

MATERIAL FACT STATEMENT

ON CERTAIN DECISIONS OF 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	www.gazprom.ru ; www.e-disclosure.ru/PORTAL/company.aspx?id=934

2. Contents of Statement
<p>On ratification of transactions, considered by Russian law as major transactions and (or) transactions of corporate interest</p> <p>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 absentia, quorum recorded as present.</p> <p>Voting results on agenda item:</p> <p>On ratification of transaction of corporate interest concluded with Gazprom Mezhregiongaz: In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decision made by issuer's Board of Directors:</p> <p>In compliance with article 77, Chapter 11 of Federal Law on Joint Stock Companies, subclauses 7, 17 of clause 34.1 of Gazprom's Articles of Association, Gazprom Board of Directors resolved:</p> <ol style="list-style-type: none"> 1. To ratify conclusion of Consulting Services Agreement for Internal Audit between Gazprom and Gazprom Mezhregiongaz and consider deal to be of corporate interest under terms listed in Appendix No. 1 to Board of Directors' Decision. 2. To determine that based on market value calculated by VS-ocenka, price for services listed in Appendix No. 2 to Board of Directors' Decision shall equal RUB 793,490 (Seven hundred and ninety-three thousand four hundred and ninety rubles) 31 kopecks. 3. To ratify conclusion of Additional Agreement dated March 26, 2014 to Consulting Services Agreement for Internal Audit dated September 4, 2013 No. 6-237/13/064/PVA-2013 between Gazprom and Gazprom Mezhregiongaz and consider deal to be of corporate interest under terms listed in Appendix No. 2 to Board of Directors' Decision. <p>2.3. Appendices to Gazprom Board of Directors' Decision:</p> <p>Appendix No. 1 to Gazprom Board of Directors' Decision</p> <p>Heads of Consulting Services Agreement for Internal Audit</p> <p>Parties: Customer – Gazprom, Contractor – Gazprom Mezhregiongaz</p> <p>Subject: Gazprom Mezhregiongaz shall provide Gazprom with consulting services in internal audit, and Gazprom shall accept such services and pay for them. List of services, period of services (phases), cost and payment procedure shall be specified in statements of work (hereafter – Statements of work) set out by parties in Additional Agreements to Consulting Services Agreement.</p> <p>Services Cost and Payment Procedure: Cost of Gazprom Mezhregiongaz services and payment procedure shall be specified in relevant Statements of work.</p> <p>Payment for services of Gazprom Mezhregiongaz shall be made in Russian rubles, except as otherwise provided by relevant Additional Agreement.</p> <p>Commencement and validity of Agreement: Agreement comes into force as of date of its signing by parties and remain effective until parties fulfill their obligations hereunder in full.</p> <p>Appendix No. 2 to Gazprom Board of Directors' Decision</p> <p>Heads of Additional Agreement dated March 26, 2014 to Consulting Services Agreement for Internal Audit</p>

Parties: Customer – Gazprom, **Contractor** – Gazprom Mezhhregiongaz

Subject: Gazprom Mezhhregiongaz undertakes commitment to provide Gazprom with consulting services for verifying expenditures on maintenance of Druzhba non-process facilities according to Statement of work (attached).

Services Cost and Payment Procedure: Cost of services provided under Additional Agreement is RUB 793,490 (Seven hundred and ninety-three thousand four hundred and ninety rubles) 31 kopecks and VAT of RUB 142,828 (One hundred and forty-two thousand eight hundred and twenty-eight rubles) 26 kopecks.

Gazprom shall pay for services provided hereunder by Gazprom Mezhhregiongaz by way of money transfer to Gazprom Mezhhregiongaz bank account within one month following month when Services Acceptance Certificate was signed by parties, provided that Gazprom has invoice.

Period of services: from September 16 to November 1, 2013.

Commencement of Additional Agreement: Additional Agreement comes into force as of date of its signing by parties. Terms and conditions of Additional Agreement apply to parties' relations arising from September 16, 2013.

Appendix to Heads of Additional Agreement dated March 26, 2014 to Consulting Services Agreement for Internal Audit

Statement of work: Gazprom Mezhhregiongaz provides Gazprom with consulting services for verifying expenditures on maintenance of Druzhba non-process facilities.

Scope of services:

1. Check of proceeds statements and reasonableness of expenses of vehicle fleet maintenance and operation.
2. Analyze receivables and payables, including under civil contracts.
3. Evaluate effectiveness of control over receivables and payables, including claim-related work.

Rendering services will result in compiling Report containing audit observations and identified risks, working papers and supporting documents.

2.4. Date of Gazprom Board of Directors meeting where corresponding decision was made (date of submission of filled out voting ballots by Members of issuer's Board of Directors): June 10, 2015.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decision was made: No. 1021, dated June 11, 2015.

3. Signature				
3.1. Member of Management Committee, Head Department, Gazprom (acting under power of attorney No. 01/04/04-45д, dated February 3, 2015)				Elena Mikhailova
			(signature)	
3.2. Date	June	11, 2015	L.S.	