

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 Investproject: 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 Investproject 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 306,258 (Three hundred and six thousand two hundred and fifty-eight rubles) 53 kopecks. 3. To ratify conclusion of Additional Agreement dated November 13, 2014 to Consulting Services Agreement for Internal Audit dated July 18, 2014 No. 081/PVA-2014 between Gazprom and Gazprom Investproject 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 763,593 (Seven hundred and sixty-three thousand five hundred and ninety-three rubles) 55 kopecks. 5. To ratify conclusion of Additional Agreement dated November 13, 2014 to Consulting Services Agreement for Internal Audit dated July 18, 2014 No. 081/PVA-2014 between Gazprom and Gazprom Investproject and consider deal to be of corporate interest under terms listed in Appendix No. 3 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 for Internal Audit</p> <p>Parties: Customer – Gazprom;</p> <p>Contractor – Gazprom Investproject.</p> <p>Subject: Gazprom Investproject 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.</p> <p>Services Cost and Payment Procedure: Cost of Gazprom Investproject services and payment procedure shall be specified in relevant Statements of work. Payment for services of Gazprom Investproject shall be made in Russian rubles, except as otherwise provided by relevant Additional Agreement.</p>

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 Investproject.

Subject: Gazprom Investproject 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 306,258 (Three hundred and six thousand two hundred and fifty-eight rubles) 53 kopecks and VAT of RUB 55,126 (Fifty-five thousand one hundred and twenty-six rubles) 54 kopecks.

Gazprom shall pay for services provided hereunder by Gazprom Investproject by way of money transfer to Gazprom Investproject 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 23 to September 27, 2013; from September 30 to October 4, 2013; from October 14 to October 18, 2013; from October 21 to October 25, 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 23, 2013.

Appendix No. 3

Heads of Additional Agreement to Consulting Services Agreement for Internal Audit

Parties: Customer – Gazprom;

Contractor – Gazprom Investproject.

Subject: Gazprom Investproject 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 763,593 (Seven hundred and sixty-three thousand five hundred and ninety-three rubles) 55 kopecks and VAT of RUB 137,446 (One hundred and thirty-seven thousand four hundred and forty-six rubles) 84 kopecks.

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

Period of services: from May 19 to May 30, 2014; from June 2 to July 31, 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 May 19, 2014.

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.	