

APROVED
by resolution of the annual General
Shareholders Meeting of OAO Gazprom
Minutes № 1 dated 28 June 2013

Provision
on the Audit Commission of Open Joint Stock Company Gazprom,
Latest Revision

This Provision is developed in compliance with the current legislation, Charter of OAO Gazprom (hereinafter the Company) and the Corporate Codes of Governance (Conduct) of OAO Gazprom.

1. General provisions

1.1. This Provision defines:
status, composition, goals and authority of the Audit Commission of the Company (hereinafter the Audit Commission);
rules of procedure for the Audit Commission and its interaction with management bodies of the Company;
rules of election and early termination of powers of members of the Audit Commission.

This Provision also regulates all other matters concerning activities of the Audit Commission.

1.2. Audit Commission is a standing elective body of the Company elected by the General Shareholders' Meeting.

1.3. Audit Commission:
reports to the General Shareholders' Meeting;
is governed by the current legislation of the Russian Federation, Charter of the Company, decisions of the General Shareholders' Meeting and the present Provision.

1.4. Main responsibilities of the Audit Commission are:
oversight of development of reliable accounting records and financial statements of the Company and other information on financial and economic activities and property status of the Company;
oversight of statutory compliance of accounting record-keeping and control of presentation of financial statements and information by the Company to appropriate bodies and shareholders;
formulation of proposals for increasing efficiency of asset management and

other financial and economic activities of the Company, reducing financial and transaction risks, and improving the internal control system.

2. Composition and terms of office of the Audit Commission

2.1. Audit Commission composed of 9 persons is elected by the General Shareholders' Meeting for a period before the next annual General Shareholders' Meeting in accordance with the procedure set by the Federal Law "On Joint Stock Companies" and the Charter of the Company.

2.2. Powers of individual members or the whole team of the Audit Commission may be terminated early upon decision of the General Shareholders' Meeting, including in case of unscrupulous practice or infliction of harm to the Company, resulting in:

destruction, intentional damaging or falsification of documents and materials;

hiding of information on identified abusive practices of executive officers or other employees of the Company;

intentional deception of executive officers, other employees of the Company or shareholders on the Company operations;

divulgence of state secrets or confidential information on the Company operations;

other actions harmful to the Company.

2.3. In case of early termination of powers of a member of the Audit Commission or his/her leaving the Audit Commission the powers of other members of the Audit Commission are not terminated.

2.4. Exit members of the Audit Commission are persons who willingly stepped down from office, died or do not have the capacity to exercise their powers for other reasons.

A member of the Audit Commission is considered an exit member on the next day after the Audit Commission has received his/her notification or after the day of death or acceptance of documents confirming his/her failure to exercise his/her powers as a member of the Audit Commission.

2.5. Members of the Audit Commission of the Company cannot simultaneously be members of the Board of Directors or hold other positions in the management bodies of the Company.

3. Competence of the Audit Commission

3.1. Competence of the Audit Commission is determined by the laws of the Russian Federation and the Company Charter.

3.2. In compliance with the legislation, the Audit Commission:

conducts inspections (audits) of financial and economic activities of the Company based on the annual results, as well as at any time at its own initiative, upon decision of the General Shareholders' Meeting, Board of Directors of the

Company or upon demand from a shareholder (shareholders) of the Company possessing a total of no less than 10 percent of voting shares of the Company;

confirms the fairness of data in the annual report of the Company, annual financial statements, other reports and financial documents of the Company;

reports on identified violations of the statutory rules of accounting record-keeping or presentation of financial statements or of the legal acts of the Russian Federation in the course of financial and economic activities.

3.3. Besides the matters stipulated by the Federal Law “On Joint Stock Companies”, the competence of the Audit Commission also covers in accordance with the Company Charter:

audit and analysis of financial state, solvency, internal controls, the system of financial and operational risks management, liquidity of assets and debt to equity ratio of the Company;

control of timeliness and correctness of clearing transactions with counterparties and the budget, including payment of salaries, social security, distribution of dividends and other clearing transactions;

control of the use of material, labor and financial resources in operating, financial and economic activities of the Company for compliance with current norms and standards, approved budgets and other documents regulating the Company operations, and control of execution of resolutions of General Shareholders’ Meetings;

monitoring of legality of business transactions of the Company carried out on the basis of agreements and transactions executed on behalf of the Company;

audit of cash in hand and assets of the Company, efficiency of use of assets and other resources of the Company, identification of causes of unproductive expenses;

control of compliance with the instructions on corrective measures to eliminate violations and defects identified by the Auditing Commission;

checking decisions on financial and economic activities made by the Management Board and the Board of Directors for compliance with the Company Charter and decisions of the General Shareholders’ Meeting.

