

**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: 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: Public Joint Stock Company OGK-2. Location: Solnechnodolsk settlement, Izobilnensky district, Stavropol Territory, Russian Federation INN 2607018122 OGRN 1052600002180</p> <p>2.3. Transaction category: major transaction.</p> <p>2.4. Type and subject of transaction: Type of transaction: Supplementary Agreement to General Contractor Agreement No. 1-07 kc dated November 14, 2007. Subject of transaction: Supplementary Agreement provides for introduction of changes to subject of Agreement related to division of Facility (STU-660, plant's power unit No. 10) into two start-up complexes in accordance with approved project documentation and issued construction permits, without changing composition and results of work subject to implementation by General Contractor: General Contractor carries out design works, including prospecting and works on development of design documentation for first, second start-up complexes and plant's power unit No. 11 (third start-up complex), construction of first and second start-up complexes. Customer accepts results of work and pays in accordance with terms of Agreement. List and composition of start-up complexes: First start-up complex is coal-fired power unit that has undergone full range of tests, including (but not limited to) all buildings and structures, in accordance with requirements of Project Documentation and Construction Permit No. 74-RU74312000-71-2016 dated May 23, 2016. Second start-up complex is complex of buildings and structures according to Project Documentation.</p>

Third start-up complex is coal-fired power unit (plant's power unit No. 10) with single installed electric capacity of 660 MW and heating capacity of 200 Gcal/h. General Contractor is not responsible for construction of third start-up complex.

2.5. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of transaction: **General Contractor carries out design works, including prospecting and works on development of design documentation for first, second start-up complexes and plant's power unit No. 11 (third start-up complex), construction of first and second start-up complexes. Customer accepts results of work and pays in accordance with terms of Agreement.**

2.6. Period of contractual obligations, parties and beneficiaries of transaction, value of transaction in monetary terms and as percentage of assets owned by issuer-controlled entity, which concluded transaction:

Period of contractual obligations: **Supplementary Agreement changes terms of Agreement: completion of Facility construction is postponed from August 30, 2014 to date: no later than September 30, 2018.**

Parties and beneficiaries of the transaction:

Customer: **PJSC OGK-2 (Public Joint Stock Company Second Generation Company of Wholesale Electricity Market).**

General contractor: **Quartz-New Technologies LLC (Quartz-New Technologies Limited Liability Company, OGRN 1117746656840, INN 7728781306, location: 5 Orshskaya St., Moscow, 121552).**

Value of transaction: **59,500,000,000 (Fifty-nine billion five hundred million) rubles 00 kopecks, including VAT of 9,076,271,186 (Nine billion seventy-six million two hundred and seventy-one thousand one hundred and eighty-six) rubles 43 kopecks, which makes up 29.661% of the value assets of PJSC OGK-2.**

2.7. Worth of assets owned by issuer-controlled entity, which made transaction, as at end of last completed reporting period preceding transaction (agreement): **RUB 200,596,944,000 as of September 30, 2017.**

2.8. Date of transaction: **November 28, 2017.**

2.9. Information on transaction approval in case when such transaction was approved by authorized management body of issuer-controlled entity, which concluded transaction (name of entity's management body which made decision to approve transaction, date of mentioned decision making, date and 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: **transaction approved by Board of Directors on September 13, 2017 (Minutes No. 180 dated September 14, 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	November	29, 2017	L.S.	