

**MATERIAL FACT STATEMENT**  
**ON ACQUISITION OF ISSUER'S RIGHT (TERMINATION OF ISSUER'S RIGHT) TO DISPOSE OF**  
**CERTAIN NUMBER OF VOTES ATTACHED TO VOTING SHARES (STAKES) THAT CONSTITUTE**  
**EQUITY CAPITAL OF SEPARATE ENTITY**

1. General information	
1.1. Full legal name of issuer	Open Joint Stock Company Gazprom
1.2. Short legal name of issuer	JSC Gazprom
1.3. Address of issuer	16 Nametkina St., 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	<a href="http://www.gazprom.ru">www.gazprom.ru</a> ; <a href="http://www.e-disclosure.ru/PORTAL/company.aspx?id=934">www.e-disclosure.ru/PORTAL/company.aspx?id=934</a>

1. Contents of Statement
<p>On acquisition of issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of separate entity</p> <p>2.1. Full legal name, registered address, INN (if applicable), OGRN (if applicable) of entity, in which issuer obtained right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital: <b>South Stream Transport B.V.</b>  Registered address of commercial entity: <b>Parnassusweg 809, 1082 LZ Amsterdam, the Netherlands.</b>  <b>INN (not applicable)</b>  <b>OGRN (not applicable)</b></p> <p>2.2. Type of issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity (direct disposal/indirect disposal): <b>direct disposal.</b></p> <p>2.3 Characteristic of issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity (independent disposal/joint disposal with other parties): <b>independent disposal.</b></p> <p>2.4. Grounds for issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity (acquisition of shareholding in entity; conclusion of asset trust agreement, simple partnership agreement, contract of agency, shareholders' agreement and (or) other agreement envisaging execution of rights attached to shares (stakes) in entity): <b>acquisition of shareholding in entity.</b></p> <p>2.5. Number and percentage of voting shares (stakes) attached to voting shares that constitute equity capital of entity, which issuer had right to dispose of prior to existence of relevant grounds: <b>205,990 shares, 50%.</b></p> <p>2.6. Number and percentage of votes attached to voting shares (stakes) that constitute equity capital of entity, which issuer acquired right to dispose of with existence of relevant grounds: <b>411,980 shares, 100%.</b></p> <p>2.7. Effective date of grounds for issuer's right to dispose of certain number of votes attached to voting shares (stakes) that constitute equity capital of entity: <b>December 29, 2014.</b></p>

1. Signature
<p>3.1. Member of Management Committee,  Head of Asset Management  and Corporate Relations Department  (acting under power of attorney  No. 01/0400-48Д dated February 14, 2012)</p> <p style="text-align: right;">Elena Mikhailova</p> <p>3.2. Date: January 16, 2015</p>