

## **PROCEDURE FOR DOCUMENTING SHAREHOLDER PROPOSALS AND REQUESTS RELATED TO CONVOCAATION OF GENERAL SHAREHOLDERS MEETING OF PJSC GAZPROM**

### **1. GENERAL PROVISIONS**

**1.1.** This Procedure for documenting shareholder proposals and requests related to the convocation of the General Shareholders Meeting of PJSC Gazprom (hereinafter referred to as the “Procedure”) has been developed for the purposes of exercising the rights of the shareholders of PJSC Gazprom (hereinafter referred to as the “Company”) to make proposals on the agenda of the Company’s annual General Shareholders Meeting, to nominate candidates for election, and to request the convocation of an extraordinary General Shareholders Meeting.

The Procedure aims to ensure the openness and transparency of the Company’s activities in preparing for the General Shareholders Meeting.

**1.2.** This Procedure complies with the existing laws of the Russian Federation, regulatory acts of the Bank of Russia, and the Company’s Articles of Association and internal documents, as well as takes into account the recommendations of the Code of Corporate Governance approved by the Bank of Russia<sup>1</sup>.

**1.3.** With regard to the matters not covered by the Russian laws and the Company’s Articles of Association, this Procedure is non-binding.

Documentation of proposals and requests in compliance with the recommendations of this Procedure will contribute to the equitable and fair treatment of all shareholders of the Company exercising their right to participate in managing the Company, which is one of the principles of corporate governance.

**1.4.** Adherence to the recommendations of this Procedure will create the foundation for constructive dialogue between the Company’s shareholders and Board of Directors in preparing for the General Shareholders Meeting.

### **2. RIGHT OF SHAREHOLDERS TO PUT FORWARD PROPOSALS AND REQUESTS**

**2.1.** Shareholders (shareholder) owning a total of no less than 2 per cent of the Company’s voting shares shall have the right to:

- put items on the agenda of the annual General Shareholders Meeting and nominate candidates for the Company’s Board of Directors and Audit Commission;
- nominate candidates for the Company’s Board of Directors at an extraordinary General Shareholders Meeting, the expected agenda of which contains an item on the election of Members to the Board of Directors;
- nominate candidates for the management bodies of the entities set up in connection with the Company’s restructuring.

**2.2.** Shareholders (shareholder) owning no less than 10 per cent of the Company’s voting shares on the date of request submission shall have the right to request the convocation of an extraordinary General Shareholders Meeting.

**2.3.** The proposals to put items on the agenda of the Company’s annual General Shareholders Meeting and to nominate candidates for election (hereinafter referred to as the “Proposals”), as well as the requests to convene an extraordinary General Shareholders Meeting (hereinafter referred to as the “Requests”) shall be documented and put forward/submitted according to the Federal Law on Joint Stock Companies, other laws and regulations of the Russian Federation, and regulatory acts of the Bank of Russia, including

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<sup>1</sup> Bank of Russia Letter on Code of Corporate Governance No. 06-52/2463 dated April 10, 2014.

those governing the procedure for preparing for, convening and holding the General Shareholders Meeting, as well as to the Company's Articles of Association.

### **3. TIMEFRAMES FOR SUBMISSION OF PROPOSALS**

**3.1.** The proposals to put items on the agenda of the annual General Shareholders Meeting and to nominate candidates for election to the Company's bodies shall be received by the Company no later than within 30 days after the end of the reporting year.

**3.2.** The proposals to nominate candidates for election to the Company's Board of Directors at an extraordinary General Shareholders Meeting shall be received by the Company no later than 30 days prior to the date of the extraordinary General Shareholders Meeting.

**3.3.** The proposals to nominate candidates for election to the bodies of the entities set up in connection with the Company's restructuring shall be received by the entity undergoing restructuring no later than 45 days prior to the date of the general shareholders meeting of the entity undergoing restructuring.

