

APPROVED

Resolution of the annual General Shareholders Meeting
PJSC Gazprom
dated June 30, 2016, Minutes No. 1
as amended by
Resolution of the annual General Shareholders Meeting
PJSC Gazprom
dated June 30, 2017, Minutes No. 1
Resolution of the annual General Shareholders Meeting
PJSC Gazprom
dated June 28, 2019, Minutes No. 1

REGULATION ON 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 Gazprom (hereinafter referred to as the “Company”), and the Company’s basic principles of corporate governance aimed at enhancing the efficiency and transparency of the Company’s internal governance mechanisms, improving the system of control over and accountability of its management bodies, and observing the rights of shareholders.

1. GENERAL PROVISIONS

1.1. The Company’s Management Committee is a collective executive body of the Company that manages its day-to-day operations.

1.2. The Management Committee shall take part in developing and organize the implementation of the Company’s strategy and policy, as well as the execution of the decisions of the General Shareholders Meeting and the Board of Directors of the Company.

1.3. The main objectives of the Management Committee shall be to ensure the reliable functioning of the Unified Gas Supply System (hereinafter referred to as the “UGSS”) and provide gas supplies to consumers, organize the management of the Company’s assets for the purpose of achieving high profitability, increase the efficiency of the internal control and risk monitoring systems, and ensure the observance of rights and legitimate interests of the shareholders.

1.4. The Management Committee shall operate in compliance with the existing laws of the Russian Federation, the Company’s Articles of Association, the decisions of the General Shareholders Meeting and the Board of Directors, this Regulation, and other internal documents of the Company.

1.5. The Management Committee shall act in the interests of the Company and its shareholders and shall be accountable to the General Shareholders Meeting and the Board of Directors of the Company.

2. SCOPE OF AUTHORITY OF MANAGEMENT COMMITTEE

2.1. The scope of authority of the Management Committee shall be stipulated by the Company’s Articles of Association.

2.2. The Management Committee’s scope of authority shall include the following:

1) development for submission to the Company’s Board of Directors of prospective plans and main programs of the Company’s activities, including the annual budget and investment programs for the Company, preparation of reports on the implementation thereof, and development and approval of current work plans for the Company;

2) oversight of the management of gas flows, transportation and sales, as well as exercise of control over the functioning of the UGSS;

3) approval of internal settlement prices for gas and internal tariffs for gas transportation, as well as establishment of settlement procedures for supplies of gas and other products and for gas transportation services;

4) monitoring of the implementation of the Company's prospective and current plans and programs and the execution of the Company's investment, financial and other projects;

5) approval of the rules providing for proper and reliable accounting at the Company and for timely submission of annual reports and other financial reporting to the relevant bodies, as well as provision of information on the Company's activities to shareholders, creditors, and the media;

6) establishment of a procedure for providing Company-related information to shareholders;

7) establishment of a procedure for keeping record of the Company's affiliates;

8) approval of the Company's internal documents pertaining to the scope of authority of the Management Committee;

9) decisions on other issues concerning the day-to-day operations of the Company submitted for consideration of the Management Committee by the Chairman of the Management Committee.

2.3. The Management Committee shall have the right to hear reports of the Company's officers, receive technical, economic, business and other information on the Company's activities, as well as information on the activities of its subsidiaries and affiliates, and conduct other activities within the scope of its authority.

3. COMPOSITION OF MANAGEMENT COMMITTEE AND TERM OF OFFICE OF MEMBERS OF MANAGEMENT COMMITTEE

3.1. The Management Committee shall be formed in compliance with the Company's Articles of Association by the Company's Board of Directors from among the top executives of the Company and its subsidiaries, as well as other persons possessing the necessary qualifications and managerial experience, mainly in the field of the Company's activities.

3.2. The size of the Management Committee shall be determined by the Board of Directors and shall be optimal for constructive discussions and for rendering of timely and effective decisions.

3.3. The Chairman of the Management Committee and the Members of the Management Committee may not simultaneously be members of the Company's Audit Commission.

3.4. The Chairman of the Management Committee and the Members of the Management Committee may simultaneously be members of the management bodies of other companies only with the consent of the Board of Directors of the Company.

3.5. The Members of the Management Committee shall be elected for a term stipulated by the Company's Articles of Association.

3.6. If the term of office of a Member of the Management Committee expires in the period between the meetings of the Company's Board of Directors, the authority of the said Member shall be extended until the next regular meeting of the Board of Directors.

3.7. The authority of any Member of the Management Committee may be prematurely terminated at any time by the Board of Directors on its own initiative, upon recommendation of the Chairman of the Management Committee, or on the motion of a Member of the Management Committee. The authority of the Member 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.

3.8. In the event of early termination of the authority of all the Members of the Management Committee, the Company's Board of Directors shall be bound to simultaneously elect a new Management Committee.

4. CHAIRMAN OF MANAGEMENT COMMITTEE

4.1. The activities of the Management Committee shall be overseen by the Chairman of the Company's Management Committee, who is the Company's sole executive body.

