

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

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	Russian Federation, Moscow
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 style="text-align: center;">On ratification of transactions considered by Russian law as major transactions and (or) related-party transactions</p>	
<p>2.1. Quorum of Gazprom Board of Directors meeting and voting results on certain decisions: 10 out of 11 elected Board of Directors Members took part in meeting in absentia, quorum recorded as present. Voting results on agenda item: On ratification of related-party transaction with Gazprom Gazenergoset: In favor – 10 votes.</p>	
<p>2.2. Content of decisions made by issuer's Board of Directors: To ratify conclusion of Debt Restructuring Agreement between Gazprom and Gazprom Gazenergoset as related-party transaction under terms listed in Appendix to Decision of Board of Directors.</p>	
<p>2.3. Heads of Debt Restructuring Agreement:</p>	
Parties:	Public Joint Stock Company Gazprom Joint Stock Company Gazprom Gazenergoset
Subject	Restructuring of debt of Gazprom Gazenergoset to Gazprom, as of 01.08.2014 under following contracts: No. G7011-003 dated 04.03.2011, No. G7013-002 dated 28.12.2012, No. H7013-001 dated 28.12.2012, contract for delivery of oil and gas condensate blended product and stable gas condensate No. ДПА-2014-01 dated 31.12.2013, contracts for delivery of products No. 18-08/13 dated 29.12.2012, No. 28-08/13 dated 22.10.2013, contracts for delivery of commercial products No. B75-G01313 dated 13.06.2013, No. B75-G01911 dated 21.02.2011, No. C75-G00212 dated 26.12.2011, No. D75-G09113 dated 11.11.2013, No. D75-G09213 dated 11.11.2013, No. D75-G09313 dated 11.11.2013, No. D75-G10113 dated 28.11.2013, No. D75-G01413 dated 11.06.2013, contracts for delivery of products No. D34-G02111 dated 01.03.2011, No. D34-G08510 dated 01.12.2010, No. D34-G08610 dated 01.12.2010, No. D34-G08710 dated 01.12.2010, No. D34-G09010 dated 21.12.2010, contract for delivery of products No. 37-1003/10-13/CK dated 01.11.2013, contract for delivery of liquefied hydrogen fuel gases (propane-butane

	fuel) No. 2-10/11 dated 25.02.2011, contract for delivery of pentane-hexane fraction No. 3-10-07 dated 06.02.2007, contract for delivery of liquefied hydrogen fuel gases for utilities sector (technical propane-butane mixture) No. 85-10(Г) dated 22.09.2005, by way of payment in installments.
Principal debt amount	<p>Principal debt amounts are:</p> <ul style="list-style-type: none"> – under contract No. G7011-003 dated 04.03.2011 – RUB 21,831,599 (twenty-one million eight hundred and thirty-one thousand five hundred and ninety-nine) 69 kopecks, including VAT; – under contract No. G7013-002 dated 28.12.2012 – RUB 569,345,100 (five hundred and sixty-nine million three hundred and forty-five thousand one hundred) 64 kopecks, including VAT; – under contract No. H7013-001 dated 28.12.2012 – RUB 7,587,878,757 (seven billion five hundred and eighty-seven million eight hundred and seventy-eight thousand seven hundred and fifty-seven) 86 kopecks, including VAT; – under contract for delivery of oil and gas condensate blended product and stable gas condensate No. ДПА-2014-01 dated 31.12.2013 – RUB 146,606,440 (one hundred and forty-six million six hundred and six thousand four hundred and forty) 94 kopecks, including VAT; – under contract for delivery of products No. 18-08/13 dated 29.12.2012 – RUB 45,571,308 (forty-five million five hundred and seventy-one thousand three hundred and eight) 70 kopecks, including VAT; – under contract for delivery of products No. 28-08/13 dated 22.10.2013 – RUB 99,944,712 (ninety-nine million nine hundred and forty-four thousand seven hundred and twelve) 8 kopecks, including VAT; – under contract for delivery of commercial products No. B75-G01313 dated 13.06.2013 – RUB 27,081,484 (twenty-seven million eighty-one thousand four hundred and eighty-four) 61 kopecks, including VAT; – under contract for delivery of commercial products No. B75-G01911 dated 21.02.2011 – RUB 88,349,596 (eighty-eight million three hundred and forty-nine thousand five hundred and ninety-six) 17 kopecks, including VAT; – under contract for delivery of commercial products No. C75-G00212 dated 26.12.2011 – RUB 219,705,822 (two hundred and nineteen million seven hundred and five thousand eight hundred and twenty-two) 50 kopecks, including VAT; – under contract for delivery of commercial products No. D75-G09113 dated 11.11.2013 – RUB 4,671,906,503 (four billion six hundred and seventy-one million nine hundred and six thousand five hundred and three) 50 kopecks, including VAT; – under contract for delivery of products No. D75-G09213 dated 11.11.2013 – RUB 328,200,334 (three hundred and twenty-eight million two hundred thousand three hundred and thirty-four) 56 kopecks, including VAT;

