

## APPROVED

Resolution of the Board of Directors  
JSC Gazprom  
No. 2309 dated February 25, 2014  
as amended by  
Resolution of the Board of Directors  
PJSC Gazprom  
No. 2795 dated September 1, 2016,  
Resolution of the Board of Directors  
PJSC Gazprom  
No. 3172 dated October 26, 2018

## CODE OF CORPORATE ETHICS OF PJSC GAZPROM

### PREAMBLE

The Code of Corporate Ethics (hereinafter referred to as “the Code”) of PJSC Gazprom (hereinafter also referred to as “the Company”) sets out the corporate values of the Company and defines the guiding principles of business conduct based thereon and adopted by the Company.

The Code incorporates the generally accepted norms of corporate and business conduct and the national and international best practices of corporate governance.

The Code applies to the Company’s employees. The provisions hereof set out the guidelines for the legal entities controlled by the Company, which shall mean, for the purposes of this Code, the legal entities whose actions (resolutions) the Company can (directly or indirectly, solely or jointly with its affiliated entities) govern, including by virtue of a majority equity interest or otherwise.

The Company-controlled legal entities shall, on the basis of this Code, without changing it but at liberty to complement it, develop and approve their own Codes of Corporate Ethics to be applied to their respective employees. Until such legal entities develop and approve their own Codes of Corporate Ethics, their employees shall be covered by the provisions hereof. In such cases, the term “the Company” used herein shall also include the relevant legal entities.

The Company recommends that the management of the legal entities in which the Company does not have any direct or indirect controlling interest adopt the provisions similar to those in the Code.

The Code, to the extent that it complies with the essence of the existing commitments, shall be advisory for natural persons employed by the Company under civil contracts, as well as for contractors and consultants acting as agents executing orders or representing the Company before third parties if they act on behalf of the Company.

In the event that certain provisions of this Code come in conflict with the existing legislation, the latter shall apply. Where certain provisions of this Code come in conflict with traditions, customs or anyone’s ideas of the appropriate rules of conduct, the former shall apply.

The Company’s employees shall:

- be guided by the provisions of this Code and the rules of conduct relevant to their work;
  - in case of any questions on the rules of conduct, apply for clarifications to their immediate superior or to the Corporate Ethics Commission;
  - promptly report all cases of being incited to commit actions violating this Code;
  - observe other rules of conduct and restrictions set out in this Code.
- The Company’s management shall:
- sign a commitment to uphold the provisions of this Code (Annex hereto) and duly reaffirm it on an annual basis;
  - set an example of ethical conduct;
  - educate subordinate staff in order to implement this Code and prevent any and all violations of the rules of conduct set out herein;

– take account of the staff’s commitment to the rules of conduct set out herein when assessing, incentivizing or promoting employees.

The Company’s employees shall attend a special training course on the implementation of this Code and take a subsequent knowledge test at least once every three years.

## 1. MISSION AND CORPORATE VALUES

PJSC Gazprom is one of the world’s largest energy companies. PJSC Gazprom conducts its business as a vertically integrated company. The Company’s main business lines are geological exploration, production, transportation, storage, processing and sales of hydrocarbons, as well as generation and marketing of electric power and heat.

The Company views its mission as ensuring a reliable, efficient and balanced supply of natural gas, other energy resources and their derivatives to consumers.

The Company’s strategic goal is to establish PJSC Gazprom as a leader among global energy companies by entering new sales markets, diversifying its business lines, and ensuring reliable supplies.

The Company’s strategy is founded on the following principles:

- increasing efficiency along the whole production chain, from extraction to marketing of natural gas, crude oil and their derivatives;
- expanding and diversifying the Company’s business portfolio through projects generating high added value products;
- improving the policy on sustainable natural resource management, environmental protection, and energy efficiency;
- respecting the interests of all of the Company’s shareholders;
- improving corporate governance, ensuring the transparency of financial and business operations;
- ensuring personal accountability of the management for their managerial decisions.

