**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 29, 2018, Minutes No. 1
Resolution of the annual General Shareholders Meeting
PJSC Gazprom
dated June 28, 2019, Minutes No. 1

#### REGULATION ON GENERAL SHAREHOLDERS MEETING OF PJSC GAZPROM

#### I. GENERAL PROVISIONS

# **Article 1. Subject and main guiding principles**

- 1.1. This Regulation outlines the procedure for holding the General Shareholders Meeting in accordance with the Civil Code of the Russian Federation, the Federal Law on Joint Stock Companies, other laws and regulations of the Russian Federation, and the Articles of Association of Public Joint Stock Company Gazprom (hereinafter referred to as the "Company").
- **1.2.** The General Shareholders Meeting is the supreme management body of the Company.
- 1.3. One of the main objectives of the Company, its management bodies and executive officers in conducting a General Shareholders Meeting is to uphold the rights and legitimate interests of shareholders in connection with their participation in the Meeting, and ensure the timely provision to shareholders of accurate and complete information about the Company, including information on all agenda items of the General Shareholders Meeting within the scope defined by the applicable laws and the Company's Articles of Association.
- 1.4. The prerequisite for upholding the rights and legitimate interests of shareholders is to establish the rules of order and procedures for the General Shareholders Meeting so as to ensure they apply equally to all shareholders.

### II. WORKING BODIES OF GENERAL SHAREHOLDERS MEETING

#### **Article 2. General provisions**

- **2.1.** The working bodies of the General Shareholders Meeting are as follows: the Chairman, the Presidium, the Counting Board, the Drafting Commission, and the Secretary.
- **2.2.** The working bodies of the General Shareholders Meeting carry out their activities in accordance with the Federal Law on Joint Stock Companies, the Company's Articles of Association and this Regulation.
- **2.3.** The working bodies of the General Shareholders Meeting shall perform their functions in a responsible, fair and reasonable manner.
- **2.4.** The main purpose of setting up the working bodies of the General Shareholders Meeting is to ensure that shareholders can exercise their rights to participate in the Meeting while it is held, to discuss agenda items and to vote thereon.

# **Article 3. Meeting Presidium**

- **3.1.** The Meeting Presidium is formed by the Company's Board of Directors.
- **3.2.** The Meeting Presidium shall act on a collective basis to coordinate the activities of the Meeting bodies, set breaks in the work of the Meeting, provide answers to questions and statements made by the shareholders present at the Meeting, form the Presidium's collective opinion on specific issues where necessary, and make decisions on adding to the minutes of

the Meeting the materials (speeches, messages, information, etc.) submitted to the Presidium by the participants.

## **Article 4. Meeting Chairman**

- **4.1.** The Meeting shall be chaired by the Chairman or the Deputy Chairman of the Company's Board of Directors, or the Chairman of the Company's Management Committee, or persons performing their functions according to the established procedure.
- **4.2.** The Meeting Chairman shall open and adjourn the General Shareholders Meeting, chair the Meeting, oversee the observance of the rules of order, arrange for the distribution of the Presidium documents and statements among the Meeting attendees, maintain or restore order at the Meeting, sign on behalf of the General Shareholders Meeting and the Presidium the documents and memorandums to be published or submitted to the corresponding bodies and entities, accept documents and materials from the working bodies, announce, after consulting with the Presidium, the start and end of the breaks in the work of the Meeting, and sign the minutes of the Meeting.
- **4.3.** The Meeting Chairman shall have the right to interrupt or take the floor away from a Meeting participant if the latter violates the procedure or deviates from the agenda of the Meeting.

## **Article 5. Counting Board**

- **5.1.** The functions of the Counting Board shall be performed by the registrar maintaining the Company's Register of Shareholders.
- **5.2.** The Counting Board shall verify the authority and register persons participating in the Meeting, distribute the Meeting materials, determine the Meeting quorum, clarify any questions regarding the registration of participants and the exercise by shareholders (or their representatives) of their voting rights at the Meeting, explain the voting procedure on the issues put up for vote, ensure the transfer to the Meeting Secretary of the written questions from shareholders submitted during the registration of the Meeting attendees, arrange voting on the agenda using ballot boxes, maintain order during the voting and observance of the shareholders' right to vote, count the votes and announce the voting results, prepare the minutes on the voting results, and submit the voting ballots to the Company's archives.

