

## Results of the Board of Directors Meeting on September 07, 2020

PJSC RusHydro (ticker symbol: MOEX, LSE: HYDR; OTCQX: RSHYY) announces that the Company's Board of Directors held a meeting in absentia on September 07, 2020.

### Resolutions passed on Items of the agenda:

#### Item 1. On Including Candidates into the Voter List for Election into the Company Management and Control Bodies.

##### Resolution adopted:

1. Accept the proposals of the Russian Federation, represented by the Federal Agency for State Property Management (holder of 61.73% of the RusHydro voting shares) and Avitrans LLC (holder of 5.78% of the RusHydro voting shares), on nominating candidates to be elected into RusHydro management and control bodies, as have been received by RusHydro within the time limit set by the RusHydro Board of Directors' Resolution dated August 20, 2020 (Minutes No. 313 dated August 24, 2020).

2. Pursuant to the proposals received from the Company Shareholders:

2.1. Exclude Mikhail Viktorovich Voevodin from the voter list of candidates to be elected into the Board of Directors of the Company, at the Annual General Meeting of Company Shareholders on the 2019 results, due to his candidacy being substituted.

Include, into the voter list of candidates to be elected into the Board of Directors of the Company, at the Annual General Meeting of Company Shareholders on the 2019 results, the candidates as follows:

No.	<i>A Candidate Proposed by (a) Shareholder(s) for Including into the Voter List for Electing into the Board of Directors of the Company</i>	<i>Position, Place of Work of a Candidate Proposed by the Shareholder(s) for Including into the Voter List for Electing into the Board of Directors of the Company</i>
1.	Maksim Sergeyeovich Bystrov	Chairman of Management Board, Association "Nonprofit Partnership Market Council for Organizing Efficient Wholesale and Retail Electricity and Capacity Trading System"
2.	Pavel Sergeyeovich Grachev	General Director, Public Joint-Stock Company "Polyus"
3.	Aleksey Vladimirovich Kozlov	Assistant Deputy Chairman of the Government of the Russian Federation
4.	Lev Vladimirovich Kuznetsov	General Director, First Deputy Chairman of Board of Directors, Management Company "Intergeo" Limited Liability Company
5.	Yuriy Vladislavovich Manevich	Deputy Minister of Energy of the Russian Federation
6.	Vyacheslav Viktorovich Pivovarov	CEO of Limited Liability Company "Altera Capital"
7.	Mikhail Alekseyevich Rasstrigin	
8.	George Ilyich Rizhinashvili	
9.	Nikolay Dmitriyevich Rogalev	Rector of Federal State-Funded Educational Institution of Higher Education "National Research Institute 'MEI' "
10.	Dmitry Nikolayevich Snesar	Department Head – Senior Vice-President of VTB Bank (Public Joint-Stock Company)
11.	Yuriy Petrovich Trutnev	Deputy Chairman of the Government of the Russian Federation – Russian Presidential Plenipotentiary Envoy to the Far Eastern Federal District

12.	Natalia Olegovna Filippova	Deputy Head of Front Office of the Deputy Chairman of the Government of the Russian Federation – Russian Presidential Plenipotentiary Envoy to the Far Eastern Federal District
13.	Aleksey Olegovich Chekunkov	General Director, Far East and Arctic Development Fund Joint-Stock Company
14.	Andrey Nikolayevich Shishkin	Vice-President for Power Industry, Localization and Innovations, Member of the Management Board of Rosneft Oil Company Public Joint-Stock Company
15.	Nikolay Grigoryevich Shulginov	Management Board Chairman – General Director of Public Joint-Stock Company Federal Hydrogeneration Company – RusHydro

3. Pursuant to the proposals received from the Company Shareholders, include, into the voter list of candidates to be elected into the Internal Audit Commission of the Company at the Annual General Meeting of Company Shareholders on the 2019 results, the candidates as follows:

No.	<i>A Candidate Proposed by (a) Shareholder(s) for Including into the Voter List for Electing into the Internal Audit Commission of the Company</i>	<i>Position, Place of Work of a Candidate Proposed by the Shareholder(s) for Including to the Voter List for Electing into the Internal Audit Commission of the Company</i>
1.	Nataliya Nikolayevna Annikova	Member of the Internal Audit Commission of Public Joint-Stock Company Federal Hydrogeneration Company – RusHydro
2.	Andrey Vladimirovich Gabov	Department Deputy Director, Ministry of Economic Development of the Russian Federation
3.	Tatyana Valentinovna Zobkova	Department Deputy Director, Minenergo of Russia
4.	Yakub Hadzhimuratovich Malsagov	Department Chief Specialist-Expert, Russian Federal Agency for State Property Management
5.	Igor Nikolayevich Repin	Deputy Executive Director of Professional Investors' Association