The Company’s values are as follows:

- **professionalism:** thorough knowledge, timely and quality execution of tasks, and ongoing improvement of professional knowledge and skills;
- **initiative:** proactive and independent approach to workflow optimization;
- **thriftiness:** responsible and careful attitude to the Company’s assets and to one’s own and others’ working hours;
- **mutual respect:** team spirit, trust, goodwill and cooperation in solving tasks at hand;
- **openness to dialogue:** open and fair exchange of information, willingness to collaborate in developing optimal solutions;
- **continuity:** respect for the work and experience of older generations, communication between young and veteran workers, job training and mentorship;
- **image:** use of methods and strategies aimed at creating a positive perception of the Company.

## 2. RELATIONSHIP BETWEEN THE COMPANY AND EMPLOYEES, WORK SAFETY

The relationship between the Company and its employees is based on trust and mutual understanding.

The Company ensures transparency and openness in human resources management and constantly works to improve its corporate governance methods by providing its employees with favorable working conditions and opportunities to grow as professionals and to realize their full potential. The Company keeps the employees’ personal data confidential.

The staff remuneration system is aimed at attracting, motivating and retaining the employees whose qualifications and performance contribute to the implementation of the Company’s strategic plans.

The Company pursues, with respect to its employees, a social policy that aims to raise the prestige of working at the Company and guarantees that the employees have comfortable and safe working conditions.

The Company creates a favorable environment for young professionals, helping them integrate as quickly as possible, realize their full potential, and work efficiently.

The Company develops a talent pool, purposefully forming and training a group of employees with a high level of managerial competencies and professional skills that are consistent with the corporate requirements and conducive to promotion to senior management positions.

The Company strives to ensure safe working conditions by observing the existing laws and technical standards. The Company develops and introduces its own work safety standards containing high requirements to safety.

Each of the Company's employees is responsible for complying with safety requirements and technical standards.

The Company guarantees protection from any and all forms of discrimination to its employees, as defined by the existing laws of the Russian Federation and the norms of international law. In the course of implementation of the human resources policy, the labor remuneration policy, and the social welfare policy, any preferences on the basis of ethnic origin, gender, age, etc. are prohibited.

Any employee of the Company who feels that he/she is not fully protected from discrimination can apply to the Corporate Ethics Commission for protection.

The Company values its employees for:

– **competence:**

- deep and comprehensive professional expertise;
- high level of professionalism;
- ability to build a working relationship with partners and colleagues;
- collateral skills and knowledge in related fields;

– **initiative:**

- ability to propose new approaches and ideas;
- ambition for self-improvement;
- ability and willingness to work independently to improve one's professional skills;
- creative approach;
- proactive and independent thinking;
- willingness and ability to assume responsibility;

– **personal qualities:**

- honesty, integrity, sincerity;
- friendly attitude to colleagues;
- strong internal culture and self-discipline;
- understanding of the nature of work at the Company and ability to keep information

confidential;

– **corporate conduct:**

- commitment and loyalty to the Company;
- promotion of team spirit;
- willingness to give support and help.

### 3. ENVIRONMENTAL PROTECTION

The Company implements large-scale gas production and transportation projects in areas with highly vulnerable ecosystems, which requires a high level of environmental responsibility. The Company is aware of the extent of its responsibility to the existing and future generations for the environmental impact of the operations conducted by the Company and the Company-controlled legal entities.

In its work, the Company adheres to the principle of dynamic economic growth while ensuring the sustainable use of natural resources to the maximum extent possible and preserving a healthy environment for future generations.

The Company is in compliance with the national and international environmental laws, standards and requirements that apply to its operations and products. The Company's policy also aims to ensure to the maximum extent possible the prudent use of energy, water, land

and other natural resources during production, as well as proper waste management and prudent and restricted use of hazardous materials and technologies.

The Company aims to:

- guarantee compliance with all the rules and regulations imposed by the Russian and international environmental laws;
- ensure prudent use of natural resources;
- use every effort to preserve the climate and biological diversity and to prevent any possible damage to the environment;
- ensure energy saving and minimize negative impacts on the natural environment;
- respect the interests and rights of small-numbered indigenous peoples to maintain their traditional lifestyles and preserve their native habitat;
- continuously improve the professional and environmental knowledge of the Company's employees;
- provide wide access to the environmental information related to the Company's operations.

