

## **REGULATION ON INFORMATION DISCLOSURE BY PJSC GAZPROM**

### **1. GENERAL PROVISIONS**

**1.1.** This Regulation on Information Disclosure by PJSC Gazprom (hereinafter referred to as the “Regulation”) has been developed in accordance with the applicable laws of the Russian Federation, regulatory acts of the Bank of Russia, and the Articles of Association and internal documents of PJSC Gazprom (hereinafter referred to as the “Company”), with due regard for the national and international practices of corporate governance.

**1.2.** The Regulation outlines the information disclosure principles, specifies the information and documents to be disclosed, and establishes the information disclosure procedures.

**1.3.** The Board of Directors plays a key role in ensuring the transparency of the Company, timely and complete disclosure of information, and easy access to information essential to investment and managerial decision-making, as well as contributes to securing the maximum protection of information that constitutes state, trade or other legally protected secrets, and information containing personal data.

### **2. CONCEPT AND PRINCIPLES OF INFORMATION DISCLOSURE**

Information disclosure means ensuring that information is available to an unlimited number of individuals or entities (shareholders, investors, organizations acting as regulators of relevant markets, government authorities, mass media, and other stakeholders).

The key principles of information disclosure concerning the Company’s activities are: regularity and promptness, accessibility, reliability and completeness, balance and neutrality, and security.

**2.1.** The principle of regularity and promptness means the disclosure of information about material events and facts concerning the Company’s activities on a regular basis and in the shortest possible time.

**2.2.** The principle of accessibility means the use of channels and ways of disseminating information about the Company that give shareholders and other stakeholders free and non-discriminatory access to the information disclosed. Copies of documents are provided upon request to shareholders and other stakeholders in line with the applicable laws of the Russian Federation for a fee not exceeding the costs incurred to make such copies.

**2.3.** The principle of reliability and completeness means the provision of reliable information about the Company’s activities sufficient to provide an unbiased view of the issue in question and to make managerial and investment decisions.

**2.4.** The principle of balance means the Company’s commitment to observe a reasonable balance between the Company’s transparency and the protection of its commercial interests.

**2.5.** The principle of neutrality means that the Company creates an environment that excludes the possibility of giving shareholders or investors preferential access to the information about the Company’s activities.

**2.6.** The principle of security means that the Company applies each and every organizational, legal and technical measure and tool permitted by Russian laws to protect the information constituting state and trade secrets, as well as insider information.

### **3. CONTENT OF AND PROCEDURE FOR INFORMATION DISCLOSURE**

**3.1.** Information on convening and holding General Shareholders Meetings of the Company shall be disclosed as follows.

**3.1.1.** A notice of the Company's General Shareholders Meeting to be held within the timelines set out in the Company's Articles of Association shall be posted on the Company's website at [www.gazprom.com](http://www.gazprom.com).

The Company may also inform shareholders about the General Shareholders Meeting through other media outlets (television, radio).

The notice of the Company's General Shareholders Meeting shall contain the following information:

- 1) full legal name and address of the Company;
- 2) format of the General Shareholders Meeting (convocation or absentee voting);
- 3) date, place and time of the General Shareholders Meeting and, in cases when filled-out voting ballots can be submitted to the Company as stipulated by Article 60, Clause 3 of the Federal Law on Joint Stock Companies, the mailing address for such ballots or, if the General Shareholders Meeting is held in absentia, the deadline and the mailing address for filled-out ballots;
- 4) date on which the list of persons entitled to participate in the General Shareholders Meeting is drawn up (established);
- 5) agenda of the General Shareholders Meeting;
- 6) procedure for providing information (materials) subject to disclosure during the preparations for the General Shareholders Meeting and address(es) via which such information can be accessed;
- 7) categories (types) of shares the owners of which are entitled to vote on all or some agenda items at the General Shareholders Meeting.

