

June 27, 2017

Results of the Annual General Meeting of Shareholders of RusHydro

PJSC RusHydro (ticker symbol: MOEX, LSE: HYDR; OTCQX: RSHYY) announces results of the Annual General Meeting of shareholders (AGM) held on June 26, 2017, in Moscow.

The quorum necessary for valid vote on the items was present:

Quorum on items of the agenda ## 1-6, 9-16:

| | |
|---|------------------------|
| Number of votes, belonging to shareholders, entitled to participation in the AGM | 426,288,813,551 |
| Number of votes, carried by the Company shares, determined in accordance with item 4.20 of the Order of the Federal Services for Securities Markets # 02.02.2012г № 12-6/ПЗ-Н | 426 288 813,551 |
| Number of votes, belonging to shareholders, participating in the AGM | 370,257,340,074 |
| Quorum (%) | 86.8560 |

Quorum on items # 7 of the Agenda

| | |
|---|--------------------------|
| Number of votes, belonging to shareholders, entitled to participation in the AGM | 5,541,754,576,163 |
| Number of votes, carried by the Company shares, determined in accordance with item 4.20 of the Order of the Federal Services for Securities Markets # 02.02.2012г № 12-6/ПЗ-Н | 5,541,754,576,163 |
| Number of votes, belonging to shareholders, participating in the AGM | 4,813,345,420,962 |
| Quorum (%) | 86.8560 |

Quorum on items # 8 of the Agenda

| | |
|---|------------------------|
| Number of votes, belonging to shareholders, entitled to participation in the AGM | 426,288,813,551 |
| Number of votes, carried by the Company shares, determined in accordance with item 4.20 of the Order of the Federal Services for Securities Markets # 02.02.2012г № 12-6/ПЗ-Н | 426,217,609,304 |
| Number of votes, belonging to shareholders, participating in the AGM | 370,257,340,074 |
| Quorum (%) | 86.8705 |

Quorum on items # 17 of the Agenda

| | |
|---|------------------------|
| Number of votes, belonging to shareholders, entitled to participation in the AGM | 426,288,813,551 |
| Number of votes, carried by the Company shares, determined in accordance with item 4.20 of the Order of the Federal Services for Securities Markets # 02.02.2012г № 12-6/ПЗ-Н | 426,217,609,304 |
| Number of votes, belonging to shareholders, participating in the AGM | 370,257,340,074 |
| Quorum (%) | 86.8705 |

Agenda of the AGM included the following items:

1. Approval of the Company's 2016 Annual Report
2. Approval of the Company's annual financial accounting statement for 2016.
3. Resolution on distribution of profit.
4. Resolution on dividend payment for 2016 and ex-dividend date.
5. Resolution on remuneration to the Board of Directors members (not employed by government agencies) in the amount determined by the internal documents of the Company.
6. Resolution on remuneration to the Audit commission members (not employed by government agencies) in the amount determined by the internal documents of the Company.
7. Election of the Board of Directors of the Company.
8. Election of the Audit Commission of the Company.
9. Approval the Company's auditor.
10. Approval of amended Articles of Association of RusHydro.
11. Approval of the amended Provision on convening and holding the general meeting of shareholders of RusHydro.
12. Approval of the amended Povision on convening and holding the meeting of Board of Directors of RusHydro.
13. Approval of the amended Provision on Management Board of RusHydro.
14. Approval of the amended Provision on remuneration and reimbursement to members of Board of Directors of RusHydro.
15. Approval of the amended Provision on remuneration and reimbursement to members of Audit Commission of RusHydro.
16. Termination of RusHydro's participation in NP KONTs UES (Corporate research and educational center of united energy system, Non-commercial partnership).
17. Approval of signing of a loan agreement between RusHydro and RAO ES East qualified as interested party transaction.

The AGM approved the Company's 2016 Annual Report.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,291,531,974 | 97.3084 |
| AGANIST | 35,197,153 | 0.0095 |
| ABSTAIN | 82,859,486 | 0.0224 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,847,286,830 |

The AGM approved the Company's 2016 annual accounting statements.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,290,326,093 | 97.3081 |
| AGANIST | 35,193,700 | 0.0095 |
| ABSTAIN | 84,467,025 | 0.0228 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,847,353,256 |

The AGM approved the following distribution of profit for 2016 (in RUB):

| | |
|--|-------------------|
| Retained profit for the reporting period | 41,876,917,365.56 |
| Reserve fund | 2,093,845,868.28 |
| Company's development | 19,907,568,709.87 |
| Dividends | 19,875,502,787.41 |

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,407,803,059 | 97.3398 |
| AGANIST | 10,000 | 0.0000 |
| ABSTAIN | 2,240,185 | 0.0006 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,847,286,830 |

The AGM resolved to pay dividends for 2016 in the amount of RUB 0.0466245 per share. The dividend record date is July 10, 2017.

