

APPENDIX No.5 INFORMATION ON THE MEETINGS OF THE COMMITTEES UNDER THE BOARD OF DIRECTORS

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Date and No. of Minutes	Issue Discussed	Decisions Taken
Minutes of 04.02.2019 № 127	Review of the Report on Compliance of the Company with the requirements of the legislation of the Russian Federation on countering the unlawful use of insider information and market manipulation and of the Regulation of RusHydro on Insider Information for Q4 2018.	To approve the Report on Compliance of the Company with the requirements of the legislation of the Russian Federation on countering the unlawful use of insider information and market manipulation and of the Regulation of RusHydro on Insider Information for Q4 2018 (Appendix 1).
	Preliminary approval of the report on the results of the activity of the Audit Committee under the Board of Directors of the Company for H1 of the 2018–2019 corporate year.	To preliminarily approve the report on the results of the activity of the Audit Committee of the Board of Directors of the Company for H1 of the 2018–2019 corporate year.
Minutes of 18.02.2019 № 128	On recommendations for the Company's Board of Directors concerning approval of the Report on the Organization of Insurance Coverage of RusHydro in 2018.	To recommend the Company's Board of Directors to adopt the following resolution: To approve the Report on the Organization of Insurance Coverage of RusHydro in 2018 as per Appendix 2 to this resolution.
	On recommendations for the Company's Board of Directors concerning approval of transactions for the transfer of the Company's property to third parties free of charge.	To recommend the Company's Board of Directors to adopt the following resolutions: «1. To approve the conclusion of the Agreement on the Free Transfer (Donation) of Property (hereinafter, the "Agreement") under the following material terms and conditions: Parties to the Agreement: The Donor is the Company; The Donee is the Russian Federation, represented by the Interregional Territorial Directorate of the Federal Agency for State Property Management in Khabarovsk Krai and the Jewish Autonomous Region. Subject of the Agreement: The Donor shall transfer free of charge and the Donee shall accept in ownership the immovable and movable property of the

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		<p>hydrometeorological network in accordance with Appendix 1 and Appendix 2 to this draft resolution (hereinafter, the "Property") for the subsequent assignment of the operational management right to the Federal State Budgetary Institution Far East Hydrometeorology and Environmental Monitoring Department. Price (book value) of the Property (as of December 31, 2018): 20,674,861 (twenty million six hundred seventy-four thousand eight hundred and sixty-one) rubles and 28 kopeks.</p> <p>2. To approve the conclusion of the Agreement on the Free Transfer (Donation) of Property (hereinafter, the "Agreement") under the following material terms and conditions:</p> <p style="padding-left: 40px;">Parties to the Agreement: The Donor is the Company; The Donee is the village of Gimry in the Untsukul'sky District of the Republic of Dagestan, represented by the Administration of the Gimry Municipality of the Untsukul'sky District of the Republic of Dagestan.</p> <p style="padding-left: 40px;">Subject of the Agreement: The Donor shall transfer to the Donee free of charge and the Donee shall assume ownership over the real estate object ("Bridge" road transport structure) under cadastral number 05:35:000022:113, length of 113 m, located at Irganai HPP, Gimry, Untsukul'sky District, Republic of Dagestan, pursuant to Appendix 3 to this draft resolution (hereinafter, the "Property").</p> <p style="padding-left: 40px;">Price (book value) of the Property (as of December 31, 2018): 98,977,438 (ninety-eight million nine hundred seventy-seven thousand four hundred and thirty-eight) rubles and 26 kopeks.</p> <p>3. To approve the conclusion of the Agreement on the Free</p>

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		<p>Transfer (Donation) of Property (hereinafter, the "Agreement") under the following material terms and conditions:</p> <p>Parties to the Agreement: The Donor is the Company; The Donee is the Russian Federation, represented by the Territorial Directorate of the Federal Agency for State Property Management in Stavropol Krai.</p> <p>Subject of the Agreement: The Donor shall transfer free of charge and the Donee shall assume ownership over the real estate object ("Drop No. 1 with a dam" hydraulic structure) under cadastral number 26:15:000000:3586, length of 1,860 m, located 7,850 m southwest from the central part of Dvortsovskoye, Kochubeyevsky District, Stavropol Krai, in accordance with Appendix 4 to this draft resolution (hereinafter, the "Property") for further assignment of the operational management right to the Federal State Budgetary Institution Land Improvement and Agricultural Water Supply Directorate for Stavropol Krai.</p> <p>Price (book value) of the Property (as of December 31, 2018): 3,469,704 (three million four hundred sixty-nine thousand seven hundred and four) rubles and 54 kopeks.</p>
	<p>On recommendations for the Company's Board of Directors concerning approval of the Report on Implementation of the Company's Non-Core Asset Sale Plan for 2018.</p>	<p>To recommend the Company's Board of Directors to adopt the following resolution: To approve the Report on Implementation of the Non-Core Asset Sale Plan of RusHydro for 2018 in accordance with the Appendix to this resolution.</p>
	<p>On recommendations for the Company's Board of Directors concerning approval of the transaction for the free transfer of the Company's property.</p>	<p>1. To recommend the Company's Board of Directors to adopt the following resolution: To approve the conclusion of an agreement on making a</p>

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		<p>contribution to the property of Small HPPs of Altai JSC (hereinafter, the "Agreement") as a transaction to transfer the Company's property free of charge under the following material terms and conditions:</p> <p>Parties to the Agreement: RusHydro Small HPPs of Altai JSC</p> <p>Subject of the Agreement: Making a contribution (in cash) to the property of Small HPPs of Altai JSC.</p> <p>The contribution amount is 4,071,399 (four million seventy-one thousand three hundred and ninety-nine) rubles and 00 kopeks.</p> <p>Other terms and conditions of the Agreement: The contribution periods ends on February 25, 2019.</p> <p>2. For S.A. Kirov, Member of the Management Board, First Deputy General Director, and A.V. Kazachenkov, Member of the Management Board, First Deputy General Director, to ensure the required adjustments to the Company's budget in order to make a contribution in accordance with Clause 1 of this resolution.</p>
Minutes No. 129 of March 25, 2019	On recommendations to the Company's Board of Directors on the item: "Review of material matters for the Company: review of the results of on-site audits by the Russian Ministry of Energy in 2018 and follow-up on corrective actions as at December 31, 2018".	Recommend to the Company's Board of Directors to make the following decision: "Take under advisement the results of on-site audits by the Russian Ministry of Energy in 2018 and follow-up on corrective actions as at December 31, 2018, in accordance with the Appendices 1–10 hereto".
Minutes No. 130 of April 9, 2019	On approval of the Action Plan of the Audit Committee under the Board of Directors of RusHydro for 1H 2019.	Approve the Action Plan of the Audit Committee under the Board of Directors of RusHydro for 1H 2019 (Appendix 1).
	On review of the report on progress against the Action Plan for Implementing the Company's Comprehensive Program of Anti-Corruption Activities in 2018.	Take under advisement the report on progress against the Action Plan for Implementing the Company's Comprehensive Program of Anti-Corruption Activities in 2018.

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Minutes No. 131/85 of April 18, 2019	On review of the results of the corporate governance practice assessment and self-assessment of the Board of Directors' performance.	Take under advisement the results of the corporate governance practice assessment performed by the Internal Audit Service and recommendations on improving the Company's corporate governance in accordance with Appendix 1 hereto. Take under advisement the external assessment results and mark positive changes in the assessments by independent experts. Take under advisement the Report on self-assessment of the Board of Directors' performance and proposals on improvements in the Board of Directors' performance in accordance with Appendix 2 hereto.
Minutes No. 132 of April 30, 2019	On consideration of the Report on the Company's compliance with laws and regulations of the Russian Federation in terms of prevention of unauthorized use of insider information and market manipulation and RusHydro's Regulations on Insider Information in Q1 2019.	Approve the Report on the Company's compliance with laws and regulations of the Russian Federation in terms of prevention of unauthorized use of insider information and market manipulation and RusHydro's Regulations on Insider Information in Q1 2019 (Appendix 1).
	On progress against the schedule of RusHydro's control activities for Q4 2018.	Approve the report compiled by the Head of the Internal Audit Service on progress against the 2018 schedule of RusHydro's control activities in Q4 2018 (Appendix 2).
	On assessment of RusHydro's internal audit function for 2018.	Approve findings of the internal function assessment for 2018 in accordance with Appendix 1 hereto.
Minutes No. 133 of May 21, 2019	On recommendations to the Company's Board of Directors on the item: "Preliminary approval of RusHydro's annual report (including sustainability disclosures) for 2018".	Recommend to the Company's Board of Directors to make the following decision: "Pre-approve RusHydro's annual report (including sustainability disclosures) for 2018 in accordance with Appendix 1 hereto and submit it for approval by the Annual General Meeting of Shareholders".
	On opinion of the Internal Audit Commission issued after the audit of the Company in 2018.	Take under advisement opinion of the Internal Audit Commission issued after the audit of the Company in 2018.
	On recommendations to the Company's Board of Directors on the item: "Preliminary approval of the Company's annual financial (accounting) statements for 2018".	Recommend to the Company's Board of Directors to make the following decision: "Pre-approve the Company's annual financial (accounting)

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		statements for 2018".
	On the Report compiled by AO PwC Audit (the Company's Auditor) on the audit of PJSC RusHydro's RAS accounting statements for 2018.	Take under advisement the Report compiled by AO PwC Audit (the Company's Auditor) on the audit of PJSC RusHydro's RAS accounting statements for 2018.
	. On the Report compiled by AO PwC Audit (the Company's Auditor) on the audit of RusHydro Group's IFRS consolidated financial statements for the year ended December 31, 2018.	Take under advisement the Report compiled by AO PwC Audit on the audit of RusHydro Group's IFRS consolidated financial statements for the year ended December 31, 2018 (see attached).
	On opinion of the Company's Auditor issued after the audit of the Company's accounts for 2018 prepared under the Russian Accounting Standards.	Take under advisement the opinion issued by AO PricewaterhouseCoopers (the "Auditor") after the audit of the Company's accounts for 2018 prepared under the Russian Accounting Standards. Recommend that the Company's Board of Directors submit the opinion on the audit of the Company's accounts for 2018 to the Annual General Meeting of Shareholders.
	On assessment of the external audit efficiency in 2018.	Based on the assessment, recognise external audit for 2018 as efficient.
	On recommendations to the Company's Board of Directors on the item: "Recommendations to the Annual General Meeting of Shareholders regarding approval of the Company's auditor".	Recommend to the Company's Board of Directors to make the following decision: "Recommend to the Annual General Meeting of Shareholders to adopt the following resolution regarding approval of the Company's auditor: "Approve AO PricewaterhouseCoopers (OGRN 1027700148431) as PJSC RusHydro's auditor".
Minutes No. 134 of May 15, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of the report on progress against the Action Plan for the Disposal of Non-Core Assets of the Company in Q1 2019".	Recommend to the Company's Board of Directors to make the following decision: <ol style="list-style-type: none"> 1. "Approve the report on progress against the Action Plan for the Disposal of Non-Core Assets of the Company in Q1 2019. 2. Amend the Register of Non-Core Assets of the Company approved by the Company's Board of Directors on December 24, 2018 (Minutes No. 281) as follows: <ul style="list-style-type: none"> - exclude JSC HydroEngineering Siberia;

