

**MATERIAL FACT STATEMENT  
ON CERTAIN DECISIONS OF ISSUER'S BOARD OF DIRECTORS**

| 1. General information   |                                |  |  |
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| 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,<br>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><br><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   |                                |  |  |
| On consent to overlap job responsibilities in management bodies of other companies for members of issuer's sole executive body and its collegial executive body  |                                |  |  |
| 2.1. Quorum of Gazprom Board of Directors meeting and voting results on certain decisions: 11 out of 11 elected Board of Directors Members took part in meeting in presentia, quorum recorded as present. Voting results: In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes. |                                |  |  |
| 2.2. Contents of decisions made by Gazprom Board of Directors:<br>To agree upon overlapping job responsibilities in management bodies of other companies for Gazprom Management Committee Members, pursuant to Appendix of Board of Directors' Decision.                                 |                                |  |  |
| 2.3. Appendix No. 2490 of Board of Directors' Decision, dated February 20, 2015.<br>List of Gazprom Management Committee Members, whose job responsibilities overlap in management bodies of other companies, approved by Gazprom Board of Directors:                                    |                                |  |  |
| No.  | Member of Management Committee | Company  |  |
| 1.   | Alexey Miller                  | 1.1  | Bank GPB;  |
|  |                                | 1.2  | Gazprom Neft;  |
|  |                                | 1.3  | Gazprom-Media Holding;                                     |
|  |                                | 1.4  | Global Energy Non-Profit Partnership;                      |
|  |                                | 1.5  | Russian Racecourses;                                       |
|  |                                | 1.6  | SOGAZ;   |
|  |                                | 1.7  | Shtokman Development AG (Switzerland).                     |
| 2.   | Elena Vasilieva                | 2.1  | Bank GPB;  |
|  |                                | 2.2  | Vostokgazprom;   |
|  |                                | 2.3  | Lazurnaya.   |
| 3.   | Valery Golubev                 | 3.1  | Volgogradneftemash;  |
|  |                                | 3.2  | Gazprom Armenia (Armenia);                                 |
|  |                                | 3.3  | Gazprom Investproject;                                     |
|  |                                | 3.4  | Gazprom Neft;  |
|  |                                | 3.5  | Gazprom-South Ossetia;                                     |
|  |                                | 3.6  | Moldovagaz (Moldova);                                      |
|  |                                | 3.7  | Mosenergo;   |
|  |                                | 3.8  | Russian Gas Society;                                       |
|  |                                | 3.9  | Sakhalin Energy Investment Company Ltd. (Bermuda Islands). |
| 4.   | Alexander Kozlov               | 4.1  | DRUZHBA;   |

