

Notice of Material Fact on Decisions Made by the Issuer's Board of Directors
Notice of Insider Information

1. General Information	
1.1. Full corporate name of the Issuer:	Public Joint Stock Company Federal Hydrogeneration Company – RusHydro
1.2. Abbreviated corporate name of the Issuer:	PJSC RusHydro
1.3. Issuer's location:	Krasnoyarsk, Krasnoyarsk Krai
1.4. OGRN (Primary State Registration Number) of the Issuer:	1042401810494
1.5. INN (Taxpayer Identification Number) of the issuer:	2460066195
1.6. The Issuer's unique code assigned by the registering authority:	55038-E
1.7. Internet page used by the Issuer to disclose information:	http://www.e-disclosure.ru/portal/company.aspx?id=8580 , http://www.rushydro.ru

2. Text of the Notice
<p>2.1. Quorum of the meeting of the Issuer's Board of Directors and results of voting on the agenda items: <i>A quorum of the meeting of the Issuer's Board of Directors is present.</i> Voting results: <i>Item 1.1.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 1.2.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 2: "For" – 10, "Against" – 0, "Abstained" – 1.</i> <i>Item 3: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 4: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 5: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 6: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 7: "For" – 9, "Against" – 0, "Abstained" – 0.</i> <i>Item 8: "For" – 10, "Against" – 0, "Abstained" – 1.</i> <i>Item 9: "For" – 10, "Against" – 0, "Abstained" – 1.</i> <i>Item 10.1.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 10.2.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 10.3.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 10.4.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 10.5.: "For" – 11, "Against" – 0, "Abstained" – 0.</i> <i>Item 10.6.: "For" – 11, "Against" – 0, "Abstained" – 0.</i></p> <p>2.2. Resolutions adopted by the Issuer's Board of Directors:</p> <p>Item 1: On the Program for Charity and Sponsorship Activities of the Company: Item 1.1: On approval of the Report on Implementation of the Program for Charity and Sponsorship Activities of the Company in 2017. The Board has decided to: Approve the Report on Implementation of the Program for Charity and Sponsorship Activities of the Company in 2017 (Schedule No. 1 to the Minutes).</p> <p>Item 1.2: On approval of the Program for Charity and Sponsorship Activities of the Company in 2018. The Board has decided to: Approve the Program for Charity and Sponsorship Activities of the Company in 2018 (Schedule No. 2 to the Minutes).</p> <p>Item 2: On determination of the procurement policy of PJSC RusHydro: On approval of the Regulations on Procurement of Goods for Needs of PJSC RusHydro in a new version. The Board has decided to: 1. Approve the Regulations on Procurement of Goods for Needs of PJSC JSC RusHydro in a new version (Schedule No. 3 to the Minutes). 2. To declare the Regulations on Procurement of Goods for Needs of PJSC RusHydro approved by the resolution of the Board of Directors (Minutes No. 239 dated June 23, 2016), as amended (Minutes No. 240 dated August 11, 2016, No. 242 dated October 10, 2016, No. 243 dated November 14, 2016, No. 246 dated December 27, 2016, No. 250 dated April 7, 2017, No. 254 dated June 22, 2017) to be no longer in force.</p> <p>Item 3: On measures for improvement of reliability at RusHydro Group's power facilities.</p>

The Board has decided to:

Take note of information on measures for improvement of reliability at RusHydro Group's power facilities (Schedule No. 4 to the Minutes).

Item 4: On provision of contributions to the authorized capital of JSC Chukotenergo.