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	<p>On recommendations to the Company's Board of Directors on the item: "Approval of transactions entered into by the Company: approval of a transaction related to the gratuitous transfer of the Company's property to a third party".</p>	<p>- change the planned disposal procedure for the Construction Laboratory Building of the Concrete Facility and the Gallery Structure of the Concrete Facility from "gratuitous transfer" to "direct sale to Zagorskaya PSPP-2".</p> <p>Recommend to the Company's Board of Directors to make the following decision: "Approve the donation agreement entered into by JSC Ust-Srednekanskaya HPP, the Company's subsidiary, and related to the gratuitous transfer of property to the Magadan Region as follows:</p> <p style="padding-left: 40px;">Parties to the Agreement: JSC Ust-Srednekanskaya HPP as the Donor; the Magadan Region represented by the Department of Property and Land Relations of the Magadan Region as the Donee.</p> <p style="padding-left: 40px;">Subject matter of the Agreement: The Donor shall gratuitously transfer to the government and the Donee shall take into possession and provide for the state registration of the transferred right over the Infectious Disease Clinic of the Srednekanskaya Central District Hospital in the settlement of Seymchan with a capacity of 10 inpatient beds (purpose: non-residential, floor area: 1,548.6 sq m, number of floors: two, including one basement, address (location): 13A Yuzhnaya Street, Seymchan, Srednekansky District, Magadan Region, Russia, cadastral number 49:04:010103:2661, hererinafter the "Facility") as required by the applicable Russian laws. The Facility is owned by the Donor as confirmed by record in the Unified State Register of Immovable Property No. 49:04:010103:2661-49/009/2019-1 dated March 26, 2019. The Facility shall be transferred together with its equipment (laboratory, intensive care and X ray), furniture and inventories".</p>

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Minutes No. 135 of June 19, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of the Guidelines on RusHydro Group's Risk Appetite".	Recommend to the Company's Board of Directors to make the following decision: "Approve the Guidelines on RusHydro Group's Risk Appetite (see Appendix to the draft resolution)".
	On recommendations to the Company's Board of Directors on the item: "Approval of the Internal Control and Risk Management Policy of RusHydro Group".	Recommend to the Company's Board of Directors to make the following decision: "Approve the Internal Control and Risk Management Policy of RusHydro Group (see Appendix to the draft resolution). Invalidate the Internal Control and Risk Management Policy of PJSC RusHydro approved by resolution of the Board of Directors of PJSC RusHydro (Minutes No. 227 of November 16, 2015)".
	On recommendations to the Company's Board of Directors on the item: "Approval of the report on the operation and internal assessment of the internal control and risk management system".	Take under advisement the report on the operation and internal assessment of the internal control and risk management system. Recommend to the Company's Board of Directors to make the following decision: - Approve the report on the operation and internal assessment of the internal control and risk management system (see Appendix to the draft resolution). - Instruct the Company to develop an action plan based on the internal assessment of the internal control and risk management system in 2018.
	On preliminary approval of the report on performance of the Audit Committee of the Company's Board of Directors for the 2018-2019 corporate year.	Pre-approve the report on performance of the Audit Committee of the Company's Board of Directors for the 2018-2019 corporate year.
Minutes No. 136 of August 9, 2019	On appointment of the Audit Committee's secretary	Appoint Alexandra Pyatova, chief expert of the Internal Audit Service, as the secretary of the Audit Committee of the Company's Board of Directors.
	On review of efficiency improvement proposals based on the audit of the LTDP implementation in 2018.	<ol style="list-style-type: none"> 1. Approve efficiency improvement proposals based on the audit of the LTDP implementation in 2018 (Appendix 1 to the draft resolution). 2. Inform the Audit Committee of the Board

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		<p>of Directors about progress against the proposals specified in clause 1.</p> <p>Take under advisement the information about progress against efficiency improvement proposals based on the audit of the LTDP implementation in 2017 (Appendix 2 to the explanatory note).</p>
	<p>On consideration of the Report on the Company's compliance with laws and regulations of the Russian Federation in terms of prevention of unauthorized use of insider information and market manipulation and RusHydro's Regulations on Insider Information in Q2 2019.</p>	<p>Approve the Report on the Company's compliance with laws and regulations of the Russian Federation in terms of prevention of unauthorized use of insider information and market manipulation and RusHydro's Regulations on Insider Information in Q2 2019.</p>
	<p>On progress against the schedule of the Internal Audit Service's control activities for Q1 2019.</p>	<p>Approve the report compiled by the Head of the Internal Audit Service on progress against the 2019 schedule of RusHydro's control activities in Q1 2019 (Appendix 4).</p>
	<p>On recommendations to the Company's Board of Directors on approval of a transaction related to the gratuitous transfer of the Company's property to a third party.</p>	<p>Recommend to the Company's Board of Directors to make the following decision: "Approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (the "Agreement") on the following material terms and conditions:</p> <p>Parties to the Agreement: the Company as the Donor; the settlement of Zavolzhye, Gorodetsky Municipal District, Nizhny Novgorod Region as the Donee.</p> <p>Subject matter of the Agreement: The Donor shall gratuitously transfer and the Donee shall take into possession the pedestrian and cycling lane (cadastral number 52:15:0000000:1448, 545 m long, address: 14 Privokzalnaya Street, Zavolzhye, Gorodetsky District, Nizhny Novgorod Region, Russia, ownership record in the Unified State Register of Immovable Property No. 52:15:0000000:1448-52/110/2019-1 dated February 15, 2019) as a public space improvement facility.</p>

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	On recommendations to the Company's Board of Directors on the item: "Approval of the report on progress against the Action Plan for the Disposal of Non-Core Assets of the Company in Q2 2019."	Recommend to the Company's Board of Directors to make the following decisions: "1. Approve the report on progress against the Action Plan for the Disposal of Non-Core Assets of the Company in Q2 2019 in accordance with Appendix hereto. 2. Amend the Register of Non-Core Assets of the Company and the Action Plan for the Disposal of Non-Core Assets of the Company in Q4 2018 – 2019 approved by the Company's Board of Directors on December 24, 2018 (Minutes No. 281 of December 27, 2018) in accordance with Appendix hereto".
Minutes No. 137 of August 23, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of the Company's internal regulations: approval of the new version of RusHydro's Regulations on Insider Information".	Recommend to the Company's Board of Directors to make the following decision: "Approve the new version of RusHydro's Regulations on Insider Information (see Appendix 1 hereto)".
	On recommendations to the Company's Board of Directors on approval of a transaction related to the gratuitous transfer of the Company's property to a third party.	Recommend to the Company's Board of Directors to make the following decision: "1. Approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (the "Agreement") on the following material terms and conditions: Parties to the Agreement: the Company as the Donor; the Administration of the Priyutnensky Municipal District of the Republic of Kalmykia as the Donee. Subject matter of the Agreement: The Donor shall gratuitously transfer and the Donee shall take into possession the Kalmytskaya WPP assets under construction in accordance with Appendix 1 hereto. 2. Amend the Register of Non-Core Assets of the Company approved by the Company's Board of Directors on December 24, 2018 (Minutes No. 281 of December 27, 2018) in accordance with

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		Appendix 2 hereto".
Minutes No. 138 of September 20, 2019	On election of the Deputy Chairman of the Audit Committee.	Elect Vyacheslav Pivovarov as the Deputy Chairman of the Audit Committee under the Board of Directors of RusHydro.
	On approval of the Action Plan of the Audit Committee under the Board of Directors of RusHydro for 2H 2019.	Approve the Action Plan of the Audit Committee under the Board of Directors of RusHydro for 2H 2019 (Appendix 1).
Minutes No. 139 of September 23, 2019	On the Report compiled by AO PwC Audit (the Company's Auditor) on RusHydro Group's audit plan for 2019.	Take under advisement the Report compiled by AO PwC Audit on RusHydro Group's audit plan for 2019 (Appendix 1).
	On the Report compiled by AO PwC Audit (the Company's Auditor) on the results of the interim audit of PJSC RusHydro's accounting statements and the review of RusHydro Group's IFRS financial statements for three and six months ended June 30, 2019.	Take under advisement the Report compiled by AO PwC Audit (the Company's Auditor) on the results of the interim audit of PJSC RusHydro's accounting statements and the review of RusHydro Group's IFRS financial statements for three and six months ended June 30, 2019.
Minutes No. 140 of October 9, 2019	On amendments to the 2019 schedule of control activities of RusHydro's Internal Audit Service.	Amend the 2019 schedule of control activities of RusHydro's Internal Audit Service by approving the 2019 schedule of control activities of RusHydro's Internal Audit Service attached hereto as Appendix 1.
Minutes No. 141 of October 17, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of the report on progress against the Action Plan for the Disposal of Non-Core Assets of the Company in 9M 2019".	Approve the report compiled by the Head of the Internal Audit Service on progress against the 2018 schedule of RusHydro's control activities for Q2 2018.
Minutes No. 142 of November 15, 2019	On consideration of the Report on the Company's compliance with laws and regulations of the Russian Federation in terms of prevention of unauthorized use of insider information and market manipulation and RusHydro's Regulations on Insider Information in Q3 2019.	Approve the Report on the Company's compliance with laws and regulations of the Russian Federation in terms of prevention of unauthorized use of insider information and market manipulation and RusHydro's Regulations on Insider Information in Q3 2019 (Appendix 1).
	On progress against the schedule of RusHydro's control activities for Q2 2019.	Approve the report compiled by the Head of the Internal Audit Service on progress against the 2019 schedule of RusHydro's control activities for Q2 2019 (Appendix 2).
Minutes No. 143 of November 28, 2019	On recommendations to the Company's Board of Directors on the item: "Review of material matters for the Company: review of the results of on-site audits by the Russian Ministry of Energy in 2019	Recommend to the Company's Board of Directors to make the following decision: "Take under advisement the results of on-site audits by the

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	<p>and follow-up on corrective actions as at September 30, 2019".</p> <p>On recommendations to the Company's Board of Directors on the item: "Consideration of the Report on the Company's compliance with its information policy".</p>	<p>Russian Ministry of Energy in 2019 and follow-up on corrective actions as at September 30, 2019, in accordance with the Appendix hereto".</p> <p>Recommend to the Company's Board of Directors to make the following decision: "Take under advisement the Report on the Company's compliance with its information policy in accordance with Appendix 1 hereto".</p>
<p>Minutes No. 135/144 of November 28, 2019</p>	<p>On recommendations to the Company's Board of Directors on the item: "Determination of the Company's position on the agenda for JSC Hydroinvest's governing bodies: JSC Hydroinvest entering into a transaction to sell shares in its power generating subsidiary, CJSC MEK".</p>	<p>Recommend to the Company's Board of Directors to make the following decision: "Instruct the Company's representatives in JSC Hydroinvest's governing bodies to vote FOR the following resolution on JSC Hydroinvest entering into a transaction to sell shares in its power generating subsidiary, CJSC MEK:</p> <ol style="list-style-type: none"> 1. Approve the divestment of JSC Hydroinvest (RusHydro's subsidiary) from CJSC MEK through the sale of 527,085 ordinary registered uncertificated shares in CJSC MEK at the greater of either the price determined by JSC Hydroinvest's Board of Directors based on the appraiser's report or their book value, with consideration payable in cash. <p>The transaction is conditional upon termination of the surety contract (<i>s.n.</i>) made between PJSC RusHydro and the European Bank for Reconstruction and Development on January 30, 2013 and the surety contract (<i>s.n.</i>) made between PJSC RusHydro and the Asian Development Bank on May 15, 2013.</p> <ol style="list-style-type: none"> 2. In pursuance of the resolution on item 1, approve the conclusion of a sale and purchase agreement (the "Agreement") on the following terms and conditions (subject to the following procedure): <p style="margin-left: 40px;"><u>Parties to the Agreement:</u> JSC Hydroinvest as the Seller; persons having the pre-emptive right to buy shares in</p>

