

MATERIAL FACT STATEMENT ON DECISION 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	www.gazprom.ru; www.e-disclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement
<p>2.1. Quorum of issuer's Board of Directors meeting and voting results on decision making issue: 10 out of 11 elected Board of Directors Members attended meeting in absentia, quorum for decision making recorded as present.</p> <p>Voting results on agenda item: On acknowledgement of individual nominees to Gazprom Board of Directors as independent nominees to Board of Directors: 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>Having considered information on acknowledgement of certain nominees to Gazprom's Board of Directors as independent nominees, Gazprom's Board of Directors decided:</p> <p>Taking into account well-reasoned grounds (appended), to acknowledge Viktor Martynov and Vladimir Mau, nominees to Board of Directors, as independent nominees to Board of Directors, despite formal criteria of connection to civil service and important contractors of Gazprom as such connection doesn't impair their ability to make independent, objective and honest judgements in view of their professional experience, special knowledge and business reputation.</p> <p>2.3. Appendix to Gazprom Board of Directors' Decision No. 2978, dated June 28, 2017.</p> <p>Reasoned justification of acknowledging certain nominees to Gazprom Board of Directors as independent nominees to Board of Directors. Gazprom's shares (hereinafter also referred to as "Company") are included in first-level (top) quotation lists of Moscow and St. Petersburg Exchanges (hereinafter referred to as "Exchanges").</p> <p>Pursuant to listing rules (hereinafter referred to as "Listing Rules") of Exchanges, corporate governance of Company should comply with requirements of Listing Rules in order to maintain necessary listing level. Presence of at least three independent directors on issuer's Board of Directors is one of requirements to corporate governance.</p> <p>Listing Rules stipulate that basically Board of Directors Member (nominee to Board of Directors) can't be independent director if he is:</p> <ul style="list-style-type: none"> a) connected to issuer; b) connected to substantial shareholder of issuer; c) connected to important contractor of issuer; d) connected to competitor of issuer; e) connected to civil service (Russian Federation, Russian constituent or municipality). <p>Independence of Board of Directors Members is assessed according to criteria for determining independence of Board of Directors Members (nominees to Board of Directors Members) provided for in Appendices 4 and 4.1. to Listing Rules of Moscow Exchange (hereinafter referred to as "Independence Criteria").</p> <p>Timur Kulibaev, nominee to Gazprom Board of Directors, fully complies with Independence Criteria.</p> <p>According to performed analysis, Viktor Martynov and Vladimir Mau, nominees to Board of Directors, fall</p>

under formal criteria of connection to civil service and important contractors of Gazprom.

Justification of Viktor Martynov's independence:

Viktor Martynov, as Rector of Gubkin Russian State University of Oil and Gas (National Research University) federal government funded institution of higher professional education (hereinafter referred to as "Research University") appointed to position by Order No. 12-07-03/190 by Russian Ministry of Education and Science, dated January 28, 2013, is formally connected to civil service. However, in accordance with Russian Government Decree No. 145-p, dated January 30, 2017, said Director was included in list of nominees to Gazprom Board of Directors as independent director who didn't represent state interests or voted on directives of Russian Government, Russian constituent or municipality.

Viktor Martynov was elected Rector at conference for academic staff, other employees and students of University, he was nominated by University's Academic Council, not by Russian Government. Viktor Martynov is not (and has not been for more than one year) state or municipal officer, nor is he employee of Bank of Russia. In addition, University is important contractor of Gazprom in line with Listing Rules. In this way, Viktor Martynov, as University Rector, is connected to important contractor of Gazprom.

Herewith, Martynov doesn't have personal material interest in obtaining additional extra-budgetary revenues by University. For instance, in line with Regulation on Remuneration for University Employees, Rector's salary is set proportionately to average salary of employees ranked as general staff and equals to 5 times average monthly salary (p. 6.2.1.), while additional revenues of University don't affect amount of employees' salary. Incentives paid to University Rector shall be fixed with due account for results of University's activities and relying on performance indicators for higher educational institution approved by Russian Ministry of Education and Science (p. 6.4.). Meanwhile, amount of such incentives doesn't depend on additional extra-budgetary revenues, too.

Agreements with Gazprom's important contractor are concluded on market terms and approved by applicable legislation. No other criteria of connection determined by Listing Rules of Moscow Exchange are defined. Taking into account above, as well as wealth of professional experience, actual voting practice, discipline-based expertise, wide recognition in scientific community, both in Russia and abroad, as well as impeccable business reputation enabling Viktor Martynov to make independent, impersonal and fair judgements on issues reviewed at Company's Board of Directors meetings, connection of Viktor Martynov to civil service and University as important contractor of Gazprom, is formal by nature.

Justification of Vladimir Mau independence:

Vladimir Mau, as Rector of Russian Presidential Academy of National Economy and Public Administration federal state-funded institution of higher education appointed by Russian Government Decree No. 2792-p, dated December 31, 2015, is formally connected to civil service. However, pursuant to Russian Government Decree No. 145-p, dated January 30, 2017, said director was included in list of nominees to Gazprom Board of Directors as independent director as he doesn't represent state interest, nor he vote on directives of Russian Government, constituent or municipality.

Candidacy of Vladimir Mau for position of Rector was approved by qualification commission involving independent experts. Vladimir Mau is not (and has not been for more than one year) state or municipal officer, nor employee of Bank of Russia. In addition, Vladimir Mau is Member of Sberbank Supervisory Board. Sberbank is important contractor of Gazprom in compliance with Listing Rules. In this way, Vladimir Mau is connected to important contractor of Gazprom.

Herewith, agreements between Gazprom and Sberbank are based on market terms and approved by managing bodies of said companies in line with applicable legislation. No other criteria of connection determined by Listing Rules are defined.

Taking into consideration above, as well as extensive professional experience, actual voting practice, discipline-based expertise, wide recognition in scientific community, both in Russia and abroad, as well as impeccable business reputation enabling Viktor Martynov to make independent, impersonal and fair judgements on issues reviewed at Company's Board of Directors meetings, connection of Vladimir Mau to civil service and Sberbank as important contractor of Gazprom, is formal by nature.

2.4. Date of issuer's Board of Directors meeting where corresponding decision was made: June 27, 2017 (date of submitting filled out voting ballots by Members of issuer's Board of Directors).

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where

corresponding decision was made: No. 1151, dated June 28, 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	28, 2017	L.S.	