The Board has decided to:

In connection with adoption of the Federal Law "On the Federal Budget for 2018 and the Planning Period 2019 and 2020" providing for allocation of budget investments to the Company, and in accordance with the requirements of RF Government Regulation No. 1692 dated December 29, 2017 "On procedure of adoption of the resolution on provision of budget investments to legal entities that are not state or municipal establishments and state or municipal unitary enterprises for the purposes of making a contribution to authorized (reserve) capitals of subsidiaries of the stated legal entities for making capital contributions to capital construction facilities owned by such subsidiaries and/or for acquisition by such subsidiaries of real estate facilities with the federal budget funds", provision by the Company of contributions to the authorized capital of JSC Chukotenergo for the purposes of making capital investments in capital construction facilities within the investment project "Construction of two 110 kV single-circuit overhead lines Pevek – Bilibino" (construction phase No. 1) is deemed appropriate in the amount of not more than RUB 18 billion, including provision of contributions from the Company's funds in the amount of not more than RUB 5 billion, and from budget investments and allocations to be sent to the Company's authorized capital (in case of adoption of respective resolutions by the Government of the Russian Federation):

- budget investments in the amount of RUB 10 billion, including RUB 1 billion in 2018, RUB 3 billion in 2019, and RUB 6 billion in 2020;

- budget allocations from the Reserve Fund of the Government of the Russian Federation in the amount of RUB 3 billion.

Item 5: On the Taishet Aluminum Smelter Construction Project.

The Board has decided to:

1. Take note of information on the status of fulfillment of the terms of participation of PJSC RusHydro in construction of the Taishet Aluminum Smelter approved by the Board of Directors of the Company (Minutes No. 257 dated September 1, 2017) (Schedule No. 5 to the Minutes).

2. To postpone until 1Q 2018 the deadline of the assignment stipulated by Clause 2 of the resolution of the Board of Directors of the Company (Minutes No. 257 dated September 1, 2017) on Item No. 1 "On Priority Areas of the Company's Activities: On the Taishet Aluminum Smelter Construction Project" on submission for approval by the Board of Directors essential terms of participation of the Company in the Taishet Aluminum Smelter Construction Project..

Item 6: On positions concurrently held by the members of the Management Board in governance entities of other organizations.

The Board has decided to:

1. Approve holding of concurrent positions by:

1.1. Chairman of the Management Board – General Director of the Company Nikolai Grigorievich Shulgin of the position of member of the Board of Directors of JSC Institute Hydroproject.

1.2. Member of the Management Board, First Deputy General Director – Chief Engineer Boris Borisovich Bogush of the position of member of the Board of Directors of JSC Institute Hydroproject.

1.3. Member of the Management Board, First Deputy General Director of the Company George Ilyich Rizhinashvili of the position of member of the Board of Directors of JSC Institute Hydroproject.

1.4. Member of the Management Board, First Deputy General Director of the Company Andrei Valentinovich Kazachenkov of the position of member of the Board of Directors of JSC Institute Hydroproject.

1.5. Member of the Management Board, First Deputy General Director of the Company Sergei Anatolievich Kirov of the position of member of the Board of Directors of JSC Institute Hydroproject.

2. Approve concurrent holding of concurrent positions in governance entities of subordinate companies of PJSC RusHydro by the Chairman of the Management Board – General Director of the Company and the members of the Management Board of the Company..

Item 7: On the approval to entering into the loan agreement between the Company and JSC Far East and Baikal Region Development Fund as an interested party transaction.

The Board has decided to:

1. Determine the price of the Loan agreement between the Company and JSC Far East and Baikal Region Development Fund (hereinafter, the "Loan Agreement"), which is an interested party transaction, as an aggregate of the following liabilities of the Company under the Loan Agreement:

– liabilities to repay the principal in the amount of not more than RUB 7,000,000,000 (seven billion) 00 kopecks;

– liabilities to pay 5% (five percent) interest per annum in the amount of not more than RUB

3,150,000,000 (three billion one hundred fifty million) 00 kopecks.

The price of the Loan Agreement will not exceed RUB 10,150,000,000 (ten billion one hundred fifty million) 00 kopecks.

2. Approve the conclusion by the Company of the Loan Agreement as an interested party transaction (subject to Sub-Clause 25 of Clause 12.1 of Article 12, and Clause 15.3 of Article 15 of the Company's Articles of Association) on the following essential terms:

The parties to the Loan Agreement:

- Lender – JSC Far East and Baikal Region Development Fund (OGRN (Primary State Registration Number) 1112721010995);

- Borrower – PJSC RusHydro (Company).