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		<p>CJSC MEK in accordance with the applicable Armenian laws or, failing which, OJSC Hrazdan Energy Company (RazTES), the Republic of Armenia, as the Buyer.</p> <p><u>Subject matter of the Agreement:</u></p> <p>The Seller shall transfer ownership of, and the Buyer shall accept and pay for, 527,085 (five hundred twenty-seven thousand and eighty-five) ordinary uncertificated shares in CJSC MEK, each with a par value of AMD 1,000 (one thousand Armenian drams) (the "Shares").</p> <p><u>Price of the Agreement:</u></p> <p>The price of the Shares shall be the greater of either the price determined by JSC Hydroinvest's Board of Directors based on the appraiser's report or their book value which is equal to RUB 172,961,972.00 (one hundred seventy-two million nine hundred sixty-one thousand nine hundred and seventy-two roubles and 00 kopecks) for 527,085 shares as at September 30, 2019 (the "Share Price"). The consideration for the Shares shall be payable in cash.</p> <p><u>Other conditions precedent:</u></p> <p>a. The ownership of the Shares shall pass to the Buyer if all the following conditions are met:</p> <ul style="list-style-type: none"> - CJSC MEK and a new lending bank sign a loan agreement (on the material terms and conditions as per Appendix 1 hereto) to refinance its debt in full to the European Bank for Reconstruction and Development (the "EBRD") and the Asian Development Bank (the "ADB") (collectively, the "Lending Banks") under the loan agreement (<i>s.n.</i>) dated December 21, 2012 and the loan agreement (<i>s.n.</i>) dated May 13,

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		<p>2013 (collectively, the "Loan Agreements"), on the terms and conditions agreed between the Buyer and Ardshinbank;</p> <ul style="list-style-type: none"> - CJSC MEK obtains the consent of Armenia's Public Services Regulatory Commission to sign a pledge agreement in respect of the Shares and a pledge agreement in respect of real properties in favour of the new lending bank; - CJSC MEK repays in full its debt under the Loan Agreements, following which PJSC RusHydro terminates its sureties securing CJSC MEK's obligations under the Loan Agreements as provided for by the surety contract (<i>s.n.</i>) made between PJSC RusHydro and the European Bank for Reconstruction and Development on January 30, 2013 and the surety contract (<i>s.n.</i>) made between PJSC RusHydro and the Asian Development Bank on May 15, 2013; - the minority shareholder in CJSC MEK and CJSC MEK itself refuse or fail to exercise their pre-emptive right to buy the Shares in due time (if the Shares are sold to OJSC Hrazdan Energy Company (RazTES)). <p>b. The Seller makes representations and warranties on material potential risks to the Buyer as per Appendix 2 hereto.</p> <p>3. Determine that JSC Hydroinvest's stake in CJSC MEK is 90.00% before the sale of the Shares and 0.00% thereafter".</p>
Minutes No. 145 of December 18, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of RusHydro's Insurance Program for 2020".	Recommend to the Company's Board of Directors to make the following decision: "Approve RusHydro's Insurance Program for 2020 (as per Appendix 1 hereto)".
Minutes No. 146 of December 23, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of a transaction related to the gratuitous transfer of the Company's property to a third party".	Recommend to the Company's Board of Directors to make the following decision: "Approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Kora-Ursdonskaya HPP assets (the "Agreement") on the following material terms and conditions:

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		<p><u>Parties to the Agreement:</u> the Company as the Donor; the Dur-Durskoye rural settlement in the Digorsky District of the Republic of North Ossetia – Alania as the Donee.</p> <p><u>Subject matter of the Agreement:</u> The Donor shall gratuitously transfer and the Donee shall take into possession the movable assets and real properties of Kora-Urdsanskaya HPP as per the lists attached as Appendices 1 and 2 hereto (the "Assets").</p>
	<p>On recommendations to the Company's Board of Directors on the Company's non-core assets.</p>	<p>Recommend to the Company's Board of Directors to make the following decisions: "Approve: the new version of the Register of RusHydro's Non-Core Assets (as per Appendix 1 hereto); the Action Plan for the Disposal of RusHydro's Non-Core Assets in Q4 2019 – 2020 (as per Appendix 2 hereto)".</p>
	<p>On recommendations to the Company's Board of Directors on the item: "Preliminary approval of the Company's transaction related to actual or possible disposal of its assets constituting fixed assets, intangible assets or assets under construction as detailed in specific resolutions by the Company's Board of Directors: approval of a sale and purchase agreement in respect of real properties as a transaction related to the disposal of the Company's assets constituting fixed assets".</p>	<p>Recommend to the Company's Board of Directors to make the following decision: "As part of the construction of Zagorskaya PSPP-2 on the Kunya River, approve the conclusion of a sale and purchase agreement in respect of real properties (the "Agreement") on the following material terms and conditions: <u>Parties to the Agreement:</u> PJSC RusHydro as the Seller; Zagorskaya PSPP-2 as the Buyer. <u>Subject matter of the Agreement:</u> The Seller shall transfer ownership of, and the Buyer shall accept and pay for, real properties owned by the Seller and listed in the Appendix hereto. <u>Price of the Agreement:</u></p>

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		The price is determined based on independent appraiser's report No. 199-4 dated November 22, 2019 and specified in the Appendix hereto".
	On recommendations to the Company's Board of Directors on the item: "Approval of a transaction related to the gratuitous transfer of the Company's property to a third party".	<p>Recommend to the Company's Board of Directors to make the following decision:</p> <p>"Approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (the "Agreement") on the following material terms and conditions:</p> <p><u>Parties to the Agreement:</u></p> <p>the Company as the Donor;</p> <p>the Russian Federation represented by the Interregional Territorial Administration of the Federal Agency for State Property Management in the Krasnoyarsk Territory, the Republic of Khakassia, and the Republic of Tyva as the Donee.</p> <p><u>Subject matter of the Agreement:</u></p> <p>The Donor shall gratuitously transfer and the Donee shall take into possession the movable assets of the hydrometeorological observation network listed in the Appendix hereto (the "Assets") to be subsequently operated by Federal State-funded Budgetary Institution "Siberian Weather Control and Environmental Monitoring Service".</p>
	On recommendations to the Company's Board of Directors on the item: "Approval of a transaction related to the gratuitous transfer of the Company's property to a third party".	<p>Recommend to the Company's Board of Directors to make the following decision:</p> <p>"Approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (the "Agreement") on the following material terms and conditions:</p> <p><u>Parties to the Agreement:</u></p> <p>the Company as the Donor;</p> <p>Sayanogorsk Municipality in the Republic of Khakassia represented by the Administration of Sayanogorsk Municipality as</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>the Donee.</p> <p><u>Subject matter of the Agreement:</u></p> <p>The Donor shall gratuitously transfer and the Donee shall take into possession the pedestrian and cycling lane (cadastral number 19:03:080103:7009, 3,904 m long, designated as other structure (landscaping)) located at structure 2, Naberezhnaya Street, Cheremushki Compound, Sayanogorsk, the Republic of Khakassia, Russia (the "Assets")".</p>
Minutes No. 147 of December 30, 2019	On progress against the schedule of RusHydro's control activities for Q3 2019.	Approve the report compiled by the Head of the Internal Audit Service on progress against the 2019 schedule of RusHydro's control activities for Q3 2019 in accordance with the Appendix hereto.
	On review of the Interim Report on Diagnostics and Preliminary Assessment of RusHydro's Internal Audit Function.	Take under advisement the Interim Report on Diagnostics and Preliminary Assessment of RusHydro's Internal Audit Function. Based on the results of diagnostics and preliminary assessment of RusHydro's internal audit functions, the Head of the Internal Audit Service shall be instructed to propose amendments to RusHydro's Internal Audit Policy and related internal regulations.
	On review of RusHydro Group's comprehensive risk classifier (typical risk database).	Take under advisement RusHydro Group's comprehensive risk classifier (typical risk database) in accordance with the Appendix hereto.
	On approval of the 2020 schedule of control activities of RusHydro's Internal Audit Service.	Approve the 2020 schedule of control activities of RusHydro's Internal Audit Service in accordance with the Appendix hereto.

NOMINATIONS AND COMPENSATIONS COMMITTEE UNDER THE BOARD OF DIRECTORS

Date and No. of Minutes	Items Discussed	Decisions Taken
Minutes No. 82 of	Confidential.	–

Date and No. of Minutes	Items Discussed	Decisions Taken
January 25, 2019	Confidential.	–
	Confidential.	–
	On preliminary approval of the report on performance of the Nomination and Compensation Committee of RusHydro's Board of Directors for 1H of the 2018-2019 corporate year.	<ol style="list-style-type: none"> 1. Pre-approve the report on performance of the Nomination and Compensation Committee of RusHydro's Board of Directors for 1H of the 2018-2019 corporate year (Appendix to the Minutes). 2. Recommend to the Company's Board of Directors to approve the report on performance of the Nomination and Compensation Committee of RusHydro's Board of Directors for 1H of the 2018-2019 corporate year (Appendix to the Minutes).
Minutes No. 83 of February 15, 2019	On recommendations to the Company's Board of Directors on the item: "Membership of RusHydro's governing bodies".	<p>Recommend to the Company's Board of Directors to make the following decision:</p> <ol style="list-style-type: none"> 1. Terminate the powers of Vladimir Markin as member of the Management Board from February 24, 2019. 2. Determine the Company's Management Board to consist of six members. 3. –
	Confidential.	–
Minutes No. 84 of March 22, 2019	On recommendations to the Company's Board of Directors on the item: "Approval of the report on achievement of key performance indicators (for the Management Board)".	<ol style="list-style-type: none"> 1. Recommend to the Company's Board of Directors to make the following decision: <ol style="list-style-type: none"> "1.1. Approve the report on achievement of the Management Board's annual KPI for 2018 in accordance with Appendix 1 hereto. 1.2. Deem the KPI "Decrease in Operating Expenses (Costs), %" for 2018 to have been achieved (subject to factors beyond control of the management team). 2. Approve the payment of the annual bonus to members of the Company's Management Board based on the annual KPI achievement in 2018 after the Company's Board of Directors approves the report on achievement of the Management Board's

Date and No. of Minutes	Items Discussed	Decisions Taken
		annual KPI for 2018".
Minutes No. 131/85 of April 18, 2019	On review of the results of the corporate governance practice assessment and self-assessment of the Board of Directors' performance.	Take under advisement the results of the corporate governance practice assessment performed by the Internal Audit Service and recommendations on improving the Company's corporate governance in accordance with Appendix 1 hereto. Take under advisement the external assessment results and mark positive changes in the assessments by independent experts.
Minutes No. 86 of May 21, 2019	On recommendations to the Company's Board of Directors on the item: "Recommendations to the Annual General Meeting of Shareholders regarding payment of remuneration to members of the Board of Directors who are not public officers in the amount set by the Company's internal regulations".	Recommend to the Company's Board of Directors to make the following decision: "Recommend to the Annual General Meeting of Shareholders to adopt the following resolution: Pay remuneration to members of the Board of Directors for the time served between June 27, 2018 and June 28, 2019 in the amount, within the timeframes, and in accordance with the procedure set out in the Regulations on Payment of Remunerations and Compensations to Members of RusHydro's Board of Directors as approved by the Annual General Meeting of Shareholders on June 26, 2017 (Minutes No. 16 of June 27, 2017)".
	On recommendations to the Company's Board of Directors on the item: "Recognition of nominees to the Board of Directors (members of the Board of Directors) as independent".	Recommend to the Company's Board of Directors to make the following decision on recognizing nominees to the Board of Directors (members of the Board of Directors) as independent: "Take under advisement the results of assessment of member of the Board of Directors (candidate nominated for election to the Company's Board of Directors at the Annual General Meeting of Shareholders in 2019), Maxim Bystrov, for compliance with the independence criteria stipulated by Annex 4 to the Listing Rules of the Moscow Exchange. There is no relation between Maxim Bystrov and the Company, a substantial shareholder, competitors, the state, or a municipal

