

**MATERIAL FACT STATEMENT
ON CONCLUSION OF MAJOR TRANSACTION BY ENTITY CONTROLLED BY
ISSUER AND MATERIALLY IMPORTANT FOR ISSUER**

1. General information	
1.1. Full legal name (for commercial entity) or name (for non-profit organization) of issuer	Public Joint Stock Company Gazprom
1.2. Address of issuer indicated in Unified State Register of Legal Entities	2/3 Lakhtinsky Avenue, Bldg. 1, Lakhta-Olgino Municipal District, St. Petersburg, 197229, Russian Federation
1.3. OGRN (Primary State Registration Number) of issuer (if applicable)	1027700070518
1.4. INN (Taxpayer Identification Number) of issuer	7736050003
1.5. Unique issuer code assigned by Bank of Russia	00028-A
1.6. Internet pages used by issuer to disclose information	www.gazprom.ru; www.e-disclosure.ru/PORTAL/company.aspx?id=934
1.7. Date of event (material fact) which is reflected in statement (if applicable)	April 4, 2022

2. Contents of Statement on conclusion of major transaction by entity controlled by issuer and materially important for issuer
<p>2.1. Type of entity which entered into major transaction: entity controlled by issuer and materially important for issuer.</p> <p>2.2. Full legal name, address, Taxpayer Identification Number (INN) (if applicable), Primary State Registration Number (OGRN) (if applicable) of relevant entity: Joint Stock Company REP Holding. Address of commercial entity: city of Saint Petersburg. INN: 7806151791. OGRN: 1047811000445.</p> <p>2.3. Category of major transaction (major transaction that is not large-scale transaction; large-scale transaction; related-party transaction; large-scale transaction that is also related-party transaction): large-scale transaction.</p> <p>2.4. Type and subject of major transaction: Type: Additional agreement. Subject: Amendment of procedure to be used for calculation of limit as regards determining aggregate volume of Principal's concurrent liabilities actually owed to Bank under opened letters of credit and issued guarantees and counter-guarantees, as well as increase of amount of such limit; increase of amount of fee payable for opening of letters of credit and issuance of guarantees and counter-guarantees; specification of conditions under which letter of credit can be opened or its amount can be increased/its validity period can be extended; specification of circumstances under which Bank shall have right to refuse to open/increase amount of/extend validity period of letter of credit; specification of types of commission fee and reimbursement of costs that are payable in connection with opening and maintenance/execution of letters of credit; adjustment of responsibilities of Applicant; extension of period set for submission of documentary products (letters of credit) and extension of validity period of limit to November 30, 2027; adjustment of list of guarantors – JSC Gazprom Energoremont is excluded from among guarantors.</p> <p>2.5. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of major transaction: Aggregate volume (amount) of Applicant's concurrent liabilities actually owed to Bank under Letters of Credit opened by Bank by</p>

order of Applicant under Agreement shall not exceed RUB 33,000,000,000.00 (Thirty-three billion and 00/100), which constitutes limit for opening of Letters of Credit under this Agreement (hereinafter – “Limit for Opening Letters of Credit”). Amount of all concurrently valid letters of credit opened upon request of Applicant under Agreement, as well as amount of all concurrently valid guarantees issued by Bank upon request of Applicant under Framework Agreement for Issuance of Bank Guarantees No. 13930GT/17-R dated September 14, 2017, and counter-guarantees issued by Bank upon request of Applicant under Framework Agreement for Issuance of Bank Guarantees (Counter-guarantees) No. 22210GT/21-R dated September 27, 2021 (together with amount of existing liabilities of Bank payable under demands from Beneficiaries that are asserted under guarantees/counter-guarantees which expired after assertion of such demands), shall not exceed RUB 33,000,000,000.00 (Thirty-three billion).

Applicant undertakes to pay fee to Bank for opening of Letter of Credit; such fee shall not exceed 1.2% per annum (hereinafter referred to as “Maximum Rate”) of actual amount of Letter of Credit, but in any case, fee for opening of Letter of Credit shall not be less than equivalent of USD 200.00 (Two hundred) (in Russian rubles, at exchange rate established by Bank of Russia as of payment date) for calendar quarter (or part of calendar quarter) within validity period of Letter of Credit, including date on which Letter of Credit is opened and deferral period (if any) under Letter of Credit. Amount of fee due for opening of Letter of Credit shall be established individually for each separate Letter of Credit, and rate of commission fee shall be indicated by Applicant in application for opening of Letter of Credit and shall be within limits prescribed by Agreement (shall not exceed Maximum Rate). If Applicant violates Additional Obligations specified in sub-clauses 5.1.14–5.1.19 of Agreement, rate of commission fee due for opening of Letter of Credit shall increase by 1% per annum. Agreement as revised by additional agreement is valid until December 31, 2027. Each separate Letter of Credit (taking into consideration extensions and deferral of payment) shall be valid until not later than December 31, 2027 (inclusive). Applicant’s liabilities to Bank under Agreement are secured by: Suretyship of JSC NZL under guarantee agreement No. IMP-082P dated March 3, 2020, as amended by additional agreements No. 1 dated June 1, 2021, No. 2 dated September 27, 2021, and No. 3 concluded between Bank and JSC NZL.

2.6. Parties and beneficiaries of major transaction:

Joint Stock Company REP Holding as Applicant.

GPB Bank (JSC) as Bank.

2.7. Period of obligations under major transaction: **Up to December 31, 2027.**

2.8. Value of major transaction in monetary terms and as percentage of value of assets owned by entity controlled by issuer and materially important for issuer: **shall not exceed RUB 33,000,000,000, which equals 65.19% of assets value.**

2.9. Value of assets determined based on data from accounting (financial) statements of entity controlled by issuer and materially important for issuer as of last reporting date: **RUB 50,623,100,000 as of December 31, 2021.**

2.10. Date of major transaction (agreement): **March 02, 2022.**

2.11. Information on decision making regarding consent or follow-up approval of major transaction in case such transaction was approved by authorized management body of issuer or entity controlled by issuer and materially important for issuer (name of relevant company’s management body, which made decision on consent or follow-up approval of major transaction, date of mentioned decision making, date of compilation and number of minutes of meeting (session) of relevant company’s management body at which this decision was made if this decision was made by collegiate management body of relevant company), or indication that decision on consent or follow-up approval of major transaction was not made: **Decision on consent to transaction was made by Board of Directors of Joint Stock Company REP Holding (Minutes of Board of Directors Meeting No. 22-1 dated February 18, 2022) and Decision of sole shareholder of Joint Stock Company REP Holding No. 11 dated**

February 18, 2022.

3. Signature

3.1. Member of Management Committee,
Department Head, Gazprom
(acting under power of attorney
No. 01/04/04-32д, dated January 17, 2022)

Elena Mikhailova

(signature)

3.2. Date

April

05, 2022

L.S.