**Item 2. On considering the Company Shareholders' proposals as to putting items on the agenda of Annual General Meeting of RusHydro Shareholders.**

**Resolution adopted:**

Accept the proposal of the Russian Federation as the Company Shareholder, represented by the Federal Agency for State Property Management (holder of 61.73% of RusHydro voting shares), as received by RusHydro within the time limit set by the RusHydro Board of Directors' Resolution dated August 20, 2020 (Minutes No. 313 dated August 24, 2020), to put on the agenda of the Annual General Meeting of Shareholders on the 2019 results, the items as follows:

No.	Item wording as proposed by the shareholder	Resolution wording as proposed by the shareholder
1.	Approval of the Company annual report	None
2.	Approval of the Company annual accounting (financial) statements	None
3.	Approval of distribution of the Company profit as of year-end of 2019	None
4.	On the amounts, due dates and forms of dividend payment on the basis of performance for 2019, and on fixing the date of record for dividends	None
5.	On payment of remuneration for working in the incumbent Board of Directors to the Company Board of Directors	None

	Members other than public servants, in the amount stipulated by the Company internal documents	
6.	On payment of remuneration for working in the incumbent to the Company Internal Audit Commission Members other than public servants, in the amount stipulated by the Company internal documents	None
7.	Electing into the Board of Directors of the Company	None
8.	Electing into the Internal Audit Commission of the Company	None
9.	Approval as to the Company Auditor	None

### **Item 3. On Approving the Agenda of the Annual General Meeting of Company Shareholders.**

#### **Resolution adopted:**

Approve the agenda of the Annual General Meeting of Company Shareholders to be held on the 2019 results, as follows:

1. Approval of the Company annual report for 2019.
2. Approval of the Company annual accounting (financial) statements as of year-end of 2019.
3. Approval of distribution of the Company profit as of year-end of 2019.
4. On the amounts, due dates and forms of dividend payment on the basis of performance for 2019, and on fixing the date of record for the dividends.
5. On payment of remuneration for working in the incumbent Board of Directors to the Company Board of Directors Members other than public servants, in the amount stipulated by the Company internal documents.
6. On payment of remuneration for working in the incumbent to the Company Internal Audit Commission Members other than public servants, in the amount stipulated by the Company internal documents.
7. Electing into the Board of Directors of the Company.
8. Electing into the Internal Audit Commission of the Company.
9. Approval as to the Company Auditor.
10. Approval of the redrafted RusHydro Articles of Association.
11. Approval of the redrafted Regulation on the Convening and Holding of the RusHydro General Shareholders Meeting.
12. Approval of the redrafted Regulation on the Convening and Holding Meetings of the RusHydro Board of Directors.
13. Approval of the redrafted Regulation on the RusHydro Management Board.
14. Approval of the redrafted Regulation on Remunerations and Compensations to the RusHydro Internal Audit Commission Members.

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**Item 4. On Recommendations to the Annual General Meeting of Company Shareholders as to: Approval of distribution of the Company profit as of year-end of 2019.**

**Resolution adopted:**

Approve preliminarily, and recommend the Annual General Meeting of Company Shareholders to approve, the distribution of the Company profit as of year-end 2019 as follows:

	(mln RUB)
Retained earnings (losses) for the reporting period	38,644.8
Distribute to: Reserve Fund	1,932.2
Company Development	21,038.6
Dividends	15,674.0

**Item 5. On Recommendations to the Annual General Meeting of Company Shareholders as to: On the amounts, due dates and forms of dividend payment on the basis of performance for 2019, and on fixing the date of record for the dividends.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Pay dividends on the Company ordinary shares based on the 2019 results, in the amount of RUB 0.03568039 per share.

Dividend payment form: money.

Fix October 10, 2020 (the 10<sup>th</sup> day as from the dividend payment resolution adopting date) as the date of record for dividends.

For a nominee holder, and a trustee being a professional securities market participant, registered in the Company shareholders' register, the dividend payment period should not exceed 10 (ten) business days, and for other persons registered in the Company shareholders' register — 25 (twenty five) business days from the date of record for dividends.

**Item 6. On Recommendations to the Annual General Meeting of Company Shareholders as to: On payment of remuneration for working in the incumbent Board of Directors to the Company Board of Directors Members other than public servants, in the amount stipulated by the Company internal documents.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Pay remuneration to the members of the Board of Directors of the Company on the basis of their work in the Board of Directors for the period from June 28, 2019 through September 30, 2020 in the amount, in manner, and within the period specified by the

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Regulation on Payment of Remunerations and Compensations to the Members of the Board of Directors of RusHydro approved by the resolution of the annual General Meeting of Shareholders of the Company dated June 28, 2019 (Minutes No. 18 dated July 02, 2019).

