

MATERIAL FACT STATEMENT
ON ISSUER'S GENERAL MEMBERS (SHAREHOLDERS) MEETING AND DECISIONS
MADE BY GENERAL MEMBERS (SHAREHOLDERS) MEETING OF 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.e-disclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement
<p>2.1. Type of General Shareholders Meeting of issuer (annual (regular), extraordinary): <i>annual</i>.</p> <p>2.2. Form of holding General Shareholders Meeting of issuer (physical meeting (joint attendance) or absentee voting): <i>physical meeting (joint attendance)</i>.</p> <p>2.3. Date, venue and time of holding General Shareholders Meeting of issuer: <i>June 30, 2017, conference hall in Bld. 2, 16 Nametkina St., Moscow, Russian Federation.</i> <i>General Shareholders Meeting starts at 10:00 am.</i> <i>General Shareholders Meeting finishes at 3:10 pm.</i></p> <p>2.4. Quorum of General Members (Shareholders) Meeting of issuer: <i>As of moment of opening Meeting (10:00 am) number of votes assigned to persons with right to vote taking part in Meeting, constituted:</i> <i>On item 1 of agenda – 16,561,421,742 (69.9576%)¹ of votes;</i> <i>On item 2 of agenda – 16,561,316,262 (69.9572%) of votes;</i> <i>On item 3 of agenda – 16,561,399,994 (69.9575%) of votes;</i> <i>On item 4 of agenda – 16,561,394,658 (69.9575%) of votes;</i> <i>On items 5, 7 of agenda – 16,561,399,538 (69.9575%) of votes;</i> <i>On item 6 of agenda – 16,561,399,138 (69.9575%) of votes;</i> <i>On item 8 of agenda – 16,561,387,518 (69.9575%) of votes;</i> <i>On item 9, 10 of agenda – 16,561,387,718 (69.9575%) of votes;</i> <i>On item 11 of agenda – 16,561,378,766 (69.9574%) of votes;</i> <i>On item 12 of agenda – 16,561,369,346 (69.9574%) of votes;</i> <i>On item 13 of agenda – 16,561,372,866 (69.9574%) of votes;</i> <i>On item 14 of agenda – 169,739,745,978 (65.1821%) of cumulative votes;</i> <i>On item 15 of agenda – 16,554,221,826 (69.9349%) of votes.</i> <i>Quorum recorded as present on all agenda items.</i> <i>As at close of registration (11:55 am), number of votes attached to placed voting shares owned by persons who participated in meeting and were entitled to vote amounted to:</i> <i>On item 1 of agenda – 16,572,895,007 (70.0061%) of votes;</i> <i>On item 2 of agenda – 16,572,789,527 (70.0056%) of votes;</i> <i>On item 3 of agenda – 16,572,873,259 (70.0060%) of votes;</i></p>

¹ Number of votes on each item (group of items) assigned to persons with right to vote taking part in Meeting are given in brackets as percentage of total amount of votes on placed voting shares assigned to persons included in list with right to vote on mentioned items.

On item 4 of agenda – 16,572,867,923 (70.0060%) of votes;
On item 5,7 of agenda – 16,572,872,803 (70.0060%) of votes;
On item 6 of agenda – 16,572,872,403 (70.0060%) of votes;
On item 8 of agenda – 16,572,860,783 (70.0059%) of votes;
On item 9,10 of agenda – 16,572,860,983 (70.0059%) of votes;
On item 11 of agenda – 16,572,852,031 (70.0059%) of votes;
On item 12 of agenda – 16,572,842,611 (70.0058%) of votes;
On item 13 of agenda – 16,572,846,131 (70.0059%) of votes;
On item 14 of agenda – 169,865,951,893 (65.2305%) of cumulative votes;
On item 15 of agenda – 16,565,695,091 (69.9833%) of votes.