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>entity.</p> <p>Maxim Bystrov meets the formal criteria of being related to the Company's substantial counterparties, specifically JSC TSA, JSC SO UES, JSC CFS and NP Market Council Training Center, as the amount of obligations between the Company and each of the above counterparties exceeds 2% of the book value of assets and 2% of the revenue of each counterparty.</p> <p>Note that the abovementioned relation is formal and does not affect Maxim Bystrov's ability to act as a member of the Board of Directors in the interests of the Company and its shareholders for the following reasons:</p> <p>JSC TSA (JSC Trading System Administrator of the Wholesale Electricity Market) acts as a commercial operator of the wholesale electricity and capacity market (the "wholesale market") in accordance with Clause 7 of Article 33 of Federal Law No. 35-FZ On Electric Power Industry dated March 26, 2003 (the "Federal Law on the Electric Power Industry") and renders services to the Company pursuant to the Agreement for Accession to the Wholesale Market Trading System, whose terms and conditions are binding on the parties. The commercial relations between the Company and JSC TSA are based on the principle of non-discriminatory access to the services of commercial infrastructure organizations in the wholesale market (Article 20 of the Federal Law on the Electric Power Industry) and the principle of government regulation of tariffs for the services of a commercial operator of the wholesale market (Article 23.1 of the Federal Law on the Electric Power Industry);</p> <p>JSC SO UES (JSC System Operator of the Unified Energy System) acts as a system operator in accordance with Clause 1 of Article 12 of the Federal Law on the Electric Power Industry and</p>

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>provides the Company with supervision and control services in the electric power industry pursuant to the Agreement for Accession to the Wholesale Market Trading System. The commercial relations between the Company and JSC SO UES are based on the principle of non-discriminatory access to supervision and control services in the electric power industry (Clause 6 of Article 20 of the Federal Law on the Electric Power Industry) and the principle of government regulation of tariffs for supervision and control services (Article 23.1 of the Federal Law on the Electric Power Industry);</p> <p>JSC CFS (JSC Center for Financial Settlements) is a commercial infrastructure organization in the Russian wholesale electricity and capacity market which supports a contractual framework and financial settlements between market participants and helps the Company calculate its claims and liabilities pursuant to the Agreement for Accession to the Wholesale Market Trading System. The Agreement was made in accordance with Clause 1 of Article 32 of the Federal Law on the Electric Power Industry and Clause 40 of the Rules for the Wholesale Electricity and Capacity Market approved by the Russian Government's Resolution No. 1172 dated December 27, 2010.</p> <p>The commercial relations between the Company and JSC CFS are based on the principle of non-discriminatory access to the services of commercial infrastructure organizations in the wholesale market (Article 20 of the Federal Law on the Electric Power Industry). The Supervisory Board of NP Market Council approves a uniform fee for the service package provided by JSC CFS to all counterparties. NP Market Council Training Center (Independent Non-Profit Partnership of Continuing Professional Education NP Market Council Training Center) operates under the auspices of NP Market</p>

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>Council, an infrastructure organization in charge of the wholesale and retail markets of electricity and capacity, and renders educational and training services to the Company with a view to promoting a robust electricity and capacity trading system in the wholesale and retail markets.</p> <p>In the light of continuous amendments to the wholesale market regulations adopted by the Supervisory Board of NP Market Council, the employees of the Company need to undergo training at NP Market Council Training Center, the primary source of information, to maintain a high level of knowledge in wholesale market procedures and to obtain information on the actual and planned changes in the wholesale market. The training contracts between the Company and NP Market Council Training Center are made on arm's length terms.</p> <p>Mr Bystrov's track record in the Company's Board of Directors proves his ability to make independent, unbiased and well-informed judgements, as Mr Bystrov's opinion on items included in the agenda of the Board of Directors and its committees is based on his expertise and experience, is autonomous and independent, and the decisions made by Mr Bystrov bring us to the conclusion that his formal relation to the Company's substantial counterparties, specifically JSC TSA, JSC SO UES, JSC CFS and NP Market Council Training Center, does not affect his decision making, with Mr Bystrov acting in the interests of the Company and all its shareholders.</p> <p>Based on Clause 2 of Section 2.18 of Annex 2 and Annex 4 to the Listing Rules of the Moscow Exchange, recognize Maxim Bystrov as an independent director".</p>
	On recommendations to the Company's Board of Directors on the item: "Recommendations to the Annual General Meeting of	Recommend to the Company's Board of Directors to make the following decision:

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	Shareholders regarding approval of the new version of the Regulations on Payment of Remunerations and Compensations to Members of RusHydro's Board of Directors".	"Recommend to the Annual General Meeting of Shareholders to adopt the following resolution: Approve the new version of the Regulations on Payment of Remunerations and Compensations to Members of RusHydro's Board of Directors as per the draft included in the meeting materials".
Minutes No. 87 of May 27, 2019	On compliance of nominees to RusHydro's Board of Directors with the independence criteria.	"Approve results of the assessment of nominees to RusHydro's Board of Directors for compliance with the independence criteria according to Annex 1."
	On analysis of professional qualification of nominees to the Company's Board of Directors, presence or absence of a conflict of interests with the Company, and development of recommendations for the Company's shareholders regarding voting on election of candidates to the Company's Board of Directors.	<p>The Nomination and Compensation Committee under the Company's Board of Directors, upon preliminary assessment of nominees to the Company's Board of Directors for compliance with the criteria/recommendations defined by the Corporate Governance Code recommended for implementation by the Bank of Russia, the Corporate Governance Code of the Company approved by decision of the Board of Directors of the Company (Minutes No. 218 dated June 22, 2015), adopted the following decisions:</p> <p>1. All candidates nominated to the Board of Directors of the Company have higher vocational education and are highly professional and qualified:</p> <ul style="list-style-type: none"> - are recognized experts in energy, finance, law, strategic and corporate governance, audit, risk management, HR, innovation and investment, as well as production and R&D (the detailed information is reflected in the appendix to the decision); - have a track record of serving on boards of directors or in senior positions at other joint-stock companies listed on organized exchanges; - have impeccable business and personal track record, sufficient skills, expertise and experience to make decisions falling within the Board of Directors' remit and perform their responsibilities

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>efficiently.</p> <p>2. As of the nomination date, all nominees to the Company's Board of Directors have no conflict of interest.</p> <p>3. Nature of relations with the Company: are nominees to the Company's Board of Directors of the Company and members of the Company's Board of Directors. Nominee to the Board of Directors Mikhail Voevodin is the Company's shareholder (13,314 shares). Nominee to the Board of Directors Nikolay Shulginov is the Chairman of the Management Board – General Director of PJSC RusHydro.</p> <p>4. Regarding the issue of election of members of the Board of Directors at the Annual General Meeting of Shareholders for 2018, the shareholders are advised to vote in such a way as to ensure a balanced composition of the Board of Directors in terms of experience, expertise and business competencies.</p>
Minutes No. 88 of June 6, 2019	On preliminary approval of the report on performance of the Nominations and Compensations Committee of RusHydro's Board of Directors for 2018-2019 corporate year.	<p>Recommend to the Company's Board of Directors to make the following decision:</p> <p>"Approve the report on progress against the Action Plan (List of Measures) for the Introduction of Professional Standards into RusHydro's Operations in Q4 2018 and Q1 2019 (Appendix to the Minutes)."</p>
Minutes No. 89 of June 19, 2019	On recommendations to the Company's Board of Directors on the item: "On recognizing a candidate to the Company's Board of	<p>1. Pre-approve the report on performance of the Nominations and Compensations Committee of RusHydro's Board of Directors for 2018-2019 corporate year (Appendix to the Minutes).</p> <p>2. Recommend to the Company's Board of Directors to approve the report on performance of the Nominations and Compensations Committee of RusHydro's Board of Directors for 2018-2019 corporate year (Appendix to the Minutes).</p>
	On recommendations to the Company's Board of Directors on the item: "On recognizing a candidate to the Company's Board of	<p>Recommend to the Company's Board of Directors to make the following decision on the item "On recognizing a candidate to the</p>

Date and No. of Minutes	Items Discussed	Decisions Taken
	Directors as independent.”	<p>Company's Board of Directors as independent":</p> <p>1. "Take under advisement the information on results of the assessment of Alexey Chekunkov, nominated to the Company's Board of Directors for election at the Annual General Meeting of Shareholders for 2019, for compliance with the independence criteria stipulated by Annex 4 to the Listing Rules of the Moscow Exchange.</p> <p>There is no relation between Mr. Chekunkov and the Company, a substantial shareholder or competitors.</p> <p>Mr. Chekunkov meets the formal criteria of being related to:</p> <ul style="list-style-type: none"> - the state, as Mr. Chekunkov is Chief Executive Officer of the Far East and Baikal Region Development Fund (the "Fund") which is controlled by the Russian Federation; - a substantial counterparty of the Company — the Fund, as the amount of obligations between the Company and the Fund under the loan agreement exceeds 2% of the book value of assets and 2% of revenues of the Fund. <p>Note that Mr. Chekunkov's relationship with the state and the substantial counterparty is formal and does not affect the ability of Mr. Chekunkov to act at the Board of Directors in the interests of the Company and all its shareholders for the following reasons:</p> <ul style="list-style-type: none"> - According to the Russian Government's Decree No. 607-r dated March 30, 2019, Mr. Chekunkov was nominated by the Russian Federation as an Independent Director; therefore, Mr. Chekunkov has no obligation to vote in accordance with the directives of the Russian Government (Clause 16 of the Russian Government's Resolution No. 738 dated December 03, 2004); - Mr. Chekunkov 's relationship with the state is formal, since his employment relationship with the Fund does not influence the adoption by Mr. Chekunkov of unbiased and independent

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>decisions, as the Russian Federation's control over the Fund is indirect and is exercised through the State Development Corporation VEB.RF, which is operated through governing bodies typical of a commercial entity;</p> <p>- Mr. Chekunkov's relationship with a substantial counterparty of RusHydro is formal in view of the following.</p> <p>On April 04, 2018 the Company (borrower) and the Fund (lender) entered into an agreement on provision of financing (a special-purpose loan) for the construction of off-site facilities of Sakhalinskaya GRES-2 in accordance with the Russian Government's Resolution No. 1055 dated October 16, 2014 (the "Project"). The loan provided by the Company shall be repaid and reimbursed – the loan agreement is for up to RUB 5 bn at 5% per annum maturing on June 25, 2026.</p> <p>In addition, the loan was pre-approved by the Government Sub-Commission for Implementation of Investment Projects in the Far East and the Baikal Region (Minutes No. 3 dated December 25, 2017), as well as by the Board of Directors of the Fund (Minutes No. 57 dated December 29, 2017), and by the Company's Board of Directors as an interested-party transaction (Minutes No. 265 dated February 06, 2018, Mr. Chekunkov did not participate in the voting on this issue).</p> <p>As at December 31, 2018, the loan was disbursed in full (RUB 5 bn), and the borrowed funds were used by the Company to finance the Project through their transfer in the form of a loan to RAO ES East, a subsidiary of the Company.</p> <p>- Mr. Chekunkov track record in the Company's Board of Directors and committees in 2016-2018, proves his ability to make independent, unbiased and well-informed judgements, as Mr. Chekunkov's opinion on items included in the agenda of the</p>

