

**Informational Statement**  
**Regarding the Holding of an Annual General Shareholders' Meeting**  
**of OAO Gazprom**

The Board of Directors of Open Joint Stock Company Gazprom (the place of location of the Company being: 16 Nametkina St., City of Moscow, Russian Federation) is giving notice of the holding of an annual General Shareholders' Meeting of OAO Gazprom on June 30, 2011. The meeting will be held at the place of location of the Company in the conference hall of the Building # 2.

The meeting will commence at 10 a.m. The meeting will be conducted in the form of collective presence of shareholders to discuss the matters on the agenda and adopt decisions on the matters put to the vote.

The list of shareholders that are entitled to participate in the annual General Shareholders' Meeting has been compiled on the basis of data appearing in the shareholders' register of OAO Gazprom as at the end of the operating day on May 12, 2011.

The registration of participants in the meeting will be carried out by the Counting Commission of the Company on June 28 from 10 a.m. to 5 p.m. and on June 30 from 9 a.m., and will end at the time of completion of discussion of the last item on the agenda for the meeting with respect to which a quorum is present, at the following address: 16 Nametkina St., City of Moscow, Russian Federation, the conference hall of the Building # 2.

The telephone number of the Counting Commission is (495) 719-40-15.

In order to be registered, a participant in the meeting shall present:

in the case of a shareholder that is an individual, a document evidencing his or her identity;

in the case of the representative of a shareholder that is an individual, a power of attorney from the shareholder and a document evidencing the identity of the representative;

in the case of the representative of a shareholder that is a legal entity, a power of attorney from the legal entity and a document evidencing the identity of the representative;

in the case of an executive officer of a legal entity that is a shareholder in the Company, a document confirming his or her powers to participate in the meeting and a document evidencing his or her identity;

the successors in title of persons included in the list of persons that are entitled to participate in the meeting shall also submit documents confirming their powers as such successors.

As at May 12, 2011, several hundred thousand holders of shares, residing in the Russian Federation or abroad, were registered in the shareholders' register of OAO Gazprom, which would make it difficult for all shareholders to attend the meeting in person.

Taking into account the foregoing, shareholders are being advised to exercise their right to participate in the annual General Shareholders' Meeting

through their representatives using a power of attorney or by means of delivering filled-in voting ballots to the Company. Ballots may be delivered by mail to the following address: OAO Gazprom, 16 Nametkina St., Moscow, GSP-7, 117997, or handed over at the following address: 16 Nametkina St., City of Moscow. In determining whether a quorum for the meeting is present and establishing the results of a vote, only ballots received by the Company prior to 6 p.m. on June 27, 2011 will be taken into account.

## Agenda for Annual General Shareholders' Meeting of OAO Gazprom

1. Approval of the annual report of the Company.
2. Approval of the annual accounting statements, including the profit and loss reports (profit and loss accounts) of the Company.
3. Approval of the distribution of profit of the Company based on the results of 2010.
4. Regarding the amount of, time for and form of payment of dividends based on the results of 2010.
5. Approval of the external auditor of the Company.
6. Regarding amendments to the Charter of OAO Gazprom.
7. Regarding the remuneration for services of a member of the Board of Directors (Supervisory Board) to members of the Board of Directors not holding state positions in the amount established by the Company's internal regulations.
8. Regarding the remuneration of members of the Audit Commission of the Company.
9. Regarding the approval of interested-party transactions that may be entered into by OAO Gazprom in the future in the ordinary course of business.
10. Election of members of the Board of Directors of the Company.
11. Election of members of the Audit Commission of the Company.

The information (materials) to be provided in connection with the preparation for the meeting are available for review starting from June 9 in OAO Gazprom's premises at 16 Nametkina St., City of Moscow (the telephone number for queries being (495) 719-26-01); from the Company's registrar, ZAO SR-DRAGa, and in regional depositories of Gazprombank (Open Joint Stock Company).

**Recommendations**  
**by the Board of Directors of the Company with respect to the amount of**  
**dividend on the Company's shares and the procedure for payment**

The Board of Directors of OAO Gazprom recommends that the annual General Shareholders' Meeting adopt the decision to pay annual dividends, based on the results of the Company's activities in 2010, in the amount of 3,85 rubles per ordinary share with a nominal value of 5 rubles and set August 29, 2011 as the final date for dividend payments.