**Item 7. On Recommendations to the Annual General Meeting of Company Shareholders as to: On payment of remuneration for working in the incumbent to the Company Internal Audit Commission Members other than public servants, in the amount stipulated by the Company internal documents.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Pay remuneration to the members of the Internal Audit Commission of the Company based on their work in the Internal Audit Commission for the period from June 28, 2019 through September 30, 2020, in the amount, in the manner, and within the period specified by the Regulation on Payment of Remunerations and Compensations to the Members of the Internal Audit Commission of RusHydro approved by the resolution of the Annual General Meeting of Shareholders of the Company dated June 26, 2017 (Minutes No. 16 dated June 27, 2017).

**Item 8. On Recommendations to the Annual General Meeting of Company Shareholders as to: Approval as to the Company Auditor.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Approve Joint-Stock Company PricewaterhouseCoopers Audit (PSRN 1027700148431) as the Company Auditor.

**Item 9. On Recommendations to the Annual General Meeting of Company Shareholders as to: Approval of the redrafted RusHydro Articles of Association.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Approve the redrafted RusHydro Articles of Association in accordance with the RusHydro draft Articles of Association included into the materials for the Meeting, available on the RusHydro corporate Internet site [www.rushydro.ru](http://www.rushydro.ru)\*.

**Item 10. On Recommendations to the Annual General Meeting of Company Shareholders as to: Approval of the redrafted Regulation on the Convening and Holding of the RusHydro General Shareholders Meeting.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

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Approve the redrafted Regulation on the Convening and Holding of the RusHydro General Shareholders Meeting in accordance with the RusHydro draft Regulation on the Convening and Holding of the RusHydro General Shareholders Meeting included into the materials for the Meeting, available on the RusHydro corporate Internet site [www.rushydro.ru](http://www.rushydro.ru)\*.

**Item 11. On Recommendations to the Annual General Meeting of Company Shareholders as to: Approval of the redrafted Regulation on the Convening and Holding Meetings of the RusHydro Board of Directors.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Approve the redrafted Regulation on the Convening and Holding of the RusHydro Board of Directors Meetings in accordance with the RusHydro draft Regulation on the Convening and Holding of the RusHydro Board of Directors Meetings included into the materials for the Meeting, available on the RusHydro corporate Internet site [www.rushydro.ru](http://www.rushydro.ru)\*.

**Item 12. On Recommendations to the Annual General Meeting of Company Shareholders as to: Approval of the redrafted Regulation on the RusHydro Management Board.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Approve the redrafted Regulation on the RusHydro Management Board in accordance with the draft Regulation on the RusHydro Management Board included into the materials for the Meeting, available on the RusHydro corporate Internet site [www.rushydro.ru](http://www.rushydro.ru)\*.

**Item 13. On Recommendations to the Annual General Meeting of Company Shareholders as to: “Approval of the redrafted Regulation on Remunerations and Compensations to the RusHydro Internal Audit Commission Members”.**

**Resolution adopted:**

Recommend the Annual General Meeting of Company Shareholders to adopt the resolution as follows:

Approve the redrafted Regulation on Remunerations and Compensations to the RusHydro Internal Audit Commission Members in accordance with the draft Regulation on Remunerations and Compensations to the RusHydro Internal Audit Commission Members included into the materials for the Meeting, available on the RusHydro corporate Internet site [www.rushydro.ru](http://www.rushydro.ru)\*.

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**Item 14. On Recognizing Candidates to the Company Board of Directors as Independent.****Resolution adopted:**

1. Pursuant to the recommendations of the HR and Remunerations (Nominations) Committee under the Board of Directors of the Company (Minutes No. 102 dated September 01, 2020), take information in consideration on the results of assessment of the compliance of the Board Members (candidates to the Board of Directors of the Company to be elected at the Annual General Meeting of Shareholders in 2020) with the independence criteria provided for in Appendix 4 to Moscow Exchange PJSC Listing Rules\*\* (hereinafter, “the Listing Rules”).

\*\*Approved by the Moscow Exchange Supervisory Board on January 21, 2020 (Minutes No. 18).

2. In accordance with Clause 2 of Section 2.18, Appendix 2, and Appendix 4 to the Listing Rules, recognize:

Vyacheslav Viktorovich Pivovarov as an independent candidate to the Board of Directors of the Company to be elected at the Annual General Meeting of Shareholders in 2020 on the grounds specified in Schedule No. 1 to the Minutes\*\*\*.

