

**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.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

**2.1. Type of entity, which entered into major transaction (issuer-controlling entity, entity controlled by issuer and materially important for issuer):** entity controlled by issuer and materially important for issuer.

**2.2. Full legal name (institution name for non-commercial organization), address, INN (if applicable), OGRN (if applicable) of relevant entity, which entered into major transaction:**  
**Full legal name:** Gazprom Pererabotka Limited Liability Company.  
**Address:** St. Petersburg, Russian Federation.  
**INN** 1102054991.  
**OGRN** 1071102001651.

**2.3. Category of transaction (major transaction; major related-party transaction):** Major transaction.

**2.4. Type and subject of transaction:**  
**Type:** Agreement.  
**Subject:** Pledge Agreement on Gazprom Pererabotka share in equity capital of Gazprom Pererabotka Blagoveshchensk signed with Sberbank.

**2.5. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of transaction:**  
Gazprom Pererabotka pledges to Sberbank fulfillment of all current and future obligations of Gazprom Pererabotka Blagoveshchensk (hereinafter - Secured Obligations) as security under Common Terms Agreement concluded with respect to Amur Gas Processing Plant construction project between 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), loan agreements concluded in accordance with Common Terms Agreement, as well as remuneration and hedging agreements concluded in connection with financing provided under Common Terms Agreement and loan agreements (hereinafter - Secured Agreements), share in equity capital of Gazprom Pererabotka Blagoveshchensk equaling 99.99999999772424% of Gazprom Pererabotka Blagoveshchensk equity capital with nominal value of RUB 219,676,313,757 (Two hundred and nineteen billion, six hundred and seventy-six million, three hundred and thirteen thousand, seven hundred and fifty seven) (hereinafter - subject of pledge). At time of foreclosure on subject of pledge, Sberbank is entitled to receive full amount of funds received from sale of subject of pledge, but not exceeding amount of Secured Obligations at relevant time, and is not limited to pledged value of subject of pledge. Gazprom Pererabotka retains right to own subject of

pledge and is entitled, until termination of pledge, to exercise all of its rights with respect to subject of pledge, including right to participate in management of Gazprom Pererabotka Blagoveshchensk, vote at general shareholders meeting and take part in distribution of profits. Following occurrence of non-fulfillment and receipt of corresponding request from Sberbank, Gazprom Pererabotka undertakes to vote at general shareholders meeting of Gazprom Pererabotka Blagoveshchensk on certain issues with written consent of Sberbank.

**2.6. Period of contractual obligations, parties and beneficiaries of transaction, value of transaction in monetary terms and as percentage of value of assets owned by issuer-controlled entity which entered into transaction:**

**Period of contractual obligations:** until 27.12.2036.

**Parties of transaction:** Gazprom Pererabotka, Sberbank.

**Beneficiaries of transaction:** Crédit Agricole Corporate and Investment Bank, Credit Suisse AG, DZ BANK AG, London Branch, ING Bank, a branch of ING-DiBa AG, Intesa Sanpaolo Bank Luxembourg S.A., 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-controlled entity, which entered into transaction:**

Pledge value of subject of pledge: RUB 1,390,671,532,531 (One trillion, three hundred and ninety billion, six hundred and seventy-one million, five hundred and thirty-two thousand, five hundred and thirty-one) 50 kopecks (212.98%).

**2.7. Value of the assets owned by issuer-controlled entity which entered into transaction as at end date of last completed reporting period preceding transaction (conclusion of agreement):** Assets of Gazprom Pererabotka as of September 30, 2019 totaled RUB 652.953 billion.

**2.8. Date of transaction (agreement):** December 20, 2019.

**2.9. Information on decision making regarding consent or follow-up approval of transaction in case such transaction was approved by authorized management body of issuer (name of issuer'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 issuer's management body, at which this decision was made if this decision was made by collegiate management body of issuer), or indication that decision on consent or follow-up approval of such transaction was not made:**

Gazprom Board of Directors' Decision on Ratification of Pledge Agreement entered into by Gazprom Pererabotka on its share in equity capital of Gazprom Pererabotka Blagoveshchensk No. 3353, dated December 10, 2019.

Decision of sole participant of Gazprom Pererabotka "On approval of major transaction conclusion" No. 259 dated December 11, 2019.

Decision of extraordinary General Shareholders Meeting of Gazprom Pererabotka Blagoveshchensk No. 28. dated December 3, 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	24, 2019	L.S.	