



Public Joint Stock Company Gazprom
(PJSC Gazprom)

**RESOLUTION OF
BOARD OF DIRECTORS**

June 22, 2023

No. 3953

**On approval of Viktor Martynov, nominee to Gazprom Board of Directors,
as independent nominee to Board of Directors**

Upon reviewing the information on the approval of Viktor Martynov, nominee to the Gazprom Board of Directors, as an independent nominee, the Gazprom Board of Directors

RESOLVED:

Based on the justification (attached), to approve Viktor Martynov, nominee to the Gazprom Board of Directors, as an independent nominee to the Board of Directors despite the formal affiliations of Viktor Martynov with Gazprom, government-related entities and a significant counterparty of Gazprom, since the aforementioned affiliations, in view of his professional experience, industry knowledge and business reputation, do not affect his ability to make independent, impersonal and fair judgements.

**Chairman of
the Board of Directors**

A handwritten signature in black ink, appearing to read 'Viktor Zubkov'.

Viktor Zubkov

**Justification for Approval of Viktor Martynov, Nominee to Gazprom
Board of Directors, as Independent Nominee to Board of Directors**

The shares of Gazprom (hereinafter also referred to as the "Company") are listed as Level One securities by the Moscow Exchange and the Saint Petersburg Exchange (hereinafter referred to as the "Exchanges").

In accordance with the Stock Exchange Listing Rules¹ (hereinafter referred to as the "Listing Rules"), the Company's corporate governance practices have to conform with the requirements of the Listing Rules in order to maintain shares at the required listing levels. One of such requirements refers to the composition of the issuer's board of directors, which needs to include at least three² independent directors.

According to the Listing Rules, in most cases a member of (nominee to) the board of directors cannot be recognized as an independent director if such person is affiliated with:

- a) the issuer;
- b) a significant shareholder of the issuer;
- c) a significant counterparty of the issuer;
- d) a competitor of the issuer;
- e) government-related entities (Government of the Russian Federation or a constituent entity) or a municipal entity.

Independence of board of directors members (nominees to the board of directors) is assessed for compliance with the criteria defined in Annex 4 to the Listing Rules of the Moscow Exchange and Annex 7 to the Securities Listing (Delisting) Rules (hereinafter referred to as the "Independence Criteria").

Independence justification for Viktor Martynov

The findings of the analysis performed by the Company have shown that Viktor Martynov, nominee to the Gazprom Board of Directors, meets the criteria for affiliations with government-related entities, the Company and a significant counterparty of the Company. The said nominee to the Gazprom Board of Directors meets no other affiliations criteria.

Viktor Martynov was appointed the Rector of the Gubkin Russian State University of Oil and Gas (National Research University), a federal state autonomous institution of higher education (hereinafter referred to as the "University"), pursuant to Order No. 20-02-01/4 dated July 25, 2018, issued by the Russian Ministry of Education and Science (his term of office was

¹ The Listing Rules of the Moscow Exchange were approved by the resolution of the Supervisory Board of the Moscow Exchange on January 26, 2023, Minutes No. 14; the Securities Listing (Delisting) Rules were approved by the Board of Directors of the Saint Petersburg Exchange (Minutes No. 4/2022 dated March 1, 2022).

² As regards Gazprom, there is a moratorium on the Company's fulfillment of this requirement of the Listing Rules; the moratorium lasts for the period upon the expiration of one month from the date of the annual General Shareholders Meeting of Gazprom that is convened following the year 2023 (clause 1.2 of the Resolution of the Bank of Russia's Board of Directors "On establishing temporary requirements to the activities of trade organizers" dated December 23, 2022).

extended by Order No. 20-02-01/9 dated August 20, 2018, and Order No. 20-02-01/183 dated August 26, 2019, issued by the Russian Ministry of Education and Science), on the basis of the decision of the Qualification Commission of the Russian Ministry of Education and Science and the recommendation by the Academic Board of the University. Therefore, he has formal affiliations with government-related entities.

Nevertheless, in accordance with the Russian Government's Resolution No. 127-r dated January 26, 2023, Viktor Martynov was included in the list of nominees to the Gazprom Board of Directors as an independent director. He is not considered to be a representative of state interests, nor does he vote on directives of the Russian Government, Russian constituent entities or municipalities. Viktor Martynov was nominated to the position of Rector by the University's Academic Board, not by the Russian Government. For a period of more than one year, Viktor Martynov has not been a state or municipal officer or an employee of the Bank of Russia.

The University is considered to be a significant counterparty of the Company under the Listing Rules. Therefore, Viktor Martynov, as the University's Rector, has affiliations with a significant counterparty of Gazprom.

Nevertheless, Viktor Martynov has no personal material interest in the obtaining of additional extrabudgetary gains by the University. The official salary of the Rector and the amount of incentives for the Rector are stipulated by the employment contract in compliance with the existing legislation, and are not affected by the additional gains of the University.

Contracts between Gazprom and the significant counterparty were concluded on market terms and in accordance with the procedure stipulated by the applicable legislation of the Russian Federation. The price of said contracts does not exceed the limits³ established by the Bank of Russia, and, therefore, their conclusion does not constitute a related-party transaction. Accordingly, the Gazprom Board of Directors did not render decisions as regards approval or subsequent recognition of said transactions.

Viktor Martynov has been a Member of the Gazprom Board of Directors since 2013. Under the Independence Criteria, he is considered to be affiliated with the Company due to his term of office as a Member of the Company's Board of Directors lasting 10 years. However, such affiliations do not impact the independence, objectivity and integrity of Viktor Martynov's judgements on agenda items reviewed at the meetings of the Gazprom Board of Directors.

Viktor Martynov plays an active role in the Company's Board of Directors and introduces crucial issues regarding major aspects of the Company's activities for consideration by the Board of Directors.

When reviewing agenda items at the meetings of the Gazprom Board of Directors, Viktor Martynov retains a position based solely on his long-standing professional experience, extensive knowledge, thorough consideration of the said items, and high qualifications; his position is independent, including from the executive bodies of the Company, and focused on improving the efficiency of the Company's activities. Viktor Martynov is the Chairman of the Audit Committee and a Member of the Nomination and Remuneration Committee of the Company's Board of Directors. Decisions made by the Board of Directors with the participation of Viktor Martynov aim to further the interests of the Company and its shareholders.

In view of the above, coupled with Viktor Martynov's professional experience, industry

³ Instruction of the Bank of Russia No. 4335-Y dated March 31, 2017.

knowledge, widespread recognition in the scientific community both in Russia and abroad, and an impeccable business reputation by virtue of which he can make independent, impersonal and fair judgements and articulate positions on issues reviewed by the Company's Board of Directors, Viktor Martynov's affiliations with government-related entities, the Company and a significant counterparty of Gazprom shall be considered formal.