In accordance with Clause 2 of Section 2.18, Appendix 2, and Appendix 4, to the Listing Rules, recognize:

Maksim Sergeyeovich Bystrov as an independent candidate to the Board of Directors of the Company to be elected at the Annual General Meeting of Shareholders in 2020 on the grounds specified in Schedule No. 2 to the Minutes\*\*\*\*.

\*\*\* Schedule No. 1 to the Minutes

Having assessed the compliance of V. V. Pivovarov, a member of the Board of Directors of the Company / candidate to the Board of Directors of the Company to be elected at the Annual General Meeting of Shareholders in 2020, with the criteria for determining the independency of the Board members, as envisaged by Appendix 4 to the Listing Rules, the HR and Remunerations (Nominations) Committee (Minutes No. 102 dated September 01, 2020) established that V. V. Pivovarov is not a party related to:

- any substantial Company shareholder;
- any substantial counterparty or competitor of the Company;
- a state (the Russian Federation, a Russian Federation constituent entity) or a municipal entity.

According to results of the assessment performed, a criterion of being related to the Company was revealed for V. V. Pivovarov, since V. V. Pivovarov has been holding a position with the Board of Directors of the Company as of April 28, 2020 over 7, but less than 12 years in the aggregate (7 full years).

The HR and Remunerations (Nominations) Committee under the Board of Directors of the Company established that the existing relation to the Company is of nominal nature, and recommended the Board of Directors of the Company to recognize V. V. Pivovarov as an Independent Director.

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V. V. Pivovarov's relatedness to the Company is of a formal nature and cannot affect his ability to form unbiased and independent opinions as to the agenda items considered by the Board of Directors and act for the benefit of the Company and all shareholders thereof due to the reasons as follows:

- Pursuant to Order No. 804-r dated March 30, 2020 of the Russian Government, V. V. Pivovarov was nominated to Board Members as an Independent Director, thereby there is no duty for V. V. Pivovarov to vote in pursuance of the Russian Government directives, if elected into the Board of Directors in 2020 (Clause 16 of Regulation No. 738 of the Government of the Russian Federation dated December 03, 2004);

- throughout the period of filling the Board Member vacancy, V. V. Pivovarov has been involved actively in the activities of the Board of Directors of the Company – in 2019, he was participating in the absolute majority of meetings held by the Board of Directors (19 of 20 meetings in 2019) and Committees under the Board of Directors of the Company (for the Audit Committee, 19 of 21 meetings; for the HR and Remunerations (Nominations) Committee, 15 of 15 meetings; for the Strategy Committee, 12 of 12 meetings; for the Investment Committee, 8 of 9 meetings);

- V. V. Pivovarov track record with the Company Board of Directors and Committees in 2013 – 2019 has been demonstrating his ability to provide independent, unbiased and fair judgments, since the V. V. Pivovarov's stance as to the agenda items of meetings of the Board of Directors and Committees under the Board of Directors has been based on his professional expertise and experience, has been rational and independent, and the nature of resolutions adopted by V. V. Pivovarov previously and at present allow coming to a conclusion that, having his relatedness to the Company established formally, V. V. Pivovarov has acted and keeps acting for the benefit of the Company and all shareholders thereof;

- since 2015, V. V. Pivovarov has been sitting on the HR and Remuneration (Nominations) Committee (as its Chairman now), as well as on the Audit Committee under the Board of Directors of the Company. From 2013 through 2019, he also was sitting on the Board of Directors of the Company and other Committees under the Board of Directors of the Company. The long period of V. V. Pivovarov's working with the Board of Directors of the Company, HR and Remunerations (Nominations) Committee and Audit Committee under the Board of Directors, is an advantage for the Company, since V. V. Pivovarov has the necessary many years' professional experience in preparing, analyzing, assessing and auditing accounting (financial) statements, as well as extensive knowledge of the Company business, which facilitate and enhance the performance of the Board of Directors of the Company and the Committees thereunder;

- In May 2020, V. V. Pivovarov signed a Declaration of a Board Member / a Candidate to the Board of Directors of the Company Recognized as Independent, in the form recommended by Moscow Exchange.

V. V. Pivovarov has the sterling both business and personal reputation and also has skills, experience and vital professional expertise in the financial, managerial and

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economic areas, as needed for adopting independent resolutions falling within the scope of the Board of Directors of the Company and required for the effective exercise of his functions and allowing him, inter alia, to participate in the operation of a range of committees under the Board of Directors of the Company.