4.2. The Chairman of the Management Committee shall organize the activities of the Management Committee, assign responsibilities to the Members of the Management

Committee, ensure that the decisions rendered by the Management Committee are justified and effective, preside at the meetings of the Management Committee, and handle other issues specified in the Company's Articles of Association and this Regulation.

In the absence of the Chairman of the Management Committee, the meetings of the Management Committee shall be chaired by the Chairman's Deputy selected from among the Members of the Management Committee and appointed as acting Chairman of the Management Committee, and, in the absence of the Chairman and Deputy Chairman, the meetings shall be chaired by a Member of the Management Committee appointed by the Management Committee.

4.3. The Chairman of the Management Committee shall represent the Management Committee at the meetings of the Board of Directors and the General Shareholders Meeting.

5. RIGHTS, DUTIES AND RESPONSIBILITIES OF MEMBERS OF MANAGEMENT COMMITTEE

5.1. The rights, duties and responsibilities of the Members of the Management Committee are stipulated in the existing laws of the Russian Federation, the Company's Articles of Association, this Regulation, and the contracts signed by the Company with each Member of the Management Committee.

5.2. The Members of the Management Committee shall act in the interests of the Company.

5.3. Each Member of the Management Committee shall have the right to access the regulatory, record, accounting, contract and other documents and materials of the Company, to make proposals on the work plans of the Management Committee, agendas of the Management Committee meetings, and convocation of extraordinary meetings of the Management Committee, to receive in due time the materials needed to render well-informed decisions, and to receive minutes of meetings and resolutions of the Management Committee.

5.4. The Members of the Management Committee shall be guided in their activities by the existing laws, the Company's Articles of Association, decisions of the General Shareholders Meeting and the Board of Directors, internal documents of the Company, and this Regulation.

5.5. The Members of the Management Committee shall participate in the meetings of the Management Committee in person and shall not transfer their right to vote to any other persons, including other Members of the Management Committee.

If technically possible, the Members of the Management Committee who cannot be present at a meeting of the Company's Management Committee may participate in the meeting, including by voting on agenda items, via a conference call.

5.6. The Members of the Management Committee shall not use their position and information on the Company's activities for personal benefit and shall not allow the use thereof by other persons.

5.7. The Members of the Management Committee shall not disclose to third parties any commercial or other confidential information related to the Company.

5.8. The Members of the Management Committee shall bring the following to the notice of the Company within two months from the date they become or should have become aware of the circumstances whereby they may be recognized as related parties in the performance of transactions by the Company:

1) legal entities controlled by them, their spouses, 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 they, their spouses, 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 them, whether being concluded or proposed, where they may be recognized as related parties.

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

5.9. The Members of the Management Committee shall bear responsibility to the Company for losses caused to the Company due to their misconduct (inaction).

5.10. The Members of the Management Committee who have voted against a decision that incurred losses for the Company, or who have not participated in such voting, shall be relieved of responsibility.

6. SECRETARY (EXECUTIVE SECRETARY) OF MANAGEMENT COMMITTEE

6.1. The Secretary (Executive Secretary) of the Management Committee shall be appointed by the Chairman of the Management Committee.

6.2. The Secretary (Executive Secretary) of the Management Committee shall:

- organize record management and safekeeping of minutes and other materials of the Management Committee meetings;
- prepare draft work plans of the Management Committee;
- notify the Members of the Management Committee and invitees of the date, venue and time of the Management Committee meetings and send the relevant materials to the Members of the Management Committee;
- register the Members of the Management Committee participating in the Management Committee meetings;
- keep minutes of the Management Committee meetings;
- exercise other functions in accordance with the Company's internal documents, this Regulation, and instructions from the Chairman of the Management Committee.

7. WORK PLAN OF MANAGEMENT COMMITTEE

7.1. The Management Committee shall operate in accordance with a half-year work plan of the Management Committee.

7.2. The work plan of the Management Committee shall be signed by the Chairman of the Management Committee prior to the corresponding half-year period and shall include the following information:

- formulations of issues to be considered by the Management Committee;
- planned time periods for the consideration of the issues and for the submission of materials to the Members of the Management Committee;
- indications of the persons responsible for the preparation of materials related to each issue.

7.3. The work plan of the Management Committee shall be formed on the basis of the decisions of the General Shareholders Meeting, the Company's Board of Directors, issues submitted for consideration by the Chairman of the Management Committee, and proposals of the Members of the Management Committee and heads of structural units of the Company. Such proposals shall include information specified in Clause 7.2 hereof.

7.4. The Secretary (Executive Secretary) of the Management Committee shall send the work plan to the Members of the Management Committee and to the units responsible for the preparation of issues within five days from the date of the approval of the plan.

8. PROCEDURES FOR CONVOCATION AND CONDUCT OF MANAGEMENT COMMITTEE MEETINGS

8.1. The Chairman of the Management Committee shall convene the Management Committee meetings in accordance with the work plan of the Management Committee.

The Chairman of the Management Committee shall have the right to convene extraordinary meetings on his own motion or on the motion of the Members of the Management Committee. As appropriate, the Chairman of the Management Committee may suspend a meeting for no more than three days. The meeting shall resume within the said time limit with the same agenda.

