

**MATERIAL FACT STATEMENT  
ON DECISION 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.edisclosure.ru/PORTAL/company.aspx?id=934
1.8. Date of event (material fact) which is reflected in statement (if applicable)	December 24, 2019

2. Contents of Statement
<p>2.1. Quorum of Gazprom Board of Directors' meeting and voting result on decision making issue: <b>meeting in absentia, 11 out of 11 elected Board of Directors Members submitted voting ballots, quorum recorded as present.</b></p> <p>Voting result on agenda item:  <b>"On development (update) of corporate documents regulating KPI formation and remuneration of Gazprom management team":</b> In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decision made by issuer's Board of Directors:  <b>Task Alexey Miller, Chairman of Gazprom Management Committee, to ensure following:</b></p> <p><b>1. Until January 1, 2020:</b>  <b>analysis of corporate documents regulating formation of key performance indicators (KPI) and remuneration of Gazprom management team for compliance with guidelines on utilization of KPI for business entities with over 50 per cent shareholding of Russian Federation or constituent entity of Russian Federation, and performance indicators of state unitary enterprises in order to determine amount of remuneration for their managerial staff, as approved by Russian Government Decree No. 1388-r, dated June 27, 2019 (hereinafter - Guidelines);</b>  <b>development (updating) of corporate documents regulating formation of key performance indicators of Gazprom and remuneration of its management team in accordance with Guidelines, as well as approval of such corporate documents at meeting of Gazprom Board of Directors;</b>  <b>posting of information on implementation of Russian Government's directives No. 9054p-P13 dated October 2, 2019 on Interdepartmental website for state property management;</b>  <b>making amendments to labor agreement with Chairman of Gazprom Management Committee regarding inclusion of provisions on personal responsibility into it for posting untimely information or incorrect information on implementation of Russian Government's directives No. 9054p-P13, dated October 2, 2019.</b></p> <p><b>2. Posting annual information on achievement of Gazprom's KPIs and correlation between their achievement and remuneration for management team of Gazprom on Interdepartmental website for state property management until July 10.</b></p> <p><b>3. Implementation of Russian Government directives No. 2579p-P13, dated April 25, 2014, regarding approval of regulation on KPIs of Gazprom and approval of KPIs for</b></p>

**assessment of management performance, which should be taken into account when making decisions on remuneration and personnel decisions in accordance with Russian Government Decree No. 1388-r, June 27, 2019.**

**4. Consideration of issue on application of Guidelines with respect to subsidiaries by Gazprom Board of Directors.**

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 decision was made: **December 23, 2019.**

2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: **No. 1284, dated December 24, 2019.**

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      December      24, 2019

L.S.