

Amendments
to the Charter of Open Joint-Stock Company «GAZPROM»¹
as approved by resolution of the annual General Shareholders Meeting of JSC
«GAZPROM» dated 28 June 2002, minutes No. 1, with amendments and
supplements introduced by resolution of the Board of Directors of JSC
«GAZPROM» dated 5 September 2003, No. 494, resolution of the
extraordinary General Shareholders Meeting of JSC «GAZPROM» dated 16
November 2004, minutes No. 2, resolution of the annual General Shareholders
Meeting of JSC «GAZPROM» dated 24 June 2005, minutes No. 1, resolutions
of JSC «GAZPROM» Board of Directors dated 10 February 2006, No. 801,
dated 21 April 2006, No. 829, resolution of the annual General Shareholders
Meeting of JSC «GAZPROM» dated 30 June 2006, minutes No. 1, resolution
of JSC «GAZPROM» Board of Directors dated 6 April 2007, No. 988,
resolution of the annual General Shareholders Meeting of JSC «GAZPROM»
dated 29 June 2007, minutes No. 1, resolutions of JSC «GAZPROM» Board of
Directors dated 6 March 2008, No. 1137, dated 5 June 2008, No. 1223, dated 5
June 2008, No. 1224, resolution of the annual General Shareholders Meeting
of JSC «GAZPROM» dated 27 June 2008, minutes No. 1, resolutions of JSC
«GAZPROM» Board of Directors dated 12 August 2008, No. 1252, dated 22
September 2008, No. 1270, dated 27 January 2009, No. 1344, dated 11 June
2009, No. 1436, resolution of the annual General Shareholders Meeting of JSC
«GAZPROM» dated 25 June 2010, minutes No. 1, resolution of JSC
«GAZPROM» Board of Directors dated 27 October 2010, No.1663, resolution
of the annual General Shareholders Meeting of JSC «GAZPROM» dated 30
June 2011, minutes No. 1, resolution of JSC «GAZPROM» Board of Directors
dated 27 September 2011, No.1886, resolution of the annual General
Shareholders Meeting of JSC «GAZPROM» dated 28 June 2013, minutes No.
1, resolution of JSC «GAZPROM» Board of Directors dated 24 October 2013,
No.2265

1. Article 12 shall read as follows:

«Article 12. Dividends

12.1. The Company is entitled to pay dividends depending on performance during the first quarter, 6 months, 9 months of a fiscal year and/or on performance of the fiscal year.

Dividends are paid in cash.

12.2. Decision to pay dividends is made by the General shareholders meeting. The said decision shall determine the amount of dividends on shares of each category (type), the form of payment, and the date as of which persons entitled to receive dividends are identified. As far as the date as of which persons

¹ Draft amendments to the JSC «GAZPROM»'s Charter were introduced at the initiative of JSC «GAZPROM»'s Board of Directors (Resolution by JSC «GAZPROM» 's Board of Directors No 2355 dated May 15, 2014).

entitled to receive dividends are identified, the decision shall be made only as suggested by the Board of Directors.

The sum of dividends cannot exceed the sum recommended by the Board of Directors. The General Shareholders Meeting may decide not to pay dividends.

12.3. The Company cannot make a decision (declare) to pay dividends on the shares:

until full payment of the Company's charter capital,

until redemption of all shares that must be bought back under Article 11 of this Charter,

if, on the date when such decision is made, the Company has indications of insolvency (bankruptcy) in accordance with the RF laws on insolvency (bankruptcy) or if the said indications will result from payment by the Company of dividends;

if, on the date when such decision is made, the Company's net assets cost is less than its charter capital and the reserve fund, and if disposal value of the placed preferred shares exceeds the par value determined by the Charter or becomes less as a result of making such decision;

in other cases as provided for by the Federal Law.

12.4. The Company shall be liable to pay dividends declared for shares of each category (type), unless otherwise is provided for by the Federal Law «On Joint-Stock Companies».

Dividends are paid from the Company's net profit. Dividends shall not be paid on the Company's shares which are on the Company's balance sheet.

12.5. The date as of which persons entitled to receive dividends are identified pursuant to a decision to pay (declare) dividends shall not be any earlier than 10 days after the date of the decision to pay (declare) dividends and any later than 20 days after the date of such decision.

12.6. The period to pay dividends to a nominee holder and a trustee who is a securities market professional, listed in the register of shareholders, shall not exceed 10 business days, and with regard to other persons listed in the register of shareholders - 25 business days after the date as of which persons entitled to receive dividends are identified.

12.7. Dividends are paid to persons who were in possession of shares of the relevant category (type) or to persons who enjoyed rights attached to such shares under federal laws as at the end of the trading day on the date as of which persons entitled to receive dividends are identified pursuant to a decision to pay dividends.

12.8. Cash dividends are paid by bank transfer by the Company or, as instructed by the Company, by the registrar who maintains the register of shareholders, or by a banking institution.

Cash dividends to individuals whose rights to shares are recorded in the register of shareholders of the Company shall be paid by postal money transfer, or where proper applications from such persons are available, by wire transfer to their bank accounts, and to other persons whose rights to shares are recorded in the register of shareholders of the Company - by wire transfer to their bank accounts.