\*\*\*\* Schedule No. 2 to the Minutes

Having assessed the compliance of M. S. Bystrov, a member of the Board of Directors of the Company / candidate to the Board of Directors of the Company to be elected at the Annual General Meeting of Shareholders in 2020, with the criteria for determining the independency of the Board members, as envisaged by Appendix 4 to the Listing Rules, the HR and Remunerations (Nominations) Committee (Minutes No. 102 dated September 01, 2020) established that M. S. Bystrov is not a party related to:

- Company competitors;
- a state (the Russian Federation, a Russian Federation constituent entity) or a municipal entity.

According to the assessment results, for M. S. Bystrov, a criteria were revealed of being related to:

- the Company substantial counterparties: ATS JSC, SO UES JSC, CFR JSC, Market Council TC ANO<sup>1</sup>, Karachaevo-Cherkesskenenergo JSC, Kabbalkenergo JSC<sup>2</sup>, UES Research Center JSC<sup>3</sup>, since the amount of obligations under contracts between the Company and each of the counterparties abovementioned exceed 2% of the book value of assets, and 2% of revenues, of each counterparty;

- a substantial Company shareholder – the Russian Federation<sup>4</sup>, as M. S. Bystrov is a Board Member at more than two organizations controlled by the Russian Federation, namely Rosseti PJSC, SO UES JSC, and RusHydro;

- the Company – M. S. Bystrov has been a Member of the Board of Directors of the Company since 2013, i.e. the period of his holding the Board Member position as of June 28, 2020 amounted to over 7, but less than 12 years (7 full years).

The HR and Remunerations (Nominations) Committee under the Board of Directors of the Company established that the existing relation to the Company, its substantial counterparties and its substantial shareholder, is of nominal nature, and recommended the Board of Directors of the Company to recognize M. S. Bystrov as an Independent Director. M. S. Bystrov's relatedness to the Company substantial counterparties: ATS JSC, SO UES JSC, CFR JSC, Market Council TC ANO, Karachaevo-Cherkesskenenergo JSC, Kabbalkenergo JSC, UES Research Center JSC, and with the Company substantial shareholder is of nominal nature and cannot affect his ability to form unbiased and independent opinions as to the agenda items considered by the Board of Directors and act for the benefit of the Company and all shareholders thereof, due to the reasons as follows:

- Pursuant to Order No. 804-r dated March 30, 2020 of the Government of the Russian Federation (hereinafter, the Russian Government), M. S. Bystrov was

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nominated, by the Russian Federation, to the Company Board Members as an Independent Director, thereby there is no duty for M. S. Bystrov to vote in pursuance of the Russian Government directives, if elected into the Board of Directors in 2020 (Clause 16 of Regulation No. 738 of the Government of the Russian Federation dated December 03, 2004);

- ATS JSC<sup>5</sup> (Wholesale Electricity and Capacity Market Trading System Administrator Joint Stock Company) is a wholesale electricity and capacity market (hereinafter, the wholesale market) commercial operator, and renders services, to the Company, in the sphere of arranging electricity and capacity trading at the wholesale market, as prescribed by Article 33, Clause 7 of Federal Law No. 35-FZ dated March 26, 2003, “On Electric Power Industry” (hereinafter, the Russian Federal Law on the Electric Power Industry), under the Contract for Joining the Wholesale Market Trading System. The Contract terms and conditions are and shall be binding for the parties. Commercial relations between the Company and ATS JSC are based on the principle of non-discriminatory access to the services providable by the wholesale market commercial infrastructure organizations (Article 20 of the Russian Federal Law on the Electric Power Industry) and the principle of the state regulation of tariffs for the wholesale market commercial operator’s services (Article 23.1 of the Russian Federal Law on the Electric Power Industry);

- SO UES JSC (System Operator of the Unified Energy System Joint-Stock Company) renders services, to the Company, in the operational dispatch management in the electric power industry owing to its system operator’s status assigned thereto by Article 12, Clause 1, of the Russian Federal Law on the Electric Power Industry, under the Contract for Joining the Wholesale Market Trading System. Commercial relations between the Company and SO UES JSC are based on the principle of non-discriminatory access to the operational dispatch management in the electric power industry (Article 20, Clause 6, of the Russian Federal Law on the Electric Power Industry) and the principle of the state regulation of tariffs for the operational dispatch management services (Article 23.1 of the Russian Federal Law on the Electric Power Industry);

- CFR JSC (Center of Financial Settlements Joint-Stock Company) is a Russian Federation wholesale electricity and capacity market commercial infrastructure organization that ensures functioning of the wholesale market contractual structure and the system of financial settlements between the market participants, and renders services, to the Company, in estimating requirements and liabilities under the Contract for Joining the Wholesale Market Trading System. The Contract was executed in pursuance of Article 32, Clause 1, of the Russian Federal Law on the Electric Power Industry, and Clause 40 of Rules of the Wholesale Electricity and Capacity Market as approved by the Russian Government Regulation No. 1172 dated December 27, 2010).