#### **4. CONFLICT OF INTEREST**

A conflict of interest is a situation when an employee's personal interests compromise or may compromise the fair and impartial performance of his/her job duties and when a contradiction arises or may arise between the personal interests of an employee and the Company's lawful interests where such contradiction may prejudice the Company's lawful interests.

The existence of a conflict of interest (or an apparent existence of such conflict) is a threat to the Company's reputation among its employees and other persons (including shareholders, counterparties, the state and its bodies, trade unions and professional associations, and securities market participants).

The Company's employees shall avoid any situations where a conflict of interest may arise.

In the event of any conflict of interest, employees shall inform their immediate superior; in the cases listed in Article 14 of this Code, employees shall inform the Company's Corporate Ethics Commission as the body authorized to handle ethics-related issues. In the event of any conflict of interest at the sole executive body of an organization controlled by the Company, the former shall inform the Corporate Ethics Commission of PJSC Gazprom.

No conflict of interest arises from a related-party transaction if such transaction is duly approved by the Company's management bodies (General Shareholders Meeting, Board of Directors) as a related-party transaction according to the laws of the Russian Federation.

In any conflict of interest between an employee and the Company, if it is impossible to resolve such conflict of interest, the Company's interests shall prevail.

Articles 5–8 and 10 of this Code contain examples of situations that may lead to a conflict of interest. The list of such situations is not exhaustive: employees shall assess the possibility of a conflict of interest in other situations as well.

#### **5. RELATIVES WORKING TOGETHER**

Supervisory relationships between relatives may create the following problems.

Decisions made by relatives in supervisory roles with respect to their relatives in subordinate roles may be nonobjective or considered as such by other employees of the Company and/or third parties, including shareholders, counterparties, the state and its bodies, trade unions and professional associations, and securities market participants. A similar situation may occur when relatives participate in the same business process if a decision made by one relative affects the job performance of another relative.

Family relationships among the Company's executives may pose reputational risks to the Company and cause doubts about the fairness of performance evaluations and promotion decisions at the Company.

The Company imposes restrictions on the instances of family relationships in the workplace.

The Company welcomes labor dynasties, but members thereof shall not be provided with additional rights or opportunities.

A labor dynasty shall mean professional continuity in the families of workers (where none of the family members is an executive, an expert, or an employee at the Company), when professional skills are passed on from the older to the younger generation.

Neptism-based protectionism is prohibited.

The Company prohibits situations where relatives in executive roles serve as immediate superiors to their relatives in subordinate roles.

Relatives shall be allowed to work together at the Company by decision of the Corporate Ethics Commission, the body authorized to handle ethics-related issues (Article 15).

The above requirements do not apply to labor dynasties.

Non-observance of the above requirements shall be deemed a violation committed by each of the above employees within the family relationship.

## **6. GIFTS**

A gift is a thing of tangible or intangible value for which there is no obligation to pay the usual price, including money, securities or any other property, benefits or property-related services (works, services, payment for entertainment, recreation, transportation costs, loans, discounts, provision of property for use, including housing, charitable donations, etc.) received in connection with work at the Company.

Acceptance of a gift by an employee may be negatively viewed by other employees or other persons (including shareholders, counterparties, the state and its bodies, trade unions and professional associations, and securities market participants) even if such gift is presented and accepted reasonably and in good faith.

Any gifts to family members, relatives or other close associates of any employee shall be, for the purposes of this Code, viewed as gifts to the employee.

The Company imposes restrictions on the ability to accept gifts.

Employees of the Company are not allowed to accept any gifts offered by any third parties in any of the below situations:

- for any work-related actions (inaction);
- with a value of over RUB 3,000;
- in cash or cash equivalents;
- in the absence of any clear and generally acceptable reason for such.

The restrictions on gift acceptance imposed by this Code shall not apply to relationships between employees and gift-givers that are based on evident family relationships (gifts from parents, children, or spouses) or other close personal relationships that exist regardless of employment with the Company or when such gifts are part of corporate merchandise: pens, notepads, daily planners, etc.

Any unauthorized gifts shall be declined. If a gift cannot be declined due to the usual business practice, such gift shall be accepted and the question of its further handling shall be referred to the Corporate Ethics Commission.

When in doubt about the appropriateness of a gift or any other issues related to dealing with gifts, employees shall seek clarification as provided by Article 15 hereof.