|     |                           |      |  |
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|     |                           | 4.2  | Lazurnaya.   |
| 5.  | <b>Andrey Kruglov</b>     | 5.1  | Bank GPB;  |
|     |                           | 5.2  | Belgazprombank (Belarus);                                  |
|     |                           | 5.3  | Vostokgazprom;   |
|     |                           | 5.4  | Gazprom Investproject;                                     |
|     |                           | 5.5  | Gazprom Neft;  |
|     |                           | 5.6  | Gazprom Tsentrremont;                                      |
|     |                           | 5.7  | Overgas Inc. (Bulgaria);                                   |
|     |                           | 5.8  | SOGAZ;   |
|     |                           | 5.9  | Tomskgazprom.  |
| 6.  | <b>Vitaly Markelov</b>    | 6.1  | Gazprom Gazomotornoye Toplivo;                             |
|     |                           | 6.2  | Gazprom Space Systems;                                     |
|     |                           | 6.3  | Gazprom Kyrgyzstan (Kyrgyzstan);                           |
|     |                           | 6.4  | Gazprom Tsentrremont;                                      |
|     |                           | 6.5  | United Shipbuilding Corporation;                           |
|     |                           | 6.6  | Shtokman Development AG (Switzerland).                     |
| 7.  | <b>Alexander Medvedev</b> | 7.1  | Overgas Inc. (Bulgaria);                                   |
|     |                           | 7.2  | Severneftegazprom;   |
|     |                           | 7.3  | SKA Hockey Club;   |
|     |                           | 7.4  | Panrusgas Co. (Hungary);                                   |
|     |                           | 7.5  | Sakhalin Energy Investment Company Ltd. (Bermuda islands); |
|     |                           | 7.6  | Shtokman Development AG (Switzerland).                     |
| 8.  | <b>Sergey Khomyakov</b>   | 8.1  | Gazprom Investproject;                                     |
|     |                           | 8.2  | Gazprom Space Systems.                                     |
| 9.  | <b>Oleg Aksyutin</b>      | 9.1  | Gazprom Armenia (Armenia);                                 |
|     |                           | 9.2  | Gazprom Kyrgyzstan (Kyrgyzstan);                           |
|     |                           | 9.3  | Gazprom Transgaz Belarus (Belarus).                        |
| 10. | <b>Nikolai Dubik</b>      | 10.1 | Gazprom Armenia (Armenia);                                 |
|     |                           | 10.2 | Gazprom Kyrgyzstan (Kyrgyzstan);                           |
|     |                           | 10.3 | Gazprom Neft;  |
|     |                           | 10.4 | Gazprom Transgaz Belarus (Belarus);                        |
|     |                           | 10.5 | Gazprom-Media Holding;                                     |
|     |                           | 10.6 | Lazurnaya;   |
|     |                           | 10.7 | Latvijas Gaze (Latvia);                                    |
|     |                           | 10.8 | Moldovagaz (Moldova);                                      |
|     |                           | 10.9 | Shtokman Development AG (Switzerland).                     |
| 11. | <b>Vladimir Markov</b>    | 11.1 | Gazprom Gazomotornoye Toplivo;                             |
|     |                           | 11.2 | Russian Gas Society;                                       |
|     |                           | 11.3 | Insurance Company SOGAZ-Med.                               |
| 12. | <b>Elena Mikhailova</b>   | 12.1 | Gazprom Gazomotornoye Toplivo;                             |
|     |                           | 12.2 | Gazprom Gazenergoset;                                      |
|     |                           | 12.3 | Gazprom Investproject;                                     |
|     |                           | 12.4 | Gazprom Neft;  |
|     |                           | 12.5 | Latvijas Gaze (Latvia);                                    |
|     |                           | 12.6 | Leader;  |

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|     |                            | 12.7  | Mosenergo;  |
|     |                            | 12.8  | Neftyanoy Dom;  |
|     |                            | 12.9  | Russian Racecourses;  |
|     |                            | 12.10 | Severneftegazprom.  |
| 13. | <b>Sergey Prozorov</b>     | 13.1  | Gazprom Kyrgyzstan (Kyrgyzstan);                              |
|     |                            | 13.2  | Gazprom Transgaz Belarus (Belarus);                           |
|     |                            | 13.3  | Gazprom Tsentrremont;   |
|     |                            | 13.4  | Giprospetsgaz;  |
|     |                            | 13.5  | Spetsgazavtotrans, Gazprom.                                   |
| 14. | <b>Kirill Seleznev</b>     | 14.1  | ROSSIYA JOINT-STOCK BANK;                                     |
|     |                            | 14.2  | Bank GPB;   |
|     |                            | 14.3  | Vostokgazprom;  |
|     |                            | 14.4  | Russian Regional Development Bank;                            |
|     |                            | 14.5  | Gazprom Neft;   |
|     |                            | 14.6  | Gazprom Mezhhregiongaz;                                       |
|     |                            | 14.7  | Latvijas Gaze (Latvia);                                       |
|     |                            | 14.8  | Mosenergo;  |
|     |                            | 14.9  | MOEK;   |
|     |                            | 14.10 | Russian Gas Society;  |
|     |                            | 14.11 | TGC-1;  |
|     |                            | 14.12 | Tomskgazprom;   |
|     |                            | 14.13 | Zenit FC.   |
| 15. | <b>Vsevolod Cherepanov</b> | 15.1  | Achimgaz;   |
|     |                            | 15.2  | Gazprom Neft;   |
|     |                            | 15.3  | Gazpromviet;  |
|     |                            | 15.4  | Severneftegazprom;  |
|     |                            | 15.5  | Sakhalin Energy Investment Company Ltd.<br>(Bermuda Islands); |
|     |                            | 15.6  | Shtokman Development AG (Switzerland).                        |

2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: February 20, 2015.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: Minutes of Gazprom Board of Directors Meeting No. 998 dated February 20, 2015.

### 3. Signature

3.1. Member of Management Committee,

Department Head, Gazprom

(acting under power of attorney No. 01/04/04-45Д, dated February 3, 2015)

\_\_\_\_\_ Elena Mikhailova  
(signature)

3.2. Date: February 20, 2015.