#### **Article 6. Meeting Secretary**

- **6.1.** The functions of the Meeting Secretary shall be performed by the Secretary of the Company's Management Committee or a person appointed by the Company's Board of Directors.
- **6.2.** The Meeting Secretary shall register attendees willing to take part in discussions on agenda items, arrange for the transfer of the shareholders' written questions to the speakers, keep and sign the minutes of the Meeting.

# **Article 7. Drafting Commission**

- **7.1.** The size and composition of the Drafting Commission shall be subject to approval by the Company's Management Committee.
- **7.2.** The functions of the Drafting Commission shall include drafting decisions and resolutions on agenda items, amending and supplementing draft decisions based on the discussions of agenda items, and preparing information materials on the Meeting outcomes for the mass media.

#### III. REGISTRATION OF GENERAL SHAREHOLDERS MEETING PARTICIPANTS

# **Article 8. Participants in General Shareholders Meeting**

- **8.1.** The General Shareholders Meeting may be attended by the persons included in the list of eligible participants, their successors by way of inheritance or restructuring, or their representatives acting under a power of attorney or in line with law. In addition, the General Shareholders Meeting may be attended by invited persons included in the list of invitees.
- **8.2.** The following persons may be included in the list of invitees to the General Shareholders Meeting:
  - Members of the Company's Board of Directors and Management Committee;
  - representatives of the Company's auditor;
  - members of the Company's Audit Commission;
- candidates shortlisted for voting on the membership of the Company's Board of Directors and Audit Commission;
- other persons as proposed by the Members of the Company's Board of Directors and Management Committee.

### **Article 9. Participation of shareholders in General Shareholders Meeting**

**9.1.** The right to participate in the General Shareholders Meeting may be exercised by a shareholder personally or through their representatives.

The authority of a shareholder's representative shall be duly documented.

- **9.2.** A shareholder may participate in the General Shareholders Meeting in any of the following ways:
- attend the General Shareholders Meeting and participate personally in discussing and voting on agenda items;
- appoint and authorize a representative to participate in the General Shareholders
   Meeting and vote on agenda items:
- submit to the Company, in person or through a representative, the voting ballots on agenda items of the General Shareholders Meeting or fill in an electronic ballot if the Company's Board of Directors provides such an opportunity prior to the holding of the General Shareholders Meeting. A ballot submitted by a shareholder's representative shall be accompanied by a duly executed power of attorney.
- **9.3.** In the event that shares are transferred after the date of drawing up the list of persons entitled to participate in the General Shareholders Meeting, the person included into such list shall, prior to the General Shareholders Meeting, issue a power of attorney in favor of the transferee or vote at the General Shareholders Meeting as per instructions received from the transferee, if provided for by the share transfer agreement.
- **9.4.** In the event that a Company's share is in joint shared ownership by several persons, the authority to vote at the General Shareholders Meeting shall be exercised by one of the co-owners or by their representative at their discretion.
- **9.5.** A shareholder has the right to at any time replace his/her representative at the General Shareholders Meeting or take part in the Meeting in person.

A person entitled to vote at the General Shareholders Meeting (including a new representative acting under a power of attorney) shall be subject to registration to participate in the General Shareholders Meeting and shall be provided with the voting ballots if the notice of replacement (recall) of such representative was received by the Company or the Counting Board prior to the registration of the representative whose authority has been terminated.

The voting ballots received by the Company and signed by the representative acting under a power of attorney shall be deemed invalid if the Company or the Counting Board receives the notice of replacement (recall) of such representative not later than two days prior to the date of holding the General Shareholders Meeting.

**9.6.** The persons entitled to participate in the General Shareholders Meeting in the form of an in-person meeting, whose ballots (notices of stated wish) have been received or filled in online in the Internet telecommunications network at least two days prior to the date of holding the General Shareholders Meeting, shall be free to attend the General Shareholders Meeting.

# Article 10. Date, time and place of registration for General Shareholders Meeting participants

- 10.1. Individuals included in the list of persons entitled to participate in the General Shareholders Meeting, or their representatives, shall be registered in order to determine the quorum of the Meeting. Participants in the Meeting shall include shareholders registered to participate in the Meeting, as well as the shareholders whose voting ballots were received at least two days prior to the date of holding the General Shareholders Meeting.
- 10.2. The date and time of registration shall be determined by the Company's Board of Directors so as to make registration as accessible as possible for the persons listed as entitled to participate in the General Shareholders Meeting.
- **10.3.** The place of registration for the persons participating in the General Shareholders Meeting shall be the venue of the General Shareholders Meeting.

