

# 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	<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 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: meeting in absentia, 11 out of 11 elected Board of Directors Members submitted voting ballots, quorum recorded as present. Voting results on agenda item: <b>On ratification of transactions of corporate interest concluded with Gazprom Tsentrremont:</b> In favor – 11 votes, Against – 0 votes, Abstentions – 0 votes.</p> <p>2.2. Content of decision made by issuer's Board of Directors: 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"> <li>1. To ratify conclusion of Consulting Services Agreement for Internal Audit between Gazprom and Gazprom Tsentrremont and consider deal to be of corporate interest under terms listed in Appendix No. 1 to Board of Directors' Decision.</li> <li>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 431,336 (Four hundred and thirty-one thousand three hundred and thirty-six rubles) 49 kopecks.</li> <li>3. To ratify conclusion of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. GTsR-900-0081-13/007/PVA/2013 between Gazprom and Gazprom Tsentrremont and consider deal to be of corporate interest under terms listed in Appendix No. 2 to Board of Directors' Decision.</li> <li>4. To determine that based on market value calculated by VS-ocenka, price for services listed in Appendix No. 3 to Board of Directors' Decision shall equal RUB 344,975 (Three hundred and forty-four thousand nine hundred and seventy-five rubles) 77 kopecks.</li> <li>5. To ratify conclusion of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. GTsR-900-0081-13/007/PVA/2013 between Gazprom and Gazprom Tsentrremont and consider deal to be of corporate interest under terms listed in Appendix No. 3 to Board of Directors' Decision.</li> <li>6. To determine that based on market value calculated by VS-ocenka, price for services listed in Appendix No. 4 to Board of Directors' Decision shall equal RUB 319,525 (Three hundred and nineteen thousand five hundred and twenty-five rubles) 30 kopecks.</li> <li>7. To ratify conclusion of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. GTsR-900-0081-13/007/PVA/2013 between Gazprom and Gazprom Tsentrremont and consider deal to be of corporate interest under terms listed in Appendix No. 4 to Board of Directors' Decision.</li> <li>8. To determine that based on market value calculated by VS-ocenka, price for services listed in Appendix No. 5 to Board of Directors' Decision shall equal RUB 216,702 (Two hundred and sixteen thousand seven hundred and two rubles) 26 kopecks.</li> <li>9. To ratify conclusion of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. GTsR-900-0081-13/007/PVA/2013 between Gazprom and Gazprom Tsentrremont and consider deal to be of corporate interest under terms listed in Appendix No. 5 to</li> </ol>

Board of Directors' Decision.

10. To determine that based on market value calculated by VS-ocenka, price for services listed in Appendix No. 6 to Board of Directors' Decision shall equal RUB 455,280 (Four hundred and fifty-five thousand two hundred and eighty rubles) 34 kopecks.
11. To ratify conclusion of Additional Agreement dated December 16, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. GTsR-900-0081-13/007/PVA/2013 between Gazprom and Gazprom Tsentrremont and consider deal to be of corporate interest under terms listed in Appendix No. 6 to Board of Directors' Decision.

2.3. Appendices to Gazprom Board of Directors' Decision:

Appendix No. 1 to Gazprom Board of Directors' Decision

**Heads of Consulting Services Agreement for Internal Audit**

**Parties: Customer** – Gazprom;

**Contractor** – Gazprom Tsentrremont

**Subject:** Gazprom Tsentrremont shall provide Gazprom with consulting services for internal audit, and Gazprom shall accept such services and pay for them. List of services, period of services (stages), cost and payment procedure shall be determined in statements of work (hereafter – Statements) determined by parties in Additional Agreements to Consulting Services Agreement.

**Services Cost and Payment Procedure:** Services cost and payment procedure shall be determined in relevant Statements.

Payment for services rendered by Gazprom Tsentrremont shall be effectuated in Russian rubles, except as otherwise provided by relevant Additional Agreement.

**Commencement and validity of Agreement:** Agreement comes into force as of date of its signing by parties and remains effective until parties fulfill their obligations hereunder in full.

Appendix No. 2 to Gazprom Board of Directors' Decision

**Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit**

**Parties: Customer** – Gazprom;

**Contractor** – Gazprom Tsentrremont

**Subject:** Gazprom Tsentrremont undertakes commitment to provide Gazprom with consulting services for verifying capital overhaul of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Ufa according to statements of work (attached).