2.5. Agenda of General Shareholders Meeting of issuer:

1. *Approval of Company's Annual Report.*
2. *Approval of Company's annual accounting (financial) statements.*
3. *Approval of distribution of Company's profit based on results of 2016.*
4. *On amount, terms and form of dividend payout based on results of 2016 as well as on date when list of persons entitled to receive dividends is drawn up.*
5. *Approval of Company's Auditor.*
6. *On paying remuneration to Board of Directors (Supervisory Board) Members – non–government officials in amount prescribed by Company's regulatory documents.*
7. *On paying remuneration to Audit Commission Members – non–government officials in amount prescribed by Company's regulatory documents.*
8. *On making amendments into Gazprom's Articles of Association.*
9. *On approval of new version of Provision on Gazprom's Board of Directors.*
10. *On approval of new version of Provision on Gazprom's Management Committee.*
11. *On approval of new version of Provision on Gazprom's Management Committee Chairman.*
12. *On approval of new version of Provision on Gazprom's Code of Corporate Governance.*
13. *On Gazprom's participation in Global Gas Center association.*
14. *Election of Company's Board of Directors (Supervisory Board) Members.*
15. *Election of Company's Audit Commission (examiner) Members.*

2.6. Voting results on agenda items of issuer's General Members (Shareholders) Meeting where quorum was present, and wordings of decisions made by issuer's General Members (Shareholders) Meeting on such items:

1. On item 1 of agenda: Approval of Company's Annual Report: *To approve Gazprom's Annual Report for 2016:*

IN FAVOR² 16,554,932,827 99.8916%

AGAINST 1,943,442 0.0117%

ABSTENTIONS 2,438,864 0.0147%

2. On item 2 of agenda: Approval of Company's annual accounting (financial) statements: *To approve annual accounting (financial) statements of Gazprom for 2016.*

IN FAVOR 16,554,854,805 99.8918%

AGAINST 1,953,182 0.0118%

ABSTENTIONS 2,452,226 0.0148%

3. On item 3 of agenda: Approval of distribution of Company's profit based on results of 2016: *To approve distribution of Gazprom's profits based on results of 2016.*

IN FAVOR 16,455,405,464 99.2912%

AGAINST 88,053,106 0.5313%

ABSTENTIONS 15,892,091 0.0959%

4. On item 4 of agenda: On amount, terms and form of dividend payout based on results of 2016 as well as establishing date when list of persons entitled to receive dividends is drawn up: *To approve amount, terms*

²Hereinafter indicated number of votes for each item with percentage of total amount of votes of shareholders taking part in Meeting.

and form of paying out annual dividends on Company's shares as well as date as of which persons entitled for dividends are determined: to pay out annual dividends in cash based on Company's performance in 2016 in amount of RUB 190,327.4 million which equals RUB 8.0397 per one ordinary share of Gazprom with nominal value of RUB 5; amount of accrued dividends per one shareholder is determined with accuracy up to one kopeck. Rounding of figures in calculations is made according to mathematical rounding; establish date on which persons entitled to receive dividends are determined – July 20, 2017; to determine deadline for paying out dividends to nominal holders and trustees being professional players of security market and registered in Gazprom's shareholders register – August 3, 2017; to determine deadline for paying out dividends to other Gazprom's registered shareholders – August 24, 2017.

IN FAVOR 16,457,448,886 99.3036%

AGAINST 86,234,048 0.5203%

ABSTENTIONS 15,807,608 0.0954%

5. On item 5 of agenda: Approval of Company's Auditor: *To approve Limited Liability Company Financial and Accounting Consultants as Gazprom's Auditor.*