## Article 11. Registration period for General Shareholders Meeting participants

- 11.1. The persons entitled to participate in the General Shareholders Meeting shall be registered in such a manner as to provide them with equal opportunities for being registered to participate in the Meeting.
- 11.2. The starting time of registration for the persons entitled to participate in the General Shareholders Meeting, as well as breaks during the registration process, shall be determined by the Company's Board of Directors. The registration shall not start earlier than two days prior to the date of holding the General Shareholders Meeting.

## Article 12. Registration procedure for General Shareholders Meeting participants

- 12.1. In order to be registered as a participant in the General Shareholders Meeting, a shareholder shall be listed among the persons entitled to participate in the General Shareholders Meeting.
- 12.2. In order to be registered as a participant, a representative of a shareholder entitled to participate in the General Shareholders Meeting shall present authorization documents based on the provisions of federal laws, regulations issued by authorized governmental bodies or local authorities, or a power of attorney to vote executed in line with Article 57 of the Federal Law on Joint Stock Companies.
  - **12.3.** During the registration, the participants shall provide the following documents:
  - shareholder (individual) a personal identification document;
- representative of a shareholder (individual) a power of attorney issued by such shareholder and the representative's personal identification document;
- head of a legal entity holding shares in the Company a document confirming such person's capacity under applicable laws and a personal identification document;
- representative of a shareholder (legal entity) a power of attorney issued by such legal entity and the representative's personal identification document.

The successors of the persons entitled to participate in the General Shareholders Meeting shall also provide the documents confirming the authority of such successors.

The series, number and other details of the personal identification documents or documents confirming the legal status of the legal entity holding shares in the Company shall be the same as the details kept on file by the Company's registrar. The series, number and other details of the personal identification documents of the shareholder's representative

shall be the same as the details specified in the corresponding power of attorney issued to the representative.

- 12.4. During the registration, the participants in the General Shareholders Meeting shall be furnished with information (materials) as required by the laws of the Russian Federation and the Company's Articles of Association and internal documents. At the request of the persons being registered to participate in the General Shareholders Meeting, such persons may be provided with the voting ballots marked as duplicates if the voting ballots previously filled in by such persons were not received by the Company in due time.
- 12.5. A person in whose name a safe custody account is opened under the depository programs shall exercise the right to participate in the General Shareholders Meeting, as attached to the shares the ownership of which is certified with depository securities, provided that the owners of depository securities, and other persons exercising the rights attached to depository securities, have given instructions to vote a certain way at the General Shareholders Meeting and that the information on such persons, with the number of shares the ownership of which is certified with depository securities held by each of those persons, has been provided to the Company (the Company's registrar).

If the number of shares for which the person, in whose name a safe custody account is opened under the depository programs, has been instructed by the owners of depository securities, or other persons exercising the rights attached to the depository securities, to vote a certain way at the General Shareholders Meeting, varies (is not the same) for different agenda items of the General Shareholders Meeting, the information submitted to the Company (the Company's registrar) on the owners of depository securities and other persons exercising the rights attached to the depository securities shall be accompanied with details on the number of shares for which the person in whose name a safe custody account is opened under the depository programs has been instructed to vote a certain way on each such item on the General Shareholders Meeting agenda.

12.6. If the General Shareholders Meeting provides an opportunity for filling in an electronic ballot online, the persons participating in the General Shareholders Meeting online shall be registered on the website in the Internet telecommunications network where the electronic ballot is filled in.

## **Article 13. Quorum of General Shareholders Meeting**

13.1. The General Shareholders Meeting held in the form of an in-person meeting shall be considered open if, by the start of such Meeting, a quorum is present for at least one of the Meeting agenda items.

When a quorum is determined for the General Shareholders Meeting attended by the person in whose name a safe custody account is opened under depository programs and who votes on shares the ownership of which is certified with depository securities, only the number of shares about which the said person has been instructed to vote a certain way at the General Shareholders Meeting on behalf of the owners of depository securities and other persons exercising their rights attached to depository securities shall be counted.

13.2. If the agenda of the General Shareholders Meeting includes items to be voted on by different groups of voters, the voting quorum for these items shall be determined separately. In this case, the absence of a quorum for making resolutions on items to be voted on by one group of voters shall not prevent resolutions from being made on items to be voted on by another group of voters for which a quorum is present.