3.4. The Audit Commission may make suggestions to action plans of the company’s management bodies, call according to the established procedure for meetings of the Management Board or the Board of Directors or for extraordinary General Shareholders’ Meetings corresponding to their competence if there is a threat to any substantial interests of the Company or cases of abuse by executive officers of the Company are discovered, as well as on other issues.

3.5. Upon request or demand, the Audit Commission is provided with minutes of meetings of the Board of Directors, committees and commissions of the Board of Directors and the Management Board of the Company.

3.6. The Audit Commission may request from the members of the Board of Directors, Chairman of the Management Board, members of the Management Board of the Company or shareholder (shareholders) of the Company, possessing jointly with its affiliates 20 or more percent of voting shares of the Company, the

information:

on legal entities in which they independently or together with their affiliates possess 20 or more percent of voting shares (interest);

on legal entities in which they hold positions in management;

on actual or possible transactions known to them in which they can be considered concerned parties.

3.7. Chairman of the Audit Commission or any member of the Audit Commission may attend the meetings of the Board of Directors, committees and commissions of the Board of Directors and the Management Board of the Company during the review of results of audits of the Company operations, as well as other meetings upon invitation from the Board of Directors, committees and commissions of the Board of Directors and the Management Board of the Company.

4. Chairman and Secretary of the Audit Commission

4.1. Chairman and Secretary of the Audit Commission are elected by the Audit Commission during the first meeting out of its members with their consent by a majority vote by members of the Audit Commission participating in the meeting.

4.2. The Audit Commission can relieve the Chairman and/or Secretary of the Audit Commission of duty and elect a new one, which decision is made by a majority vote by members of the Audit Commission participating in the meeting.

4.3. Chairman and/or Secretary of the Audit Commission can voluntarily retire from responsibility, still remaining a member of the Audit Commission, from the day the Audit Commission receives a notification of retirement.

4.4. In case of retirement of the Chairman and/or Secretary of the Audit Commission on the conditions specified by items 2.4 or 4.3 of this Provision its members elect a new Chairman and/or Secretary of the Audit Commission within a period of one month.

4.5. Chairman of the Audit Commission is responsible for managing its operations, preparation of the work plan, convening and holding meetings of the Audit Commission, and presides over them, signs the meeting minutes, findings and other documents of the Audit Commission, signs demands, requests, informational messages and other addresses necessary for realization of powers and authority of the Audit Commission, set by item 6.4 of this Provision in accordance with its decisions, and solves other issues mentioned in this Provision.

4.6. During the absence of the Chairman of the Audit Commission an acting Chairman of the Audit Commission is elected by the Audit Commission by a majority vote by members of the Audit Commission participating in the meeting.

4.7. Secretary of the Audit Commission is a person responsible for organizational support of operations of the Audit Commission.

4.8. Secretary of the Audit Commission is responsible for record keeping, storage of meeting minutes and other materials of the Audit Commission, notification of members of the Audit Commission and invited persons about

meetings, provision of materials to members of the Audit Commission, making the meeting minutes and extracts from them, and exercises other functions set by this Provision and decisions of the Audit Commission.

5. Procedure for holding meetings and making decisions by the Audit Commission

5.1. During meetings the Audit Commission reviews issues in accordance with the work plan approved by the Audit Commission. The meeting agenda is approved by the Chairman of the Audit Commission. Chairman of the Audit Commission informs the members of the Audit Commission of the date and place of the meeting at least 5 days before the holding date and sends the meeting agenda.

5.2. Chairman of the Audit Commission can call for extraordinary meetings at his own initiative or upon suggestion from members of the Audit Commission.

5.3. Meetings of the Audit Commission can be held in forms of meeting in presentia (including video- and teleconferencing) or by absentee vote. Meetings in presentia of the Audit Commission are held on the premises of the Company at: 16 Nametkina str., Moscow, Russian Federation, or at another place determined by the Chairman of the Audit Commission.

5.4. The first meeting of the Audit Commission is held not later than one month after holding of the General Shareholders' Meeting at which the members of the Audit Commission were elected, on the basis of a notification to the Company which should be sent at least 5 days before the meeting date, indicating the place and time of the meeting. In case the notification is not sent by the Company during 1 month the right to convene the first meeting of the Audit Commission is given to any member of the Audit Commission.

