301,549 of votes
<b>Stolyarov Evgeny</b>	in favor – 14,595,266,894 of votes

*Voting results for candidates not elected to Audit Commission:*

<b>Pashkovsky Dmitry</b>	in favor – 1,212,605,296 of votes
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2.7. Date of compilation and number of Minutes of issuer's General Shareholders Meeting: *as at date of issuance of this statement, Minutes of annual General Shareholders Meeting are under preparation, information disclosure is regulated by p. 2.10 of Regulation on information disclosure by equity issuers (No. 454-П6, dated December 30, 2014, approved by Bank of Russia).*

2.8. Identification attributes of shares, owners of which are entitled to participate in issuer's General Shareholders Meeting: *ordinary registered uncertificated shares, state registration number of issue 1-02-00028-A, date of state registration of securities issue – December 30, 1998, International Securities Identification Number (ISIN) RU0007661625.*

### 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	June 28, 2019	L.S.

<sup>1</sup> *Voting results on item 14 were counted excluding votes on shares held by persons serving in managing bodies of Company.*