

**MATERIAL FACT STATEMENT**  
**ON SPECIFIC DECISIONS ADOPTED BY ISSUER'S BOARD OF DIRECTORS**

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. Location 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>

2. Contents of Statement
<p>On approval of issuer's (commercial company) General Shareholders Meeting agenda and other solutions related to preparing, convening and holding General Shareholders Meeting of such issuer</p> <p>2.1. Quorum of issuer's Board of Directors meeting and voting results related to taking decisions: meeting held in form of absentee voting, 11 out of 11 elected Board of Directors Members provided voting ballots, quorum for taking decisions is recorded as present.  Voting results on agenda issue "On holding annual General Shareholders Meeting" – "In favor" – 11 votes.  Voting results on agenda issue "On considering proposed candidates for nomination to Gazprom's Board of Directors and Audit Commission, and also issues to agenda for Gazprom's annual General Shareholders Meeting" – "In favor" – 11 votes.</p> <p>2.2. Contents of decisions adopted by issuer's Board of Directors:  agenda issue "On holding annual General Shareholders Meeting of Gazprom":  1. Convene Gazprom's annual General Shareholders Meeting in Moscow on June 26, 2015.  2. Determine that list of persons entitled to participate in Gazprom's annual General Shareholders Meeting is compiled by virtue of Gazprom's Shareholder Register at close of business day on May 7, 2015.  agenda issue "On considering proposed candidates for nomination to Gazprom's Board of Directors and Audit Commission, and also issues to agenda for Gazprom's annual General Shareholders Meeting":  1. Include following candidates into list for voting at Gazprom's annual General Shareholders Meeting:  in election to Gazprom's Board of Directors:  Akimov, Andrey Igorevich – Chairman of Management Board, Gazprombank (Joint Stock Company); Gazizullin, Farit Rafikovich – Member of Board of Directors, Gazprom; Zubkov, Viktor Alexeevich – Russian Special Presidential Representative for Cooperation with Gas Exporting Countries Forum; Karpel, Elena Evgenievna, Head of Department, Gazprom; Kulibaev, Timur – Chairman of Legal Entities Association "Kazakhstan Association of Oil, Gas and Energy Sector Organizations (KAZENERGY)", Chairman of Presidium of Legal Entities Association "National Economic Chamber of Kazakhstan"; Markelov, Vitaly Anatolyevich – Deputy Chairman of Management Committee, Gazprom; Martynov, Viktor Georgievich – Rector of Federal State Budgetary Educational Institution of Higher Professional Education "Gubkin Russian State University of Oil and Gas"; Mau, Vladimir Alexandrovich – Rector of Federal State Budgetary Educational Institution of Higher Professional Education "Russian Presidential Academy of National Economy and Public Administration"; Miller, Alexey Borisovich –</p>

Chairman of Management Committee, Gazprom; Musin, Valery Abramovich – Head of Civil Procedure Department, Faculty of Law, Federal State Budgetary Educational Institution of Higher Professional Education “Saint Petersburg State University”; Novak, Alexander Valentinovich – Minister of Energy of Russian Federation; Sapelin, Andrey Yurievich – First Deputy Chairman – Board Member of State Corporation Vnesheconombank; Sereda, Mikhail Leonidovich – Deputy Chairman of Management Committee – Head of Administration of Management Committee, Gazprom;

in election to Gazprom’s Audit Commission:

Alisov, Vladimir Ivanovich – First Deputy Head of Department, Gazprom; Afonyashin, Alexey Anatolievich – Deputy Director of Department, Ministry of Economic Development of Russia; Belobrov, Andrey Viktorovich – First Deputy Head of Department, Gazprom; Bikulov, Vadim Kasymovich – Deputy Head of Department – Head of Directorate, Gazprom; Gracheva, Olga Leonidovna – Head of Directorate, UniCredit Bank; Ivannikov, Alexander Sergeevich – First Deputy Head of Department, Gazprom; Mamin, Viktor Viktorovich – Director of Department, Ministry of Energy of Russian Federation; Mironova, Margarita Ivanovna – First Deputy Head, Administration of Management Committee, Head of Department, Gazprom; Mikhina, Marina Vitalievna – Advisor to Head of Federal Agency for State Property Management (Rosimushestvo); Morozova, Lidiya Vasilievna – Deputy Chief Accountant, Gazprom; Nikitina, Ekaterina Sergeevna – Director of Department, AK Transneft; Nosov, Yury Stanislavovich – Deputy Head of Management Committee Administration – Head of Department, Executive Secretary of Management Committee, Gazprom; Oganyan, Karen Iosifovich – Head of Department, Gazprom; Platonov, Sergey Revazovich – Deputy Director of Department, Ministry of Finance of Russia; Rosseev, Mikhail Nikolaevich – Deputy Chief Accountant of Gazprom; Semerikova, Viktoriya Vladimirovna – Head of Directorate, Rosimushestvo; Fedorov, Oleg Romanovich – Member of Supervisory Council, AK ALROSA; Fisenko, Tatiana Vladimirovna – Director of Department, Ministry of Energy of Russia.

2. Put following items submitted by shareholders on agenda of Gazprom’s annual General Shareholders Meeting in 2015:

1. Approval of Company’s Annual Report.
2. Approval of Company’s annual Accounting Statements including Profit and Loss Statement.
3. Approval of Company’s profit distribution based on results of 2014.
4. On amount, terms and form of dividend payouts based on results of 2014 and date stipulating when list of persons entitled to receive dividends is drawn up.
5. On remuneration payment to Board of Directors (Supervisory Council) Members (non-government officials) for their duties on Board in amount prescribed by Company’s regulatory documents.
6. On remuneration payment to Audit Commission Members for their duties in Audit Commission in amount prescribed by Company’s regulatory documents.
7. Election of Company’s Board of Directors (Supervisory Council) Members.
8. Election of Company’s Audit Commission Members.
9. Approval of Company’s Auditor.

2.3. Date of issuer’s Board of Directors meeting that adopted corresponding resolutions: February 3, 2015 (date of submitting filled voting ballots by issuer’s Board of Directors members).

2.4. Date of compilation and number of minutes of issuer’s Board of Directors meeting that adopted corresponding resolutions: Minutes No. 996 dated February 4, 2015.

### 3. Signature

3.1. Member of Management Committee,

Head of Department

(acting under power of attorney

No. 01/0400-48Д dated February 14, 2012)

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(signature) Elena Mikhailova

3.2. Date: February 4, 2015