

Procedures for Documenting of Proposals and Requests of Shareholders Related to the Convocation of the General Shareholders Meeting of OAO Gazprom

Approved
by decision of the OAO Gazprom Board of Directors
dated 11.07.2007 №1037

1. General provisions

1.1. The present Procedures for Documenting of Proposals and Requests of Shareholders Related to the Convocation of the General Shareholders Meeting of OAO Gazprom (hereinafter referred to as the Procedures) were elaborated in order to secure the implementation of the rights of the shareholders of OAO Gazprom (hereinafter referred to as “the Company“) to make proposals with regard to the agenda of the annual Shareholders Meeting of the Company and to request the convocation of an extraordinary General Shareholders Meeting.

The Procedures are aimed at providing openness and transparency of the Company activities when preparing General Shareholders Meetings.

1.2. The Procedures are based on the requirements of applicable laws and regulations of the Russian Federation and Articles of Association of OAO Gazprom as well as on the recommendations of the Russian Code of Corporate Conduct and OAO Gazprom Code of Corporate Governance (Behavior) approve by the resolution of the annual General Shareholders Meeting of OAO Gazprom dated 28 June 2002.

1.3. In the part that is not regulated by the laws and regulations of the Russian Federation and OAO Gazprom Articles of Association, the present Procedures are recommendatory.

Documenting of proposals and requests in accordance with the recommendations of the present Procedures will provide conditions to secure equal attitude to the shareholders which is one of the fundamental principles of corporate conduct.

1.4. Observance of recommendations of the present Procedures will provide basis for constructive dialogue between the shareholders and the Company Board of Directors with the framework of preparation for General Shareholders Meetings.

2. The Right to Submit Proposals and Requests

2.1. Shareholders (a shareholder) who own in the aggregate no less than 2 percent of voting stocks shall be entitled to the following:

propose issues to be included in the agenda of an annual General Shareholders Meeting and to nominate candidates for the election to the Company Board of Directors and the Company Internal Audit Commission;

nominate candidates for the election to the Company Board of Directors at an extraordinary General Shareholders Meeting the expected agenda of which include an item related to election of new members of the Board of Directors;

nominate candidates for the election to the bodies of the companies created in connection with the Company reorganization.

2.2. Shareholders (a shareholder) who own in the aggregate no less than 10 percent of voting stocks shall be entitled to request the convocation of an extraordinary General Shareholders Meeting of the Company.

2.3. Proposals on the introduction of issues in the agenda of the OAO Gazprom General Shareholders Meeting and proposal on nomination of candidates for the election to the Company bodies (hereinafter referred to as proposals) as well as requests on the convocation of an extraordinary General Shareholders Meeting of the Company (hereinafter referred to as requests) shall be documented and submitted in compliance with the Federal Law "On Joint-Stock Companies", the Regulation on Additional Requirements to the Procedures for Preparation, Convocation and Conducting of a General Shareholders Meeting, approved by the resolution of the Federal Commission on Securities Markets (FCSM) No. 17/ps as of 31 May 2002, other laws and regulations of the Russian Federation as well as the Articles of Association of OAO Gazprom.

3. Time Limits for Submission of Proposals

3.1. Proposals on the introduction of issues in the agenda of the General Shareholders Meeting and on the nomination of candidates for the election to the Company bodies must be received by the Company not later than 30 days after the end of a financial year.

3.2. Proposals on the nomination of candidates for the election to the Company Board of Directors at an extraordinary General Shareholders Meeting must be received by the Company not later than 30 days prior to the date of conduct of the extraordinary General Shareholders Meeting.

3.3. Proposals on the nomination of candidates for the election to the bodies of the companies created in connection with the Company reorganization must be received by the Company not later than 45 days prior to the conduct of the general meeting of the shareholders of the reorganized company.

3.4. Early submission of proposals will facilitate timely rendering of decision by the Board of Directors that provide observance of the rights of the shareholders for participation in the Company governance.

4. Content of Proposals and Requests

4.1. Proposals and requests shall be submitted in writing with the indication of name (title) of the shareholder (shareholders) submitting them, quantity and class (type) of stocks owned by them.

4.2. Proposals on introduction of issues in the agenda of the General Shareholders Meeting must include the formulation of each proposed issue and may include formulation of decision on each proposed issue.

The proposed issue must pertain to the scope of authority of the General Shareholders Meeting of the Company.

It is recommended that the formulation of the issue of the agenda shall be clearly defined and eliminate the possibility of differing interpretations, and the formulation on the decision on the agenda issue shall be intelligible and enable shareholders to express their attitude by way of voting.

4.3. Proposal on the nomination of candidates for the election to the Company bodies must include the name and the data of the identity document (series and/or number of the document, date and place of issuance thereof, name of the body that issued the document) of each proposed candidate and the name of the body where he is proposed to be elected. The number of candidates may not exceed the number of members of the respective body.

If the candidate is a foreign citizen or a stateless individual the data of the identity document shall be submitted in compliance with the Federal Law "On the Legal Status of Foreign Citizens in the Russian Federation", international treaties of the Russian Federation and requirements established for the identity documents by the laws and regulations of the respective foreign state.

4.4. The request must include the formulation of issues to be introduced in the agenda of an extraordinary General Shareholders Meeting and may include formulations of decisions on each of these issues as well as the proposal for convocation of the General Shareholders Meeting.

If the request includes a proposal on nomination of candidates for the election to the Company bodies, clauses 4.3 and 5.7 of the present Procedures shall apply to such proposal.

5. Documenting of Proposals and Requests

5.1. Proposals and request as well as appendices to them must be written in the Russian language. Documents written in a foreign language shall be submitted together with the translation into the Russian language, the correctness of which must be certified by a notary.

5.2. Proposals and requests must be signed by submitting shareholders (shareholder) meaning that the signatures shall be put immediately under the text of the proposal or request.

5.3. When documenting proposals and requests written on more than one sheet of paper and/or on behalf of several shareholders, page binding and numbering will facilitate the maximum clarity of the expression of the will of the shareholders. Documentation of signatures on separate sheets of paper that contain only signatures and appended to the text of a proposal or request cannot be acknowledged the proof of the expression of will of shareholders with regard to the whole of the submitted proposal (request).

5.4. In case the proposal or request is signed by a shareholder (his representative) whose rights for the shares are registered at the depo account in a depository, a statement of shareholder's account from the depository that keeps record of the rights for the said shares must be appended to the proposal or request. The statement of the depository account must comply with the statement form established by the depository.

5.5. In case the proposal or request is signed by a shareholder (his representative) whose rights for the shares are registered in the register of shareholders, the Company shall not require any documents certifying that the rights of the shareholder are registered in the register.

In this case the Company shall on its own authority check the existence of the said right in the register, which fact will facilitate the exercise of the shareholder's right for participation in the Company governance without additional complications when proving the existence of said rights.

5.6. In case the proposal or request is signed by a shareholder's representative, a power of attorney (copy of the power of attorney certified in accordance with the established procedure)

must be appended to the proposal or request. The said document must include information on the represented person and his representative which in compliance with the Federal Law "On Joint-Stock Companies" must be included in the power of attorney for voting, the form of which shall comply with the requirements of the Federal Law "On Joint-Stock Companies" with regard to the form of power of attorney for voting.

5.7. When nominating candidates for the Company Board of Directors and Audit Commission it is recommended to append a written consent of the nominated candidate.