#### **Article 14. Repeat General Shareholders Meeting**

14.1. In the absence of a quorum, the General Shareholders Meeting shall be deemed inquorate. The resolution to deem the General Shareholders Meeting inquorate shall be announced by the Meeting Chairman on the basis of the data submitted by the Counting Board in the form of minutes signed by the authorized officer of the Counting Board.

- **14.2.** Should there be no quorum, a repeat General Shareholders Meeting shall be held with the same agenda. In the absence of a quorum for an extraordinary General Shareholders Meeting, a repeat Meeting may be held with the same agenda.
- 14.3. The repeat General Meeting shall be deemed to be duly convened if attended by shareholders (their representatives) owning at least 30 per cent of the Company's placed voting shares.
- **14.4.** A notification of the repeat General Shareholders Meeting shall be made in accordance with Article 58, Clause 3 of the Federal Law on Joint Stock Companies.
- 14.5. If the repeat General Shareholders Meeting is held within less than 40 days after the inquorate Meeting, the persons entitled to participate in the repeat Meeting shall be determined (recorded) as of the date on which the persons entitled to attend the inquorate General Shareholders Meeting were determined (recorded).

#### IV. PROCEDURE FOR HOLDING GENERAL SHAREHOLDERS MEETING

# Article 15. Date, time and venue of General Shareholders Meeting

- 15.1. In appointing the date, time and venue of the General Shareholders Meeting, the Company's Board of Directors shall make every necessary and reasonable effort to ensure the General Shareholders Meeting is held in the simplest and least expensive way for the shareholders.
- **15.2.** The General Shareholders Meeting shall not be held during the nighttime (from 10:00 p.m. to 6 a.m. local time).
- **15.3.** The General Shareholders Meeting shall be held at the location of the Company's registered office and may also be held in St. Petersburg. The Company's Board of Directors or any other persons authorized to convene the Meeting may choose any other locality in the Russian Federation as the venue of the Meeting, including the place of primary residence or primary registered location of the shareholders.

When the General Shareholders Meeting is held in the form of an in-person meeting, it is allowed to use additional premises equipped for TV broadcasts of the General Shareholders Meeting and allowing shareholders to pose questions to spokespersons and make announcements concerning their participation in the debate.

- **15.4.** The General Shareholders Meeting shall not be held in a location which cannot be accessed by public transport.
- **15.5.** Information about the General Shareholders Meeting shall be posted on the www.gazprom.com website in the Internet telecommunications network.

#### Article 16. Rules of order during General Shareholders Meeting

- **16.1.** The Meeting Chairman shall inform the participants in the General Shareholders Meeting about the procedure and rules of order during the Meeting.
- **16.2.** The participants in the General Shareholders Meeting shall have equal opportunities to participate in the discussion of the agenda items according to the rules of order.
- **16.3.** Each speaker will have up to fifteen minutes per agenda item. Up to one hour may be allocated for the presentation of a report on the Company's performance in the past year.
- 16.4. In the course of the General Shareholders Meeting, all questions to speakers and applications to participate in the discussions may only be made in writing before the end of the speech, on the condition that a shareholder may only ask one question or make one application. The total time for the discussion of each agenda item and the time for each speech during the discussions shall be determined by the Meeting Chairman subject to Clause 16.2 hereof and may not exceed ten minutes for each speech and thirty minutes in total for each agenda item.

Up to thirty minutes may be allocated for answers to the shareholders' questions.

**16.5.** If the General Shareholders Meeting proceeds for two hours continuously, a break may be announced, lasting at least fifteen minutes but not more than thirty minutes.

- **16.6.** If the General Shareholders Meeting proceeds for four hours continuously, a break shall be announced, lasting at least forty minutes but not more than two hours.
- 16.7. If it is impossible to conduct the General Shareholders Meeting within one day, there shall be a break until the morning of the following day, provided that such continued Meeting shall not start earlier than 9:00 a.m. local time.
- 16.8. After the end of the discussion on the last agenda item of the General Shareholders Meeting and before the period during which the participants in the General Shareholders Meeting who have not voted until this moment are allowed to vote, the attendees of the General Shareholders Meeting shall be informed about the number of votes owned by the persons registered and/or participating in the General Shareholders Meeting up to that moment.