Subject of the Loan Agreement:

The Lender provides the loan to the Borrower, and the Borrower agrees to repay the principal and pay interest to the Lender.

Loan(s) amount:

Not more than RUB 7,000,000,000 (seven billion) 00 kopecks, which can be received by the Company from the Fund within one drawdown or multiple drawdowns.

Interest on the loan(s):

5% (five percent) per annum.

Loan Agreement price:

Determined according to Clause 1 of this Resolution.

Repayment period of the loan(s):

- first payment: December 31, 2019;

- subsequently – equal quarterly payments;

- last payment: not later than June 30, 2026.

Purpose of the loan(s):

Financing in favor of RAO Energy Systems of the East Joint-Stock Company (OGRN 1087760000052) (hereinafter – the "Project Company") to implement the project of constructing off-site infrastructure facilities for Sakhalin GRES-2 operation:

- execution of construction and installation works, installation supervision works, commissioning works and services, and supervision of the off-site infrastructure facilities for Sakhalin GRES-2 operation (namely, power distribution scheme, ash-and-slag removal system, drinking and service water supply system, access roads (including the road to the ash dump), and access railway) (hereinafter the "**Off-Site Infrastructure Facilities**")), as well as equipment, machinery and other fixed assets necessary for the Off-Site Infrastructure Facilities, and/or for the purposes of co-investment in the design, construction and commissioning of the Off-Site Infrastructure Facilities, and/or for the purposes of acquisition of ownership by the Project Company of the Off-Site Infrastructure Facilities built by third parties in the scope of the project (always provided that the Project Company acquires (upon completion of construction and/or completion of the relevant transaction) ownership of the Off-Site Infrastructure Facilities), and/or for the purposes of payment of the technological connection of the Off-Site Infrastructure Facilities (including the value added tax payable to contractors and/or suppliers under the relevant contracts),

- acquisition of equipment, machinery and other fixed assets necessary for the Off-Site Infrastructure Facilities, including the design, manufacture, supply, insurance and other related expenses, as well as expenses included in the corresponding contract price (inclusive of value added tax payable to contractors and/or suppliers under the relevant contracts), and

- payment of taxes, customs and fees payable in connection with the import of the Off-Site Infrastructure Facilities into the Russian Federation and the customs clearance of the Off-Site Infrastructure Facilities imported into the Russian Federation listed in Clauses 1 and 2 above;

- reimbursement of actual expenditures incurred by the Project Company for the purposes indicated in the Clauses above, after the date of adoption of resolution by the Board of Directors of the Fund with respect to the Loan Agreement (Minutes No. 57 dated December 29, 2017);

- other purposes connected with the execution of works in the Off-Site Infrastructure Facilities, agreed upon in writing by the Parties.

Person interested in the transaction and basis of the interest:

Member of the Board of Directors of the Company A.O. Chekunkov, simultaneously holding the position in governance body of the legal entity that is a party to the transaction (General Director of the Fund).

To establish that the resolution referred to in Clause 2 shall be valid until June 30, 2019.

Item 8: On determination of the position of the Company (representatives of the Company) regarding the item on the agenda of the General Meeting of Shareholders of Sakhalin GRES-2 JSC: On consent to conduct a major transaction related to the lease of the property complex of Sakhalin GRES-2.

The Board has decided to:

Authorize representatives of the Company to vote at the General Meeting of Shareholders of Sakhalin GRES-2 JSC on item: "On approval to conduct a major transaction related to the lease Sakhalin GRES-2" asset FOR the

following resolution:

"To approve the major transaction – conclusion of a Property Lease Agreement (hereinafter the "Agreement"), a major transaction, the cost of which exceeds 50 percent of the book value of assets of Sakhalin GRES-2 JSC, on the following essential terms:

Parties to the Agreement:

Lessor – Sakhalin GRES-2 JSC;

Lessee – Sakhalinenergo PJSC.