Commercial relations between the Company and CFR JSC are based on the principle of non-discriminatory access to the services providable by the wholesale market commercial infrastructure organizations (Article 20 of the Russian Federal Law on the Electric Power Industry). The amount of payment for the CFR JSC complex

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service, the same for all counterparties, is and shall be as approved by the NP Market Council Association Supervisory Board;

- Market Council TC ANO (NP Market Council Training Center Continuing Professional Education Autonomous Non-Commercial Organization) established under NP Market Council Association, a wholesale and retail electricity and capacity trading infrastructural organization, renders services, to the Company, in educating and training specialists in the sphere of arranging effective wholesale and retail electricity and capacity trading system.

Whereas wholesale market regulations, as approved by the NP Market Council Association Supervisory Board, change regularly, for the purposes of maintaining high level of knowledge in the area of wholesale market procedures and obtaining information on the wholesale market actual and planned changes, the Company employees must be trained at the original source of the changes, namely at Market Council TC ANO. Contracts for education and training, between the Company and Market Council TC ANO, are concluded on an arm's length basis;

- Karachaevo-Cherkesskenergo JSC and Kabbalkenergo JSC are the only guaranteed supply companies in the territory where they operate, that acquire energy resources at the wholesale market and sale them to any offtaker having addressed them, by entering into public contracts with the latter. Under the contracts, Karachaevo-Cherkesskenergo JSC and Kabbalkenergo JSC sell electric power to the Company for business and administrative needs thereof. The payment is made at the price \_\_\_\_\_ and \_\_\_\_\_ (or) pursuant to the price determination procedure fixed as per the provisions, as in force on the payment date, of Federal Laws, other regulations, as well as acts adopted by the authorized \_\_\_\_\_ bodies in the sphere of state regulation of tariffs;

- UES Research Center JSC is a multi-purpose electric power research center and the leading industry scientific organization engaged in the area of DC and AC electricity transmission systems and power lines, UES backbone network development and inter-state electrical communications; in addition, this is the only organization able to render such services, and there is no equivalent substitution thereto in the market. The contracts between the Company and UES Research Center JSC were executed for the purposes of implementing measures of accident rate reduction at the industrial sites specified in a range of binding documents.

Selecting such counterparties was stipulated by unbiased factors such as a unique status of the counterparties at a particular market, and peculiarity of the electricity and capacity market structure; part of the contractual terms and conditions are governable by the RF Government acts. Therefore, concluding such contracts has no relation to M. S. Bystrov's being Member of the Board of Directors of the Company.

M. S. Bystrov's relatedness to the Company, which appeared in June 2020, is of nominal nature and exerts no influence on his ability to form unbiased and independent

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opinions as to the agenda items considered by the Board of Directors and act for the benefit of the Company and all shareholders thereof, due to the reasons as follows:

- since 2015, M. S. Bystrov has been sitting on the Audit Committee under the Board of Directors of the Company and, since 2019, acting as the Chairman thereof; from 2015 through 2019, he was sitting on the HR and Remunerations (Nominations) Committee under the Board of Directors of the Company. From 2013 through 2019, he has also been sitting on other Committees under the Board of Directors of the Company. The long period of M. S. Bystrov's work with the Board of Directors of the Company, HR and Remunerations (Nominations) Committee and Audit Committee under the Board of Directors is of advantage for the Company, since M. S. Bystrov has the necessary many years' professional experience in electric power industry, investments, economy and finance, and extensive knowledge of the Company business, which facilitate and enhance the performance of the Board of Directors of the Company and the Committees thereunder;

- In May 2020, M. S. Bystrov signed a Declaration of a Board Member / a Candidate to the Board of Directors of the Company Recognized as Independent, in the form recommended by Moscow Exchange.

