

FILING RULES FOR SHAREHOLDER PROPOSALS AND REQUESTS RELATED TO GAZPROM GENERAL SHAREHOLDERS MEETING CONVOCAATION

**Approved by the Board of Directors
Resolution №1037 as of July 11, 2007**

1. In General

1.1. These Filing Rules for the Shareholder Proposals and Requests Related to the Gazprom General Shareholders Meeting Convocation (the "Rules") are developed with a view to ensuring the rights of OAO Gazprom (the "Company", "Gazprom") shareholders to file proposals to the General Shareholders Meeting agenda and to request convocation of an extraordinary General Shareholders Meeting.

The Rules are aimed at securing the openness and transparency of the Company's activities embracing the preparation for General Shareholders Meetings.

1.2. The Rules are based on the provisions of the Russian law and the Gazprom Charter, as well as on the recommendations of the Russian Code of Corporate Conduct and the Gazprom Corporate Governance (Conduct) Code approved by the resolution of the Gazprom General Shareholders Meeting of June 28, 2002.

1.3. To the extent not regulated by the Russian legislation and Gazprom's Charter, application of these Rules is voluntary.

The filing of proposals and requests in accordance with the recommendations set out in these Rules will create conditions for ensuring equal treatment of the shareholders, which is one of the main principles of corporate conduct.

1.4. Adherence to the recommendations of these Rules will establish a basis for constructive dialogue between the Company's shareholders and Board of Directors within the General Shareholders Meeting preparation process.

2. Right to Submit Proposals and Requests

2.1. Shareholders (shareholder) holding in aggregate no less than 2 per cent of the Company voting shares have the following rights:

- to introduce issues to the Annual General Shareholders Meeting agenda and nominate persons for the Company's Board of Directors and the Company's Audit Commission;
- to nominate persons for the Company's Board of Directors at an extraordinary General Shareholders Meeting, in the event a proposed agenda includes the issue of the Board of Directors election;
- to nominate persons for bodies of the companies established due to the Company's restructuring.

2.2. Shareholders (shareholder) holding in aggregate no less than 10 per cent of the Company's voting shares have the right to request convocation of an extraordinary General Shareholders Meeting of the Company.

2.3. Proposals on the introduction of issues to a Gazprom General Shareholders Meeting agenda and on the nomination of candidates for the Company's bodies ("proposals"), and requests on the convocation of an

extraordinary General Shareholders Meeting of the Company ("requests") are filed and submitted in accordance with the Federal Law "On Joint Stock Companies", Provision on the Additional Requirements for the General Shareholders Meeting Preparation, Convocation and Procedure Rules approved by the Resolution #17/ps of May 31, 2002 of the Federal Commission for the Securities Market, and other legal acts of the Russian Federation, as well as the Gazprom Charter.

3. Proposals Timeline

3.1. Proposals on the introduction of issues to a Gazprom General Shareholders Meeting agenda and on the nomination of candidates for the Company's bodies are to be received by the Company no later than 30 days from the end of a financial year.

3.2. Proposals to nominate candidates for the Company's Board of Directors at an extraordinary General Shareholders Meeting are to be received by the Company no later than 30 days prior to the day of the extraordinary General Shareholders Meeting.

3.3. Proposals to nominate candidates for bodies of the companies established due to the Company's reorganization are to be received by the company in question no later than 45 days prior to the day of a General Shareholders Meeting of the company in question.

3.4. Prior submission of such proposals shall promote timely resolutions by the Board of Directors, ensuring the shareholders' rights to participate in the Company governance.

4. Proposals and Requests Content

4.1. Shareholders (shareholder) submit proposals and requests in writing, specifying their names as well as the quantity and category (type) of shares they hold.

4.2. A proposal on the introduction of issues to a General Shareholders Meeting agenda shall contain the wording of each proposed issue and may contain the wording of resolution on each proposed issue.

The proposed issues shall relate to the competence of the General Shareholders Meeting.

It is advisable that an agenda issue be clearly defined, leaving no room for multiple interpretations; and the agenda issue decision wording be comprehensive, enabling shareholders to declare their position by means of voting.

4.3. Proposals to nominate candidates for the Company's bodies shall include the name and details (series and (or) number, date and place of issuance, issuing body) of identity documents on each suggested candidate and, the name of a body the candidate is proposed to be elected to. The number of candidates shall not exceed the number of members of a respective body.

In the event a candidate is a foreign citizen or apatriote, the identity documents details are to be submitted pursuant to the Federal Law "On the Legal Status of Foreign Citizens in the Russian Federation", international treaties of the Russian Federation and requirements established by the legislation of a respective foreign state with regard to identity documents.

4.4. A request shall contain matters to be included into an extraordinary General Shareholders Meeting agenda, and may contain worded resolutions on each of these matters as well as a proposal on the Meeting procedure.

In the event such request contains a proposal to nominate candidates for the Company's bodies, this proposal shall be regulated by Clauses 4.3 and 5.7 of these Rules.

5. Proposals and Requirements Paperwork

5.1. Proposals, requests and attachments thereto shall be drawn up in the Russian language. Documents in foreign languages shall be furnished together with the translation into the Russian language which is to be notarized.

5.2. Proposals and requests shall be signed by the shareholders (shareholder) who furnish those, i.e. signatures should be put directly under the body of a proposal or a request.

5.3 In the event proposals and requests are drawn up on more than one page and/or on behalf of several shareholders, such proposals and requests are to be fastened and paginated in order to ensure the most explicit expression of the shareholders' will. Furnishing separate pages containing only signatures and enclosed to the text of a proposal or request may not be considered as the expression of the shareholders' will with regard to the whole proposal (request).

5.4. In the event a proposal or a request is signed by a shareholder (or a representative) whose rights to the shares are registered with a depositary account, such proposal or request shall enclose a statement of the account with a depositary registering the rights to the above shares.

The depositary account statement should meet the standard set by the depositary.

5.5. If a proposal or a request is signed by a shareholder (or a representative) whose rights to the shares are recorded in a shareholders register, the Company shall not require any documents evidencing the rights of the shareholders recorded in the register.

In that case the Company itself shall verify the existence of a specific right in the register, which helps shareholders exercise their rights to participate in the Company governance with no additional complications when asserting such rights.

5.6. Should a proposal or a request be signed by a shareholder representative, then a power of attorney (a copy of the power of attorney certified in accordance with the established procedure) shall be attached thereto. It should be drawn up in accordance with the Federal Law "On Joint-Stock Companies" and contain information on the represented person and a representative which is to be included in accordance with the abovementioned Law.

5.7 When nominating candidates for the Company's Board of Directors and Audit Commission, it is advisable that written consent of a nominee be enclosed to the nomination.