Dividends should be distributed to nominee shareholder being a professional participant of the securities market registered in the shareholder register within 10 business days, and to other persons registered in the shareholder register within 25 business days from the dividend record date.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,405,073,423 | 97.3391 |
| AGANIST | 446,728 | 0.0001 |
| ABSTAIN | 1,295,937 | 0.0004 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,850,523,986 |

The AGM resolved to pay remuneration to the members of the Board of Directors (not employed by government agencies) based on their performance from June 27, 2016 to June 26, 2017 in the amount and under the procedure set in the Provision on remuneration to members of the Board of Directors.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,356,316,807 | 97.3259 |
| AGANIST | 1,685,219 | 0.0005 |
| ABSTAIN | 49,795,080 | 0.0134 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,849,542,968 |

The AGM resolved to pay remuneration to the members of the Audit Commission (not employed by government agencies) based on their performance from June 27, 2016 to June 26, 2017 in the amount and under the procedure set in the Provision on remuneration to members of Audit Commission.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,389,869,215 | 97.3350 |
| AGANIST | 1,349,620 | 0.0004 |
| ABSTAIN | 16,569,041 | 0.0045 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,849,552,198 |

The AGM elected Board of Directors consisting of 13 members:

Vote result:

| № | Candidate | Number of cumulative votes |
|---|-----------------------|----------------------------|
| «Voted for» - distribution by candidates | | |
| 1. | Artem Avetisyan | 283 691 932 026 |
| 2. | Nikolai Shulginov | 592 628 452 154 |
| 3. | Maxim Bystrov | 283 757 673 361 |
| 4. | Vyacheslav Kravchenko | 283 863 433 254 |
| 5. | Pavel Grachev | 423 382 551 884 |
| 6. | Yuri Trutnev | 779 592 635 302 |
| 7. | Sergei Ivanov | 283,757,133,469 |
| 8. | Vyacheslav Pivovarov | 422,691,274,767 |
| 9. | Nikolay Podguzov | 283,750,683,222 |
| 10. | Alexei Chekunkov | 283,750,873,237 |
| 11. | Sergey Shishin | 283,748,386,744 |
| 12. | Nikolai Rogalev | 283,761,795,182 |
| 13. | Andrei Shishkin | 324,409,828,027 |
| «Against» all candidates | | 5,743,465 |
| «Abstained» on all candidates | | 38,329,785 |
| Number of cumulative votes excluded from the count due to invalid ballots | | 514,695,083 |

The AGM resolved to elect the following composition of the Board of Directors:

- Artem Avetisyan, New business division, Agency for Strategic Initiatives for New Projects Promotion;
- Maxim Bystrov, Chairman of the Management Board, JSC ATS, NP Market Council;

- Pavel Grachev, CEO, PJSC Polyus Gold;
- Sergei Ivanov, General Director, RT- Capital LLC;
- Vyacheslav Kravchenko, Deputy Minister of Energy of the Russian Federation;
- Vyacheslav Pivovarov, President, Altera Capital;
- Nikolay Podguzov, Deputy Minister for Economic Development of the Russian Federation;
- Nikolai Rogalev, Rector, MPEI, Federal Research University;
- Yuri Trutnev, Deputy Chairman of the Government of the Russian Federation — Plenipotentiary Representative of the President in the Far Eastern Federal District;
- Alexei Chekunkov, General Director, Far East Development Fund;
- Sergey Shishin, Senior Vice-President, VTB Bank (PJSC);
- Andrei Shishkin, Vice-President for Energy and Localization, PJSC Rosneft;
- Nikolai Shulginov, Chairman of the Management Board — Director General of PJSC RusHydro.

The AGM elected Internal Audit Commission, consisting of 5 members:

Vote results:

Candidate: Natalya Annikova

| | For | Against | Abstain я |
|---|-----------------|---------|---------------|
| Number of votes | 360,353,149,683 | 458,471 | 42,262,580 |
| % of AGM participants | 97.3251 | 0.0001 | 0.0114 |
| Not-valid votes or votes or not included in the count for other reasons | | | 9,861,469,340 |

Candidate: Tatyana Zobkova

| | For | Against | Abstain я |
|---|-----------------|------------|---------------|
| Number of votes | 360,313,837,387 | 63,076,841 | 19,891,309 |
| % of AGM participants | 97.3144 | 0.0170 | 0.0054 |
| Not-valid votes or votes or not included in the count for other reasons | | | 9,860,534,537 |

Candidate: Igor Repin

| | For | Against | Abstain я |
|---|-----------------|---------|---------------|
| Number of votes | 360,377,337,033 | 767,279 | 18,373,744 |
| % of AGM participants | 97.3316 | 0.0002 | 0.0050 |
| Not-valid votes or votes or not included in the count for other reasons | | | 9,860,862,018 |

Candidate:: Marina Kostina

| | For | Against | Abstain я |
|---|-----------------|---------|---------------|
| Number of votes | 360,377,058,917 | 777,950 | 18,506,381 |
| % of AGM participants | 97.3315 | 0.0002 | 0.0050 |
| Not-valid votes or votes or not included in the count for other reasons | | | 9,860,996,826 |