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		<p>Board of Directors and its committees is based on his expertise and experience, is autonomous and independent, and the decisions made by Mr. Chekunkov bring us to the conclusion that his formal relation to the state did not affect his decision making, with Mr. Chekunkov acting in the interests of the Company and all its shareholders;</p> <p>2. In order to increase transparency of the Company's operations, establish a positive business reputation, support the current positive expert opinion of the corporate governance system, increase the percentage of independent directors on the Board of Directors, ensure compliance of the Company's activities with the recommendations of the Corporate Governance Code and internal regulations of the Company, it is proposed to recognize Alexey Chekunkov as an Independent Director.</p> <p>Mr. Chekunkov has an impeccable business and personal reputation and possesses the expertise, skills and experience required to make decisions that fall within the remit of the Company's Board of Directors, are necessary for effective performance of his functions and allow him, inter alia, to participate in the work of various committees under the Company's Board of Directors.</p> <p>Since 2015, Mr. Chekunkov has been a member of the Committee on Energy Development of the Far East under the Company's Board of Directors. In 2016-2018, he was a member of the Company's Board of Directors, the Committee on Reliability, Energy Efficiency and Innovation and the Investment Committee under the Company's Board of Directors. Mr. Chekunkov's long track record with the Company's Board of Directors and the Board's Committee on Energy Development of the Far East is his advantage, as Mr. Chekunkov possesses the relevant long-term</p>

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		<p>professional experience in the power industry, investments, as well as extensive expertise in the Company's business, which contribute to effective performance of the Company's Board of Directors and its committees.</p> <p>At the meetings of the Company's Board of Directors and its committees Mr. Chekunkov actively participated in discussions of agenda items, expressing an unbiased and well-balanced position, independent of the Company's management position, at voting sessions; Mr. Chekunkov is responsible and proactive. In the course of his participation in the Board of Directors and its committees, Mr. Chekunkov has made a significant contribution to the most important lines of business of the Company, including priority projects for the construction of facilities in the Far East, investment projects, and the innovation development program of RusHydro Group.</p> <p>In addition, Mr. Chekunkov has been CEO of the Far East and Baikal Region Development Fund for a long period. He has 18 years of experience in the private equity sector. He held management positions with the Russian Direct Investment Fund (RDIF), A-1 (Alfa Group Consortium), Delta Private Equity (US-Russia Investment Fund) and Alrosa Investment Group. He is a member of the Supervisory Board at Alrosa. Mr. Chekunkov took part in designing the main mechanisms and approaches for the state system for management of the Far East development and was one of the ideologists and creators of the Voskhod investment system designed to raise capital for investment projects in the Far East.</p> <p>The track record described above, strong expertise in the Company's operations, understanding of business processes, possession of necessary professional competencies in finance,</p>

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		<p>management and economics, use of the best corporate governance practices in his work make Mr. Chekunkov's experience significant for the Company.</p> <p>3. Based on Clause 2, Section 2.18 of Annex 2, and Annex 4 of the Listing Rules of the Moscow Exchange, recognize Alexey Chekunkov as an independent director."</p>
Minutes No. 90 of July 25, 2019	On recommendations to the Company's Board of Directors on the item: "On recognizing a member to the Company's Board of Directors as independent."	<p>Recommend to the Company's Board of Directors to make the following decision on the item "On recognizing a member to the Company's Board of Directors as independent":</p> <p>"Take under advisement the results of assessment of member of the Board of Directors, Maxim Bystrov, for compliance with the independence criteria stipulated by Annex 4 to the Listing Rules of the Moscow Exchange.</p> <p>Mr. Bystrov is not related to the Company, competitors or the state.</p> <p>Mr. Bystrov meet the formal criteria of being related to: the Company's substantial counterparties, specifically JSC TSA, JSC SO UES, JSC CFS and NP Market Council Training Center, JSC Karachaevo-Cherkessenergo, JSC Kabbalkenergo, as the amount of obligations under the contracts between the Company and each of the above counterparties exceeds 2% of the book value of assets and 2% of the revenue of each counterparty;</p> <p>- a significant shareholder of the Company – the Russian Federation,</p> <p>as Mr. Bystrov is a member of the Board of Directors of more than two entities controlled by the Russian Federation – PJSC Rosseti, JSC SO UES, PJSC RusHydro.</p> <p>Note that the relation to the Company's substantial counterparts, such as JSC TSA, JSC SO UES, JSC CFS and NP Market Council</p>

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>Training Center, JSC Karachaevo-Cherkesskenergo, JSC Kabbalkenergo, and the Company's substantial shareholder is formal and does not affect Maxim Bystrov's ability to act as a member of the Board of Directors in the interests of the Company and its shareholders for the following reasons:</p> <ul style="list-style-type: none"> - According to the Russian Government's Decree No. 607-r dated March 30, 2019, Mr. Bystrov was nominated by the Russian Federation as an Independent Director, therefore, Mr. Bystrov has no obligation to vote in accordance with the directives of the Russian Government (Clause 16 of the Russian Government's Resolution No. 738 dated December 03, 2004); - JSC TSA (JSC Administrator of the Trading System for the Wholesale Electricity Market) acts as a commercial operator of the wholesale electricity and capacity market (the "wholesale market") and renders services to the Company on arrangement of trade in electric power and capacity on the wholesale market in accordance with Clause 7 of Article 33 of Federal Law No. 35-FZ On Electric Power Industry dated March 26, 2003 (the "Federal Law on the Electric Power Industry") pursuant to an Agreement for Accession to the Wholesale Market Trading System, whose terms and conditions are binding on the parties. The commercial relations between the Company and JSC TSA are based on the principle of non-discriminatory access to the services of commercial infrastructure organizations in the wholesale market (Article 20 of the Federal Law on the Electric Power Industry) and the principle of government regulation of tariffs for the services of a commercial operator of the wholesale market (Article 23.1 of the Federal Law on the Electric Power Industry); - JSC SO UES (JSC System Operator of the Unified Energy System)

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		<p>acts as a system operator in accordance with Clause 1 of Article 12 of the Federal Law on the Electric Power Industry and provides the Company with supervision and control services in the electric power industry pursuant to the Agreement for Accession to the Wholesale Market Trading System. The commercial relations between the Company and JSC SO UES are based on the principle of non-discriminatory access to supervision and control services in the electric power industry (Clause 6 of Article 20 of the Federal Law on the Electric Power Industry) and the principle of government regulation of tariffs for supervision and control services (Article 23.1 of the Federal Law on the Electric Power Industry);</p> <p>- JSC CFS (JSC Center for Financial Settlements) is a commercial infrastructure organization in the Russian wholesale electricity and capacity market which supports a contractual framework and financial settlements between market participants and helps the Company calculate its claims and liabilities pursuant to the Agreement for Accession to the Wholesale Market Trading System. The Agreement was made in accordance with Clause 1 of Article 32 of the Federal Law on the Electric Power Industry and Clause 40 of the Rules for the Wholesale Electricity and Capacity Market approved by the Russian Government's Resolution No. 1172 dated December 27, 2010.</p> <p>The commercial relations between the Company and JSC CFS are based on the principle of non-discriminatory access to the services of commercial infrastructure organizations in the wholesale market (Article 20 of the Federal Law on the Electric Power Industry). The Supervisory Board of NP Market Council approves a uniform fee for the service package provided by JSC CFS to all counterparties.</p> <p>- NP Market Council Training Center (Independent Non-Profit</p>

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		<p>Partnership of Continuing Professional Education NP Market Council Training Center) operates under the auspices of NP Market Council, an infrastructure organization in charge of the wholesale and retail markets of electricity and capacity, and renders educational and training services to the Company with a view to promoting a robust electricity and capacity trading system in the wholesale and retail markets.</p> <p>In the light of continuous amendments to the wholesale market regulations adopted by the Supervisory Board of NP Market Council, the employees of the Company need to undergo training at NP Market Council Training Center, the primary source of information, to maintain a high level of knowledge in wholesale market procedures and to obtain information on the actual and planned changes in the wholesale market. The training contracts between the Company and NP Market Council Training Center are made on arm's length terms;</p> <p>- JSC Karachaevo-Cherkesskenergo and JSC Kabbalkenergo are the only guaranteed suppliers of electricity on their territory, which purchase energy resources on the wholesale market and sell them to any consumer, through public contracts concluded with them. JSC Karachaevo-Cherkesskenergo and JSC Kabbalkenergo sell electricity to the Company for administrative and general purposes under agreements. The product is paid at the price and/or in accordance with the pricing procedure established by federal laws, other regulations in force at the time of payment, as well as acts of authorized government tariff regulators.</p> <p>Mr Bystrov's track record in the Company's Board of Directors proves his ability to make independent, unbiased and well-informed judgements, as Mr Bystrov's opinion on items included in</p>

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		<p>the agenda of the Board of Directors and its committees is based on his expertise and experience, is autonomous and independent, and the decisions made by Mr Bystrov bring us to the conclusion that his formal relation to the Company's substantial counterparties, substantial shareholder and the state, does not affect his decision making, with Mr Bystrov acting in the interests of the Company and all its shareholders.</p> <p>Based on Clause 2, Section 2.18 of Annex 2, and Annex 4 of the Listing Rules of the Moscow Exchange, recognize Maxim Bystrov as an independent director."</p>
Minutes No. 91 of August 30, 2019	<p>On approval of the Company's Senior Independent Director.</p> <p>On election of the Secretary of the Nomination and Compensation Committee of the Company's Board of Directors.</p> <p>On election of the Deputy Chairman of the Nomination and Compensation Committee of the Company's Board of Directors.</p>	<p>"Approve Pavel Grachev, an independent member of the Company's Board of Directors, as the Senior Independent Director."</p> <p>"Elect Margarita Budkova as the Secretary of the Nomination and Compensation Committee of the Company's Board of Directors."</p> <p>"Elect Pavel Grachev as the Deputy Chairman of the Nomination and Compensation Committee of the Company's Board of Directors."</p>
Minutes No. 92 of September 19, 2019	On recommendations to the Company's Board of Directors on the item: "On approval of amendments to Calculation and Evaluation Methodology for the Annual KPIs of RusHydro's Management Board".	Recommend to the Company's Board of Directors to make the following decision: "Approve the amendments to Calculation and Evaluation Methodology for the Annual KPIs of RusHydro's Management Board according to Appendix 1 to this decision".
Minutes No. 93 of September 23, 2019	On conducting assessment of the Board of Directors' performance in 2019-2020 corporate year.	<ol style="list-style-type: none"> 1. "Determine that performance assessment of the Board of Directors, elected at the Annual General Meeting of Shareholders of the Company on June 28, 2019 (Minutes No. 18 of July 02, 2019), based on the performance in 2019-2020 corporate year, shall be in the form of self-assessment. 2. The Company's Corporate Secretary Natalya Kovaleva shall ensure that self-assessment of the Company's Board of Directors'