5.5. Meetings of the Audit Commission are attended by the members of the Audit Commission as well as invited persons.

Members of the Audit Commission cannot transfer their powers to other persons, including by power of attorney.

5.6. A meeting of the Audit Commission of the Company is considered qualified if no less than half of the members of the Audit Commission participate.

When the number of members of the Audit Commission of the Company is less than the number comprising the said quorum, the Audit Commission of the Company must demand convening a meeting of the Board of Directors regarding the issue of holding an extraordinary General Shareholders' Meeting in order to elect new members of the Audit Commission of the Company to replace the retired ones.

5.7. Each member of the Audit Commission has one vote.

Decisions of the Audit Commission are made by a majority vote by members of the Audit Commission participating in the meeting (in presentia or submitting absentee votes).

In case of a tied vote the deciding vote is the vote of the Chairman of the Audit Commission.

Members of the Audit Commission remaining in the minority may submit a minority report in writing which is attached to the meeting minutes of the Audit Commission.

5.8. When determining the presence of quorum and results of voting on the agenda items an expression in writing of a member of the Audit Commission not present at the meeting may be taken into account if the following conditions are simultaneously met:

- the expression in writing on the issue is received by the Audit Commission before the beginning of the meeting;
- the member of the Audit Commission unambiguously made his stand on the issue by mentioning in writing if he casts “aye” or “nay” for the proposed draft resolution or “abstains” from making a decision;
- not less than 3 members of the Audit Commission are present at the meeting.

An expression in writing containing amendments or exceptions to the proposed draft resolution is not taken into account when determining quorum and voting results. If amendments to the draft resolution are made during the meeting of the Audit Commission, the expression in writing is also not taken into account when determining quorum and voting results.

If an expression in writing was not sent to members of the Audit Commission along with the notification on the meeting, the meeting chair announces the expression in writing during the meeting.

Expressions in writing are taken into account when determining quorum and voting results for each separate issue, which is reported in the meeting minutes.

5.9. During a meeting in presentia of the Audit Commission meeting minutes are made and signed by the meeting chair of the Audit Commission. Meeting minutes are finalized within 10 days from the date of the meeting. The minutes contain:

- date, time and place of holding the meeting;
- list of persons present at the meeting;
- meeting agenda;
- issues put to vote;
- voting results;
- decisions made.

Attached to the minutes are materials (findings, audit reports or other documents) that became the basis for the decisions.

5.10. To hold an absentee vote all members of the Audit Commission are provided a notice on holding an absentee vote and ballots within 7 business days of the ballot submission date indicated in the ballots.

5.11. Filled in and signed by members of the Audit Commission, voting ballots are submitted to the Secretary of the Audit Commission.

5.12. Members of the Audit Commission are considered having participated

in the absentee vote if their ballots were submitted before the date specified in the ballots.

5.13. A ballot can be invalidated fully or partially by certain issues if it has any symbols in more than one field of possible answer options, does not have the signature of the voting member of the Audit Commission, or if the ballot contains amendments or exceptions to the proposed draft resolution.

5.14. Following the results of the vote minutes are made including the following data:

- date of finalization of the minutes;
- members of the Audit Commission who submitted voting ballots;
- meeting agenda;
- issues put to vote;
- voting results;
- decisions made.

Attached to the minutes are materials (findings, audit reports and other documents) that became the basis for the decisions, as well as submitted voting ballots.

5.15. Meeting minutes of the Audit Commission are sent to concerned parties within five days from the date of their signing.

6. Inspection procedure

6.1. The Audit Commission conducts yearly inspections (audits) of financial and economic activities of the Company based on the annual performance results, as well as at any time at its own initiative, upon decision of the General Shareholders' Meeting, Board of Directors of the Company or upon demand from a shareholder (shareholders) of the Company possessing a total of at least 10 percent of voting shares of the Company.

6.2. Inspections (audits) of the Company activities conducted by the Audit Commission are carried out in accordance with this Provision and the current legislation of the Russian Federation.

6.3. Chairman and members of the Audit Commission who are employees of the Company are exempt, during inspections (audits) or fulfilling other obligations as a member of the Audit Commission, from fulfilling their official duties as per their main position, with pay, on the basis of summons from the Chairman of the Audit Commission and its work plan.

