

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 in absentia on September 30, 2020

Quorum of the General Meeting of Participants (Shareholders) of the Issuer:

Quorum on issues No. 1–6, 8–14 of the Agenda

Number of votes held by the persons included in the list of persons entitled to participate in the Meeting – 439,288,905,849

Number of votes corresponding to the voting shares of the Company determined with regard to the provisions of Clause 4.24 of the Regulations on the General Meetings of Shareholders (approved by Bank of Russia Regulation No. 660-P dated November 16, 2018) – 439,288,905,849

Number of votes held by persons participating in the Meeting – 384,789,260,949

A quorum on the given issues was reached.

Quorum on issue No. 7:

Number of cumulative votes held by the persons included in the list of persons entitled to participate in the Meeting – 5,710,755,776,037

Number of cumulative votes corresponding to the voting shares of the Company determined with regard to the provisions of Clause 4.24 of the Regulations on the General Meetings of Shareholders (approved by Bank of Russia Regulation No. 660-P dated November 16, 2018) – 5,710,755,776,037

Number of cumulative votes held by the persons participating in the Meeting – 5,002,259,990,437

A quorum on the given issue was reached.

Agenda of the Meeting:

- 1. Approval of the Company's Annual Report for 2019.**
- 2. Approval of the Company's 2019 Annual Accounting (Financial) Statements.**
- 3. Approval of the Company's profits distribution based on the results of 2019.**
- 4. On payment of dividends, the time and form of payment of dividends based on the results of operations in 2019, and establishment of the date as of which the persons entitled to dividends are determined.**
- 5. On payment of remuneration for work as a part of the Board of Directors to the members of the Board of Directors of the Company not employed by government agencies in the amount specified by the internal documents of the Company.**
- 6. On payment of remuneration for work as part of the Internal Audit Commission to the members of the Internal Audit Commission of the Company not employed by government agencies in the amount specified by the internal documents of the Company.**
- 7. Election of members of the Board of Directors of the Company.**
- 8. Election of members of the Internal Audit Commission of the Company.**
- 9. Approval of the Company's Auditor.**
- 10. Approval of the Company's Articles of Association in the new edition.**

11. Approval of the Regulation on the procedure for convening and holding a General Meeting of Shareholders of the Company in the new edition.

12. Approval of the Regulation on the procedure for convening and holding the meetings of the Board of Directors of the Company in the new edition.

13. Approval of the Regulation on the Company's Management Board in the new edition.

14. Approval of the Regulation on remunerations and compensations to the members of the Internal Audit Commission of the Company in the new edition.

Results of voting on the issues of the agenda of the General Meeting of Participants (Shareholders) of the Issuer on which a quorum was reached, and the formulations of decisions made by the General Meeting of Participants (Shareholders) of the Issuer on the given issues:

Item No. 1: Approval of the Company's Annual Report for 2019.

Number of votes cast for each of the voting options:

FOR – 384,747,961,903 (99.9893%)

AGAINST – 403,152 (0.0001%)

ABSTAINED – 12,271,919 (0.0032%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,623,975

Resolution adopted:

To approve the Company's Annual Report for 2019, which is a part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru.**

Item No. 2: Approval of the Company's 2019 annual accounting (financial) statements.

Number of votes cast for each of the voting options:

FOR – 384,752,229,422 (99.9904%)

AGAINST – 729,954 (0.0002%)

ABSTAINED – 7,907,859 (0.0020%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,393,714

Resolution adopted:

To approve the Annual Accounting (Financial) Statements of the Company, for 2019, which is a part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru.**

Item No. 3: Approval of the Company's profits distribution based on the results of 2019.

Number of votes cast for each of the voting options:

FOR – 384,737,310,870 (99.9865%)

AGAINST – 14,632,460 (0.0038%)

ABSTAINED – 9,070,321 (0.0024%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,247,298

Resolution adopted:

To approve the following distribution of profits of the Company based on the results of 2019:

	<i>(mln.RUB)</i>
<i>Retained earnings (loss) of the reporting period</i>	38,644.8
<i>To be distributed on: the Reserve Fund</i>	1,932.2
<i>Development of the Company</i>	21,038.6
<i>Dividends</i>	15,674.0

Item No. 4: On payment of dividends, the time and form of payment of dividends based on the results of operations in 2019, and establishment of the date as of which the persons entitled to dividends are determined.

Number of votes cast for each of the voting options:

FOR – 384,758,743,289 (99.9921%)

AGAINST – 2,866,835 (0.0007%)

ABSTAINED – 2,513,369 (0.0007%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 25,137,456

Resolution adopted:

To pay dividends on ordinary shares of the Company based on the results of 2019 in the amount of RUB 0.03568039 per one share.