## **Article 17. General Shareholders Meeting opening procedure**

17.1. The General Shareholders Meeting shall be deemed open after being declared so by the Meeting Chairman.

## **V. VOTING RULES**

## Article 18. General provisions on voting

18.1. Voting on agenda items during the General Shareholders Meeting shall be held using voting ballots (hereinafter referred to as the "voting ballots").

The receipt by the Company's registrar of the notices of stated wish from the persons who are entitled to attend the General Shareholders Meeting, who are not registered in the Company's Register of Shareholders and who, according to the securities law of the Russian Federation, have provided guidance (instructions) on voting to the persons accounting for their rights to shares, shall be considered equal to voting by ballots.

**18.2.** The form and content of the voting ballots as described in Clause 18.1 hereof shall be defined by the Company's Board of Directors pursuant to the provisions of the Federal Law on Joint Stock Companies and this Regulation.

# **Article 19. Voting ballots**

- 19.1. The voting ballots shall be sent to each person who has the right to participate in the General Shareholders Meeting pursuant to the provisions of the Federal Law on Joint Stock Companies and the Company's Articles of Association.
- 19.2. When defining the form and content of the voting ballots, the Board of Directors may, in addition to the requirements of Article 60 of the Federal Law on Joint Stock Companies, provide for the registration number and certification stamp to be included in the voting ballots.
- 19.3. If a vote is held on any item related to the election of a Member of the Board of Directors or the Audit Commission, the voting ballot shall contain information about the candidates, including their full name.

The ballot for voting on any item related to the election of the Members of the Board of Directors shall contain an explanation of the essence of cumulative vote.

- **19.4.** As a rule, the voting ballots and the items therein are numbered in the order adopted in the agenda.
  - **19.5.** Each voting ballot shall contain filling instructions.

## **Article 20. Vote by voting ballots**

**20.1.** During the voting by voting ballots, including by a representative of more than one shareholder, only those votes shall be counted that contain no more than one voting option for any given agenda item, except when voting under the instructions from the persons who

acquired shares after the date when the list of persons entitled to participate in the General Shareholders Meeting was drawn up, or under instructions from the holders of depository receipts.

If a ballot form contains several items put up for voting, non-compliance with the above requirement in respect to one or several items shall not result in invalidating the entire ballot.

**20.2.** If during the vote count, two or more voting ballots filled in by the same person are found to contain different votes on the same agenda item of the General Shareholders Meeting, such voting ballots shall be deemed invalid in part of the voting on such agenda item

The above rule shall not apply to the voting ballots signed by the person who issued a power of attorney to vote with respect to transferred shares and/or the person acting under such power of attorney where in the fields for the number of votes given for each voting option the number of votes given for one of the voting options is specified and relevant notes are made, including those confirming that the voting is made under the power of attorney issued with respect to the transferred shares.

- **20.3**. A representative of more than one shareholder registered to participate in the General Shareholders Meeting may vote with the aggregate number of votes held by such representative. In case of differences in the voting instructions, voting shall be executed by different voting ballots.
- **20.4.** Voting ballots shall be filled in by the participants in the General Shareholders Meeting without using voting booths.
- **20.5.** A person filling in a ballot form shall have the right, until the end of the General Shareholders Meeting, to demand that a copy of the filled-in ballot be certified by the Counting Board.

# **Article 21. Invalid voting ballots**

A voting ballot shall be deemed invalid if:

- the voting ballot is not signed by the shareholder (shareholder's representative);
- the voting ballot is not filled in;
- the voting ballot does not comply with the required form, or a copy of the voting ballot is submitted;
- the voting ballot contains corrections, erasures, additional items, nominees, notes or other marks;
  - it is impossible to clearly identify which voting option was selected;
- the total sum of votes given for the candidates to the Board of Directors exceeds the total number of votes held by the given shareholder in the cumulative vote;
- there are other reasons for the voting ballot to be deemed invalid as provided by this Regulation.
- If a voting ballot is deemed invalid with reference to one, several or all agenda items put up for vote using such voting ballot, the votes attached to such voting ballot shall not be excluded when determining a quorum at the General Shareholders Meeting.

