

**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

2. Contents of Statement	
2.1. Category of transaction (related-party transaction; major related-party transaction):	related-party transaction.
2.2. Type and subject of transaction:	Deficit Financing Agreement.
2.3. Contents of transaction including civil rights and obligations being determined, modified or terminated by means of transaction:	Deficit financing agreement regulates obligations on provision of loan to Nord Stream 2 AG in case that no project financing or insufficient financing (up to 70% of total project costs or up to EUR 6.65 billion) is acquired at EURIBOR rate + 5.75% to 6.75% per year (depending on amount of financing).
2.4. Period of contractual obligations, transaction parties and beneficiaries, value of transaction in monetary terms and as percentage of issuer's assets value:	
2.4.1. Deadline of Deficit Financing Agreement:	15 years following acquisition of project financing or December 31, 2019.
2.4.2. Parties and beneficiaries of transaction:	parties: Nord Stream 2 AG, PJSC Gazprom, Glas Trust Corporation Ltd. (facility agent), Engie Energy Management Holding Switzerland AG, OMV Gas Marketing Trading & Finance B.V., Shell Exploration and Production (LXXI) B.V., Uniper Gas Transportation & Finance B.V., Wintershall Nederland Transport and Trading B.V.; beneficiary: Nord Stream 2 AG.
2.4.3. Value of transaction in monetary terms:	maximum loan amount including interest payable – not more than EUR 6.65 billion (RUB 422,481,150 thousand at exchange rate of Central Bank of Russian Federation as at June 2, 2017) or 3.09% of issuer's assets value as at March 31, 2017 (Gazprom's share in liabilities under transaction – 50%).
2.5. Value of issuer's assets as at closing date of last completed reporting period preceding transaction (conclusion of agreement):	RUB 13,656,336,791 thousand as at March 31, 2017.
2.6. Date of transaction (conclusion of agreement):	June 2, 2017.
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 charter (pooled) capital (stake held by related party) of issuer and legal entity being party to transaction:	
2.7.1. Vitaly Markelov	Reason for being related party: Member of Board of Directors, Deputy Chairman of Gazprom Management Committee, Vitaly Markelov is Member of Board of Directors of Nord Stream 2 AG being party to transaction. Participating interest of related party in charter (pooled) capital (stake held by related party) of issuer: 0.006203 %. Participating interest of related party in charter (pooled) capital of legal entity being party to transaction: 0%
2.7.2. Alexander Medvedev	

Reason for being related party: Deputy Chairman of Gazprom Management Committee, Alexander Medvedev is Member of Board of Directors of Nord Stream 2 AG being party to transaction.

Participating interest of related party in charter (pooled) capital (stake held by related party) of issuer: 0.000232 %. Participating interest of related party in charter (pooled) capital of legal entity being party to transaction: 0%.

2.7.3. Oleg Aksyutin

Reason for being related party: Member of Gazprom Management Committee, Department Head in Gazprom, Oleg Aksyutin is Member of Board of Directors of Nord Stream 2 AG being party to transaction.

Participating interest of related party in charter (pooled) capital (stake held by related party) of issuer: 0.000218 %. Participating interest of related party in charter (pooled) capital of legal entity being party to transaction: 0%.

2.8. Information on transaction approval in case when such transaction was approved by authorized management body of issuer (name of issuer's management body which made decision to approve transaction, date of mentioned decision making, date and number of minutes of meeting (session) of issuer's management body which made this decision, if such decision was made by collective management body of issuer) or indication that such transaction was not approved:

Deficit financing agreement was approved by Gazprom Board of Directors on April 21, 2017, Minutes No. 1139 dated April 21, 2017.

3. Signature

3.1. Member of Management Committee,
Department Head, Gazprom
(acting under power of attorney
No. 01/04/04-45Д, dated February 3, 2015)

Elena Mikhailova

(signature)

3.2. Date June 5, 2017

L.S.