- throughout the period of filling the Board Member vacancy, M. S. Bystrov has been involved actively in the activities of the Board of Directors of the Company – in 2019, he participated in the absolute majority of meetings held by the Board of Directors (17 of 20 meetings in 2019) and Committees under the Board of Directors of the Company (for the Audit Committee, 21 of 21 meetings; for the HR and Remunerations (Nominations) Committee, 9 of 15 meetings; for the Investment Committee, 6 of 9 meetings);

- M. S. Bystrov's track record with the Company Board of Directors and Committees in 2013 – 2019 has been demonstrating his ability to provide independent, unbiased and fair judgments, since the M. S. Bystrov's stance as to the agenda items of meetings of the Board of Directors and Committees under the Board of Directors has been based on his professional expertise and experience, has been rational and independent, and the nature of resolutions adopted by M. S. Bystrov previously and at present allow coming to a conclusion that, having his relatedness to the Company occurred, M. S. Bystrov has acted and keeps acting for the benefit of the Company and all shareholders thereof;

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<sup>1</sup>M. S. Bystrov is the SO UES JSC Board member, as well as the ATS JSC Management Board Chairman and Member of the Board of Directors, and the Management Board Chairman and Supervisory Board Member at NP Market Council Association. CFR JSC (through ATS JSC) and Market Council TC ANO, are controlled entities of NP Market Council Association.

<sup>2</sup> Karachaevo-Cherkesskenergo JSC and Kabbalkenergo JSC are controlled entities of Rosseti PJSC, the Board of Directors whereof includes M. S. Bystrov.

<sup>3</sup> SO UES JSC is a controlled entity of UES Research Center JSC, the Board of Directors whereof includes M. S. Bystrov.

<sup>4</sup> 61.73% of the RusHydro ordinary shares are owned by the Russian Federation represented by the Federal Agency for State Property Management, and 12.95% of the RusHydro ordinary shares are owned by VTB Bank (PJSC) which is also controlled by the Russian Federation. The data are given subject to outstanding shares of the additional issue No. 1-01-55038-E-043D dated August 27, 2018.

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<sup>5</sup> By the decision of the NP Market Council Association Supervisory Board (previous name – NP ATS) dated November 30, 2007, since April 01, 2008, ATS JSC has been charged with performing functions of the wholesale market commercial operator regarded, under Article 33, Clause 1 of the Russian Federal Law on the Electric Power Industry, as a wholesale market commercial infrastructure organization.

**Item 15. On the Matters Related to Convening, Preparing and Holding the Annual General Meeting of Company Shareholders.**

**Resolution adopted:**

1. Establish the information (materials) to be provided to persons having the right to take part in the Annual General Meeting of Shareholders of RusHydro (hereinafter referred to as the Meeting) to be as follows:

the Company's Annual Report for 2019, and a report by the Internal Audit Commission of the Company based on the results of review thereof;

the Annual Accounting (Financial) Statements for 2019, including an Auditor's Report and a report by the Internal Audit Commission of the Company, based on the results of review thereof;

rationalization of the proposed net profit distribution and assessment of its compliance with the dividend policy adopted at the Company, including to the dividend payment and the Company's auxiliaries, with explanations and economic rationalization of the need to allocate a certain part of the net profit to the auxiliaries;

information on shareholder agreements concluded from June 28, 2019 to September 30, 2020;

report on interested party transactions concluded by the Company in 2019, and a report by the Internal Audit Commission of the Company as to the reliability of the data contained in the above report;

recommendations (stance) of the Board of Directors of the Company concerning an agenda for the Annual General Meeting of Company Shareholders as well as minority opinions of the Board Members as to each agenda item;

information on proposals as to putting items to the agenda of the Annual General Meeting of Shareholders, including information on the persons having proposed each of the items included in the Meeting Agenda;

abstracts of minutes of the Audit Committee under the Board of Directors of the Company, Investment Committee under the Board of Directors of the Company, and HR and Remuneration Committee under the Board of Directors of the Company, concerning the corresponding items considered by the Meeting;

details of candidates to the Board of Directors of the Company, including information on persons the having nominated these candidates, as well as information as per Clause 8 of Schedule 3 to the Regulation on the Information Policy of RusHydro;

details of candidates to the Internal Audit Commission of the Company, including information on the persons having nominated these candidates;

information as to the presence or absence of written consents of the candidates nominated for election into the Board of Directors and the Internal Audit Commission, for being elected into a corresponding body of the Company;

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details of the candidacy of the Company Auditor, including information as per Sub-Clause 2 of Clause 3, Schedule 3 to the Regulation on the Information Policy of RusHydro;

Articles of Association of the Company;

draft redrafted Articles of Association of the Company;

comparative table of amendments to be made to the Company Articles of Association, with rationalization of the need to have the corresponding resolutions adopted;

Regulation on the Convening and Holding of the General Meeting of Shareholders of the Company as amended, and a draft redrafted said Regulation;

comparative table of amendments to be made to the Regulation on the Convening and Holding of the General Meeting of Shareholders of the Company, with rationalization of the need to have the corresponding regulations adopted;

Regulation on the Convening and Holding of the Meeting of the Board of Directors of the Company as amended, and a draft redrafted said Regulation;

comparative table of amendments to be made to the Regulation on the Convening and Holding of the Meeting of the Board of Directors of the Company, with rationalization of the need to have the corresponding regulations adopted;