IN FAVOR 16,442,294,682 99.2121%

AGAINST 113,618,650 0.6856%

ABSTENTIONS 3,594,038 0.0217%

6. On item 6 of agenda: On paying remuneration to Board of Directors Members, non-government officials, for service on Board of Directors (Supervisory Board) in amount recommended by Company's regulatory documents: *To pay remuneration to Board of Directors Members of the who are not taking public or civil service offices in Russian Federation in amount recommended by Company's Board of Directors:*

to Board of Directors Chairman – RUB 31,090,260;

to Board of Directors Deputy Chairman – RUB 30,162,510;

to Board of Directors Member functioning simultaneously as Chairman of Audit Committee and Member of Nomination and Remuneration Committee under Gazprom's Board of Directors – RUB 27,688,510;

to Board of Directors Member functioning simultaneously as Chairman of Remuneration and Nomination Committee under Gazprom's Board of Directors and Member of Audit Committee under Gazprom's Board of Directors – RUB 27,688,510;

to Board of Directors Member functioning simultaneously as Member of Audit Committee under Gazprom's Board of Directors and Member of Remuneration and Nomination Committee under Gazprom's Board of Directors – RUB 26,683,448;

to Board of Directors Member, former Member of Audit Committee under Gazprom's Board of Directors, who early resigned from Audit Committee – RUB 25,601,073;

to Board of Directors Members not having additional responsibilities in Board of Directors – RUB 25,523,760 each;

Not to pay remuneration to Alexey Ulyukaev, Member of Board of Directors.

IN FAVOR 15,653,958,467 94.4553%

AGAINST 902,649,683 5.4465%

ABSTENTIONS 2,888,373 0.0174%

7. On item 7 of agenda: On paying remuneration to Audit Commission Members, non-government officials, for service on Audit Commission in amount prescribed by Company's regulatory documents: *To pay remuneration to Audit Commission Members who are not taking public or civil service offices in Russian Federation in amount recommended by Company's Board of Directors:*

To Chairman of Audit Commission – RUB 4,889,045;

To Members of Audit Commission – RUB 3,760,804 each.

IN FAVOR 16,526,860,986 99.7224%

AGAINST 28,307,292 0.1708%

ABSTENTIONS 4,332,126 0.0261%

8. On item 8 of agenda: On making amendments into Gazprom's Articles of Association: *To approve amendments into Gazprom's Articles of Association.*

IN FAVOR 16,527,210,529 99.7245%

AGAINST 24,151,100 0.1457%

ABSTENTIONS 4,213,955 0.0254%

9. On item 9 of agenda: On making amendments into Provision on Gazprom's Board of Directors: *To approve amendments into Provision on Gazprom's Board of Directors.*
IN FAVOR 16,551,044,657 99.8684%
AGAINST 143,358 0.0009%
ABSTENTIONS 4,376,569 0.0264%

10. On item 10 of agenda: On making amendments into Provision on Gazprom's Management Committee: *To approve amendments into Provision on Gazprom's Management Committee.*
IN FAVOR 16,550,252,053 99.8636%
AGAINST 201,784 0.0012%
ABSTENTIONS 4,598,125 0.0277%

11. On item 11 of agenda: On making amendments into Provision on Gazprom's Management Committee Chairman: *To approve amendments into Provision on Gazprom's Management Committee Chairman.*
IN FAVOR 16,550,811,315 99.8670%
AGAINST 212,428 0.0013%
ABSTENTIONS 4,544,439 0.0274%

12. On item 12 of agenda: On approval of new version of Gazprom's Code of Corporate Governance: *To approve new version of Gazprom's Code of Corporate Governance.*
IN FAVOR 16,466,006,313 99.3554%
AGAINST 18,080,663 0.1091%
ABSTENTIONS 71,465,586 0.4312%

13. On item 13 of agenda: On Gazprom's participation in Global Gas Center association: *To approve Gazprom's participation in Global Gas Center association.*
IN FAVOR 16,539,301,437 99.7976%
AGAINST 13,522,176 0.0816%
ABSTENTIONS 2,735,719 0.0165%

14. On item 14 of agenda: Election of Company's Board of Directors (Supervisory Board) Members: *To elect Board of Directors consisting of:*

