

**MATERIAL FACT STATEMENT  
ON DECISIONS 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	<a href="http://www.gazprom.ru">www.gazprom.ru</a> ; <a href="http://www.e-disclosure.ru/PORTAL/company.aspx?id=934">www.e-disclosure.ru/PORTAL/company.aspx?id=934</a>

2. Contents of Statement
<p>2.1. Quorum of Gazprom Board of Directors meeting and voting results on certain issues: meeting in absentia, 10 out of 11 Board of Directors Members submitted voting ballots, quorum recorded as present.</p> <p>Voting results on agenda item:</p> <p><b>On disposal of Gazprom Sakhalin Holdings B.V.-owned class A and class B preferred shares by Gazprom Holding Coöperatie U.A.</b> – In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p><b>On acquisition of stake in Gazprom Mezhregiongaz equity capital by Gazprom</b> – In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p><b>On acquisition of stake in Gazprom Pererabotka equity capital by Gazprom</b> – In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decision made by issuer's Board of Directors:</p> <p>2.2.1. <b>On disposal of Gazprom Sakhalin Holdings B.V.-owned class A and class B preferred shares by Gazprom Holding Coöperatie U.A.:</b></p> <p><b>In accordance with Procedures for Completing Transactions approved by Gazprom Board of Directors Decision No. 366 dated September 27, 2002 and Procedures for Cooperation of Gazprom with business companies and organizations where Gazprom owns stocks and shares approved by Gazprom Board of Directors Decision No. 365 dated September 27, 2002, Gazprom Board of Directors resolved:</b></p> <ol style="list-style-type: none"> <li><b>To approve disposal by Gazprom Holding Coöperatie U.A. of max 4,000 (Four thousand) Gazprom Sakhalin Holdings B.V.-owned class A preferred shares with nominal value of EUR 1,000,000 (One million) each and total value of max EUR 4,000,000,000 (Four billion) and of max 2,089 (Two thousand and eighty-nine) Gazprom Sakhalin Holdings B.V.-owned class B preferred shares with nominal value of EUR 1,000,000 (One million) each and total value of max EUR 2,089,000,000 (Two billion and eighty-nine million) at price not higher than EUR 6,089,000,000 (Six billion and eighty-nine million) in monetary means redeemed due to reduction of equity capital of Gazprom Sakhalin Holdings B.V.</b></li> <li><b>To support Gazprom's position by voting of its representatives in Gazprom Sakhalin Holdings B.V. managing bodies in favor of reduction of equity capital of Gazprom Sakhalin Holdings B.V. by redemption of Gazprom Sakhalin Holdings B.V.-owned class A and class B preferred shares specified in clause 1 of this Decision.</b></li> </ol> <p>2.2.2. <b>On acquisition of stake in Gazprom Mezhregiongaz equity capital by Gazprom:</b></p> <p><b>In accordance with Procedures for Completing Transactions approved by Gazprom Board of</b></p>

**Directors Decision No. 366 dated September 27, 2002, Gazprom Board of Directors resolved:**

**1. To approve Gazprom's acquisition of stake in Gazprom Mezhregiongaz equity capital by making additional deposit in amount of RUB 15,182,000,000 (Fifteen billion one hundred and eighty-two million) in monetary and/or non-monetary means. As result nominal value of Gazprom-owned share constituting 100% of Gazprom Mezhregiongaz equity capital shall equal RUB 61,234,729,600 (Sixty-one billion two hundred and thirty-four million seven hundred and twenty-nine thousand six hundred).**

**2. To declare invalid Gazprom Board of Directors Decision No. 2712 dated April 19, 2016 on approval of related-party transaction with Gazprom Mezhregiongaz.**

**2.2.3. On acquisition of stake in Gazprom Pererabotka equity capital by Gazprom:**

**In accordance with Procedures for Completing Transactions approved by Gazprom Board of Directors Decision No. 366 dated September 27, 2002, Gazprom Board of Directors resolved:**

**To approve Gazprom's acquisition of stake in Gazprom Pererabotka equity capital by making additional deposit in amount of RUB 10,153,870,000 (Ten billion one hundred and fifty-three million eight hundred and seventy thousand) in monetary means. As result nominal value of Gazprom-owned share constituting 100% of Gazprom Pererabotka equity capital shall equal RUB 229,819,870,000 (Two hundred and twenty-nine billion eight hundred and nineteen million eight hundred and seventy thousand).**

**2.3. Date of Gazprom Board of Directors meeting where corresponding decision was made: January 18, 2017 (date of submission of filled out voting ballots by Members of issuer's Board of Directors).**

**2.4. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decision was made: No. 1123, dated January 19, 2017.**

**3. Signature**

**3.1. First Deputy Department Head, Gazprom  
(acting under power of attorney  
No. 01/04/04-345Д, dated May 25, 2015)**

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(signature)

**Svetlana Antonova**

**3.2. Date: January 19, 2017**

**L.S.**