**3.1.2.** The information (materials) subject to disclosure during the preparations for the General Shareholders Meeting to persons entitled to participate in the General Shareholders Meeting include:

- 1) the Company's annual report approved in advance by the Company's Board of Directors and the conclusion of the Company's Audit Commission based on the analysis of the report;
- 2) annual accounting (financial) statements, as well as the auditor's report and the conclusion of the Audit Commission based on the analysis of the statements;
- 3) information about the nominee(s) for the Company's executive bodies, Board of Directors, Audit Commission, and Counting Board;
- 4) draft amendments and supplements to the Company's Articles of Association or draft revisions of the Company's Articles of Association;
- 5) draft internal documents of the Company;
- 6) draft resolutions of the Company's General Shareholders Meeting;
- 7) information under Article 32.1 of the Federal Law on Joint Stock Companies regarding shareholder agreements signed during the year preceding the General Shareholders Meeting;
- 8) decisions of the Board of Directors on major transactions;
- 9) report on related-party transactions carried out by the Company during the reporting year;
- 10) other information (materials) provided for by the Company's Articles of Association.

**3.1.3.** Additional information subject to disclosure during the preparations for the General Shareholders Meeting to the persons entitled to participate in the General Shareholders Meeting includes:

- 1) recommendations of the Company's Board of Directors on the dividend amount and payout procedure;
- 2) annual environmental report (report on environmental protection);
- 3) other information (materials) subject to disclosure, including in accordance with the Board of Directors' decisions.

The list of additional information (materials) subject to disclosure during the preparations for the General Shareholders Meeting to the persons entitled to participate in the General Shareholders Meeting may be established by the Bank of Russia.

**3.1.4.** The Company's annual report shall include:

- 1) information about the Company's position in the industry;

- 2) data on the Company's priority activities;
- 3) the Board of Directors' report on the Company's development in priority business areas;
- 4) information on the amount of each type of energy resource consumed by the Company in the reporting year in physical and monetary terms (information disclosure only relates to significant amounts of energy resources consumed by the Company);
- 5) the Company's development prospects;
- 6) report on the payout of dividends declared (accrued) on the Company's shares;
- 7) description of key risk factors associated with the Company's activities;
- 8) list of the transactions carried out by the Company during the reporting year that are recognized as major transactions under the Federal Law on Joint Stock Companies and other transactions that are, in accordance with the Company's Articles of Association, subject to the approval procedure for major transactions, with indication of the material terms for each transaction and the Company's management body approving such transaction;
- 9) list of the transactions carried out by the Company during the reporting year that are recognized as related-party transactions under the Federal Law on Joint Stock Companies and that require approval by the Company's authorized management body pursuant to Chapter 11 of the Federal Law on Joint Stock Companies, with indication of the related party(ies) and material terms for each transaction and the Company's management body approving such transaction, as well as, in case of a transaction (series of linked transactions) valued at two or more per cent of the book value of the Company's assets, with indication of the ground(s) for considering the relevant party(ies) to be a related party(ies) to the transaction (for each such transaction), the stake of the related party(ies) in the Company's equity capital (amount of shares owned by the related party(ies) in the Company), and the legal entity acting as a party to the transaction as of the date of the transaction;
- 10) composition of the Company's Board of Directors, including information about any changes in the membership of the Company's Board of Directors that take place in the reporting year and data about the Members of the Company's Board of Directors, including their background (year of birth, education, and primary place of employment), their stakes in the Company's equity capital and the amount of shares owned and, if in the reporting year the Members of the Board of Directors complete any transactions to acquire or dispose of the Company's shares, data about such transactions, with indication of the date and content of each transaction and the class (type) and number of the Company's shares that are the subject of the transaction;
- 11) information about the individual holding the position of the sole executive body of the Company and about the members of the collective executive body of the Company, including their background (year of birth, education, and primary place of employment), their stakes in the Company's equity capital and the amount of shares owned and, if in the reporting year the individual holding the position of the sole executive body of the Company and/or the members of the collective executive body complete any transactions to acquire or dispose of the Company's shares, data about such transactions, with indication of the date and content of each transaction and the class (type) and number of the Company's shares that are the subject of the transaction;
- 12) basic provisions of the Company's remuneration and/or cost reimbursement policy and information about each of the Company's management bodies (except for the individual holding the position of the sole executive body of the Company), with indication of the amount of all types of remuneration, such as salaries (including in part-time positions) earned by the members of the Company's management bodies, bonuses, commission payments, and remuneration for working at the relevant management body, as well as other types of remuneration paid by the Company during the reporting year, with indication of the costs incurred with regard to the activities of the Company's management bodies and reimbursed by the Company during the reporting year;
- 13) report on compliance by the Company with the principles and guidelines of the Code of Corporate Governance recommended for use by the Bank of Russia;

14) data on approval of the annual report by the General Shareholders Meeting of the Company;

15) other information provided for by the Company's Articles of Association or its internal documents.

