

**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. 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>

2. Contents of Statement
<p>On approval of General Shareholders Meeting agenda of issuer being commercial company and other decisions related to preparing, convening and holding General Shareholders Meeting of such issuer; on recommendations concerning amount of dividends on shares of issuer constituting joint stock company and procedures of payment</p> <p>2.1. Quorum of issuer's Board of Directors Meeting and voting results on decision-making issues:  10 out of 11 elected Board of Directors Members took part in meeting, quorum recorded as present.  Voting results on agenda items I-XIII: In favor – 10 votes.  Contents of decisions taken by Gazprom's Board of Directors:  I. To determine:  form of Gazprom's annual General Shareholders Meeting – meeting (joint presence of shareholders for discussion of agenda issues and decision making on issues put to vote);  date and time of Gazprom's annual General Shareholders Meeting – June 26, 2015 at 10:00 am (local time);  venue of Gazprom's annual General Shareholders Meeting – Company's premises: Conference Hall of bldg. 2, 16 Nametkina St., Moscow, Russian Federation;  postal address, where completed ballots should be sent, - Gazprom, 16 Nametkina St., 117997, GSP-7, Moscow;  date and time of registering Gazprom's annual General Shareholders Meeting participants – June 24, 2015 from 10:00 am to 05:00 pm; June 26, 2015 from 9:00 am.  II. To approve Gazprom's annual General Shareholders Meeting agenda:  1. Approval of Company's Annual Report.  2. Approval of Company's annual Accounting Statements including Company's financial results.  3. Approval of Company's profit distribution based on 2014 results.  4. On amount, terms and form of dividend payout based on 2014 results as well as on date when list of persons entitled to receive dividends is drawn up.  5. Approval of Company's Auditor.  6. On remuneration for Board of Directors (Supervisory Council) Members being non-government officials in amount prescribed by Company's regulatory documents.  7. On remuneration for Audit Commission Members being non-government officials in amount prescribed by Company's regulatory documents.  8. On approval of Gazprom's updated Articles of Association.  9. On ratification of transactions of corporate interest to be potentially executed by Gazprom while carrying on its usual business.  10. Election of Company's Board of Directors (Supervisory Council) Members.  11. Election of Company's Audit Commission Members.</p>

- III. To approve Gazprom's annual General Shareholders Meeting notice wording (in compliance with Appendix to Board of Directors Decision), put it on information and telecommunication network Internet on Company's website [www.gazprom.ru](http://www.gazprom.ru) on May 26, 2015 at latest.
- IV. 1. Approve list of data (materials) provided to shareholders before Gazprom's annual General Shareholders Meeting (in compliance with Appendix to Board of Directors Decision).
2. Data (materials) are provided for information of persons entitled to participate in annual General Shareholders Meeting, starting from May 19, 2015 at Gazprom's premises (room 329 CD, bldg. 2, 16 Nametkina St., Moscow), at Company's registrar: SR-DRAGA and in its branches as well as in regional depositaries of Gazprombank (Joint Stock Company) at place of recording rights to shares of Company, relevant addresses will be mentioned in Gazprom's annual General Shareholders Meeting notice.
- V. To approve form and wording of ballots for voting on agenda issues of Gazprom's annual General Shareholders Meeting (in compliance with Appendix to Board of Directors Decision).
- VI. 1. To form Gazprom's annual General Shareholders Meeting Presidium consisting of Gazprom's Board of Directors Members.
2. To approve Viktor Zubkov, Gazprom's Board of Directors Chairman as Gazprom's annual General Shareholders Meeting Chairman.
- VII. 1. To approve distribution of Gazprom's profit based on Company's operating results in 2014 attached to Board of Directors Decision.
2. To recommend Company's annual General Shareholders Meeting to approve distribution of Gazprom's profit based on 2014 Company's operating results, as proposed by Gazprom's Board of Directors.
3. To empower Alexey Miller, Gazprom's Board of Directors Deputy Chairman and Management Committee Chairman to present Gazprom's annual General Shareholders Meeting proposals regarding profit distribution on June 26, 2015.
- VIII. 1. To approve proposals:
- on paying out annual dividends in monetary form amounting to RUB 7.20 per Gazprom's ordinary share to nominal value of RUB 5 based on Company's operating results in 2014;
- on determining deadline for listing persons entitled to receive dividends – July 16, 2015.
- on determining deadline to pay dividends for registered shareholders and their trustees, stock professionals listed in Gazprom's Register of Shareholders – July 30, 2015;
- on determining deadline to pay dividends for other Gazprom's registered shareholders – August 20, 2015.
2. To recommend Gazprom's annual General Shareholders Meeting to approve mentioned proposals of Gazprom's Board of Directors.
- IX. 1. To provisionally endorse 2014 Annual Report of Gazprom attached to Board of Directors Decision.
2. To empower Alexey Miller, Gazprom's Board of Directors Deputy Chairman and Management Committee Chairman to present Annual Report to Gazprom's annual General Shareholders Meeting on June 26, 2015.
- X. To provisionally endorse attached to Board of Directors' Decision 2014 Annual Accounting Statements of Gazprom (parent company) compiled in accordance with Russian law, and submit it for approval by Gazprom's annual General Shareholders Meeting.
- XI. 1. To endorse proposals on amount of remuneration for Board of Directors and Audit Commission Members who are not taking public or civil service offices in Russian Federation: to Board of Directors Chairman – RUB 25,589,500; to Board of Directors Deputy Chairman – RUB 24,806,400; to Board of Directors Member functioning as Chairman of Gazprom's Board of Directors Committee for audit – RUB 22,300,480; to Board of Directors Members participating in Gazprom's Board of Directors Committee for audit – RUB 21,360,760 each; to Board of Directors Members not having additional responsibilities in Board of Directors – RUB 20,890,900 each; to Audit Commission Chairman – RUB 4,850,685; to Audit Commission Members – RUB 3,334,933 each.
2. To submit mentioned proposals to Gazprom's annual General Shareholders Meeting.
- XII. 1. To nominate Limited Liability Company FBK for approval by General Shareholders Meeting of Gazprom as Company's Auditor.
2. To determine Company's auditor remuneration for auditing Gazprom's Accounting (Financial)

Statements, Gazprom Group's IFRS consolidated accounting statements and consolidated financial statements for 2015 equaling RUB 204,000,000 (Two hundred and four million) net of VAT.

XIII. To endorse and submit to Gazprom's annual General Shareholders Meeting attached to Board of Directors Decision Draft of updated Articles of Association of Public Joint Stock Company Gazprom.

2.3. Date of Gazprom's Board of Directors meeting that adopted corresponding decisions: May 14, 2015.

2.2. Date of preparation and number of Minutes of Gazprom's Board of Directors meeting that adopted corresponding decisions: Minutes No. 1016 of Gazprom's Board of Directors meeting dated May 14, 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

3.2. Date: May 14, 2015