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		performance in 2019-2020 corporate year is conducted not later than April 30, 2020."
Minutes No. 94 of October 16, 2019	Confidential.	–
Minutes No. 95 of November 28, 2019	On recommendations to the Company's Board of Directors on the item: "On material matters for the Company: On review of report on progress against the Action Plan (List of Measures) for the Introduction of Professional Standards into RusHydro's Operations".	Recommend to the Company's Board of Directors to make the following decision: "Approve the report on progress against the Action Plan (List of Measures) for the Introduction of Professional Standards into RusHydro's Operations in Q2 and Q3 2019 (Appendix to the Minutes)".
	On analysis of compliance of independent members of the Company's Board of Directors with the independence criteria.	Upon analysis of compliance of independent members of the Company's Board of Directors with the independence criteria: "Take under advisement the information on compliance of Pavel Grachev, Vyacheslav Pivovarov, Maxim Bystrov and Alexey Chekunkov with the independence criteria stipulated by Annex 4.1 to the Listing Rules of the Moscow Exchange, including considering the decision of the Nomination and Compensation Committee under the Company's Board of Directors dated May 27, 2019 (Minutes No. 87) and decisions of the Company's Board of Directors dated July 26, 2019 (Minutes No. 293 of July 29, 2019), June 21, 2019 (Minutes No. 292 dated June 24, 2019) according to the Appendix to this decision."
Minutes No. 96 of December 19, 2019	On recommendations for RusHydro's Board of Directors on the item: "On approval of the annual KPIs for RusHydro's Management Board and their target values for 2020"	1. "Take take under advisement the analysis of the current system of KPIs established for the members of the Company's Management Board with regard to compliance with the methodological recommendations on the application of KPIs for business entities in which the share of the Russian Federation or a region of the Russian Federation exceeds 50% of their authorized capital, and performance indicators of state unitary enterprises for determining remuneration of their management, approved by the Russian Government's Decree No. 1388-r dated June 27, 2019,

Date and No. of Minutes	Items Discussed	Decisions Taken
		<p>presented in Appendix 1 to the Minutes."</p> <p>2. Recommend to the Company's Board of Directors to make the following decisions:</p> <p>2.1. "Approve and put into effect from January 1, 2020:</p> <ul style="list-style-type: none"> – New version of the Regulation on RusHydro's system of key performance indicators (the "Regulation") in accordance with Appendix 2 to the Minutes; – List of annual KPIs of RusHydro's Management Board for 2020 according to Appendix 3 to the Minutes; – Target annual KPIs of RusHydro's Management Board for 2020 according to Appendix 4 to the Minutes; – New version of the Calculation and Evaluation Methodology for the Annual KPIs of RusHydro's Management Board according to Appendix 5 to the Minutes." <p>2.2. Approve:</p> <ul style="list-style-type: none"> – Target KPIs under the fourth cycle of RusHydro's Long-Term Incentive Plan for 2020-2022 according to Appendix 6 to the Minutes; – Amendments to target KPIs under the second cycle of RusHydro's Long-Term Incentive Plan for 2018-2020 (Appendix 7); – Amendments to target KPIs under the third cycle of RusHydro's Long-Term Incentive Plan for 2019-2021 (Appendix 8); – Amendments to the Calculation and Evaluation Methodology for the Annual KPIs of RusHydro's Long-Term Incentive Plan, approved by the decision of the Company's Board of Directors on December 26, 2017 (Minutes No. 264 of December 28, 2017) as amended on February 19, 2019 (Minutes No. 283 of February 21, 2019), related to calculation of KPI "Total Shareholder Return (TSR), %" according to Appendix 9 to the Minutes."

Date and No. of Minutes	Items Discussed	Decisions Taken
		2.3. Calculate the KPIs under the second (2018-2020) and third (2019-2021) cycles of the Long-Term Incentive Plan based on the Calculation and Evaluation Methodology for the Annual KPIs of RusHydro's Long-Term Incentive Plan, approved by the decision of the Company's Board of Directors dated December 26, 2017 (Minutes No. 264 dated December 28, 2017), considering the amendments, including those specified in Clause 2.2 of the Minutes.

STRATEGY COMMITTEE UNDER THE BOARD OF DIRECTORS

Date and No. of Minutes	Issue Discussed	Decisions Taken
Minutes of 25.01.2019 № 124	On recommendations for the Company's Board of Directors on the item: "On the approval of the report concerning the results of activity of the Strategy Committee under the Board of Directors of RusHydro for H1 of the 2018—2019 corporate year."	To recommend that the Company's Board of Directors adopt the following resolution: "To approve the report concerning the results of the activity of the Strategy Committee under the Board of Directors of RusHydro for H1 of the 2018— 2019 corporate year (Schedule 1)."
	On approval of the Programme of Works of the Strategy Committee under the Board of Directors of RusHydro for H1 2019.	To approve the Programme of Works of the Strategy Committee under the Board of Directors of RusHydro for H1 2019 (Schedule 2).
Minutes of 12.04.2019 № 125	On recommendations for the Company's Board of Directors on the items: On approval of the amended Regulation on RusHydro's Dividend Policy.	To recommend that the Company's Board of Directors adopt the following resolution: 1. To approve the amended Regulation on the Company's Dividend Policy according to the schedule (Schedule 1 hereto). 2. To take under advisement the information related to factors affecting the pricing of RusHydro stock which was analyzed in accordance with the instruction of the Board of Directors (Minutes No. 284 dated March 26, 2019), as well as the implemented measures aimed at stock price growth.
	On recommendations for the Company's Board of Directors on the	To recommend that the Company's Board of Directors adopt the

Date and No. of Minutes	Issue Discussed	Decisions Taken
	<p>items: On the prolongation of the grace period on a loan to DGK JSC, provided as part of the implementation of a forward transaction with VTB Bank (PJSC).</p>	<p>following resolution: "For the purpose of stabilizing the financial and economic position of JSC FEGC, to approve the prolongation until March 27, 2021, (inclusive) of the grace period for the payment of accrued interest by JSC FEGC determined under clause 1.2 of the resolution of the Board of Directors dated December 26, 2016 (Minutes No. 246 dated December 27, 2016)."</p>
Minutes of 19.04.2019 № 126)	On the implementation of RusHydro Group's Long-term Development Program for 2018.	<ol style="list-style-type: none"> 1. To take into consideration the Report on RusHydro Group's Long-term Development Program for 2018 according to Schedule 1 hereto (hereinafter, "the Report"). 2. To recommend that the Company's Executive Management include the Report in the Company's Annual Report for consideration by the Annual General Meeting of Shareholders on the results of 2018.
Minutes of 07.06.2019 № 127	<p>On recommendations for the Company's Board of Directors on the item: "On the consideration of matters of significance to the Company: "On the creation of a General Service Center performing accounting and tax accounting functions and generation of reports in RusHydro Group"."</p> <p>On recommendations for the Company's Board of Directors on the item: "On approval of amendments to the Decision on the additional issue of the Company's securities."</p> <p>On recommendations for the Company's Board of Directors on the item: "On approval of amendments to the Company's Securities Prospectus."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: "To approve the creation of a General Service Center performing accounting and tax accounting functions and generation of reports in RusHydro Group based at JSC HydroEngineering Siberia."</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: "To approve amendments in the Decision on the additional issue of securities of RusHydro (ordinary shares) in accordance with Schedule 1 hereto."</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: "To approve amendments in the Prospectus on the additional issue of securities of RusHydro (ordinary shares) in accordance with Schedule 2 hereto."</p>
Minutes of 17.06.2019 № 128	On recommendations for the Company's Board of Directors on the item: "On approval of the report concerning the results of activity of the Strategy Committee under the Board of Directors of	To recommend that the Company's Board of Directors adopt the following resolution: To approve the report concerning the results of the activity of the Strategy Committee under the Board of

Date and No. of Minutes	Issue Discussed	Decisions Taken
	RusHydro for the 2018—2019 corporate year."	Directors of RusHydro for the 2018—2019 corporate year (Schedule 1).
Minutes of 20.06.2019 № 129	1. On recommendations for the Company's Board of Directors on the item: "On determining the priority areas of the Company's activities: On the consideration of the Electrical Power Development Program to ensure advanced economic growth in the Far Eastern Federal District."	To recommend that the Company's Board of Directors adopt the following resolution: "To take the Electrical Power Development Program under advisement to ensure advanced economic growth in the Far Eastern Federal District (Schedule 1)."
Minutes of 15.08.2019 № 130	On election of the Deputy Chairman of the Strategy Committee.	To elect Member of the Management Board and First Deputy General Director of RusHydro D. I. Rizhinashvili as Deputy Chairman of the Strategy Committee under the Board of Directors of RusHydro.
	On approval of the Program of Works of the Strategy Committee for the 2nd half of 2019.	To approve the Program of Works of the Strategy Committee for the 2nd half of 2019 (Schedule 1).
	On election of the secretary of the Strategy Committee.	To elect Chief Expert of the Strategy and IR Department P. V. Krasovskaya as the Secretary of the Strategy Committee under the Board of Directors of RusHydro.
	On recommendations for the Company's Board of Directors on the item: "On Amendments to the Long-Term Development Program of the RusHydro Group for the period of 2018 to 2022."	To recommend that the Company's Board of Directors adopt the following resolution: "Pursuant to the directives of the Government of the Russian Federation No. 10068p-P13 dated December 6, 2018 and in accordance with the decision of the Board of Directors of the Company 'On the transition of the Company to the predominant use of domestic software, ¹⁶ to approve amendments to the Long-Term Development Program of RusHydro Group for the period of 2018 to 2022 in terms of the section 'Implementation of Intelligent Systems and Digital Technologies' according to Schedule 2 to this resolution."
Minutes of 23.08.2019 № 131	On recommendations for the Company's Board of Directors on the item: "On termination of the Company's participation in	To recommend that the Company's Board of Directors adopt the

¹⁶ Minutes of 27.12.2018 № 281

Date and No. of Minutes	Issue Discussed	Decisions Taken
	Technopark Rummyantsevo JSC."	following resolution: "To terminate the Company's participation in the authorized capital of Technopark Rummyantsevo JSC in accordance with the Program for the Alienation of NonCore Assets of RusHydro."
	On the merger of RusHydro Group energy companies located in the Kamchatka Territory:	
	On recommendations for the Board of Directors on the items: "On the participation and termination of the participation of RusHydro in other entities."	<p>2.1.1. To recommend that the Company's Board of Directors adopt the following resolution: "1. To approve the termination of the participation of RusHydro in Geotherm JSC as a result of the reorganization of Geotherm JSC in the form of merger into Kamchatskenergo PJSC."</p> <p>2.1.2. To recommend that the Company's Board of Directors adopt the following resolution: "To approve the termination of the participation of RusHydro in KamGEK PJSC as a result of the reorganization of KamGEK PJSC in the form of merger into Kamchatskenergo PJSC."</p> <p>2.1.3 To recommend that the Company's Board of Directors adopt the following resolution: "To approve the participation of RusHydro in the authorized capital of Kamchatskenergo PJSC as a result of the reorganization of Kamchatskenergo PJSC in the form of the merger of Geotherm JSC and KamGEK PJSC into it.</p> <p style="padding-left: 40px;">The share of RusHydro in the authorized capital of Kamchatskenergo PJSC before reorganization is 0%.</p> <p style="padding-left: 40px;">The share of RusHydro Group in the authorized capital of Kamchatskenergo PJSC before reorganization is 98.7%.</p> <p style="padding-left: 40px;">The share of RusHydro in the authorized capital of Kamchatskenergo PJSC after reorganization is not less than 13.89%.</p> <p style="padding-left: 40px;">The share of RusHydro Group in the authorized capital of</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		Kamchatskenergo PJSC after reorganization is not less than 98.53%."
	Confidential.	-
	On recommendations for the Company's Board of Directors on the item: "On the consideration of matters of significance to the Company: 'On updating the Innovation Development Program of RusHydro Group.'"	To recommend that the Company's Board of Directors adopt the following resolution: "1.1. To take into account the report on comparison of the level of technological development and the values of key performance indicators of the RusHydro Group's innovation activity with the level of development and indicators of the leading peer companies (hereinafter referred to as the Report, the Comparison), revised with due regard to the conclusions on the report submitted by the Ministry for Economic Development of the Russian Federation and the Ministry of Energy of the Russian Federation (Schedule 1). 1.2. To approve the proposals for improving the quality of preparation and implementation of the RusHydro Group Innovation Development Program (Schedule 2) prepared based on the results of the Comparison, when updated. 1.3. To entrust the Chairman of the Management Board and General Director of the Company, N. G. Shulginov, with ensuring the development of an updated Innovation Development Program of RusHydro Group for 2020 to 2024 in accordance with the proposals pursuant to Schedule 2 to the Minutes and forwarding it for approval to the relevant federal executive bodies (Russian Ministry for Economic Development, Russian Ministry of Energy, Russian Ministry of Education and Science, and Russian Ministry for Development of Russian Far East) by December 31, 2019."
	On recommendations for the Company's Board of Directors on the item: "On termination of the Company's participation in the authorized capital of Bank of Cyprus Holdings Public Limited Company."	To recommend that the Company's Board of Directors adopt the following resolution: "To terminate the Company's participation in the authorized capital of Bank of Cyprus Holdings Public Limited Company in accordance with the Program for the Alienation of