# Article 22. Voting with shares used under depository receipt issuance programs

- **22.1.** The person in whose name a safe custody account is opened under depository programs shall vote on shares the ownership of which is certified with depository securities in strict compliance with the instructions issued by the owners of depository securities and other persons exercising the rights attached to depository securities.
- **22.2.** In the event that a person in whose name a safe custody account is opened under depository programs votes with the number of votes that does not match the number of such shares reported to the Company (the Company's registrar) under Clause 12.5, Article 12 of this Regulation, the said votes shall not be included in the vote count at the General Shareholders Meeting.

## Article 23. Voting specifics for certain categories of persons

**23.1.** A resolution to consent to a related party transaction shall be passed at the General Shareholders Meeting by a majority of votes of all voting shareholders who are not related parties to such transaction, own voting shares in the Company and attend the meeting.

If all shareholders who own voting shares in the Company are recognized as related parties to a transaction which needs to be approved by the General Shareholders Meeting and which also involves another related party (parties) in accordance with Article 81, Clause 1 of the Federal Law on Joint Stock Companies, then such transaction shall be approved by a majority of votes of all shareholders who own voting shares in the Company and attend the General Shareholders Meeting.

- **23.2.** If more than 30, 50 or 75 per cent of the Company's shares is to be acquired, voting shall be held subject to limitations imposed by Chapter XI.1 of the Federal Law on Joint Stock Companies.
- **23.3.** If shareholder agreements are signed, voting shall be held subject to limitations imposed by Article 32.1 of the Federal Law on Joint Stock Companies.
- **23.4.** The shares owned by the Members of the Company's Board of Directors, the Members of the Management Committee and the Chairman of the Management Committee shall not vote during the election of members of the Company's Audit Commission.

# VI. MINUTES AND REPORTS OF GENERAL SHAREHOLDERS MEETING. INFORMATION ABOUT MEETING OUTCOMES

# Article 24. Time and procedure for preparing vote summary

- **24.1.** After a vote is held, the Counting Board shall prepare a report summarizing the vote at the General Shareholders Meeting, and the report shall be signed by the persons authorized by the registrar.
- **24.2.** The vote summary shall be drawn up not later than within three business days from the closing of the General Shareholders Meeting or the deadline for accepting ballots in case of the General Shareholders Meeting being held in the form of absentee voting.
  - **24.3.** The vote summary shall contain the following:
  - the quorum of the Meeting;
- the quorum for certain items on the agenda if the latter included any items to be resolved by different groups of voters;
  - wordings of the agenda items and wordings of the resolutions passed:
  - the number of votes given for each resolution on each agenda item:
- the list of related parties, the number of the Company's outstanding voting shares held by such parties and the reasons for considering them related parties (with respect to the approval of a related party transaction), and the list of the Members of the Company's Board of Directors and Management Committee with the number of the outstanding voting shares of the Company held by such parties (with respect to the election of the Company's Audit Commission).

The vote summary shall also contain other information required by laws and regulations on joint stock companies.

- **24.4.** The vote summary shall be attached to the minutes of the General Shareholders Meeting.
- **24.5.** Resolutions adopted by the General Shareholders Meeting, together with the voting results, may be announced at the Meeting during which the voting is held, and shall also be communicated as a voting summary report to the persons included in the list of persons entitled to participate in the General Shareholders Meeting, in the manner envisaged for communicating information about the General Shareholders Meeting, within four business days from the closing date of the General Shareholders Meeting or the cutoff date for the receipt of ballots if the General Shareholders Meeting is held in the form of absentee voting.

If, as of the date for the determination (recording) of the persons entitled to participate in the Meeting, a nominal shareholder is registered in the Company's Register of Shareholders, the information contained in the voting summary report shall be made available to the nominal shareholder in line with the securities laws of the Russian Federation concerning the provision of information and materials to the persons exercising rights confirmed by securities.

