

**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
<p>2.1. Category of transaction (related-party transaction; major related-party transaction): related-party transaction.</p> <p>2.2. Type and subject of transaction: Type: Agreement. Subject: Agreement on debt servicing obligation.</p> <p>2.3. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of transaction: Gazprom providing debt servicing obligation 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, shall irrevocably and unconditionally undertake to Credit Agricole Corporate and Investment Bank, acting for and on behalf of each beneficiary of debt service obligation to pay as if Gazprom were main debtor: any part of debt owed and payable, but not paid, besides debt obligations falling due in event of early repayment obligation, debt acceleration or termination of debt obligations as specified in Agreement; any part of debt obligations due and payable as result of event of early repayment obligation as specified in Agreement; all debt obligations (assuming that any and all debt obligations were prematurely fulfilled for purpose of calculating as per relevant date (or were terminated in case of any hedging agreement) and are due and payable) due and payable as result of material event of non-compliance with obligations.</p> <p>2.4. Deadline for performing obligations under transaction, parties and beneficiaries of transaction, cost of transaction in monetary terms and as percentage of issuer's assets value: Deadline for performing obligations under transaction: December 27, 2036. Parties of transaction: Gazprom, Credit Agricole Corporate and Investment Bank 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</p>

N.V., Natixis, London Branch

Value of transaction in monetary terms and as percentage of issuer's assets value:

Gazprom's obligations limit 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, with euro exchange rate as of September 28, 2019), including to GPB (Joint Stock Company) – RUB 60,000,000,000 (Sixty billion) (0.382% of assets' book value as of September 30, 2019).

2.5. Value of issuer's assets as at end date of last completed reporting period preceding transaction (conclusion of agreement):

Gazprom's assets value 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 Vasileva holds positions on Gazprom Management Committee and Board of Directors of GPB (Joint Stock Company);
- Famil Sadygov 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 Approval of Indemnity Obligation Agreement concluded by Gazprom in Connection with World Bank's Prohibition on Creation of Security No. 3349, 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	L.S.	