Form of payment of dividends: monetary.

To establish October 10, 2020 (the 10th day from the date of the decision to pay dividends) as the date on which the persons entitled to receive dividends shall be determined.

The dividend payment period for a nominee holder or beneficial owner that is a securities market professional registered in the Company's shareholder register shall not exceed 10 business days, and for other persons registered in the Company's shareholder register it shall not exceed 25 business days from the date when the persons entitled to dividends are determined.

Item No. 5: On payment of remuneration for work as a part of the Board of Directors to the members of the Board of Directors of the Company not employed by government agencies in the amount specified by the internal documents of the Company.

Number of votes cast for each of the voting options:

FOR – 384,598,740,832 (99.9505%)

AGAINST – 118,972,535 (0.0309%)

ABSTAINED – 43,574,762 (0.0113%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 27,972,820

Resolution adopted:

To pay remuneration to the members of the Board of Directors based on their work in the Board of Directors during the period from June 28, 2019, to September 30, 2020, in the amount, as per the procedure, and within the term specified by the Resolution on the Payment of Remunerations and Compensations to the Members of the Board of Directors of RusHydro, approved by the decision of the Annual General Meeting of Shareholders of the Company, dated June 28, 2019 (Minutes No. 18 dated July 02, 2019).

Item No. 6: On payment of remuneration for work as part of the Internal Audit Commission to the members of the Internal Audit Commission of the Company not employed by government agencies in the amount specified by the internal documents of the Company.

Number of votes cast for each of the voting options:

FOR – 384,645,231,610 (99.9626%)

AGAINST – 79,610,166 (0.0207%)

ABSTAINED – 35,438,474 (0.0092%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,980,699

Resolution adopted:

To pay remuneration to the members of the Internal Audit Commission based on their work in the Internal Audit Commission during the period from June 28, 2019, to September 30, 2020, in the amount, as per the procedure, and within the term specified by the Resolution on Remunerations and Compensations to the Members of the Internal Audit Commission of RusHydro, approved by the decision of the Annual General Meeting of Shareholders of the Company, dated June 26, 2017 (Minutes No. 16 dated June 27, 2017).

Item No. 7: Election of the members of the Board of Directors of the Company.

Number of votes for cumulative voting cast for each candidate:

<i>No.</i>	<i>Full name of the candidate</i>	<i>Number of FOR votes (vote distribution by candidate)</i>
FOR: the distribution of votes by candidates		
1.	<i>Maksim Sergeevich Bystrov</i>	332,498,251,263
2.	<i>Pavel Sergeevich Grachev</i>	466,260,355,000
3.	<i>Alexey Vladimirovich Kozlov</i>	322,992,403,611
4.	<i>Lev Vladimirovich Kuznetsov</i>	468,635,300,846
5.	<i>Yuriy Vladislavovich Manevich</i>	332,008,224,968
6.	<i>Vyacheslav Viktorovich Pivovarov</i>	353,371,071,773
7.	<i>Michael Alekseyevich Rasstrigin</i>	268,895,028
8.	<i>George Ilyich Rizhinashvili</i>	304,063,404
9.	<i>Nikolay Dmitriyevich Rogalev</i>	333,614,580,330
10.	<i>Dmitry Nikolaevich Snesar</i>	332,046,621,354
11.	<i>Yuriy Petrovich Trutnev</i>	494,893,262,016
12.	<i>Natalia Olegovna Filippova</i>	323,013,728,704
13.	<i>Aleksey Olegovich Chekunkov</i>	332,009,971,575
14.	<i>Andrey Nikolayevich Shishkin</i>	400,425,666,422
15.	<i>Nikolay Grigoryevich Shulginov</i>	468,695,308,612

FOR– 4,961,037,704,906

AGAINST all candidates – 718,562,026

ABSTAINED on all candidates – 40,298,267,730.5

Number of cumulative votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 205,455,774.5

Resolution adopted:

To elect the following persons to the Board of Directors of RusHydro:

- 1. Yury Petrovich Trutnev**
- 2. Maksim Sergeevich Bystrov**
- 3. Pavel Sergeevich Grachev**
- 4. Alexey Vladimirovich Kozlov**
- 5. Lev Vladimirovich Kuznetsov**
- 6. Yuriy Vladislavovich Manevich**
- 7. Vyacheslav Viktorovich Pivovarov**
- 8. Nikolay Dmitriyevich Rogalev**
- 9. Dmitry Nikolaevich Snesar**
- 10. Natalia Olegovna Filippova**
- 11. Aleksey Olegovich Chekunkov**
- 12. Andrey Nikolayevich Shishkin**
- 13. Nikolay Grigoryevich Shulginov**

Item No. 8: Election of members of the Internal Audit Commission of the Company.

