

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 transactions of corporate interest concluded with Gazprom Komplektatsiya: 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 Komplektatsiya 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 236,776 (Two hundred and thirty-six thousand seven hundred and seventy-six rubles) 81 kopecks. 3. To ratify conclusion of Additional Agreement dated January 10, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. 009/PVA/2013 between Gazprom and Gazprom Komplektatsiya and consider deal to be of corporate interest under terms listed in Appendix No. 2 to Board of Directors' Decision. 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 297,886 (Two hundred and ninety-seven thousand eight hundred and eighty-six rubles) 30 kopecks. 5. To ratify conclusion of Additional Agreement dated January 10, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. 009/PVA/2013 between Gazprom and Gazprom Komplektatsiya and consider deal to be of corporate interest under terms listed in Appendix No. 3 to Board of Directors' Decision. 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 225,911 (Two hundred and twenty-five thousand nine hundred and eleven rubles) 39 kopecks. 7. To ratify conclusion of Additional Agreement dated January 10, 2014 to Consulting Services Agreement for Internal Audit dated March 26, 2013 No. 009/PVA/2013 between Gazprom and Gazprom Komplektatsiya and consider deal to be of corporate interest under terms listed in Appendix No. 4 to Board of Directors' Decision. <p>2.3. Appendices to Gazprom Board of Directors' Decision:</p> <p>Appendix No. 1</p> <p>Heads of Consulting Services Agreement</p> <p>Parties: Customer – Gazprom;</p>

Contractor – Gazprom Komplektatsiya.

Subject: Gazprom Komplektatsiya 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 (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.

Services cost and payment procedure: Cost of Gazprom Komplektatsiya services and payment procedure shall be specified in relevant Statements of work. Payment for services of Gazprom Komplektatsiya shall be made 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

Heads of Additional Agreement to Consulting Services Agreement for Internal Audit

Parties: Customer – Gazprom;

Contractor – Gazprom Komplektatsiya.

Subject: Amendment of Agreement in terms of its application to Parties' relations starting from February 25, 2013. Gazprom Komplektatsiya undertakes commitment to provide Gazprom with consulting services for internal audit according to Statement of work.

Services cost and payment procedure: Cost of services provided under Additional Agreement is RUB 236,776 (Two hundred and thirty-six thousand seven hundred and seventy-six rubles) 81 kopecks and VAT of RUB 42,619 (Forty-two thousand six hundred and nineteen rubles) 64 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Komplektatsiya by way of money transfer to Gazprom Komplektatsiya bank account within one month following month when Services Acceptance Certificate was signed by parties, provided that Gazprom has invoice.

Period of services: from February 25 to March 22, 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 February 25, 2013.

Appendix No. 3

Heads of Additional Agreement to Consulting Services Agreement for Internal Audit

Parties: Customer – Gazprom;

Contractor – Gazprom Komplektatsiya.

Subject: Gazprom Komplektatsiya undertakes commitment to provide Gazprom with consulting services for internal audit according to Statement of work.

Services cost and payment procedure: Cost of services provided under Additional Agreement is RUB 297,886 (Two hundred and ninety-seven thousand eight hundred and eighty-six rubles) 30 kopecks and VAT of RUB 53,619 (Fifty-three thousand six hundred and nineteen rubles) 53 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Komplektatsiya by way of money transfer to Gazprom Komplektatsiya bank account within one month following month when Services Acceptance Certificate was signed by parties, provided that Gazprom has invoice.

Period of services: from March 25 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 25, 2013.

Appendix No. 4

Heads of Additional Agreement to Consulting Services Agreement for Internal Audit

Parties: Customer – Gazprom;

Contractor – Gazprom Komplektatsiya.

Subject: Gazprom Komplektatsiya undertakes commitment to provide Gazprom with consulting services for internal audit according to Statement of work.

Services cost and payment procedure: Cost of services provided under Additional Agreement is RUB 225,911 (Two hundred and twenty-five thousand nine hundred and eleven rubles) 39 kopecks and VAT of RUB 40,664 (Forty thousand six hundred and sixty-four rubles) 05 kopecks. Gazprom shall pay for services provided hereunder by Gazprom Komplektatsiya by way of money transfer to Gazprom Komplektatsiya bank account within one

month following month when Services Acceptance Certificate was signed by parties, provided that Gazprom has invoice.

Period of services: from December 23 to December 27, 2013; from January 27 to February 4, 2014; from April 9 to April 30, 2014.

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 December 23, 2013.

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 22, 2015.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decision was made: No. 1023, dated June 23, 2015.

3. Signature

3.1. First Deputy Head of
Department, Gazprom
(acting under power of attorney
No. 01/04/04-345Д,
dated May 25, 2015)

Svetlana Antonova

(signature)

3.2. Date June 23, 2015

L.S.