

**MATERIAL FACT STATEMENT
ON CONCLUSION OF MAJOR TRANSACTION BY ENTITY CONTROLLED BY ISSUER
AND MATERIALLY IMPORTANT FOR ISSUER**

1. General information	
1.1. Full legal name (for commercial entity) or name (for non-profit organization) of issuer	Public Joint Stock Company Gazprom
1.2. Address of issuer indicated in Unified State Register of Legal Entities	2/3 Lakhtinsky Avenue, Bldg. 1, Lakhta-Olgino Municipal District, St. Petersburg, 197229, Russian Federation
1.3. OGRN (Primary State Registration Number) of issuer (if applicable)	1027700070518
1.4. INN (Taxpayer Identification Number) of issuer (if applicable)	7736050003
1.5. Unique issuer code assigned by Bank of Russia	00028-A
1.6. Internet pages used by issuer to disclose information	www.gazprom.ru; www.e-disclosure.ru/PORTAL/company.aspx?id=934
1.7. Date of event (material fact) which is reflected in statement	April 4, 2022

2. Contents of Statement on conclusion of major transaction by entity controlled by issuer and materially important for issuer	
2.1. Type of entity which entered into major transaction: entity controlled by issuer and materially important for issuer.	
2.2. Full legal name, address, Taxpayer Identification Number (INN) (if applicable), Primary State Registration Number (OGRN) (if applicable) of relevant entity: Joint Stock Company REP Holding. Address of commercial entity: city of Saint Petersburg. INN: 7806151791. OGRN: 1047811000445.	
2.3. Category of major transaction (major transaction that is not large-scale transaction; large-scale transaction; related-party transaction; large-scale transaction that is also related-party transaction): large-scale transaction.	
2.4. Type and subject of major transaction: Type: Additional agreement. Subject: Amendment of procedure to be used for calculation of limit as regards determining aggregate volume of Principal's concurrent liabilities actually owed to Bank under opened letters of credit and issued guarantees and counter-guarantees, as well as increase of amount of such limit; increase of amount of fee payable for opening of letters of credit and issuance of guarantees and counter-guarantees; extension of period set for submission of documentary products (bank guarantees, counter-guarantees) and extension of validity period of limit to November 30, 2027; adjustment of covenants; adjustment of list of guarantors – JSC Gazprom Energoremont is excluded from among guarantors.	
2.5. Contents of transaction, including civil rights and obligations being determined, modified or terminated by means of major transaction: Amount of all concurrently valid Counter-guarantees/Counter-guarantees 2 issued by Bank by order of Principal under Agreement, as well as amount of all concurrently valid bank guarantees issued by Bank by order of Principal under Framework Agreement for Issuance of Bank Guarantees No. 13930GT/17-R dated September 14, 2017 (together with amount of existing liabilities of Bank payable under demands asserted under bank	

guarantees/Counter-guarantees/Counter-guarantees 2 (issued by Bank upon request of Principal) that expired after assertion of such demands), as well as amount of all concurrently valid letters of credit opened by Bank by order of Principal under Letters of Credit Agreement No. IMP-082 dated August 19, 2011, shall not exceed RUB 33,000,000,000.00 (Thirty-three billion and 00/100).

Principal shall pay fee to Bank in amount of not more than 1.2 (One point two) per cent per annum (hereinafter – “Maximum Rate”) of amount of Counter-guarantee/Counter-guarantee 2 (but not less than ruble equivalent of USD 200.00 (Two hundred and 00/100) at exchange rate established by Bank of Russia as of date of payment for calendar quarter or part of calendar quarter) which shall be calculated for period from effective date of Counter-guarantee/Counter-guarantee 2 to expiry date of Counter-guarantee/Counter-guarantee 2 which is specified in text of Counter-guarantee/Counter-guarantee 2 (both dates inclusive). In this case, amount of fee payable to Bank for issuance of Counter-guarantee/Counter-guarantee 2 shall be established individually for each separate Counter-guarantee/Counter-guarantee 2 and shall be indicated in Application in amount not exceeding Maximum Rate. Validity period of each separate Counter-guarantee/Counter-guarantee 2 shall expire not later than on December 31, 2027. Submission period for guarantees is until November 30, 2027 (inclusive). Principal’s liabilities to Guarantor under Agreement are secured by: Suretyship of JSC NZL under guarantee agreement No. 13930GT/17-RP1 dated September 12, 2019, as amended by additional agreements No. 1 dated February 25, 2020, No. 2 dated August 17, 2020, No. 3 dated September 27, 2021, and No. 4 concluded between Guarantor and JSC NZL.

2.6. Parties and beneficiaries of major transaction:

Joint Stock Company REP Holding as Principal.

GPB Bank (JSC) as Guarantor.

2.7. Period of obligations under major transaction: **Up to December 31, 2027.**

2.8. Value of major transaction in monetary terms and as percentage of value of assets owned by entity controlled by issuer and materially important for issuer: **shall not exceed RUB 33,000,000,000, which equals 65.19% of assets value.**

2.9. Value of assets determined based on data from accounting (financial) statements of entity controlled by issuer and materially important for issuer as of last reporting date: **RUB 50,623,100,000 as of December 31, 2021.**

2.10. Date of major transaction (agreement): **March 2, 2022.**

2.11. Information on decision making regarding consent or follow-up approval of major transaction in case such transaction was approved by authorized management body of issuer or entity controlled by issuer and materially important for issuer (name of relevant company’s management body, which made decision on consent or follow-up approval of major transaction, date of mentioned decision making, date of compilation and number of minutes of meeting (session) of relevant company’s management body at which this decision was made if this decision was made by collegiate management body of relevant company), or indication that decision on consent or follow-up approval of major transaction was not made: **Decision on consent to transaction was made by Board of Directors of Joint Stock Company REP Holding (Minutes of Board of Directors Meeting No. 22-1 dated February 18, 2022) and Decision of sole shareholder of Joint Stock Company REP Holding No. 11 dated February 18, 2022.**

3. Signature

3.1. Member of Management Committee,
Department Head, Gazprom
(acting under power of attorney

Elena Mikhailova

No. 01/04/04-32д, dated January 17, 2022)				
			(signature)	
3.2. Date	April	05, 2022	L.S.	