Regulation for the Management Board as amended, and a draft redrafted said Regulation;

comparative table of amendments to be made to the Regulation for the Management Board, with rationalization of the need to have the corresponding resolutions adopted;

Regulation on Remunerations and Compensations to the Members of the Internal Audit Commission of the Company as amended, and a draft redrafted said Regulation;

comparative table of amendments to be made to the Regulation on Remunerations and Compensations to the Members of the Internal Audit Commission of the Company, with rationalization of the need to have the corresponding resolutions adopted;

explanation of potential consequences for the Company and its shareholders in case of having adopted the amendments to the Company Articles of Association and internal documents;

information on the corporate activities that have the dividend rights of the shareholders impaired and (or) their shares diluted, details of the judicial orders having established the episodes of the shareholders' use of ways, other than dividends and disposal value, to generate income at the Company's expense;

internal auditing report;

draft resolutions of the Meeting, as to the agenda items.

Establish that the persons entitled to take part in the Meeting shall be able to familiarize themselves with the information (materials) for the Meeting within 20 days prior to the Meeting date, at:

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- 7 Malaya Dmitrovka Street, Moscow (on business days, from 10:00 to 17:00, local time), tel.: 8-800-333-80-00, ext. 1969; 2204;

- 23/10 Pravdy Street, Moscow, JSC VTB Registrar (on business days, from 10:00 to 17:00, local time), tel.: 8 (800) 200-61-12 (toll-free call, if in Russia);

- 43/1 Dubrovinskogo Street, Krasnoyarsk (on business days, from 10:00 to 17:00, local time), tel.: 8-913-031-71-04;

- on the Company's website: [www.rushydro.ru](http://www.rushydro.ru), as well as in the Shareholder's Personal Account on the Registrar's website: <http://www.vtbreg.ru>, in the Quorum mobile application (for IOS and Android) developed by the Registrar, in the shareholder's online E-voting account: <https://www.e-vote.ru/ru>.

Approve the form and wording of a Meeting notice (Schedule No. 3 to the Minutes).

Post the Meeting notice on the Company's website [www.rushydro.ru](http://www.rushydro.ru) not later than 21 days prior to the Meeting date.

Establish that both the Meeting notice and the information (materials) for the Meeting shall be sent electronically (as electronic documents) to the Company's Registrar in order to be later communicated to the persons entitled to take part in the Meeting, as per the Russian Federation legislation governing securities.

Approve the form and wording of a voting ballot for the Annual General Meeting of Company Shareholders (Schedule No. 4 to the Minutes).

Establish that the Meeting agenda voting ballots shall be sent as a registered letter or delivered against receipt to each person specified in the Company register of shareholders and entitled to take part in the Meeting not later than on September 09, 2020 (inclusive).

Should the Company register of shareholders contain an e-mail of a person specified in the register of shareholders, a voting ballot shall be sent additionally, as an electronic message, to the e-mail of such a person specified in the Company register of shareholders.

Approve the wordings of the resolutions, as to the Meeting agenda items, to be sent electronically (as electronic documents) to the nominee shareholders specified in the Company register of shareholders (Schedule No. 5 to the Minutes).

Establish that the wordings of the resolutions as to the Meeting agenda items, along with the voting ballots, shall be delivered to the Company Registrar to be later sent electronically (as electronic documents) to the nominee shareholders specified in the Company register of shareholders not later than on September 09, 2020 (inclusive).

Establish that the filled-up voting ballots may be sent at the postal address as follows:

- POB 54, Moscow, 127137, JSC VTB Registrar.

Establish the Internet sites where voting ballots may be remotely registered and filled up, to be as follows: <http://www.vtbreg.ru>; <https://www.e-vote.ru/ru>, and the Quorum mobile application (for IOS and Android) developed by the Registrar.

Elect Natalia Gennadyevna Kovaleva as the Secretary of the Meeting.

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Ensure, due to impossibility of arranging a video broadcasting, a range of communications with shareholders, concerning the Annual General Meeting of Shareholders and summarizing its results on the corporate website.

\*the expression "materials for the Meeting" shall mean information (materials) to be provided to persons entitled to participate in the annual General Meeting of Company Shareholders on the results of 2019, when preparing for the Meeting

### **About RusHydro**

RusHydro Group is the leading producer of renewable energy in Russia. It is Russia's largest generating company and is the fourth in the world with over 400 generating facilities. The Group's total electricity generation capacity including Boguchanskaya HPP is 38 GW.

### **For more information:**

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*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.*