

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

2. Contents of Statement
<p>2.1. Type of entity, which conducted major transaction (issuer-controlling entity, entity controlled by issuer and materially important for issuer): entity controlled by issuer and materially important for issuer.</p> <p>2.2. Full legal name, address, INN (if applicable), OGRN (if applicable) of relevant entity, which conducted major transaction: Gazprom Gerosgaz Holdings B.V. Address of entity: Concertgebouwplein 13, 1071 LL, Amsterdam, Netherlands.</p> <p>2.3. Transaction category (major transaction; major related-party transaction): major transaction.</p> <p>2.4. Type and subject of transaction: Type of transaction: Share Purchase Agreement. Subject of transaction: purchase of 355,102,694 (three hundred and fifty-five million, one hundred two thousand, six hundred and ninety-four) shares of Gazprom.</p> <p>2.5. Contents of transaction including civil rights and obligations being determined, modified or terminated by means of transaction: Seller (Gazprom Gerosgaz Holdings B.V.) undertakes to transfer the owned shares of Public Joint Stock Company (Gazprom) into ownership of purchaser (Rosingaz Limited) and purchaser undertakes to accept and pay for shares on terms stipulated by contract.</p> <p>2.6. Period of contractual obligations, transaction parties and beneficiaries, value of transaction in monetary terms and as percentage of value of assets owned by entity under issuer's control which conducted transaction: Period of contractual obligations: Seller, within 10 (ten) business days from beginning of contract, shall take all necessary actions prescribed by law for transfer of shares into ownership of purchaser and provides purchaser with authentic copy of notification issued by holder of shareholders register on performance of transaction on personal account of purchaser concerning transfer of ownership rights for shares from seller to purchaser. Purchaser, within 30 (thirty) days from transfer of authentic copy of notification issued by holder of shareholders register, shall pay contractual price of shares. Moment of transfer of ownership rights for shares from seller to purchaser is making appropriate credit entry on personal account of purchaser in holder's register. Parties and beneficiaries of transaction: Seller – Gazprom Gerosgaz Holdings B.V., purchaser – Rosingaz Limited. Value of transaction in monetary terms and as percentage of value of assets owned by entity under issuer's control which conducted transaction: 49,316,662,142.72 (forty-nine billion, three hundred sixteen million, six hundred sixty-two thousand, one hundred forty-two rubles and 72 kopecks)/46% of assets worth of Gazprom Gerosgaz Holdings B.V.</p> <p>2.7. Worth of assets owned by entity under issuer's control which made transaction, as at end of last completed reporting period preceding transaction (contract): USD 1,755,885,000 as of January 31, 2016.</p> <p>2.8. Date of transaction (contract): February 17, 2017.</p> <p>2.9. Information on transaction approval in case when such transaction was approved by authorized management body of entity under issuer's control which conducted transaction (name of entity's management body which made decision to approve transaction, date of mentioned decision making, date and</p>

number of minutes of meeting (session) of entity's management body when this decision was made, in case this decision was made by collegiate management body of entity) or indication that such transaction was not approved: Name of entity's management body which made decision to approve transaction: **Written resolution of Company's Management Committee.**
Date of mentioned decision making: **February 7, 2017.**
Date and number of minutes of meeting (session) of entity's management body when this decision was made: - .

3. Signature

3.1. First Deputy Department Head, Gazprom (acting under power of attorney No. 01/04/04-345Д, dated May 25, 2015)				Svetlana Antonova
			(signature)	
3.2. Date	February	21, 2017	L.S.	