Subject of the Agreement:

The Lessor shall submit to the Lessee, for a fee, for temporary possession and use, and the Lessee shall accept, in accordance with the terms of this Agreement, the property complex that is approved for commissioning; established within the investment project "Construction of Sakhalin GRES-2 (1st stage)" (hereinafter – the "Facility"); used directly in the process of production and transfer of electric and heat energy; owned by the Lessor; and located at: in the proximity of Ilyinskoye village, Tomarinskiy Urban District municipality, Sakhalin Region.

The list of property leased is provided in Schedule No. 6 to the Minutes.

The limited amount of rental charge (Agreement limit price):

RUB 2,437,022,412.04 (two billion four hundred thirty-seven million twenty-two thousand four hundred twelve rubles 04 kopecks), including VAT (18%).

The amount of rental charge is determined in accordance with the rental charge payment policy (Schedule No. 7 to the Minutes) and is subject to change based on the final price of facilities that are part of the property package that is determined following the commissioning of the project based on the Acceptance Act of the completed construction of the facility issued by the Acceptance Commission (KC-14) through the stipulation of a Supplementary agreement to the Agreement.

Lease term:

364 days after the day of transferring the Facility according to the Transfer and Acceptance Act.

If none of the Parties to the Agreement provide written intention concerning its termination within 30 (thirty) calendar days before the expiration of the lease term, the Agreement is considered to be renewed under the same conditions and for the same term."

Item 9: On the approval of the report concerning the implementation of actions aimed at selling the non-core assets of the Company.

The Board has decided to:

Approve the Report concerning the fulfillment of the Plan aimed at selling the non-core assets of the Company in Q4 of 2016–2017 (Schedule No. 8 to the Minutes).

Item 10: On the approval of reports concerning the results of activity of the Committees of the Board of Directors of the Company.

Item 10.1: On the approval of the report concerning the results of activity of the Audit Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year.

The Board has decided to:

Approve the report concerning the results of activity of the Audit Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year (Schedule No. 9 to the Minutes).

Item 10.2: On the approval of the report concerning the results of activity of the HR and remunerations (nominations) Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year.

The Board has decided to:

Approve the report concerning the results of activity of the HR and remunerations (nominations) Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year (Schedule No. 10 to the Minutes).

Item 10.3: On the approval of the report concerning the results of activity of the Strategy Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year.

The Board has decided to:

Approve the report concerning the results of activity of the Strategy Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year (Schedule No. 11 to the Minutes).

Item 10.4: On the approval of the report concerning the results of activity of the Investments Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year.

The Board has decided to:

Approve the report concerning the results of activity of the Investments Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year (Schedule No. 12 to the Minutes).

Item 10.5: On the approval of the report concerning the results of activity of the Far East Power Industry Development Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year.

The Board has decided to:

Approve the report concerning the results of activity of the Far East Power Industry Development Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year (Schedule No. 13 to the Minutes).

Item 10.6: On the approval of the report concerning the results of activity of the Reliability, Energy Efficiency and Innovations Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year.

The Board has decided to:

Approve the report concerning the results of activity of the Reliability, Energy Efficiency and Innovations Committee of the Board of Directors of the Company for the first half of the 2017–2018 corporate year (Schedule No. 14 to the Minutes).

2.3. Date of the meeting of the Issuer's Board of Directors at which the resolutions in question were passed: **February 5, 2018**

2.4. Date of preparation and number of the minutes of the meeting of the Issuer's Board of Directors at which the resolutions in question were passed: **No. 265 dated February 06, 2018.**

3. Signature

3.1. **Director of Department Corporate management;
and property management of PJSC RusHydro**
(by virtue of Power of Attorney No. 3878 of 10.02.2017)

S.S. Koptyakov

(signature)

3.2. Date “ 06 “ February **2018.**

L.S.

The information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of RusHydro. You can identify forward looking statements by terms such as "expect," "believe," "anticipate," "estimate," "intend," "will," "could," "may" or "might," the negative of such terms or other similar expressions. We wish to caution you that these statements are only predictions and that actual events or results may differ materially from these statements. 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 conditions, our competitive environment, risks associated with operating in Russia, rapid technological and market change in our industries, as well as many other risks specifically related to RusHydro and its operations.