Akimov Andrey	in favor – 15,950,431,393 or 9.3900% of votes cast by shareholders participating in Meeting;
Kulibaev Timur	in favor – 16,042,456,079 or 9.4442% of votes cast by shareholders participating in Meeting;
Manturov Denis	in favor – 16,288,066,659 or 9.5888% of votes cast by shareholders participating in Meeting;
Markelov Vitaly	in favor – 8,355,475,979 or 4.9189% of votes cast by shareholders participating in Meeting;
Martynov Viktor	in favor – 16,330,839,717 or 9.6140% of votes cast by shareholders participating in Meeting;
Mau Vladimir	in favor – 17,070,153,798 or 10.0492% of votes cast by shareholders participating in Meeting;
Miller Alexey	in favor – 17,411,249,554 or 10.2500% of votes cast by shareholders participating in Meeting
Novak Alexander	in favor – 16,887,174,453 or 9.9415% of votes cast by shareholders participating in Meeting
Patrushev Dmitry	in favor – 15,950,405,882 or 9.3900% of votes cast by

	shareholders participating in Meeting
Sereda Mikhail	in favor – 8,642,613,773 or 5.0879% of votes cast by shareholders participating in Meeting
Zubkov Viktor	in favor – 17,619,541,592 or 10.3726% of votes cast by shareholders participating in Meeting.

There were 3,123,302,789 votes Against All Candidates and 14,800,507 votes Abstained on All Candidates.

15. On item 15 of agenda: Election of Company's Audit Commission (examiner) Members: *To elect Gazprom's Audit Commission³ consisting of:*

Bikulov Vadim	in favor – 16,346,759,631 or 98.6784% of votes cast by shareholders participating in Meeting;
Fisenko Tatiana	in favor – 15,076,184,938 or 91.0085% of votes cast by shareholders participating in Meeting;
Gladkov Alexander	in favor – 16,388,053,659 or 98.9277% of votes cast by shareholders participating in Meeting;
Mironova Margarita	in favor – 16,369,987,378 or 98.8186% of votes cast by shareholders participating in Meeting;
Nosov Yuri	in favor – 16,384,157,046 or 98.9041% of votes cast by shareholders participating in Meeting
Oganyan Karen	in favor – 16,398,706,548 or 98.9920% of votes cast by shareholders participating in Meeting;
Petrova Alexandra	in favor – 14,194,233,550 or 85.6845% of votes cast by shareholders participating in Meeting;
Platonov Sergey	in favor – 15,114,381,974 or 91.2390% of votes cast by shareholders participating in Meeting;
Tarasenko Oksana	in favor – 14,137,881,174 or 85.3443% of votes cast by shareholders participating in Meeting.

Voting results for candidates not elected to Audit Commission:

Alisov Vladimir	in favor – 1,076,678,792 or 6.4994% of votes cast by shareholders participating in Meeting;
Ivannikov Alexander	in favor – 1,328,848,281 or 8.0217% of votes cast by shareholders participating in Meeting;
Morozova Lidiya	in favor – 1,345,952,313 or 8.1249% of votes cast

³ Voting results on item 15 were counted disregarding votes on shares held by persons serving on managing bodies of Company

	by shareholders participating in Meeting;
Pashkovsky Dmitry	in favor – 1,342,815,824 or 8.1060% of votes cast by shareholders participating in Meeting;
Rosseev Mikhail	in favor – 58,316,175 or 0.3520% of votes cast by shareholders participating in Meeting.

2.7. Date of compilation and number of Minutes of issuer's General Members (Shareholders) Meeting: *as at date of issuance of this statement, Minutes of annual General Shareholders Meeting are under preparation, information disclosure is regulated by p. 2.10 of Regulation on information disclosure by equity issuers (No. 454-II, dated December 30, 2014, approved by Bank of Russia).*

2.8. Identification attributes of shares, owners of which are entitled to participate in issuer's General Shareholders Meeting: *ordinary registered uncertificated shares, state registration number of issue 1-02-00028-A, date of state registration of securities issue – December 30, 1998, International Securities Identification Number (ISIN) RU0007661625.*

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	30, 2017	L.S.	