

Appendix No. 5

APPROVED
Annual General Shareholders
Meeting of PJSC Gazprom,
June 30, 2017

**AMENDMENTS TO REGULATION ON
PJSC GAZPROM BOARD OF DIRECTORS**

**Amendments to
the Regulation on PJSC Gazprom Board of Directors,
as approved by resolution of the annual General Shareholders Meeting of
PJSC Gazprom dated June 30, 2016, Minutes No. 1**

1. Subsections 16, 17, Section 2.1, Article 2, shall read as follows:

‘16) approval or post factum approval of transactions, in the cases envisaged in the Federal Joint Stock Companies Law;

17) approval or post factum approval of transactions, in the cases envisaged in Chapter XI, Federal Joint Stock Companies Law;’

2. Section 5.7, Article 5, shall read as follows:

‘5.7. Members of the Board of Directors shall bring the following to the notice of the Company within two months from the date they become or should have become aware of the circumstances whereby they may be recognized as interested in the Company’s entering into the transactions:

1) legal entities controlled by them, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates, or legal entities to which they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates are authorized to give mandatory instructions;

2) legal entities where they, their spouses, parents, children, siblings and half-brothers and sisters, adoptive parents and adopted children and/or their affiliates hold positions in the management bodies;

3) any transactions known to them, whether being concluded or proposed, where they may be recognized as related parties.

Interest of a Member of the Board of Directors shall be established in accordance with Article 81, Federal Joint Stock Companies Law.’