The Company's obligation to pay dividends to such persons shall be deemed to have been performed from the date of acceptance of remitted funds by an entity of the federal postal service or from the date of receipt of funds by the banking institution with which the person entitled to receive such dividends has opened a bank account.

Persons who are entitled to receive dividends and whose rights to shares have been recorded with a nominee holder of shares shall receive cash dividends in a manner prescribed by RF laws on securities. A nominee holder to whom dividends have been paid and who has not performed the obligation to transfer the dividends as required by RF laws on securities, for reasons beyond his/her control, shall return the dividends to the Company within 10 days after expiry of one month from the date of expiry of the dividend payment period.

12.9. The Company has no right to pay declared dividends on shares:

if, on the date of payment, the Company has indications of insolvency (bankruptcy) in accordance with the RF laws on insolvency (bankruptcy) or if the said indications will result from payment by the Company of dividends;

if, on the date of payment, the Company's net assets cost is less than the amount of its charter capital and the reserve fund, and if disposal value of the placed preferred shares exceeds the par value determined by the Company's Charter or becomes less than the said amount as a result of payment of dividends;

in other cases as provided for by the Federal Law.

In case if the circumstances specified in this clause cease to exist, the Company is obliged to pay shareholders the declared dividends.

12.10. Any person who has not received the declared dividend due to the Company or the registrar not having the necessary address or bank account details, or due to any other creditor's delay, has the right to demand payment of such dividends (unclaimed dividends) within three years after the date of the decision to pay dividends.

The period to demand payment of unclaimed dividends, in case it is omitted, shall not be restored, unless the person entitled to receive dividends has not made such a demand under the influence of violence or threat.

Upon expiry of this period, the dividends declared and not collected by shareholders are included into the unallocated profit of the Company, and the obligation to pay them ceases to exist.».

2. Sub-article 20.2 of Article 20 shall read as follows:

«20.2. The date when the list of persons who have the right to participate at the General Shareholders Meeting is made cannot be set any earlier than 10 days after the date when the decision was made to hold a General Shareholders Meeting, and any later than 50 days, and in the case provided for by Clause 2 of Article 53 of the Federal Law «On Joint-Stock Companies» – any later than 80 days prior to the date of the General Shareholders Meeting.».

3. The third paragraph of sub-article 21.1 of Article 21 shall read as follows:

«Within the time specified above, a message about holding the General Shareholders Meeting shall be published in the Internet on Company's website www.gazprom.ru.».

4. Sub-article 21.4 of Article 21 shall read as follows:

«If the person registered in the Company's Register of Shareholders is a nominee shareholder, a message about holding the General Shareholders Meeting, together with all information (materials) to be provided to persons entitled to participate in the General Shareholders Meeting in preparation for the General Shareholders Meeting, is sent as a soft copy (in the form of electronic documents signed by an electronic signature) to the nominee shareholder.

The nominee shareholder shall bring the message about holding the General Shareholders Meeting, together with all information (materials) received by him/her pursuant to this Clause, to the attention of his/her depositors in a manner and within deadlines as prescribed by RF laws on as set out in an agreement with the depositors.».

5. In the first paragraph of sub-article 24.2 of Article 24, the words «within 40 days» shall be replaced by the words «within 50 days».

6. In the second paragraph of sub-article 24.2 of Article 24, the words «within 70 days» shall be replaced by the words «within 95 days».

7. Sub-article 31.4 of Article 31 shall be deleted.

8. The second paragraph of sub-article 52.1 of Article 52 shall read as follows:

«The Company maintains and submits its consolidated accounting reports and consolidated financial statements in a prescribed manner.».

9. In sub-article 55.2 of Article 55, the words «regulatory instruments of the federal executive authority responsible for the stock market» shall be replaced by the words «regulatory instruments of the Bank of Russia».

10. Article 55 shall be supplemented with a new sub-article 55.4 reading as follows:

«55.4. The Company shall make available its annual and interim consolidated financial statements to shareholders and to the Bank of Russia.

Annual and interim consolidated financial statements shall be signed by the Chairman of the Board and by the Chief Accountant of the Company and shall be made available to Company shareholders by publishing in the Internet on the Company's website www.gazprom.ru.

Annual consolidated financial statements shall be made available to Company shareholders each year prior to the annual General Shareholders

Meeting, within 120 days after the end of the year, and shall be subject to mandatory auditing. The auditor's opinion report shall be made available to shareholders and to the Bank of Russia together with the annual consolidated financial statements.

Interim consolidated financial statements shall be made available to shareholders within 10 days after the date of its signing by the Chairman of the Board and the Chief Accountant of the Company.

Annual and interim consolidated financial statements shall be submitted to the Bank of Russia in a manner prescribed by the Bank of Russia.».

11. In the second paragraph of sub-article 14.2 of Article 14, in the second paragraph of sub-article 21.3 of Article 21, in sub-article 46.7 of Article 46, in sub-article 53.2 of Article 53, in the fifth paragraph of sub-article 56.1 and in sub-article 56.2 of Article 56, the words «the federal executive authority responsible for the stock market» shall be replaced by the words «the Bank of Russia».