## **7. USE OF ASSETS AND RESOURCES OF THE COMPANY. HANDLING OF INFORMATION**

For the purposes of this Code, the Company's assets and resources shall include:

- any movable or immovable property, including cash and securities;
- intellectual property;
- working time of employees (human resources).

The Company's assets and resources represent its property and serve as the basis for achieving its strategic objectives and increasing its capitalization.

Each employee shall use the Company's resources available to him/her with maximum efficiency and for work-related purposes only. Each employee shall treat the available resources with care.

The Company's assets shall not be used for any personal purposes, except for the limited use of:

- the Internet, telecommunications, office equipment and computers, provided that the use of such assets does not take longer than one hour per day in total and is not carried out at the expense of working time;
- other assets of the Company, when expressly allowed by the Company's internal documents.

Employees shall not conduct any entrepreneurial or other commercial activities (including participation in the equity or management of legal entities) by taking advantage of their position at the Company, including by using the business connections and capabilities of the Company.

This restriction does not apply to the cases when such activities or participation are directly assigned to an employee by the Company according to the established procedure, i.e. are part of the employee's professional responsibilities at the Company.

In order to ensure maximum work engagement, the Company's employees shall not use mobile phones, personal computers or other mobile telecommunications or computer equipment during meetings, conferences, negotiations and other work events at PJSC Gazprom, unless such use is directly related to the objectives of such activities or there are other instructions from the employees' immediate superiors.

The Company's employees shall observe the rules established by the existing laws and the Company's regulations for handling the information received during their work at the Company, including insider information, information containing commercial secret or any information containing personal data.

The Company's employees shall not use the information obtained in the course of their work at the Company for the purposes of making transactions involving any securities issued by the Company, its counterparties, and legal entities controlled by the Company. Information disclosure by the Company shall be subject to the existing laws of the Russian Federation.

## **8. RELATIONSHIP WITH COMPETITORS AND COUNTERPARTIES**

Employees shall not represent the Company in business relationships with any organizations in which such employees have substantial personal interest distinct from the Company's interests, including, without limitation, the cases when such employees, their close relatives or family members have a major interest in the equity or management bodies of such organizations.

The close relatives of an employee, for the purposes of this Code, shall mean spouses, children and parents, stepparents and stepchildren, siblings, grandparents, and grandchildren.

The family members of an employee, for the purposes of this Code, shall mean the persons living together with the employee in the same household, regardless of the degree of kinship.

Employees shall not, without the written consent of the Company's senior executive, have any interest in the equity of the Company's competitors and shall not work or hold any positions in the management bodies thereof.

The Company's employees shall notify the Corporate Ethics Commission (see Article 15), the body authorized to handle ethics-related issues, about any participation of such employees or their close relatives in the equity and/or management bodies of the Company's competitors and about any offers for such participation.

The Company upholds the principles of responsible partnership in its relationships with counterparties.

The Company aims to maintain long-term, sustainable and mutually beneficial relationships with consumers and is thus continuously working to improve the stability and reliability of supplies and pricing transparency.

The Company selects its suppliers and contractors primarily on a competitive basis. The main principle of such competitive selection is fair competition. The Company's employees shall not have any hidden preferences and shall not create advantages for individual suppliers or contractors.

The Company seeks to work with reputable counterparties that are in compliance with applicable laws and the generally accepted norms of corporate and business ethics.

The Company prohibits violations of antimonopoly laws, including unfair competition, in the countries where the Company runs its business.

## **9. RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS**

The Company pursues a unified and consistent policy in respect of its relationships with shareholders and investors based on the generally accepted principles of corporate governance.

The underlying principle in the relationship between the Company and its shareholders is the observance of all the shareholder rights regardless of the number of shareholding percentages.

The Company seeks to ensure the long-term wealth of its shareholders by increasing capitalization, achieving balanced strategic objectives, and minimizing risks in its operations.

The Company's information disclosure policy is intended to provide shareholders and investors with accurate, up-to-date and timely information using all available modern telecommunications.

The Company provides all its shareholders and investors with equal and simultaneous access to information.

The Company maintains an ongoing dialogue with its shareholders and investors and supports regular contacts and information exchange between the Company and its shareholders, as well as various groups of existing and potential investors.