Candidate Dmitry Simochkin

| For | Against | Abstain я | |
|---|-----------------|-----------|---------------|
| Number of votes | 360,376,128,133 | 722,897 | 19,493,800 |
| % of AGM participants | 97.3313 | 0.0002 | 0.0053 |
| Not-valid votes or votes or not included in the count for other reasons | | | 9,860,995,244 |

- The AGM resolved to elect Audit Commission consisting of the following members: Natalya Annikova, First Deputy General Director for Finance and Economics of JSC Construction Department No. 308;
- Tatyana Zobkova, Head of Department, Ministry of Energy of Russia;
- Marina Kostina. – Deputy Director of Department, Ministry of Economic Development of Russia;
- Igor Repin, Deputy Executive Director, Investor protection association;
- Dmitry Simochkin, Deputy Head of Department, Federal Property Management Agency;

The AGM approved the appointment of JSC PricewaterhouseCoopers Audit as the Company's auditor for 2017

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 359,474,036,014 | 97.0876 |
| AGANIST | 915,957,791 | 0.2474 |
| ABSTAIN | 7,014,836 | 0.0019 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,860,331,433 |

The AGM approved the new version of : Articles of Association of PJSC RusHydro.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,379,299,586 | 97.3321 |
| AGANIST | 847,974 | 0.0002 |
| ABSTAIN | 6,098,050 | 0.0016 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,871,094,464 |

The AGM approved the new version of Provision on procedure for convening and holding general meeting of shareholders.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,389,586,865 | 97.3349 |
| AGANIST | 671,110 | 0.0002 |
| ABSTAIN | 7,225,086 | 0.0020 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,859,857,013 |

The AGM approved the new version of Provision on procedure for convening and holding meeting of Board of Directors.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,390,836,395 | 97.3352 |
| AGANIST | 542,187 | 0.0001 |
| ABSTAIN | 6,104,261 | 0.0016 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,859,857,231 |

The AGM approved the new version of Provision on the Management Board.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 358 375 374 618 | 96.7909 |
| AGANIST | 2,000,228,282 | 0.5402 |
| ABSTAIN | 21,486,230 | 0.0058 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,860,250,944 |

The AGM approved the new version of Provision on remuneration and reimbursement to members of the Board of Directors.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,385,714,110 | 97.3338 |
| AGANIST | 2,021,964 | 0.0005 |
| ABSTAIN | 9,664,789 | 0.0026 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,859,939,211 |

The AGM approved the new version of Provision on remuneration and reimbursement to members of the Audit Commission.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,372,683,760 | 97.3303 |
| AGAINST | 1,728,588 | 0.0005 |
| ABSTAIN | 22,936,959 | 0.0062 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,859,990,767 |

The AGM resolved to discontinue participation of RusHydro in Non-commercial partnership “Corporate Education and Research Center of United Energy System” (NP KONTs).

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,388,171,174 | 97.3345 |
| AGAINST | 964,714 | 0.0003 |
| ABSTAIN | 8,339,438 | 0.0023 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,859,864,748 |

The AGM approved interested party transactions between PJSC RusHydro and PJSC RAO ES of East and determined limit of the transaction.

PJSC RusHydro provides loan to PJSC RAO ES of East in the amount of for financing of approved investment program and refinancing of loans from Banks received in 2015-2016 for financing of investment program.

The loan is to be provided under the following material conditions:

- Size of the loan: up to RUB 25.7 bn.
- Interest rate: 0%.
- Maturity: 10 years
- The borrower has the right of early repayment of the loan (partial or full).
- The parties, qualified as interested for purposes of the transaction: Andrei Kazachenkov, member of the Management Board of PJSC RusHydro and member of Board of Directors of PJSC RAO ES of East, all members of Board of Directors and Management Board of PJSC RUHydro, also holding positions in governance bodies of PJSC RAO ES of East.

| Vote | Number of votes | % of AGM participants |
|---|-----------------|-----------------------|
| FOR | 360,370,588,177 | 99.9939 |
| AGAINST | 1,874,880 | 0.0005 |
| ABSTAIN | 20,180,048 | 0.0056 |
| Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated | | 9,864,696,969 |

About RusHydro

RusHydro Group is one of Russia's largest generating companies. RusHydro is the leading producer of renewable energy in Russia with over 70 generating facilities in Russia and abroad. The company also manages a number of R&D, engineering and electricity retail companies. Group's thermal assets are operated by subsidiary – RAO Energy System of East in the Far East of Russia. Total electricity generation capacity of the Group is 38.9 GW, heat capacity – 16.2 thousand GCal/h.

Russian Federation owns 60.56% in RusHydro, the rest is held by other institutional and individual shareholders (over 360,000). The company's stock is traded on Moscow Exchange (MOEX), and included in MSCI EM и MSCI Russia indexes. Company's GDRs in the IOB section of LSE, ADRs – in OTCQX.

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We do not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in our projections or forward-looking statements, including, among others, general economic and political conditions, our competitive environment, risks associated with operating in Russia and rapid technological and market changes in our industries, as well as many other risks specifically related to RusHydro and its operations.