**3.1.5.** If the agenda of the General Shareholders Meeting contains items regarding the election of the Company's Board of Directors, Audit Commission and collective executive body, as well as regarding the formation of the Company's sole executive body, the persons entitled to participate in the Meeting shall receive additional information during the preparations for such Meeting, namely data on the written consent, or lack thereof, of the proposed candidates to be elected to the relevant body of the Company.

**3.1.6.** If the agenda of the General Shareholders Meeting contains items that may as a result of voting entail the right to call for a redemption of shares by the Company, the persons entitled to participate in the Meeting shall receive additional information during the preparations for such Meeting, namely:

1) report of an independent auditor on the market value of the Company's shares in respect to which the redemption requirement may be imposed on the Company;

2) assessment of the value of the Company's net assets under the Company's accounting (financial) statements for the last completed reporting period;

3) minutes (extract from the minutes) of the Board of Directors' meeting at which the decision was made to determine the redemption price of the Company's shares, with indication of the redemption price.

**3.1.7.** If the agenda of the General Shareholders Meeting contains an item on the Company's restructuring, the persons entitled to participate in the Meeting shall receive additional information during the preparations for such Meeting, namely:

1) draft decision on the split-up, spin-off or transformation, or agreement (draft agreement) on a merger or takeover signed by the companies involved in the merger or takeover;

2) substantiation of the conditions and procedure of the Company's restructuring contained in the decision on the split-up, spin-off or transformation or in the agreement on a merger or takeover as approved (adopted) by the authorized body of the Company;

3) draft transfer act (split-up balance sheet);

4) annual reports and annual accounting (financial) statements of all companies involved in the restructuring process, for the three completed fiscal years preceding the date of the General Shareholders Meeting or for each completed fiscal year from the moment of the company's inception if the company has operated for less than three years;

5) interim accounting (financial) statements of all companies involved in the restructuring process, for the last completed reporting period (three, six, or nine months) preceding the date of the General Shareholders Meeting.

**3.1.8.** The information (materials) subject to disclosure to the persons entitled to participate in the General Shareholders Meeting shall be made available to such persons, within the timelines established by the applicable laws, at the premises of the Company's executive body and in other places the addresses of which are specified in the notice of the Company's General Shareholders Meeting, as well as online on the Company's website at [www.gazprom.com](http://www.gazprom.com).

Such information (materials) shall be made available during the General Shareholders Meeting to all persons participating in the Meeting.

The Company shall, at the request of the persons entitled to participate in the General Shareholders Meeting, provide them with copies of the said documents. The fees charged by the Company for the provision of such copies shall not exceed the costs incurred to make such copies.

If a person registered in the Company's shareholders register is a nominee shareholder, the notice of the General Shareholders Meeting and the information (materials) subject to disclosure to the persons entitled to participate in the Meeting shall be provided during the preparations for the Meeting in line with the rules set out in the applicable laws of the Russian Federation.

**3.1.9.** The list of persons entitled to participate in the General Shareholders Meeting, excluding information on the expression of will of such persons, shall be made available by the Company at the request of the persons included in the list and holding no less than 1 per cent of the votes. However, personally identifiable information of the individuals listed, except for their full names, shall only be provided with the consent of such individuals.

**3.1.10.** Decisions taken by the General Shareholders Meeting, as well as the voting results, may be announced at the Meeting during which the voting takes place and shall also be made known to the persons included in the list of persons entitled to take part in the General Shareholders Meeting, in the form of a report on the voting results in line with the notification procedure for the General Shareholders Meeting, no later than four (4) working days after the closing date of the General Shareholders Meeting or the deadline for accepting ballots if the Meeting is held in absentia.

If, as of the date of determining (establishing) the persons entitled to participate in the General Shareholders Meeting, the Company's shareholders register includes a nominee shareholder, the information contained in the report on the voting results shall be provided to the nominee shareholder in accordance with the Russian laws on securities with the purpose of providing information and materials to the persons exercising their rights with regard to securities.