Number of votes cast for each of the voting options for each candidate:

Candidate: Natalya Nikolayevna Annikova

FOR – 384,658,297,695 (99.9660%)

AGAINST – 63,183,040 (0.0164%)

ABSTAINED – 36,141,974 (0.0094%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 31,638,240

Candidate: Andrey Vladimirovich Gabov

FOR – 384,648,866,446 (99.9635%)

AGAINST – 66,734,103 (0.0173%)

ABSTAINED – 41,127,516 (0.0107%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 32,532,884

Candidate: Tatyana Valentinovna Zobkova

FOR – 384,649,809,628 (99.9638%)

AGAINST – 65,247,811 (0.0169%)

ABSTAINED – 41,805,420 (0.0109%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 32,398,090

Candidate: Jakub Hadzimuratovich Malsagov

FOR – 384,644,605,815 (99.9624%)

AGAINST – 68,385,212 (0.0178%)

ABSTAINED – 43,566,816 (0.0113%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 32,703,106

Candidate: Igor Nikolayevich Repin

FOR – 384,635,517,355 (99.9600%)

AGAINST – 86,787,496 (0.0226%)

ABSTAINED – 35,214,995 (0.0092%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 31,741,103

Resolution adopted:

To elect the following members to the Company`s Internal Audit Commission:

- 1. Nataliya Nikolayevna Annikova**
- 2. Andrey Vladimirovich Gabov**
- 3. Tatyana Valentinovna Zobkova**
- 4. Jakub Hadzimuratovich Malsagov**
- 5. Igor Nikolayevich Repin**

Item No. 9: Approval of the Company's Auditor.

Number of votes cast for each of the voting options:

FOR – 384,685,258,933 (99.9730%)

AGAINST – 40,461,191 (0.0105%)

ABSTAINED – 33,555,834 (0.0087%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 29,984,991

Resolution adopted:

To approve Joint Stock Company PricewaterhouseCoopers Audit (OGRN 1027700148431) as the Auditor of the Company.

Item No. 10: Approval of the Company's Articles of Association in the new edition.

Number of votes cast for each of the voting options:

FOR – 384,712,050,234 (99.9799%)

AGAINST – 16,053,808 (0.0042%)

ABSTAINED – 31,649,797 (0.0082%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 29,507,110

Resolution adopted:

To approve the Articles of Association of PJSC RusHydro in the new edition, which is a part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru.**

Item No. 11: Approval of the Regulation on the procedure for convening and holding a General Meeting of Shareholders of the Company in the new edition.

Number of votes cast for each of the voting options:

FOR – 384,720,794,487 (96.9822%)

AGAINST – 10,538,338 (0.0028%)

ABSTAINED – 29,378,621 (0.0076%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,549,503

Resolution adopted:

To approve the Regulation on the procedure for convening and holding a General Meeting of Shareholders of PJSC RusHydro in the new edition, which is a

*part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru**.*

Item No. 12: Approval of the Regulation on the procedure for convening and holding the meetings of the Board of Directors of the Company in the new edition.

Number of votes cast for each of the voting options:

FOR – 384,713,252,868 (99.9803%)

AGAINST – 16,136,220 (0.0042%)

ABSTAINED – 31,334,415 (0.0081%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,537,446

Resolution adopted:

To approve the Regulation on the procedure for convening and holding the meetings of the Board of Directors of PJSC RusHydro in the new edition, which is a part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru**.

Item No. 13: Approval of the Regulation on the Company's Management Board in the new edition.

Number of votes cast for each of the voting options:

FOR – 384,708,488,053 (99.9790%)

AGAINST – 12,145,250 (0.0032%)

ABSTAINED – 40,380,380 (0.0105%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,247,266

Resolution adopted:

To approve the Regulation on the Management Board of PJSC RusHydro in the new edition, which is a part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru**.

Item No. 14: Approval of the Regulation on remunerations and compensations to the members of the Internal Audit Commission of the Company in the new edition.

Number of votes cast for each of the voting options:

FOR – 384,625,710,589.5 (99.9575%)

AGAINST – 87,957,896 (0.0229%)

ABSTAINED – 46,925,650.5 (0.0122%)

Number of votes that were not counted due to recognition of the respective ballots as null and void and on other grounds: 28,666,813

Resolution adopted:

To approve the Regulation on remunerations and compensations to the members of the Internal Audit Commission of PJSC RusHydro in the new edition, which is a part of the materials for the Meeting, posted on the RusHydro corporate website www.rushydro.ru**.

*****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 one of 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 38.0 GW.

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