

**MATERIAL FACT STATEMENT**  
**ON CONCLUSION OF MAJOR TRANSACTION BY ENTITY CONTROLLED BY ISSUER AND**  
**MATERIALLY IMPORTANT FOR ISSUER**

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)	November 22, 2019

2. Contents of Statement
<p>2.1. Type of entity, which conducted major transaction (issuer-controlling entity, entity controlled by issuer and materially important for issuer): <b>entity controlled by issuer and materially important for issuer.</b></p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of relevant entity, which conducted major transaction: <b>Joint Stock Company Gazprom Gazoraspredeleniye.</b>  Address: <b>St. Petersburg, Russian Federation.</b>  INN <b>7838306818.</b>  OGRN <b>1047855099170.</b></p> <p>2.3. Category of transaction: <b>major transaction.</b></p> <p>2.4. Type and subject of transaction: <b>purchase and sale of securities.</b></p> <p>2.5. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of transaction: <b>sale of Gazprom's 850,590,751 ordinary registered uncertified shares (hereinafter – "Shares"), state registration number of issue - 1-02-00028-A, dated December 30, 1998, via collecting and accepting bids for purchase of shares using trading platform of Moscow Exchange.</b></p> <p>2.6. Period of contractual obligations, parties and beneficiaries of transaction, value of transaction in monetary terms and as percentage of assets owned by issuer-controlled entity, which concluded transaction:  Period of contractual obligations: <b>November 22, 2019.</b>  Parties of transaction: <b>transaction was executed through Gazprombank (Joint Stock Company), which acted as arranger and broker of Shares placement on behalf of Joint Stock Company Gazprom Gazoraspredeleniye, without providing buyer's details to latter.</b>  Beneficiary: <b>Joint Stock Company Gazprom Gazoraspredeleniye and buyer.</b>  Value of transaction in monetary terms and as percentage of value of assets owned by issuer-controlled entity, which concluded transaction: <b>RUB 187,742,390,560.72, which makes up 26.5% of value of assets owned by entity under issuer's control and materially important for it.</b></p> <p>2.7. Worth of assets owned by issuer-controlled entity, which made transaction as at end of last completed reporting period preceding transaction (agreement): <b>RUB 708,453,382 as on September 30, 2019.</b></p> <p>2.8. Date of transaction (agreement): <b>November 22, 2019.</b></p> <p>2.9. Information on decision making regarding consent or follow-up approval of transaction in case when such transaction was approved by authorized management body of entity controlled</p>

by issuer or issuer-controlling entity which concluded transaction (name of entity's management body which made decision on consent or follow-up approval of transaction, date of mentioned decision-making, date of compilation and number of minutes of meeting (session) of entity's management body, at which this decision was made in case this decision was made by collegiate management body of entity), or indication that decision on consent or follow-up approval of such transaction was not made: **decision was made by General Shareholders Meeting of Joint Stock Company Gazprom Gazoraspredeleniye on November 20, 2019, Minutes No. 65 dated November 20, 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	November	25, 2019	L.S.	