6.4. The Audit Commission may, in accordance to its competence:

- demand taking of physical inventory of the Company, inspection measurement of amounts of work completed, place cashiers, warehouses, storerooms and other service spaces under seal if necessary;
- check correctness of allocation to manufacturing costs of materials, salaries, services and other costs;
- request from contractors of the Company and banks any necessary information and documents on operations with the Company;
- inform the Board of Directors and / or executive bodies of the Company

about all cases of failure by employees of the Company, including persons acting in administrative and supervisory capacity, to comply with the regulations of the Audit Commission regarding the provision of the necessary documentation and of refusal to make explanations on any issues set forth by the Audit Commission;

raise issues before the Board of Directors and executive bodies of the Company on taking measures and remedial periods for violations found by the Audit Commission;

enlist the services, according to the procedure established by the Audit Commission, of independent experts and consultants on a contractual basis, as well as services of the Company employees.

6.5. The Audit Commission must:

ensure monitoring of the Company performance;

report in an unbiased manner in the audit documents on any identified violations or abuses indicating their reasons, responsible persons and the extent of property damage done;

submit for review by the Board of Directors a report on the audit of the annual results of financial and economic activities of the Company, within the time limits set by the laws of the Russian Federation and the Company Charter;

timely communicate to the Board of Directors, the Management Board and the Chairman of the Management Board of the Company the results of conducted inspections (audits) of the Company activities, findings of the Audit Commission, proposals on elimination of causes and conditions causing violations of financial and economic discipline, and proposals on improving the internal control system and increasing the operating efficiency of the Company;

ensure the integrity of information that represents business or trade secrets of the Company in accordance with the requirements of the current laws of the Russian Federation.

6.6. At a request of the Audit Commission, persons holding positions in the Company's management bodies must present documents on the financial and economic activities of the Company.

6.7. Executive officers and other employees of the Company in the course of audits may:

be present at taking of inventory of tangible assets entrusted to them, inspection measurements, examinations and other actions of the Audit Commission;

become familiar with contents of intermediate and final inspection (audit) reports pertaining to their employment activities and provide written explanations and objections as to these;

become familiar with accounting books, reports and other documents that became the basis for conclusions on violations, abuse or work drawbacks;

check the calculations made by the Audit Commission of amounts of property damage to be refunded and present written objections, documents or other evidence of relevancy of their objections.

6.8. Based on the results of auditing the financial and economic activities of

the Company the Audit Commission develops a report, including confirmation of relevance of data in the reports and other financial documents of the Company, and information on identified violations of accounting record-keeping rules or presentation of financial statements and infringement on the rights and legitimate interests of the Company and its shareholders.

6.9. Members of the Audit Commission must take measures to identify possible violations and assist in their remedy.

In their actions the members of the Audit Commission apply the principles of honesty, good faith, reasonableness and lack of bias.

Members of the Audit Commission bear responsibility as required by the laws of the Russian Federation:

for non-performance or improper performance of duties;

for failure to ensure integrity of information that represents business and/or trade secrets of the Company in accordance with the requirements of the current laws of the Russian Federation;

in other cases stipulated by the current laws of the Russian Federation.

6.10. Request for information from the Company and its executive officers is formed based on proposals from the members of the Audit Commission on the request contents.

7. Funding of operations of the Audit Commission and remuneration of its members

7.1. To ensure operations of the Audit Commission the Company provides to the Audit Commission the necessary space and access to it, technical equipment and materials.

The Company pays the expenses of the Audit Commission according to the established corporate standard within the limits set by the Board of Directors based on proposal of the Audit Commission.

7.2. Audit Commission may enlist the services of independent experts and consultants on a contractual basis in accordance with the Procedure established by the Audit Commission.

Remuneration of involved experts and consultants is conducted at the expense of the Company in accordance with item 7.1 of this Provision.

7.3. Based on decision of the General Shareholders' Meeting members of the Audit Commission during the term of office may be remunerated or have their expenses arising from such performance compensated by the Company. The amounts of such remunerations and compensations are set by the General Shareholders' Meeting upon recommendations of the Board of Directors of the Company.

8. Final provisions

8.1. This Provision comes into effect from the date of its approval by the

General Shareholders' Meeting.

8.2. If amendments are made to the laws of the Russian Federation, items of this Provision coming into conflict with the legislation become void, and operations of the Audit Commission are regulated by the relevant legal acts of the Russian Federation and the Company Charter.

8.3. Upon approval of this Provision, the Provision on the Audit Commission of OAO Gazprom, approved by the General Shareholders' Meeting of OAO Gazprom of June 28, 2002, becomes void.