Date and No. of Minutes	Issue Discussed	Decisions Taken
	<p>On recommendations for the Company's Board of Directors on the item: "On preliminary approval of transactions with shares of organizations in which the Company participates."</p>	<p>Non-Core Assets of RusHydro."</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: "1. To approve transactions for the sale of sixteen thousand six hundred forty-one (16,641) ordinary shares of Bank of Cyprus Holdings Public Limited Company at exchange trading. The share of participation of the Company in Bank of Cyprus Holdings Public Limited Company before alienation is 0.003729494%. The share of participation of the Company in Bank of Cyprus Holdings Public Limited Company after alienation is up to 0%. 2. To determine the sale price of 16,641 ordinary shares of Bank of Cyprus Holdings Public Limited Company based on the current market price of the shares of Bank of Cyprus Holdings Public Limited Company formed on the day of sale on the London Stock Exchange."</p>
Minutes of 23.08.2019 № 132)	Confidential.	-
Minutes of 11.10.2019 № 133	On recommendations for the Company's Board of Directors on the item: "On progress in the implementation of RusHydro Group's Long-term Development Program in H1 2019."	To recommend that the Company's Board of Directors adopt the following resolution: "To take into account the information on the progress in the implementation of RusHydro Group's Long-Term Development Program in H1 2019 as per Schedule 1 to this Resolution."
	On recommendations for the Company's Board of Directors on the item: "On amendments to RusHydro Group's Long-Term Development Program."	To recommend that the Company's Board of Directors adopt the following resolution: "To approve amendments to the list, target values, and methods of calculating and evaluating key performance indicators of RusHydro Group's Long-Term Development Program ¹ in accordance with the adjustment by the Board of Directors of the Company of the list, target values, and methods of calculating and evaluating key performance indicators

Date and No. of Minutes	Issue Discussed	Decisions Taken
		of members of the Management Board and the Long-term Motivation Program of the Company (Minutes of the Board of Directors of the Company No. 283 dated February 21, 2019, No. 295 dated September 23, 2019, No. 296 dated September 25, 2019) (Schedule 2 to this Resolution)."
Minutes of 16.10.2019 № 134	On recommendations for the Company's Board of Directors concerning: "On the consideration of matters of significance to the Company: On measures for refinancing the debt of RAO Energy Systems of the East Holding companies."	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <ol style="list-style-type: none"> 1. In order to streamline the terms of the non-deliverable forward contract (hereinafter referred to as the Forward) concluded between the Company and VTB Bank (PJSC) in respect of 55,000,000,000 (Fifty-five billion) ordinary shares of PJSC RusHydro and formalized in the Confirmation of a Non-Deliverable Forward Transaction for Shares dated March 3, 2017 (hereinafter referred to as the Confirmation) in accordance with the Master Agreement on Derivatives Transactions in the Financial Markets dated March 3, 2017, to approve the conclusion of a supplementary agreement to the Confirmation providing for the following amendments to the essential terms of the Forward: <ol style="list-style-type: none"> 1.1. Reduction of the forward rate by 0.5 (five-tenths) percentage points. 1.2. Prolongation of the period during which the Company cannot demand early performance of the obligations under the Forward in full by twelve (12) months. 1.3. Entitlement of VTB Bank (PJSC) to unilaterally extend the Forward term no more than three (3) times and in aggregate no more than up to March 3, 2025, inclusive, by sending a written notice to the Company. 2. To consider this resolution to be also the approval of a derivative transaction in accordance with Subclause 25, Clause 12.1 of the Company's Articles of Association and the Borrowing Policy Regulation of the Company approved by the decision of the Company's Board of Directors dated July 29, 2010 (Minutes No. 104 dated August 2, 2010).

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>3. For the purpose of collaboration aimed at increasing the selling price of shares of RusHydro as part of the Forward, to approve the conclusion of an agreement on the provision of financial and consulting services (hereinafter, the Agreement) on the following essential terms:</p> <p><u>Parties to the Agreement:</u> Customer: PJSC RusHydro; Contractor: VTB Capital JSC.</p> <p><u>Subject of the Agreement:</u> To provide services and assistance to the Customer as part of analysis and measures for the implementation of strategic initiatives aimed at increasing the market value of the Customer's shares, including as part of the implementation of the RusHydro Group Value Increase Plan for the period up to 2021, as well as for the implementation of the transaction for the sale of Customer's shares in the total amount of 55,000,000,000 (Fifty-five billion) ordinary shares owned by VTB Bank (PJSC) for the purposes of final settlement of the Forward (hereinafter, the "Transaction").</p> <p><u>Price of the Agreement:</u> Five percent (5%) of the amount of the excess of the price for the sale of one (1) share as a result of the Transaction over one ruble and thirty-five thousandths (1.035), multiplied by the number of shares that are the subject of this Transaction, but not more than seven hundred million (700,000,000) rubles.</p> <p><u>Period of Validity of Agreement:</u> The Agreement shall be valid from the moment of its execution until the earlier of the following dates: a) the date of completion of the Transaction; b) the date falling 36 months from the date of execution of the agreement; or (c) the date of early termination</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>of the agreement by any Party upon prior written notice to the other Party.</p> <p><u>Additional terms:</u></p> <p>The Customer undertakes to compensate the Contractor for property losses actually incurred and documented by VTB Capital JSC in connection with the Transaction which arose out of any claims, actions, demands, requests or investigations from any third parties with regard to the Contractor or its affiliates, as well as any proceedings relating to such claims. However, property losses that occurred mainly through the fault of the Contractor, as established by a final court judgment, will be excluded from the amount of compensation. The amount of losses compensable by the Customer may not exceed the Price of the Agreement.</p>
Minutes of 28.11.2019 № 135/144	On recommendations for the Company's Board of Directors on the item: On determining the position of the Company regarding the agenda items of the management bodies of JSC Hydroinvest: "On the execution by JSC Hydroinvest of a transaction for the alienation of shares in its subsidiary CJSC MEK that produces electricity."	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p style="padding-left: 40px;">To instruct the representatives of the Company in the management bodies of JSC Hydroinvest, with regard to the item "On the execution by JSC Hydroinvest of a transaction for the alienation of shares in its subsidiary CJSC MEK that produces electricity," to vote "FOR" the adoption of the following resolution:</p> <p style="padding-left: 80px;">1. To approve the termination of participation of JSC Hydroinvest (the company controlled by PJSC RusHydro) in CJSC MEK by selling 527,085 ordinary registered uncertified shares in CJSC MEK at the price determined by the Board of Directors of JSC Hydroinvest based on the valuation report, but not lower than the carrying value, with cash payment.</p> <p style="padding-left: 40px;">The compulsory condition for the alienation of shares in CJSC MEK is the termination of the surety agreement dated January 30, 2013, concluded between PJSC RusHydro and the European Bank for Reconstruction and Development and the</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>surety agreement dated May 15, 2013, concluded between PJSC RusHydro and the Asian Development Bank.</p> <p>2. To implement the decision in clause 1, to approve the conclusion of a sale and purchase agreement (the "Agreement") on the following conditions and terms (method for their determination):</p> <p><u>Parties to the Agreement:</u> Seller: Joint-Stock Company Hydroinvest Buyer: the persons who have the preemptive right to acquire shares in CJSC MEK in accordance with the legislation of the Republic of Armenia or, if they refuse to acquire shares or do not exercise their preemptive right, Open Joint-Stock Company Hrazdan Energy Company (RazTES) (Republic of Armenia)</p> <p><u>Subject Matter of the Agreement:</u> The Seller shall transfer to the Buyer the ownership of 527,085 ordinary uncertified shares in CJSC MEK with a par value of 1,000 Armenian drams each (the "Shares"), and the Buyer shall accept them and pay for them.</p> <p><u>Price of the Agreement:</u> The value of the alienated shares is determined by the Board of Directors of JSC Hydroinvest based on the valuation report, but not lower than the carrying value, which is RUB 172,961,972 for 527,085 shares (the "Stock Value") as of September 30, 2019. The payment for the Shares shall be made in cash.</p> <p><u>Other conditions for the alienation of the Shares:</u> a. Ownership of the Shares shall be transferred to the Buyer after all the following conditions are met:</p> <ul style="list-style-type: none"> - Signing a loan agreement between CJSC MEK and the new lending bank (on material terms in accordance

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>with Appendix 1 to this Resolution) to fully refinance the debt to the European Bank for Reconstruction and Development (the "EBRD") and the Asian Development Bank (the "ADB") (EBRD and ADB collectively, the "Lending Banks") under the loan agreement dated December 21, 2012, and under the loan agreement dated May 13, 2013 (the "Loan Agreements"), on the conditions agreed upon by the Buyer and Ardshinbank CJSC</p> <ul style="list-style-type: none"> - Obtaining by CJSC MEK of the consent of the Public Services Regulatory Commission of the Republic of Armenia to signing a share pledge agreement and an immovable property pledge agreement in favor of the new lending bank - Termination of the suretyships of PJSC RusHydro for the obligations of CJSC MEK under the Loan Agreements stipulated by the surety agreement dated January 30, 2013, concluded between PJSC RusHydro and the European Bank for Reconstruction and Development and the surety agreement dated May 15, 2013, concluded between PJSC RusHydro and the Asian Development Bank pursuant to the full debt repayment by CJSC MEK under the Loan Agreements - Failure to use the preemptive right to acquire the Shares within the established time period or refusal to use the preemptive right to acquire the Shares by the minority shareholder of CJSC MEK and by CJSC MEK itself (in case of the sale of the Shares to the Open Joint-Stock Company Hrazdan Energy Company (RazTES)) <ul style="list-style-type: none"> b. The Seller shall provide the Buyer with representations for the most significant potential risks listed in Appendix 2 to this Resolution. <p>3. To establish that the stake of JSC Hydroinvest in CJSC</p>

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		MEK before the alienation of the Shares is 90.00%, and after the alienation of the Shares, 0.00%."