8.2. The agendas for the Management Committee meetings shall be signed by the Chairman of the Management Committee in accordance with the work plan of the Management Committee. The Chairman of the Management Committee may on his own motion or on the

motion of the Members of the Management Committee add to the agenda any issues related to the current activities of the Company beyond the scope of the work plan of the Management Committee.

8.3. The agendas with the necessary materials shall be sent or handed to the Members of the Management Committee by the Secretary (Executive Secretary) of the Management Committee no later than three days prior to the respective meeting.

8.4. The procedures for preparation and submission of materials for consideration of the Management Committee shall be approved by the Chairman of the Management Committee.

8.5. The meetings of the Management Committee shall be attended by the Members of the Management Committee and invitees.

8.6. A meeting of the Management Committee shall be deemed duly constituted (having a quorum) if attended by no less than half of the elected Members of the Management Committee.

In the event that the number of the Members of the Management Committee becomes smaller than the number that makes up the said quorum, the Board of Directors of the Company shall form a new Management Committee qualified to render decisions.

8.7. The Management Committee shall render decisions at its meetings by the majority of votes of the Members of the Management Committee participating in the meeting.

8.8. The Management Committee may render decisions by absentee voting. The decision to hold absentee voting shall be made by the Chairman of the Management Committee.

In case of absentee voting, the voting ballots, the draft decision (resolution) of the Management Committee, and its supporting materials shall be sent to the Members of the Management Committee.

The Members of the Management Committee whose ballots have been received before the cutoff date specified in the ballot shall be deemed to have taken part in the absentee voting.

8.9. During the rendering of decisions by the Management Committee, each Member of the Management Committee shall be entitled to one vote. The Members of the Management Committee shall not transfer their rights to vote to any other persons, including other Members of the Management Committee.

If the votes of the Members of the Management Committee are equal, the Chairman of the Management Committee shall have the casting vote. No other Member of the Management Committee presiding at the meeting shall have the casting vote.

8.10. The procedure for conducting meetings of the Management Committee, including absentee voting, shall be determined by the Chairman of the Management Committee.

9. PROCEDURES FOR DOCUMENTING DECISIONS OF MANAGEMENT COMMITTEE

9.1. The Secretary (Executive Secretary) of the Management Committee shall keep minutes of meetings of the Management Committee that shall be signed by the person presiding at the meeting. Records of absentee voting shall be signed by the Chairman of the Management Committee.

9.2. Decisions of the Management Committee shall be documented in the form of resolutions of the Management Committee signed by the Chairman of the Management Committee.

9.3. The minutes of the Management Committee meetings shall include the following information:

- document number;
- date, venue and time of the meeting;
- list of the persons who attended the meeting;
- agenda;
- issues put to vote;
- voting results;
- decisions rendered.

The minutes may include information on the main speakers and opinions given by the participants of the meeting.

9.4. Records of absentee voting shall contain the following information:

- date, time and venue of drawing up of the record;
- list of the Members of the Management Committee who participated in the absentee voting;
- issues put to vote;
- voting results;
- decisions rendered.

9.5. Materials that served as the basis for the decisions rendered by the Management Committee shall be attached to the minutes. The voting ballots signed by the Members of the Management Committee shall also be attached to the records of absentee voting.

9.6. Copies of the Management Committee resolutions shall be sent to the Members and the Chairman of the Management Committee within five business days from the date of signing thereof.

9.7. Executing staff shall be informed of the resolutions of the Management Committee within five business days from the date of signing thereof.

10. CONTROL OVER ACTIVITIES OF MANAGEMENT COMMITTEE

10.1. The Management Committee shall, on an annual basis and at the request of the Company's Board of Directors, report to the Board of Directors on the execution of the Company's programs and plans and the decisions of the General Shareholders Meeting and the Company's Board of Directors, as well as on other results of the Company's activities, including the management of the Company's assets.

10.2. The Secretary (Executive Secretary) of the Management Committee shall submit minutes of the Management Committee meetings to the Members of the Management Committee, Members of the Board of Directors, the Audit Commission, the Company's auditor, and the executive responsible for arranging and conducting internal audits (head of a structural unit responsible for arranging and conducting internal audits) at their request within three days from the day of receiving such request.

10.3. The Management Committee shall regularly provide the Company's Board of Directors with information on the major aspects of the financial and business activities of the Company.

11. DISCLOSURE OF INFORMATION ON ACTIVITIES OF MANAGEMENT COMMITTEE

11.1. Minutes of the meetings of the Management Committee shall be provided to the shareholders owning in the aggregate no less than 25 per cent of the voting shares of the Company within seven business days from the date of submission of a respective written request in accordance with the established procedures.

11.2. The procedure for the disclosure of information on the activities of the Management Committee in the media shall be determined by the Chairman of the Management Committee in accordance with the information policy and other internal documents of the Company.

12. FINAL PROVISIONS

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

12.2. 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.

12.3. This Regulation supersedes the Regulation on 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.