**Services Cost and Payment Procedure:** Cost of services provided under Additional Agreement is RUB 431,336 (Four hundred and thirty-one thousand three hundred and thirty-six rubles) 49 kopecks and VAT of RUB 77,640 (Seventy-seven thousand six hundred and forty rubles) 57 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Tsentrremont by way of money transfer to settlement account of Gazprom Tsentrremont within one month following month when Services Acceptance Certificate is signed by parties, provided that Gazprom issues invoice.

**Period of services:** from March 18 to May 31, 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 March 18, 2013.

Appendix to Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit

**Statements of work:** Gazprom Tsentrremont provides Gazprom with consulting services for verifying capital repair of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Ufa – Inventory No. 1486 Chelyabinsk-Petrovsk gas trunkline (diameter of 1,420 mm. Repair of 364-389 km section, Polyanskoye Line Pipe Operation Center (hereinafter – UGSS facility).

Scope of services:

Carrying out verification for Gazprom Transgaz Ufa, regional division of Gazprom Tsentrremont.

1. To verify compliance of local regulations in audited companies with requirements of Maintenance and Repair Rules for Gazprom's facilities (Gazprom's Order No. 251 dated October 10, 2008).
2. To verify obligations fulfillment by audited companies as regards organization and overhaul at UGSS facility
3. To check formation and adjustment of allocations for each facility, appropriated for maintenance and repair.
4. To check preparations for capital overhaul by Gazprom Transgaz Ufa in accordance with requirements of Regulations for exercising contractual relationship.

5. To check functional responsibilities of audited companies at acceptance of works performed (including extra work).
  6. To implement offsite control measures at UGSS facility.
  7. Inventorying used pipe products in storages.
  8. To carry out selective testing of pipe products.
- Rendering of services will result in issuing Report containing audit observations and identified risks, working and supporting documents.

Appendix No. 3 to Gazprom Board of Directors' Decision

**Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit**

**Parties: Customer** – Gazprom;

**Contractor** – Gazprom Tsentrremont

**Subject:** Gazprom Tsentrremont undertakes commitment to provide Gazprom with consulting services for verifying capital overhaul of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Samara according to Statements of Work (attached).

**Services Cost and Payment Procedure:** Cost of services provided under Additional Agreement is RUB 344,975 (Three hundred and forty-four thousand nine hundred and seventy-five rubles) 77 kopecks and VAT of RUB 62,095 (Sixty-two thousand ninety-five rubles) 64 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Tsentrremont by way of money transfer to settlement account of Gazprom Tsentrremont within one month following month when Services Acceptance Certificate is signed by parties, provided that Gazprom issues invoice.

**Period of services:** from August 12 to September 6, 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 August 12, 2013.

Appendix to Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit

**Statements of Work:** Gazprom Tsentrremont provides Gazprom with consulting services for verifying capital repair of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Samara.

Scope of services:

Carrying out verification of Gazprom Transgaz Samara, Samara regional division of Gazprom Tsentrremont.

1. To verify compliance of local regulations by Gazprom Transgaz Samara.
2. To check preparations for capital overhaul by Gazprom Transgaz Samara.
3. To verify obligations fulfillment by companies involved in capital overhaul of linear section at UGSS facility.
4. To check generation of design and estimate documents.
5. To check validity of scope and cost of accepted works (materials and equipment included) on capital overhaul of linear part at UGSS facility, with offsite activities (measurement and inspection) performed.
6. To check internal control over movement of pipes dismantled during capital overhaul at Gazprom Transgaz Samara.

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

Appendix No. 4 to Gazprom Board of Directors' Decision

**Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit**

**Parties: Customer** – Gazprom;

**Contractor** – Gazprom Tsentrremont

**Subject:** Gazprom Tsentrremont undertakes commitment to provide Gazprom with consulting services for verifying capital overhaul of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Samara according to Statements of Work (attached).

**Services Cost and Payment Procedure:** Cost of services provided under Additional Agreement is RUB 319,525 (Three hundred and nineteen thousand five hundred and twenty-five rubles) 30 kopecks and VAT of RUB 57,514 (Fifty-seven thousand five hundred and fourteen rubles) 55 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Tsentrremont by way of money transfer to settlement account of Gazprom Tsentrremont within one month following month when Services Acceptance Certificate is signed by parties, provided that Gazprom issues invoice.

**Period of services:** from August 12 to September 6, 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 August 12, 2013.

Appendix to Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit

**Statements of Work:** Gazprom Tsentrremont provides Gazprom with consulting services for verifying capital repair of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Samara – Staraya Binaradka-Dmitrovgrad-Ulyanovsk gas trunkline.

Scope of services:

Carrying out verification of Gazprom Transgaz Samara, Samara regional division of Gazprom Tsentrremont.