**List**  
**of Information (Materials) to Be Provided to Shareholders**  
**in Connection with the Preparation for Holding**  
**of Annual General Shareholders' Meeting**  
**of OAO Gazprom**

1. Informational Statement Regarding the Holding of an Annual General Shareholders' Meeting of OAO Gazprom.
2. The Annual Report of OAO Gazprom for 2010 and accounting statements of OAO Gazprom, including an opinion by the external auditor.
3. An opinion by the Audit Commission of OAO Gazprom on the accuracy of data contained in the Annual Report of the Company for 2010 and the annual accounting statements of OAO Gazprom for 2010.
4. An evaluation by the Audit Committee of the Board of Directors of OAO Gazprom of the opinion by the external auditor of OAO Gazprom.
5. Recommendations by the Board of Directors of the Company with respect to the distribution of profit, including the amount of dividend on the Company's shares and the procedure for payment thereof based on the results of the financial year.
6. Information regarding the proposed external auditor of OAO Gazprom.
7. Draft of the amendments to the Charter of OAO Gazprom.
8. Proposals with respect to the amounts of remuneration to the members of the Board of Directors of OAO Gazprom.
9. Proposals with respect to the amounts of remuneration to the members of the Audit Commission of OAO Gazprom.
10. Information regarding interested-party transactions that may be entered into by OAO Gazprom in the future in the ordinary course of business.
11. Information regarding candidates to the Board of Directors of OAO Gazprom, including information regarding their consent to be so elected.

12. Information regarding candidates to the Audit Commission of OAO Gazprom, including information regarding their consent to be so elected.

13. The annual report of OAO Gazprom regarding protection of the environment.

14. Draft decisions of the annual General Shareholders' Meeting of OAO Gazprom.

15. Information on shareholders' agreements.

#### **Amendments**

**to the Charter of Open Joint Stock Company Gazprom, approved by decision of the annual General Shareholders' Meeting of OAO Gazprom, dated June 28, 2002, Minutes No. 1, as amended and supplemented by Decision No. 494 of the Board of Directors of OAO Gazprom, dated September 5, 2003, decision of the extraordinary General Shareholders' Meeting of OAO Gazprom, dated November 16, 2004, Minutes No. 2, decision of the annual General Shareholders' Meeting of OAO Gazprom, dated June 24, 2005, Minutes No. 1, Decisions No. 801 and No. 829 of the Board of Directors of OAO Gazprom, dated, respectively, February 10, 2006, and April 21, 2006, decision of the annual General Shareholders' Meeting of OAO Gazprom, dated June 30, 2006, Minutes No. 1, Decision No. 988 of the Board of Directors of OAO Gazprom, dated April 6, 2007, decision of the annual General Shareholders' Meeting of OAO Gazprom, dated June 29, 2007, Minutes No. 1, Decisions No. 1137, No. 1223, and No. 1224 of the Board of Directors of OAO Gazprom, dated, respectively, March 6, 2008, June 5, 2008, and June 5, 2008, decision of the annual General Shareholders' Meeting of OAO Gazprom, dated June 27, 2008, Minutes No. 1, Decisions No. 1252, No. 1270, No. 1344, and No. 1436 of the Board of Directors of OAO Gazprom, dated, respectively, August 12, 2008, September 22, 2008, January 27, 2009, and June 11, 2009, decision of the annual General Shareholders' Meeting of OAO Gazprom, dated June 25, 2010, Minutes No. 1, and Decision No. 1663 of the Board of Directors of OAO Gazprom, dated October 27, 2010**

1. The first paragraph of Section 12.5, Article 12 shall read as follows:

“Period and procedure for dividends payment shall be established by a General Shareholders' Meeting. The period for dividends payment shall not exceed 60 days after the date of decision on dividends payment. If a period for dividends payment is not established in the decision of the General Shareholders' Meeting, such period shall be deemed to be equal to 60 days after the date of the decision on dividends payment. The Company may not grant any privilege with respect to the timing of dividends payments to any particular shareholders of the same class (or category). Dividends declared on shares of each class (or category) shall be payable simultaneously to all shareholders of such class (or category).”

2. Article 12 shall be amended by the addition of Section 12.7 as follows:

“12.7. Failing the disbursement of any declared dividends to a person included in the list of those entitled to receive dividends within the period established for such dividends payment, such person shall have the right to address the Company with a request for the declared dividends due to that person at any time during the first three years after the expiry of such period.

If missed, the period for presenting such request for the declared dividends shall not be subject to restoration unless the person entitled to receive such dividends has been prevented from its submission under coercion or threat.

After the expiry of the period specified in this Section, the dividends declared, but unclaimed by a shareholder shall be restored to the Company's undistributed profit.”

3. In the first paragraph of Section 41.1, the words “and transactions related to the placement of issuable securities convertible into the Company's ordinary shares” shall be replaced with the words “transactions related to the placement of issuable securities convertible into the Company's ordinary shares, and transactions, which are obligatory for the Company in accordance with applicable federal laws and/or other legal acts of the Russian Federation and settlements under which shall be carried out at

prices determined in accordance with the procedure prescribed by the Government of the Russian Federation or at prices and tariffs established by the federal executive agency duly authorized by the Government of the Russian Federation.”

4. In the fifteenth paragraph of Section 53.1, the words “offering prospectuses” shall be replaced with the words “securities prospectuses”.

5. Section 55.2 shall be amended by the addition of the following sentence: “Additional requirements for the procedure for submission of the documents listed above in this Section and for the procedure for submission of copies of such documents shall be established by the regulatory legal acts issued by the federal executive agency for the securities market.”

6. In the third paragraph of Section 56.1, the words “share offering prospectus” shall be replaced with the words “securities prospectus”.