## **10. RELATIONSHIP WITH THE STATE AND SOCIETY**

The Company places particular emphasis on its interactions with the state and society.

The Company pays attention not only to its economic performance but also to the social component of its business. The Company offers sponsorship and charitable assistance aimed at reviving spiritual and national values, supporting culture, science, and education, contributing to scientific and technical progress, and promoting a healthy lifestyle.

The Company actively pursues a regional policy with a view to implement the gas infrastructure expansion concept in the regions, thereby facilitating their social and economic growth, fostering industrial and agricultural development, and improving the working and living conditions of the population.

The Company upholds local laws and the interests of local residents when running its business in various territories and interacting with relevant authorities.

The Company does not participate in any political activities and does not finance any political organizations. Support for various non-governmental organizations is provided under the sponsorship and charitable programs duly approved by the management bodies of the Company.

The Company's employees shall have the right to conduct public, religious or political activities. However, if such activities are conducted or will be conducted in working hours or with the use of the Company's name or resources, or if such employees stand for elections to state bodies, the employees shall obtain a written consent for such activities from the Company's senior executive.

The Company has constant interactions with the media based on the principles of openness and transparency. Said interactions are maintained via the Company's division responsible for the information policy of PJSC Gazprom.

Only senior executives of the Company or their authorized representatives shall have the right to make statements to the media or at any events covered by the media. The Company's employees that do not have such authority shall avoid making any statements or comments that could be viewed as the official position of the Company. Release of any information or documents to the media by unauthorized persons shall be viewed as a violation of corporate ethics.

## **11. ANTI-CORRUPTION MEASURES**

Corruption, for the purposes of this Code, shall mean any abuse of office, bribery or acceptance of bribes, abuse of authority, commercial bribery or any other illegal use by a natural person of his/her job position against the lawful interests of society and the state aimed at receiving benefits in the form of money, valuables, other property or property-related services, other property rights for him/her or third parties, or illegal provision of such benefits to the above person by other natural persons.

The Company has established and maintains a zero-tolerance culture with regard to corruption.

Both in the Russian Federation and abroad, the Company's employees shall observe the requirements and restrictions imposed by anti-corruption laws.

Any and all forms of illegal influence exerted on state bodies, including bribery, offer of inappropriate gifts, employment of relatives of state officials, charitable or sponsorship assistance at the request of officials of relevant state bodies (which make the decisions the Company is interested in), are considered unacceptable at the Company.

Any employees who are approached by any persons inciting them to commit corrupt acts shall inform their immediate superior, the Corporate Ethics Commission, and the Corporate Security Service accordingly.

## **12. RELATIONSHIP WITH LEGAL ENTITIES CONTROLLED BY THE COMPANY**

The primary goals in the Company's interactions with the legal entities under its control are to ensure the reliable operation and development of the UGSS and to efficiently use the potential and assets of such entities in the common corporate interests.

The Company builds its relationship with the legal entities under its control on the generally accepted principles of corporate governance.

The Company's relationship with the legal entities under its control is based on the following principles:

- management structure efficiency;
- optimization of financial flows and observance of the applicable tax laws;
- efficient asset use and management;
- prevention of actions and decisions that may result in a loss of control over assets, alienation of production and other performing assets or termination of subsoil use rights and other rights.

The Company interacts with the legal entities under its control in the following ways:

- participation of the Company's representatives in the work of senior management bodies, collegial management bodies and supervisory bodies of the legal entities under its control;
- passing, pursuant to the existing legislation, of unilateral resolutions of the shareholder (member) on any matters related to the activities of the companies in which the Company is the sole shareholder (member);
- exercise, pursuant to the legislation, of the right to give binding instructions to the legal entities controlled by the Company;



– other interactions as determined by the Company’s internal documents and/or not prohibited by the existing legislation.

### **13. CORPORATE IMAGE AND STYLE**

The Company pays great attention to its corporate image composed of such elements as the employees’ business conduct and the uniform corporate style.

Each employee of the Company contributes to its positive image and strengthens its reputation with irreproachable business conduct that includes such aspects as appropriate appearance and business communication style.