**3.2.** Mandatory information disclosure shall be carried out by the Company to the extent and in the manner, format and timeframes established by the applicable Russian laws and regulatory acts of the Bank of Russia.

The documents and information subject to mandatory disclosure include:

- the Company's annual report and annual accounting (financial) statements;
- prospectus of the Company's securities in cases prescribed by regulatory acts of the Russian Federation;
- notice of the General Shareholders Meeting in line with the procedure stipulated by the Federal Law on Joint Stock Companies;
- other information as determined by the Bank of Russia.

Information and document disclosure by the Company shall be subject to the requirements of Russian and foreign stock exchanges that have a listing of depositary receipts certifying the rights in respect of the Company's shares, as well as to other requirements mandatory for the Company.

In line with the requirements of Russian and foreign stock exchanges where the Company's securities are traded and with other requirements mandatory for the Company, information and document disclosure materials shall be subject to preliminary approval by the Company's relevant structural units in order to balance the shareholders and the Company's interests on the one hand and the protection of state and trade secrets on the other hand.

**3.3.** Pursuant to Article 91 of the Federal Law on Joint Stock Companies, the Company shall give shareholders access to documents specified in Article 89, Clause 1 of the said law. Access to the accounting documents and minutes of meetings of the collective executive body shall be provided to the shareholder(s) holding a total of no less than 25 per cent of the Company's voting shares.

The documents shall be made available by the Company in accordance with the applicable laws of the Russian Federation, regulatory acts of the Bank of Russia, and internal documents of the Company.

**3.4.** Pursuant to the requirements of the applicable laws of the Russian Federation and regulatory acts of the Bank of Russia, the Company shall post the following information online on the Company's website at [www.gazprom.com](http://www.gazprom.com):

- 1) the Company's Articles of Association;
- 2) the Company's internal documents regulating the activities of the Company's bodies (Regulation on the General Shareholders Meeting, Regulation on the Board of Directors, Regulation on the Management Committee, Regulation on the Chairman of the Management Committee, and Regulation on the Audit Commission);

3) prospectuses of the Company's securities, decisions on issues (additional issues) of the Company's securities, and reports on such issues (notices thereof);

4) quarterly issuer's reports;

5) annual consolidated financial statements of the Company along with a corresponding auditor's report;

6) interim consolidated financial statements of the Company along with a corresponding auditor's report or another document drawn up after the auditing of the interim consolidated financial statements in accordance with auditing standards;

7) annual accounting (financial) statements of the Company along with a corresponding auditor's report;

8) annual reports of the Company;

9) lists of the Company's affiliates;

10) material fact statements in line with the list drawn up in accordance with regulatory acts of the Bank of Russia, notices concerning data that may considerably affect the value of securities, and notices concerning the disclosure of the Company's insider information;

11) notices of the General Shareholders Meeting under the procedure stipulated by the Federal Law on Joint Stock Companies;

12) notifications of shareholder agreements signed by the Company's shareholders and notifications of the rights to determine the voting procedure for the Company's shares at the General Shareholders Meeting obtained by persons under shareholder agreements;

13) other disclosable reports generated in accordance with laws or other requirements mandatory for the Company.

**3.4.1.** In addition to mandatory disclosures, the Company may, with due regard for the accepted practice, disclose the following additional information online on the Company's website at [www.gazprom.com](http://www.gazprom.com):

1) data about the Company's strategy and development plans (except for data constituting trade or state secrets);

2) data about the operational and business activities of the Company;

3) analysis and assessment of the financial standing and financial performance carried out by the Company's management;

4) the Company's Code of Corporate Governance;

5) the Company's Dividend Policy;

6) internal document governing shareholders' familiarization with the information about the Company;

7) data about debt liabilities of the Company and credit ratings obtained;

8) information about the Company's securities and their current quotations;

9) video and audio recordings of public statements by the Company's management;

10) information about the Company's social and environmental responsibility;

11) presentations (text and/or slides) about the Company's businesses;

12) information about the Company's audited hydrocarbon reserves.

**3.4.2.** The Company's corporate publication Gazprom Magazine may print analytical materials about the Company's activities, strategy and plans (except for data that may constitute trade or state secrets), interviews with top managers and heads of subsidiaries, and news pieces about the Gazprom Group's charity and sponsorship projects.

