

**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)	December 10, 2019

2. Contents of Statement
<p>2.1. Quorum of Gazprom Board of Directors' meeting and voting results on decision making issues: meeting in absentia, 11 out of 11 elected Board of Directors Members submitted voting ballots, quorum recorded as present.</p> <p>Voting results on agenda items:</p> <p>1. "On approval of transaction on debt servicing obligation with Credit Agricole Corporate and Investment Bank": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2. "On approval of Gazprom's direct agreement in conjunction with gas processing agreement": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>3. "On approval of transaction on extension of loan to Gazprom Pererabotka Blagoveshchensk by Gazprom": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>4. "On approval of Gazprom's Indemnity Obligation Agreement in connection with World Bank's prohibition on creation of security": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>5. "On approval of transaction to conclude Gazprom's pledge of rights agreement in relation to loan agreements": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>6. "On approval of transaction on conclusion of Gazprom Pererabotka's pledge agreement on share in equity capital of Gazprom Pererabotka Blagoveshchensk": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>7. "On approval of transaction on conclusion of Gazprom Asset Management's pledge agreement on share in equity capital of Gazprom Pererabotka Blagoveshchensk": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>8. "On approval of transaction on conclusion of Gazprom's gas processing agreement with Gazprom Pererabotka Blagoveshchensk": In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decisions adopted by issuer's Board of Directors: Regarding issue "On approval of transaction on debt servicing obligation with Credit Agricole Corporate and Investment Bank":</p>

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "Approve conclusion of transaction on debt servicing obligation by Gazprom with Credit Agricole Corporate and Investment Bank on terms specified in appendix to Board of Directors' decision".

Regarding issue "On approval of Gazprom's direct agreement in conjunction with gas processing agreement":

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "Approve conclusion of direct agreement in conjunction with gas processing agreement between Gazprom, Gazprom Pererabotka Blagoveshchensk, Credit Agricole Corporate and Investment Bank, Sberbank and Banca IMI S.p.A. on terms specified in appendix to Board of Directors' decision".

Regarding issue "On approval of transaction on extension of loan to Gazprom Pererabotka Blagoveshchensk by Gazprom":

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "Approve conclusion of loan agreement by Gazprom and Gazprom Pererabotka Blagoveshchensk on terms specified in appendix to Board of Directors' decision".

Regarding issue "On approval of Gazprom's Indemnity Obligation Agreement in connection with World Bank's prohibition on creation of security":

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "Approve conclusion of Indemnity Obligation Agreement by Gazprom, Banca IMI S.p.A., and Credit Agricole Corporate and Investment Bank in connection with World Bank's prohibition on creation of security, on terms specified in appendix to Board of Directors' decision".

Regarding issue "On approval of transaction to conclude Gazprom's pledge of rights agreement in relation to loan agreements":

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "To approve conclusion of pledge of rights agreement by Gazprom and Sberbank with respect to loan agreements on terms specified in appendix to Board of Directors' decision."

Regarding issue "On approval of transaction relating to conclusion of Gazprom Pererabotka's pledge agreement on share in equity capital of Gazprom Pererabotka Blagoveshchensk":

"To approve conclusion of pledge agreement on share in equity capital of Gazprom Pererabotka Blagoveshchensk by Gazprom Pererabotka and Sberbank on terms specified in appendix to Board of Directors' decision."

Regarding issue "On approval of transaction on conclusion of Gazprom Asset Management's pledge agreement on share in equity capital of Gazprom Pererabotka Blagoveshchensk":

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "To approve conclusion of pledge agreement on share in equity capital of Gazprom Pererabotka Blagoveshchensk by Gazprom Asset Management and Sberbank on terms

specified in appendix to Board of Directors' decision."

Regarding issue "On approval of transaction on conclusion of gas processing agreement by Gazprom and Gazprom Pererabotka Blagoveshchensk":

In compliance with Transaction Procedure approved by Gazprom Board of Directors Decision No. 366, dated September 27, 2002, Gazprom Board of Directors resolved to: "To approve conclusion of gas processing agreement by Gazprom and Gazprom Pererabotka Blagoveshchensk on terms specified in appendix to Board of Directors' decision".

2.3. Date of Gazprom Board of Directors' meeting where corresponding decision was made: **December 9, 2019.**

2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decision was made: **No. 1283, dated December 10, 2019.**

3. Signature

3.1. Department Head, Gazprom (acting under power of attorney No. 01/04/04-414д, dated June 6, 2018)				Alexander Ivannikov
			(signature)	
3.2. Date	December	10, 2019	L.S.	