

**MATERIAL FACT STATEMENT**  
**ON CERTAIN DECISIONS OF ISSUER'S BOARD OF DIRECTORS (SUPERVISORY BOARD)**

1. General information	
1.1. Full legal name of issuer	Public Joint Stock Company Gazprom
1.2. Short legal name of issuer	PJSC Gazprom
1.3. Address of issuer	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) related-party transactions</p> <p>2.1. Quorum of issuer's Board of Directors meeting and voting results on decision-making issues: <b><i>10 out of 11 elected Board of Directors Members took part in absentee voting, quorum recorded as present.</i></b></p> <p><b><i>Voting results on item: On ratification of related-party transaction concluded with Gazprom Space Systems: 10 out of 10 Board of Directors Members, taking part in voting, voted.</i></b></p> <p><b><i>In favor – 10 votes, Against – 0 votes, Abstentions – 0 votes.</i></b></p> <p>2.2. Content of decisions made by issuer's Board of Directors:</p> <p><b><i>1. To determine that, based on market price, price of guarantee provided by Gazprom for performance of obligations by Gazprom Space Systems under Credit Agreement with Bank VTB shall equal 0.41% annually of amount of monetary funds (credit) provided to Gazprom Space Systems;</i></b></p> <p><b><i>2. To ratify conclusion of Guarantee Agreement between Gazprom and Gazprom Space Systems as related-party transaction on terms listed in appendix to present decision.</i></b></p> <p>2.3. Main terms and conditions of Guarantee Agreement:</p> <p><b><i>Parties:</i></b></p> <p><b><i>Guarantor: Gazprom</i></b></p> <p><b><i>Debtor: Gazprom Space Systems</i></b></p> <p><b><i>Subject:</i></b> According to Guarantee Agreement, Gazprom assumes obligation towards Bank VTB to be responsible for fulfillment of Credit Agreement (further – Guarantee), and Gazprom Space Systems undertakes to pay remuneration for Guarantee provided by Gazprom.</p> <p><b><i>Guarantee remuneration:</i></b> Gazprom Space Systems pays out remuneration in form of quarterly payments to Gazprom for provision of Guarantee.</p> <p><i>Guarantee remuneration makes up 0.41% annually of amount of monetary funds (credit) provided to Gazprom Space Systems, in addition to VAT at rate in accordance with current Russian Federation tax and fees legislation.</i></p> <p><b><i>Liability:</i></b> In case of payment delay, Gazprom can demand from Gazprom Space Systems to pay penalty in amount of 1/180 (one-one hundred eightieth) of Bank of Russia refinancing rate, valid at date of penalty calculation, from amount of outstanding or unduly performed obligations, per each calendar day of delay, starting from date of non-</p>

*performance or undue performance of obligations by Gazprom Space Systems, till date of their proper performance.*

*Penalty payment shall not excuse Gazprom Space Systems from performance of its obligations under Guarantee Agreement.*

***Effective date and duration of Guarantee Agreement:*** *it comes into effect on date of signing and is valid until Gazprom Space Systems and Gazprom fully perform their obligations under Guarantee Agreement.*

2.4. Date of issuer's Board of Directors meeting where corresponding decisions were made: ***November 6, 2015.***

2.5. Date of compilation and number of minutes of issuer's Board of Directors meeting where corresponding decisions were made: ***Minutes of Gazprom Board of Directors No. 1043, dated November 6, 2015.***

3. Signature				
3.1. Department Head, Gazprom (acting under power of attorney No. 01/0400-122Д, dated March 4, 2013)				Alexander Ivannikov
			(signature)	
3.2. Date	November	6, 2015	L.S.	