The Company’s corporate style is an essential part of its image. The Company’s corporate colors are white and trademark blue. Their use is regulated by the Book of Corporate Style of PJSC Gazprom.

### **14. PERSONAL CONDUCT REQUIREMENTS**

The Company’s employees shall refrain from:

– public statements misrepresenting the Company’s activities or the activities of its staff. Any and all statements in connection with the Company shall be made by the employees strictly in accordance with the established procedure and/or by the persons authorized by same;

– drug use;

– alcohol use in the workplace, on the Company’s premises or where any work is conducted by the Company, except for at special events and to the extent permitted by business etiquette;

– smoking outside of specially designated areas;

– aggressive, degrading or humiliating, hostile and intimidating actions, acts and behavior;

– distribution of offensive materials, including drawings.

Employees shall refrain from actions that may have a direct or indirect adverse effect on the Company’s image and reputation.

### **15. APPLICATION OF THE CODE**

The Corporate Ethics Commission (hereinafter referred to as “the Commission”) shall be responsible for the enforcement of the requirements and provisions of the Code.

The Commission shall include at least five members. The Commission members and Chairman shall be appointed by an order of the Company.

Based on the inquiries and information received, the Commission passes resolutions aimed at:

– providing employees with clarifications on the provisions of this Code and the application thereof;

– taking steps to prevent or resolve conflicts of interest. If no resolution can be found to such conflict of interest, the Commission shall take steps to limit the conflict of interest and/or consequences thereof, including by protecting the Company’s interests in such conflict.

The Commission can be addressed via:

– email at [ethics.comission@adm.gazprom.ru](mailto:ethics.comission@adm.gazprom.ru) or

– hotline at +7(495) 719-11-71.

The Commission shall pass its resolutions during meetings held in person or in absentia. Resolutions shall be passed by a simple majority of the votes cast by the Commission members present at the meeting. Such resolutions shall be executed in writing and included in the minutes of the Commission meetings.

In the event of substantial disagreement between any Commission members which cannot be resolved when passing resolutions, such disputed matters can be referred to the Company's senior executive.

For clarifications on any provisions of this Code or application hereof (including any information on violations hereof), employees shall address:

- their immediate superior;
- the Commission.

In the event of any conflict of interest, employees shall inform their immediate superior unless otherwise expressly provided by this Code (Articles 5–8, 10 hereof).

If the immediate superior does not take any steps to prevent or resolve a conflict of interest or the steps taken do not result in the resolution of such conflict of interest, the Company's employee shall notify the Commission accordingly.

The Company guarantees that the provision by an employee of any information concerning violations of this Code shall be kept confidential and shall not have any adverse consequences for the job position of the employee providing such information.

## **16. LIABILITY**

The Company's senior executive shall, on his/her sole initiative, at the suggestion of the Corporate Ethics Commission or on the initiative of the immediate superior of the employee that has violated the Code, resolve to apply the appropriate penalties, including public reprimand, public censure through publications in the Company's media (on the Company's internal information portal, in the Company's corporate newspaper, on information boards, etc.), cancellation of some or all bonuses pursuant to the Company's internal documents, and, if the employee's actions (inaction) qualify as a disciplinary offense, disciplinary measures pursuant to the Labor Code of the Russian Federation.

Information regarding the observance of this Code shall be taken into account during staff assessment and promotion.

## **17. FINAL PROVISIONS**

Observance of the provisions of this Code is an integral part of the Company's corporate culture.

This Code provides the mechanisms for maintaining and developing the corporate culture in the spirit of continuity fostering intergenerational ties among gas industry workers from 1989 onward.

**COMMITMENT TO UPHOLD THE CODE OF CORPORATE ETHICS OF PJSC GAZPROM**

Full Name \_\_\_\_\_

Position \_\_\_\_\_

As a senior executive of PJSC Gazprom, I hereby commit to uphold the requirements and restrictions imposed by the Code of Corporate Ethics of PJSC Gazprom.

I hereby confirm that I am ready to be held accountable for violating the requirements set out in the Code of Corporate Ethics of PJSC Gazprom.

\_\_\_\_\_ “ ” \_\_\_\_\_ 20 \_\_\_\_  
signature

\_\_\_\_\_  
Full name