

## **REGULATION ON CHAIRMAN OF MANAGEMENT COMMITTEE OF PJSC GAZPROM**

This Regulation has been developed in compliance with the existing laws of the Russian Federation, the Articles of Association of PJSC Gazprom (hereinafter referred to as the “Company”), and the Company’s principles of corporate governance.

### **1. GENERAL PROVISIONS**

**1.1.** The Chairman of the Management Committee is the Company’s sole executive body.

The Chairman of the Management Committee reports to the General Shareholders Meeting and the Board of Directors of the Company.

**1.2.** The Chairman of the Management Committee manages the Company’s day-to-day operations in accordance with the laws of the Russian Federation, the Company’s Articles of Association, decisions of the General Shareholders Meeting, the Board of Directors and the Management Committee of the Company, and the requirements of the Company’s internal documents.

**1.3.** The key goals and objectives of the Chairman of the Management Committee are to ensure:

- continuous and efficient operation of the Company;
- reliable and continuous gas supplies to consumers in the Russian Federation; adherence by the Company to international contracts and agreements on gas supplies; management and supervisory control over the operation of the Unified Gas Supply System (hereinafter referred to as the “UGSS”); construction, operation and development of UGSS facilities, provision of their industrial and environmental safety, and use of energy-efficient and environmentally friendly technologies;
- fulfillment by the Company of its prospective and current programs and plans, as well as decisions of the Company’s management bodies that define the policy and strategy of its operations;
- duly organized and proper financial accounting at the Company, timely submission of annual reports and other financial statements of the Company to the relevant bodies and data on the Company’s performance to shareholders, creditors, and the media.

### **2. TERM OF OFFICE OF CHAIRMAN OF MANAGEMENT COMMITTEE**

**2.1.** The Chairman of the Management Committee shall be elected by the Company’s Board of Directors for a term stipulated by the Company’s Articles of Association.

**2.2.** If, upon the expiration of the term of office of the Chairman of the Company’s Management Committee, it has not been resolved to establish a new sole executive body of the Company or to transfer his powers to a management company or a manager, the powers of the Chairman of the Company’s Management Committee shall be valid until such decisions are made.

**2.3.** The powers of the Chairman of the Management Committee may be terminated early on the motion of the Company’s Board of Directors or the Chairman of the Management Committee. The powers of the Chairman of the Management Committee shall be deemed terminated from the date set by the decision of the Company’s Board of Directors, and if such date is not set, from the date of the decision of the Board of Directors.

**2.4.** The Chairman of the Management Committee shall have the right to appoint his deputies acting within the powers distributed among them by the Chairman of the Management Committee.

The Deputy Chairpersons of the Management Committee shall be appointed to and released from office by the Chairman of the Management Committee as agreed upon with the Company's Board of Directors.

The Chairman of the Management Committee shall have the right to appoint an acting Chairman of the Management Committee from among the Company's officers during his absence or in other circumstances.

### **3. KEY POWERS OF CHAIRMAN OF MANAGEMENT COMMITTEE**

**3.1.** The Chairman of the Management Committee shall be in charge of managing the day-to-day operations of the Company. The Chairman of the Management Committee shall handle all issues related to the day-to-day operations of the Company, except for issues falling within the competence of the General Shareholders Meeting, the Board of Directors and the Management Committee of the Company.

The Chairman of the Management Committee shall organize the execution of the decisions of the General Shareholders Meeting, the Board of Directors and the Management Committee of the Company.

**3.2.** The rights and duties of the Chairman of the Management Committee shall be stipulated by the Federal Law on Joint Stock Companies, other legal acts of the Russian Federation, and an agreement between the Chairman of the Management Committee and the Company.

The agreement on behalf of the Company shall be signed by the Chairman of the Company's Board of Directors or any other person authorized by the Company's Board of Directors.

Relations between the Company and the Chairman of the Management Committee shall be regulated by the Russian laws on labor to the extent that does not conflict with the provisions of the Federal Law on Joint Stock Companies.

The Chairman of the Management Committee may simultaneously be a member of the management bodies of other organizations only with the consent of the Company's Board of Directors.

**3.3.** The Chairman of the Management Committee shall without a power of attorney act on behalf of the Company, which includes representing its interests, making transactions, and signing all documents on behalf of the Company, as well as issuing powers of attorney, orders, mandates and instructions that shall be binding on all employees of the Company and its subsidiaries and implemented in accordance with the established procedures.