1. To check preparations for capital overhaul by Gazprom Transgaz Samara.
2. To check generation of design and estimate documents.
3. To check validity of scope and cost of accepted works (materials and equipment included) on capital overhaul of linear part at UGSS facility, with offsite activities (measurement and inspection) performed.
4. To check internal control over movement of pipes dismantled during capital overhaul at Gazprom Transgaz Samara.

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

Appendix No. 5 to Gazprom Board of Directors' Decision

**Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit**

**Parties:** Customer – Gazprom;

Contractor – Gazprom Tsentrremont

**Subject:** Gazprom Tsentrremont undertakes commitment to provide Gazprom with consulting services for verifying capital overhaul of Gazprom's Unified Gas Supply System (UGSS) facility leased to Gazprom Transgaz Samara according to Statements of Work (attached).

**Services Cost and Payment Procedure:** Cost of services provided under Additional Agreement is RUB 216,702 (Two hundred and sixteen thousand seven hundred and two rubles) 26 kopecks and VAT of RUB 39,006 (Thirty-nine thousand six rubles) 41 kopecks.

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

**Period of services:** from September 15 to October 11, 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 15, 2013.

Appendix to Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit

**Statements of work:** Gazprom Tsentrremont provides Gazprom with consulting services for verifying Niva sanatorium maintenance expenses according to Statements of Work (attached).

**Services Cost and Payment Procedure:** Cost of services provided under Additional Agreement is RUB 216,702 (Two hundred and sixteen thousand seven hundred and two rubles) 26 kopecks and VAT of RUB 39,006 (Thirty-nine thousand and six rubles) 41 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Tsentrremont by way of money transfer to settlement account of Gazprom Tsentrremont within one month following month when Services Acceptance Certificate is signed by parties, provided that Gazprom issues invoice.

**Period of services:** from September 15 October 11, 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 15, 2013.

Appendix to Heads of Additional Agreement dated January 14, 2014 to Consulting Services Agreement for Internal Audit

**Statements of work:** Gazprom Tsentrremont provides Gazprom with consulting services for verifying Niva sanatorium maintenance expenses according to Statements of Work (attached). Audited entity: Niva sanatorium.

Scope of services:

1. To analyze assets management efficiency.
2. To check recording of fixed assets.

3. To prepare report, form working and supporting documents and appendices to report in line with auditor's comments and risks identified by audit as well as to transfer them to head of audit team.

Appendix No. 6 to Gazprom Board of Directors' Decision

**Heads of Additional Agreement dated December 16, 2014 to Consulting Services Agreement for Internal Audit**

**Heads of Consulting Services Agreement for Internal Audit**

**Parties:** Customer – Gazprom;

Contractor – Gazprom Tsentrremont

**Services Cost and Payment Procedure:** Cost of services provided under Additional Agreement is RUB 455,280 (Four hundred and fifty-five thousand two hundred and eighty rubles) 34 kopecks and VAT of RUB 81,950 (eighty-one thousand nine hundred and fifty) 46 kopecks, standard rate according to effective Russian legislation on taxes and fees. Gazprom shall pay for services provided hereunder by Gazprom Tsentrremont by way of money transfer to settlement account of Gazprom Tsentrremont within one month following month when Services Acceptance Certificate is signed by parties, provided that Gazprom issues invoice.

**Period of services:** from March 31 to April 18, 2014; from June 16 to July 14, 2014.

**Commencement of Additional Agreement and its validity period:** Additional Agreement comes into force as of date of its signing by parties and is valid until parties fulfill their obligations. Terms and conditions of Additional Agreement apply to parties' relations arising from March 31, 2014.

Appendix to Heads of Additional Agreement dated December 16, 2014 to Consulting Services Agreement for Internal Audit

**Statements of Work:** Gazprom Tsentrremont provides Gazprom with consulting services for verification of certain issues of business activity of Giprospeftgaz. Audited company – Giprospeftgaz.

Scope of services:

1. To check validity and operational need to conclude agreements with subcontractors.
2. To check compliance with requirements set by local regulations of Giprospeftgaz regarding conclusion of agreements with subcontractors.
3. To check assessment of cost of works under contracts with subcontractors.
4. To check compliance with terms of agreements with subcontractors in respect of performance, acceptance and payment of works.
5. To check effectiveness of Giprospeftgaz operations control system concerning relationship with subcontractors.
6. To prepare report, form working and supporting documents and appendices to report in line with auditor's comments and risks identified by audit as well as to transfer them to head of audit team.

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 of Gazprom's Department (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.