## Article 25. Time and procedure for preparing minutes of General Shareholders Meeting

- **25.1.** The minutes of the General Shareholders Meeting shall be drawn up in two copies, no later than within three business days after the adjournment of the Meeting. Both copies shall be signed by the Meeting Chairman and the Meeting Secretary.
  - **25.2.** The minutes of the General Shareholders Meeting shall indicate:
  - full corporate name, location and address of the Company;
- type of the General Shareholders Meeting (annual, extraordinary, repeat annual, repeat extraordinary);
  - format of the General Shareholders Meeting (in-person meeting or absentee voting);
- date for determining (recording) the persons entitled to participate in the General Shareholders Meeting;
  - date of holding the General Shareholders Meeting;
- venue of the General Shareholders Meeting held in the form of an in-person meeting (address at which the Meeting was held);
  - agenda of the General Shareholders Meeting;
- registration timeframes for the persons entitled to participate in the General Shareholders Meeting in the form of an in-person meeting;
- opening and adjournment time of the General Shareholders Meeting held in the form of an in-person meeting; if the resolutions adopted by the General Shareholders Meeting and the voting results were announced at the General Shareholders Meeting, the time when the vote count started shall also be indicated;
- mailing address(es) at which the filled-in voting ballots were (could be) sent if the General Shareholders Meeting was held by absentee voting or in the form of an in-person meeting during which voting on the agenda items of the General Shareholders Meeting could be held by sending filled-in voting ballots to the Company; if the General Shareholders Meeting provided an opportunity for filling in an electronic ballot on the website in the Internet telecommunications network, the address of such website shall also be indicated;
- the number of votes owned by the individuals included in the list of persons entitled to participate in the General Shareholders Meeting, for each agenda item of the General Shareholders Meeting;
- the number of votes attached to voting shares of the Company, for each agenda item of the General Shareholders Meeting as determined by the applicable laws of the Russian Federation:
- the number of votes owned by the persons participating in the Meeting, for each agenda item of the General Shareholders Meeting, with indication of whether a quorum existed for each agenda item;
- the number of votes given for each voting option ("In favor," "Against" or "Abstained") for each agenda item of the General Shareholders Meeting with a quorum;
- wordings of resolutions adopted by the General Shareholders Meeting on each agenda item of the General Shareholders Meeting:
- summaries of speeches and names of speakers on each agenda item of the General Shareholders Meeting if the Meeting was held in the form of an in-person meeting;
  - Chairman (Presidium) and Secretary of the General Shareholders Meeting;
  - date of compiling the minutes of the General Shareholders Meeting.

The minutes of the General Shareholders Meeting shall also contain other details as required by the legislation on joint stock companies.

The minutes of the General Shareholders Meeting shall have attached to them all the documents adopted or approved by the General Shareholders Meeting, as well as the voting minutes drawn up by Counting Board.

- **25.3.** If the General Shareholders Meeting resolves to approve a major transaction, the minutes of the Meeting relating to such resolution shall contain the information required by Article 79, Clause 4 of the Federal Law on Joint Stock Companies.
- **25.4.** If the General Shareholders Meeting resolves to approve a related party transaction, the minutes of the Meeting relating to such resolution shall contain the information required by Article 83, Clause 6 of the Federal Law on Joint Stock Companies.

# Article 26. Storage of General Shareholders Meeting minutes and provision thereof to shareholders

- **26.1.** The Company shall keep the minutes of the General Shareholders Meeting at the registered office of the Company's Management Committee in the manner and during the time specified by the federal executive body regulating the securities market.
- **26.2.** The Company shall provide the shareholders with access to the minutes of the General Shareholders Meeting.
- **26.3.** Within seven days following a request made by a shareholder, such shareholder shall be furnished with the minutes of the General Shareholders Meeting for review.
- **26.4.** At a shareholder's request, the Company shall provide such shareholder with copies of the minutes of the General Shareholders Meeting within seven days following the receipt by the Company of the confirmation of payment, the amount of which shall not exceed the cost of making the corresponding copies.

# **Article 27. Storage of voting ballots**

After the drawing up and signing of the voting minutes of the General Shareholders Meeting, the voting ballots shall be sealed by the Counting Board and handed over to the Company's archives for safekeeping.

#### VII. FINAL PROVISIONS

This Regulation shall become effective at the time of its approval by the General Shareholders Meeting.

When holding the General Shareholders Meeting, the Company shall also be guided by the securities market legislation of the Russian Federation and the regulations of the Bank of Russia.

If any provisions of this Regulation come in conflict with the laws of the Russian Federation and/or the Company's Articles of Association, such provisions shall be deemed void and the relevant provisions of the laws of the Russian Federation and/or the Company's Articles of Association shall apply. Invalidity of any provisions of this Regulation shall not affect the validity of the remaining provisions hereof and the Regulation as a whole.

When this Regulation becomes effective, it shall supersede the Regulation of General Shareholders Meeting of JSC Gazprom as approved by the resolution of the annual General Shareholders Meeting of JSC Gazprom dated June 28, 2002 (Minutes No. 1).