	<p>– under contract for delivery of commercial products No. D75-G09313 dated 11.11.2013 – RUB 493,844,526 (four hundred and ninety-three million eight hundred and forty-four thousand five hundred and twenty-six) 19 kopecks, including VAT;</p> <p>– under contract for delivery of commercial products No. D75-G10113 dated 28.11.2013 – RUB 1,019,592,865 (one billion nineteen million five hundred and ninety-two thousand eight hundred and sixty-five), including VAT;</p> <p>– under contract for delivery of commercial products No. D75-G01413 dated 11.06.2013 – 402,487,160 (four hundred and two million four hundred and eighty-seven thousand one hundred and sixty) 43 kopecks, including VAT;</p> <p>– under contract for delivery of products No. D34-G02111 dated 01.03.2011 – 39,446,809 (thirty-nine million four hundred and forty-six thousand eight hundred and nine) 55 kopecks, including VAT;</p> <p>– under contract for delivery of products No. D34-G08510 dated 01.12.2010 – 70,938,355 (seventy million nine hundred and thirty-eight thousand three hundred and fifty-five), including VAT;</p> <p>– under contract for delivery of products No. D34-G08610 dated 01.12.2010 – 5,007,695 (five million and seven thousand six hundred and ninety-five) 80 kopecks, including VAT;</p> <p>– under contract for delivery of products No. D34-G08710 dated 01.12.2010 – 115,056,058 (one hundred and fifteen million fifty-six thousand fifty-eight) 12 kopecks, including VAT;</p> <p>– under contract for delivery of products No. D34-G09010 dated 21.12.2010 – 9,207,649 (nine million two hundred and seven thousand six hundred and forty-nine) 4 kopecks, including VAT;</p> <p>– under contract for delivery of products No. 37-1003/10-13/CK dated 01.11.2013 – 891,105 (eight hundred and ninety-one thousand one hundred and five) 81 kopecks, including VAT;</p> <p>– under contract for delivery of liquefied hydrogen fuel gases (propane-butane fuel) No. 2-10/11 dated 25.02.2011 – 80,240,949 (eighty million two hundred and forty thousand nine hundred and forty-nine) 17 kopecks, including VAT;</p> <p>– under contract for delivery of pentane-hexane fraction No. 3-10-07 dated 06.02.2007 – 45,848,312 (forty-five million eight hundred and forty-eight thousand three hundred and twelve) 95 kopecks, including VAT;</p> <p>– under contract for delivery of liquefied hydrogen fuel gases for utilities sector (technical propane-butane mixture) No. 85-10(Г) dated 22.09.2005 – 1,028,542,221 (one billion twenty-eight million five hundred and forty-two thousand two hundred and twenty-one), including VAT.</p>
Repayment profile and period	Debt is paid on quarterly basis for each contract in accordance with enclosed schedule of payment (further –

	<p>Schedule of payment) via money transfer by Gazprom Gazenergoset to corporate bank account of Gazprom mentioned in payment details of relevant contract in following order:</p> <ul style="list-style-type: none"> – payment currency - rubles; – time of payment – 25 date of last month of each quarter; – amount of payment under each contract – according to Schedule of payment; – period of debt restructuring – within 6 (six) years (until 01.01.2022).
Interest rate	Gazprom Gazenergoset pays to Gazprom no interest rate for installment payment plan.
Liability of Parties	In case Gazprom Gazenergoset exceeds time for payment transfer under any of contracts, Gazprom is entitled to demand payment of penalty (fine) in amount of 1/180 (one-one hundred eightieth) of refinancing rate of Bank of Russia, as in effect on date of penalty payment from amount of undue performed obligations specified in Schedule of payment, per each calendar day of delay.

2.4. Date of Gazprom Board of Directors meeting where corresponding decisions were made: December 29, 2015.

2.5. Date of compilation and number of minutes of Gazprom Board of Directors meeting where corresponding decisions were made: No. 1054, dated December 29, 2015.

3. Signature	
<p>3.1. Department Head, Gazprom (acting under power of attorney No. 01/0400-122Д, dated March 4, 2013)</p>	<p>Alexander Ivannikov</p>
<p>3.2. Date: December 29, 2015</p>	<p>_____ (signature) L.S.</p>