**3.4.** The key powers of the Chairman of the Management Committee are as follows:

1) to organize the Company's ongoing work aimed at developing and executing prospective plans, main programs and current plans of the Company's activities, to submit them to the Management Committee and the Board of Directors of the Company, and to prepare reports about the implementation of those plans and programs;

2) to approve articles of association and create bodies within business entities and other organizations where the Company is the sole member and to make decisions on other issues regarding performance thereof in accordance with laws;

3) to appoint representatives of the Company to take part in general meetings of shareholders (members) and nominate candidates to bodies of business entities and organizations where the Company is a member, to give them voting instructions, and to exercise other powers of a shareholder (member) of a business entity on behalf of the Company;

4) to appoint heads of the Company's branches and representative offices;

5) to approve the Company's structure;

6) to appoint the Company's employees and remove them from office;

7) to approve internal labor rules, regulations on the Company's structural units, and other internal documents regulating social and employment relationships at the Company, as well as to conclude collective agreements;

8) to handle other issues and approve the Company's internal documents regulating its day-to-day activities, except for internal documents regulating the Company's activities that are approved in accordance with the Company's Articles of Association by the General Shareholders Meeting, the Board of Directors and the Management Committee of the Company.

**3.5.** When exercising his powers, the Chairman of the Management Committee shall be governed by the Company's internal documents approved by the Company's Board of Directors and regulating the transaction procedures and interactions with business entities and organizations where the Company is a member.

**3.6.** The Chairman of the Management Committee shall organize the work of the Company's Management Committee in accordance with the Regulation on Management Committee of PJSC Gazprom and act without a power of attorney on behalf of the Company in compliance with decisions of the Management Committee made within the competence of the Company's Management Committee.

**3.7.** The Chairman of the Management Committee shall act in the interests of the Company and its shareholders.

**3.8.** The Chairman of the Management Committee shall not use his position and information regarding the Company's activities for his own benefit and for the benefit of a third party.

**3.9.** The Chairman of the Management Committee shall ensure the protection of state secrets and the confidentiality of data on the Company's activities constituting business or trade secrets of the Company.

**3.10.** The Chairman of the Management Committee shall bring the following to the notice of the Company within two months from the date he becomes or should have become aware of the circumstances whereby he may be recognized as interested in the Company entering into transactions:

1) legal entities controlled by him, his spouse, parents, children, siblings and half-siblings, adoptive parents and adopted children and/or their affiliates, or legal entities to which they, their spouses, parents, children, siblings and half-siblings, adoptive parents and adopted children and/or their affiliates are authorized to give mandatory instructions;

2) legal entities where he, his spouse, parents, children, siblings and half-siblings, adoptive parents and adopted children and/or their affiliates hold positions in the management bodies;

3) any transactions known to him, whether being concluded or proposed, where he may be recognized as a related party.

Interest of the Chairman of the Management Committee shall be established in accordance with Article 81 of the Federal Law on Joint Stock Companies.

#### **4. RESPONSIBILITY OF CHAIRMAN OF MANAGEMENT COMMITTEE**

**4.1.** The Chairman of the Management Committee shall bear responsibility for the Company's business and financial performance.

**4.2.** The Chairman of the Management Committee shall bear responsibility to the Company in accordance with the existing laws for the losses caused to the Company due to his misconduct (inaction).

**4.3.** When defining the grounds and extent of liability of the Chairman of the Management Committee, common business practices and other relevant circumstances shall be taken into account.

## **5. CONTROL OVER PERFORMANCE OF CHAIRMAN OF MANAGEMENT COMMITTEE**

**5.1.** Control over the performance of the Chairman of the Management Committee shall be exercised by the Board of Directors and the Audit Commission of the Company.

**5.2.** The Chairman of the Management Committee shall report periodically to the Board of Directors on the implementation of the Company's investment and other programs and plans, the decisions of the General Shareholders Meeting and the Board of Directors of the Company, as well as other results of the Company's activities, including asset management.

**5.3.** The Chairman of the Management Committee shall report regularly to the Company's Board of Directors on the key aspects of the Company's financial and business activities.

## **6. FINAL PROVISIONS**

**6.1.** This Regulation shall come into effect on the date of its approval by the General Shareholders Meeting.

**6.2.** If individual provisions of this Regulation contravene the laws of the Russian Federation and/or the Articles of Association of the Company, they shall lose effect and the respective provisions of the laws of the Russian Federation and/or the Articles of Association of the Company shall apply. Invalidity of individual provisions of this Regulation shall not entail the invalidity of other provisions and of the Regulation as a whole.

**6.3.** This Regulation supersedes the Regulation on Chairman of Management Committee of JSC Gazprom approved by the decision of the annual General Shareholders Meeting of JSC Gazprom dated June 28, 2002, Minutes No. 1.