

**MATERIAL FACT STATEMENT
ON CONCLUSION OF RELATED-PARTY TRANSACTION BY 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.edisclosure.ru/PORTAL/company.aspx?id=934
1.8. Date of event (material fact) which is reflected in statement (if applicable)	December 23, 2019

2. Contents of Statement

2.1. Category of transaction (related-party transaction; major related-party transaction): related-party transaction.

2.2. Type and subject of transaction:

Type: Agreement.

Subject: Indemnity Obligation Agreement in connection with World Bank's prohibition on creation of security.

2.3. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of transaction:

Pursuant to Agreement, Gazprom undertakes within 20 (Twenty) business days from receipt of written request from Intercreditor Agent, forwarded at any time on date of signing and delivery of any document, according to which Gazprom Pererabotka Blagoveshchensk shall provide security with respect to its assets in favor of finance parties, or document according to which any member of Gazprom Pererabotka Blagoveshchensk shall provide security with respect to shares (stakes) in equity capital of Gazprom Pererabotka Blagoveshchensk (hereinafter – Relevant Security Document), shall reimburse to each Finance Party all possible documented expenses, requirements, losses, expenses (including legal ones) or types of liability that respective Finance Party shall bear at any time after effective date of security under Common Terms Agreement concluded with regard to Amur Gas Processing Plant construction project by Gazprom Pererabotka Blagoveshchensk, financial institutions acting as original creditors, facility agents, Banca IMI S.p.A. as intercreditor agent, Credit Agricole Corporate and Investment Bank as security agent and Sberbank as joint creditor (hereinafter – Common Terms Agreement), as direct consequence of following:

- 1) Signing of Relevant Security Document;
- 2) Provision or acceptance of security under Relevant Security Document;
- 3) Enforcement of rights under Relevant Security Document;
- 4) Invalidity or unenforceability of such Relevant Security Document, whether in whole or in part; or
- 5) Acquisition by International Bank for Reconstruction and Development (hereinafter - IBRD) or on its behalf of ownership right for security or security interest in respect of all or part of security or alienation of all or part of security in favor of IBRD, but in each case solely due to IBRD's performance of its own rights in accordance with Common Terms of IBRD in relation to Russian Federation.

2.4. Period of contractual obligations, parties and beneficiaries of transaction, value of transaction in monetary terms and as percentage of issuer's assets value:

Period of contractual obligations: until 27.12.2036

Parties of transaction: Gazprom (person providing obligation to reimburse); Credit Agricole Corporate and Investment Bank (security agent); Banca IMI S.p.A. (Intercreditor Agent)

Beneficiaries of transaction: Crédit Agricole Corporate and Investment Bank, Credit Suisse AG,

DZ BANK AG, London Branch, ING Bank, branch of ING-DiBa AG, Intesa Sanpaolo Bank Luxembourg SA, Landesbank Hessen-Thüringen Girozentrale, Mizuho Bank, Ltd., MUFG Bank, Ltd., Natixis, Société Générale, Sumitomo Mitsui Banking Corporation, UniCredit Bank AG, Gazprombank (Joint Stock Company), Sberbank of Russia, VTB Bank (Public Joint Stock Company), Cassa Depositi e Prestiti S.p.A., UBI Banca S.p.A., UniCredit S.p.A., Bank of China Limited, London Branch, China Construction Bank Corporation, Beijing Branch, China Development Bank, ING Bank N.V., Natixis, London Branch

Value of transaction in monetary terms and as percentage of value of assets owned by issuer: limit of Gazprom's obligations under Agreement is EUR 8,917,000,000 (Eight billion, nine hundred and seventeen million) and RUB 170,731,000,000 (One hundred and seventy billion, seven hundred and thirty-one million) (5.07% of assets' book value as of September 30, 2019, at euro exchange rate on September 28, 2019), including RUB 60,000,000,000 (Sixty billion) (0.382% of assets' book value as of September 30, 2019) with respect to GPB

2.5. Worth of issuer's assets as at end of last completed reporting period preceding transaction (agreement): Gazprom's assets amounted to RUB 15,712.7 billion as of September 30, 2019.

2.6. Date of transaction (agreement): December 23, 2019.

2.7. Full and abbreviated company's name (institution name for non-commercial organization), address of legal entity or first name, patronymic and last name (if any) of individual recognized, according to Russian legislation, related party of issuer's transaction, ground(s) based on which such individual is recognized related party of transaction, participating interest of related party in equity (pooled) capital (stake held by related party) of issuer and legal entity being party to transaction:

- Alexey Miller is Chairman of Gazprom Management Committee, holds positions on Gazprom Management Committee and Board of Directors, as well as on Board of Directors of GPB (Joint Stock Company);

- Mikhail Sereda holds positions on Gazprom Board of Directors and Board of Directors of GPB (Joint Stock Company);

- Elena Vasilieva holds positions on Gazprom Management Committee and Board of Directors of GPB (Joint Stock Company);

- Famil Sadigov holds positions on Gazprom Management Committee and Board of Directors of GPB (Joint Stock Company);

- Andrey Akimov is Chairman of GPB (Joint Stock Company) Management Board, holds positions on Board of Directors and Management Board of GPB, as well as on Gazprom Board of Directors.

2.8. Information about decision-making concerning authorization of transaction or its follow-up approval in case when such decision was made by authorized management body of issuer (name of issuer's management body, which made decision concerning authorization of transaction or its follow-up approval, date of mentioned decision making, date of compilation and number of minutes of meeting (session) of issuer's management body, at which this decision was made, in case this decision was made by collegiate management body of issuer) or indication that such decision making concerning authorization of transaction or its follow-up approval was not made:

Gazprom Board of Directors' Decision on Ratification of Gazprom's Indemnity Obligation Agreement in Connection with World Bank's Prohibition on Creation of Security No. 3352, dated December 10, 2019.

3. Signature

3.1. Deputy Department Head - Directorate Head, Gazprom
(acting under power of attorney No. 01/04/04-54д, dated February 11, 2019)

Alexey Finikov

(signature)

3.2. Date December 23, 2019

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