**3.4.3.** In order to ensure the timeliness and accessibility of information about the Company's activities, the Company shall use, in addition to the above, the following communication tools:

1) briefings, press conferences, and conference calls related to regular financial statements, General Shareholders Meetings of the Company, and other major corporate events;

2) information bulletins and booklets;

3) regular meetings with members of the investment community both in Russia and abroad.

**3.4.4.** The Company shall post online messages and materials in Russian, which can be also translated into English, on the Company's website.



**3.4.5.** The Company shall handle written requests of shareholders and investors. Information shall be provided upon request in accordance with the applicable Russian laws and the Company's internal documents.

#### **4. INFORMATION DISCLOSURE BY COMPANY'S REPRESENTATIVES**

**4.1.** The Chairman of the Company's Management Committee, the Deputy Chairmen of the Management Committee, the Members of the Management Committee, the Head of the Department responsible for relations with mass media, and the Press Secretary to the Chairman of the Management Committee – the Deputy Head of the said Department shall be entitled to speak in public on the issues related to the Company's activities.

**4.2.** The aforementioned officials of the Company shall be entitled to authorize the Company's officers and employees to speak in public (to provide information) on behalf of the Company in Russia and abroad at conferences, meetings, workshops, sessions of the working bodies of ministries and state agencies, executive and legislative bodies of the Russian Government and regional authorities, non-governmental and non-profit organizations with the participation of Gazprom, and other public initiatives, as well as to participate in press conferences, briefings, conference calls and video conferences, to give interviews, and to offer comments for Russian and foreign mass media and financial and investment companies.

**4.3.** The Company's Department responsible for relations with mass media shall be in charge of coordinating communications between the Company's representatives with the purpose of disclosing information about the Company's activities and giving coverage of corporate events and other significant developments related to the Company in the form of press releases, interviews, briefings and press conferences, except for cases when information is provided by structural units of the Company exercising their respective functions.

Communications between the Company's representatives with the purpose of providing information to members of the investment community in the form of meetings, roundtables, conference calls and public statements at investment conferences shall be coordinated by the Company's Department responsible for the financial and economic policy.

Communications between the Company's representatives with the purpose of providing information to members of the investment community in the form of press releases, interviews, briefings and press conferences shall be coordinated by the Company's Department responsible for relations with mass media jointly with the Department responsible for the financial and economic policy.

#### **5. INSIDER INFORMATION**

**5.1.** Insider information is any accurate and specific information that has not been disseminated or disclosed (including data constituting a trade, business or other legally protected secrets) and that, if disseminated or disclosed, could have a significant impact on the value of the Company's financial instruments.

**5.2.** The Company's insiders are the Members of the Board of Directors, the Members of the Committees of the Board of Directors, the Chairman of the Management Committee, the Members of the Management Committee, the Members of the Audit Commission, officers and employees of the Company having access to insider information, and the Company's auditor.

**5.3.** Agreements with the persons acting as the Company's insiders shall contain provisions on the confidentiality of insider information.

**5.4.** Requirements concerning insider information are set out in the Company's internal documents governing compliance with laws regulating the illegal use of insider information and market manipulation.

## 6. FINAL PROVISIONS

**6.1.** Access to the Company's documents and copies thereof shall be provided upon request to shareholders and other authorized persons in accordance with the applicable laws of the Russian Federation and the Procedure for Providing Information about PJSC Gazprom to Shareholders.

**6.2.** The Company's Board of Directors shall monitor compliance with this Regulation.

**6.3.** The Company's executive bodies shall ensure security of:

- 1) data constituting a state secret in accordance with the Russian Law on State Secrets;
- 2) information constituting a trade secret in accordance with the Federal Law on Trade Secrets and the provisions governing trade secret security at the Company;
- 3) personal data in compliance with the Federal Law on Personal Data and the provisions governing personal data processing at the Company.

The Company's officers and employees shall handle information (including through social media) obtained during their work at the Company, including confidential information and information containing personal data, in a manner compliant with the applicable laws of the Russian Federation, the Code of Corporate Ethics of PJSC Gazprom, and other internal documents of the Company.