

**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><b>2.1. Category of transaction (related-party transaction; major related-party transaction):</b> related-party transaction.</p> <p><b>2.2. Type and subject of transaction:</b>  <b>Type:</b> Agreement.  <b>Subject:</b> Pledge of rights agreement in relation to loan agreements.</p> <p><b>2.3. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of transaction:</b>  Gazprom pledges to Sberbank performance of all current and future obligations of Gazprom Pererabotka Blagoveshchensk as security (hereinafter - Secured Obligations) under Common Terms Agreement concluded with respect 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), loan agreements concluded in line 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), all current and future property rights (claims) of Gazprom arising from loan agreements to be concluded by Gazprom as creditor and Gazprom Pererabotka Blagoveshchensk as borrower (hereinafter - subject of pledge).  In case of foreclosure on subject of pledge, Sberbank is entitled to receive full amount of funds raised from sale of subject of pledge, but not exceeding amount of Secured Obligations at relevant period of time, and not limited to pledge value of subject of pledge.</p> <p><b>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:</b>  <b>Deadline for performing obligations under transaction:</b> December 27, 2036.  <b>Parties of transaction:</b> Gazprom, Sberbank  <b>Beneficiaries of transaction:</b> 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.</p>

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

Pledge value of subject of pledge: RUB 176,000,000,000 (One hundred and seventy-six billion) (1.12%)

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

Gazprom's assets value was RUB 15,712.7 billion as of September 30, 2019.

**2.7. Date of transaction (agreement):** December 23, 2019.**2.8. 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 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.

**2.9. 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 transaction to conclude pledge agreement in respect of loan agreements by Gazprom No. 3353, 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.	