**3.4.** Submission of proposals within the preset timeframes will ensure the exercise of rights of the shareholders to participate in managing the Company.

### **4. CONTENTS OF PROPOSALS AND REQUESTS**

**4.1.** Proposals and requests shall contain the name (designation) of the respective shareholders (shareholder) together with the number and category (type) of the shares held.

Shareholders (shareholder) not listed on the Company's Shareholders Register (hereinafter referred to as the "Register") shall also have the right to make proposals on the agenda of the General Shareholders Meeting and on the nomination of candidates by giving relevant directives (instructions) to a person registering their ownership rights to shares. Such directives (instructions) shall be provided in line with the Russian laws on securities.

**4.2.** Each proposal to put items on the agenda of the General Shareholders Meeting shall contain language describing each proposed item and may include language describing decisions on each proposed item.

The proposed item shall fall within the competence of the Company's General Shareholders Meeting.

It is recommended that the wording of each agenda item be clearly defined and leave no room for multiple interpretations, while the wording of each decision on an agenda item be easy to understand and enable shareholders to express their opinions through a vote.

**4.3.** Each proposal to nominate candidates for election shall contain the name and identity details (series and/or number of an identity document, date and place of issue, issuing authority) of each proposed candidate and the name of the body for which he/she is nominated. The number of candidates may not exceed the number of members of the respective body.

If a candidate is a foreign national or a stateless person, the data of the identity document shall be provided in accordance with the Federal Law Concerning the Legal Status of Foreign Citizens in the Russian Federation, international treaties of the Russian Federation, and the requirements for identity documents established by the laws of the relevant foreign state.

**4.4.** Each request shall contain items to be put on the agenda of an extraordinary General Shareholders Meeting along with the language describing decisions on each proposed item, as well as a proposal on the format of the General Shareholders Meeting.

If the request contains a proposal on the nomination of candidates for election, such proposal shall be subject to Clauses 4.3 and 5.7 hereof.

## 5. DOCUMENTING OF PROPOSALS AND REQUESTS

**5.1.** Proposals and requests, as well as appendices thereto, shall be written in the Russian language. Documents written in a foreign language shall be submitted together with corresponding translations, which shall be duly notarized.

**5.2.** Proposals and requests shall be signed by the relevant shareholders (shareholder) or by their representatives, i.e. signatures shall be put directly below the text of a proposal or a request.

**5.3.** In documenting proposals and requests submitted on more than one page and/or on behalf of several shareholders, such proposals and requests should be bound and paginated to ensure the maximum clarity of the expression of will by the shareholders. Signatures on separate pages that contain nothing but signatures and are appended to the text of a proposal or a request cannot be recognized as the expression of will by the shareholders in respect of the submitted proposal (request).

**5.4.** If a proposal or a request is signed by a shareholder (his/her representative) whose ownership rights to shares are registered at the securities account in a depository that keeps record of the rights to the said shares, such proposal (request) shall be supplemented with a statement of the shareholder's account from the relevant depository.

**5.5.** If a proposal or a request is signed by a shareholder (his/her representative) whose rights to shares are recorded in the Register, the Company shall not request the provision of any documents verifying the rights of the shareholder entered in the Register.

In such cases, the Company shall on its own authority verify the existence of the said right in the Register, thus facilitating the exercise of the shareholder's right to participate in managing the Company without undue difficulties in proving the existence of those rights.

**5.6.** If a proposal or a request is signed by a shareholder's representative acting under the authority based on a power of attorney, such proposal (request) shall be supplemented with the power of attorney (a duly certified copy thereof) containing information about the represented person and the representative, which, according to the Federal Law on Joint Stock Companies, is to be included in the power of attorney to vote executed in compliance with the requirements to the execution of a power of attorney to vote set out in the Federal Law on Joint Stock Companies.

**5.7.** For the nomination of candidates to the Company's Board of Directors and Audit Commission, it is recommended that each proposal be supplemented with a written consent of the candidate.