INVESTMENTS COMMITTEE UNDER THE BOARD OF DIRECTORS

Date and No. of Minutes	Issue Discussed	Decisions Taken
Minutes of 19.02.2019 № 112	On recommendations for the Company's Board of Directors concerning: Approval of the report on the performance results of the Investment Committee under the Board of Directors of RusHydro for H2 2018.	To recommend that the Company's Board of Directors adopt the following resolution: To approve the report of the Chairman of the Investment Committee under the Board of Directors of RusHydro for H2 2018 (Appendix 1).
	On recommendations for the Company's Board of Directors concerning: Consideration of matters of significance to the Company.	To recommend that the Company's Board of Directors adopt the following resolution: To approve the target values for the KPI "Earnings (profit) per share (EPS)" of the first cycle for 2017–2019, of the second cycle for 2018–2020, and of the third cycle for 2019–2021 (Appendices 2–4).
Minutes of 25.03.2019 № 113	On recommendations for the Company's Board of Directors on the item "On the Draft Consolidated Investment Program of RusHydro Group for 2020–2024 and for 2019 (adjustment) and the Draft Investment Program of RusHydro for 2020– 2029 and for 2019 (adjustment)"	To recommend that the Company's Board of Directors adopt the following resolutions: 1. To take the Draft Consolidated Investment Program of RusHydro for 2020–2024 and for 2019 (adjustment) (Schedules 1.1a, 1.1b, and 1.1c hereto) and the sources of their financing (Schedule 1.1d hereto) under advisement. 2. To preapprove the Draft Consolidated Investment Program of RusHydro for 2020–2029 and draft amendments to the Investment Program of RusHydro for 2019–2028 approved by Order of the Ministry of Energy of Russia (Minenergo) No. 6@ dated October 22, 2018 (Schedules 1.2a, 1.2b, and 1.2c hereto), to ensure that information disclosure is compliant with Regulation

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>of the Government of the Russian Federation No. 24 dated January 21, 2004, "On Approval of Standards for Information Disclosure by Wholesale and Retail Electricity Market Participants."</p> <p>3. To instruct Chairman of the Management Board and General Director N. G. Shulginov to send the approved Draft Investment Program of RusHydro for 2020– 2029 and the draft amendments to the Investment Program of RusHydro for 2019– 2028 approved by Order of the Ministry of Energy (Minenergo) of Russia No. 6@ dated October 22, 2018, in accordance with the procedure established by Decree of the Government of the Russian Federation No. 977 dated December 1, 2009, "On Investment Programs of Electrical Energy Industry Participants" ("Decree No. 977").</p>
	<p>On recommendations for the Company's Board of Directors on the item "On approval of a report on the public technological and price audit of investment projects for 2018, which contains the results of a consolidated analysis of the audits and conclusions based on the results of public and expert discussion"</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the report on the public technology and pricing audit of RusHydro's 2018 investment projects, with the results of a consolidated analysis of the audits and with the findings of public and expert discussions (Schedules 2.1, 2.2).</p>
	<p>On recommendations for the Company's Board of Directors on the item "On approval of the list of RusHydro investment projects for the public technological and price audit in 2019–2020"</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the list of investment projects implemented and scheduled for implementation under the RusHydro investment program for conducting a public technology and pricing audit in 2019–2020 according to Schedule 3 hereto.</p>
	<p>On recommendations for the Company's Board of Directors on the item "On determining cases when the Company may execute transactions related to release from liabilities to itself or to a third party without the prior approval of the Company's Board of Directors: waiver by the Company of the rights under a bank</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To decide that the sole executive body of the Company may enter into transactions (including several related transactions), without the prior consent of the Company's Board of Directors, under</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
	guarantee and/or signing by the Company of an agreement to terminate a guarantor's liabilities under a bank guarantee"	<p>which the Company waives its rights under a bank guarantee, and/or under which the Company consents to release a guarantor under a bank guarantee from its liabilities in the following cases:</p> <ul style="list-style-type: none"> - The Company receives a new bank guarantee (issued by the same or by a new guarantor), or another valid bank guarantee (issued by the same or by a new guarantor) is amended to ensure the fulfillment of the principal liability that was previously guaranteed by the terminated bank guarantee. - In connection with a change in the principal liability, the Company receives a new bank guarantee (issued by the same or by a new guarantor), or another valid bank guarantee (issued by the same or by a new guarantor) is amended to ensure the fulfillment of the changed principal liability. - The principal liability guaranteed by the terminated bank guarantee is fulfilled.
	On recommendations for the Company's Board of Directors on the item "Financing of the project 'Construction of two single-chain 100 kV overhead power lines Pevek – Bilibino' (construction stage 2)"	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>To instruct Chairman of the Management Board and General Director of the Company N. G. Shulginov to grant an intragroup loan to JSC Chukotenergo (with the possibility of subsequent capitalization) to ensure the financing of the design documentation for the priority project "Construction of two single-chain 110 kV overhead power lines Pevek – Bilibino" (construction stage 2) (the "Project") under the following material terms and conditions:</p> <p><u>Parties to the Agreement:</u></p> <p>The Borrower: JSC Chukotenergo The Lender: RusHydro</p> <p><u>Subject of the Agreement:</u></p> <p>The Lender shall issue funds (loan amount, loan) to the Borrower, and the Borrower undertakes to repay the loan to the Lender.</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p><u>Maximum loan amount:</u> RUB 211,740,000.00</p> <p><u>Loan repayment period:</u> The parties shall determine the loan repayment schedule by March 1, 2020, by way of signing a supplementary agreement to the Agreement. Until the loan repayment schedule is determined, the loan shall be repaid at call within five business days from the moment of delivery to the Borrower of the Lender's notice of loan repayment, but in any case no later than on December 28, 2027.</p> <p><u>Interest rate for using the Loan Amount:</u> 0% per annum</p> <p><u>The Loan's intended use:</u> Financing of working capital to cover the expenses for the preparation of design documentation for the Project.</p> <p><u>Loan terms and conditions:</u> Nonrevolving tranches based on the request of the Borrower.</p> <p><u>Terms and conditions for early repayment of the Loan:</u> The Lender shall have the right to demand early repayment of the Loan from the Borrower. The Borrower shall have the right to repay the loan early in part or in full.</p>
	<p>On recommendations for the Company's Board of Directors on the item "On the matters of significance to the Company: on development of a program to improve procurement quality"</p>	<p>To recommend that the Company's Board of Directors adopt the following resolutions: To instruct Chairman of the Management Board and General Director of the Company N. G. Shulginov to arrange for the following:</p> <ol style="list-style-type: none"> 1. Development and approval of the Program for Improvement of the Company's Procurement Quality (the "Program"), which shall include the following:

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<input type="checkbox"/> The Program assessment procedure and performance indicators, taking into account the level of competition in procurements, as specified in Schedule 6.1 hereto <input type="checkbox"/> Actions to assess and improve the qualification of personnel, both those directly involved in procurement and those responsible for identifying the client's specific need, and performance of agreements and payments under agreements by April 1, 2019. 2. Dissemination of Program actions to organizations under Company control, as specified in Schedule 6.2 hereto 3. Publication of information about the execution of Directives of the Government of the Russian Federation No. 1519p-P13 together with electronic copies of support documents on the Interdepartmental State Property Management Portal by April 3, 2019
	On recommendations for the Company's Board of Directors on the item "On execution of the Business Plan of the Company for 2018 (including the report on the execution of the Investment Program, including the Complex Modernization Program for Generating Facilities for 2018)"	To recommend that the Company's Board of Directors adopt the following resolution: To approve the report on execution of the Business Plan of the Company for the year 2018 (including the report on execution the Investment Program, including the Complex Modernization Program for Generating Facilities, for the year 2018) (Schedule 7).
	On recommendations for the Company's Board of Directors on the item "On approval of the report on the implementation of the consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2018"	To recommend that the Board of Directors of RusHydro adopt the following resolution: To approve the Report on the Implementation of the Consolidated Business Plan (including the consolidated Investment Program and the action plan for the optimization of costs based on the results of an external independent cost audit at RusHydro, including its subsidiaries) of RusHydro Group for 2018 according to Schedule 8 hereto.
	On recommendations for the Board of Directors of RusHydro	To recommend that the Company's Board of Directors adopt the

Date and No. of Minutes	Issue Discussed	Decisions Taken
	concerning the item: "On approval of the report on the achievement of the Company's (the Management Board members') key performance indicators"	following resolution: 1. To approve the report on the achievement of the Company Management Board Members' annual key performance indicators for 2018 according to Schedule 9.1 hereto. 2. To deem the KPI "Reduction of operating expenses (costs), %" for 2018, calculated with due regard to factors that are beyond the control of the Company's management, to have been achieved.
	On recommendations for the Company's Board of Directors on the item "On approval of the report on the fulfillment of the Annual Complex Procurement Program of the Company for 2018"	To recommend that the Company's Board of Directors adopt the following resolution: Approve the report on the fulfillment of RusHydro's Annual Complex Procurement Program for 2018 (Schedule 10).
	On approval of the Action Plan of the Investment Committee under the Board of Directors of RusHydro for H1 2019	Approve the Program of Works of the Investment Committee under the RusHydro Board of Directors for H1 2019 (Schedule 11).
Minutes of 21.05.2019 № 114 (in the form of joint presence)	Recommendations for the Company's Board of Directors concerning: Recommendations for the Annual General Meeting of Shareholders of the Company concerning: Payment of dividends, periods and form of payment of dividends based on the results of operations in 2018, and establishment of the date as of which the persons entitled to dividends are determined.	Recommend that the Board of Directors adopt the following resolution: Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: Pay dividends on ordinary shares of the Company according to the results of 2018 in the amount of RUB 0.0367388 per one share. Form of payment of dividends: monetary. Establish July 9, 2019 (the 11th day from the date of the resolution 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 who 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.
	Recommendations for the Company's Board of Directors	Recommend that the Board of Directors adopt the following

Date and No. of Minutes	Issue Discussed	Decisions Taken										
	<p>concerning: Recommendations for the Annual General Meeting of Shareholders of the Company concerning: Approval of distribution of the Company's profits based on the results of 2018.</p>	<p>resolution: Preliminarily approve and recommend to the Annual General Meeting of Shareholders of the Company to approve the following allocation of profits of the Company based on the results of 2018:</p> <table border="1" data-bbox="1317 456 2085 683"> <thead> <tr> <th></th> <th>(million rubles)</th> </tr> </thead> <tbody> <tr> <td>Retained earnings (losses) for the reporting period</td> <td>36,725.6</td> </tr> <tr> <td>Distribute to: The reserve fund</td> <td>1,836.3</td> </tr> <tr> <td>Development of the Company</td> <td>18,970.8</td> </tr> <tr> <td>Dividends</td> <td>15,918.5</td> </tr> </tbody> </table>		(million rubles)	Retained earnings (losses) for the reporting period	36,725.6	Distribute to: The reserve fund	1,836.3	Development of the Company	18,970.8	Dividends	15,918.5
	(million rubles)											
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Distribute to: The reserve fund	1,836.3											
Development of the Company	18,970.8											
Dividends	15,918.5											
	<p>Consideration of information on the reasons for the growth of the debt burden of Holding RAO ES of EAST.</p>	<ol style="list-style-type: none"> 1. Take into consideration the information on the reasons for the growth of the debt burden of Holding RAO ES of EAST in accordance with Appendix 1 to this resolution and bring the report on the results of the analysis to the Chairman of the Board of Directors of RusHydro Yu. P. Trutnev. 2. Recommend to the Management Board of RusHydro to continue work on optimizing the debt burden of the RusHydro Group. 										
<p>Minutes of 10.06.2019 № 115</p>	<p>On recommendations for the Board of Directors of RusHydro concerning the item: "On approval of the report on the interim results of the fulfillment of the Company's Business Plan for 2019 considering the actual results for Q1 2019 (including the report on the fulfillment of the Investment Program, inter alia, the Complex Modernization Program for Generating Facilities, for Q1 2019)."</p>	<p>To recommend that the Board of Directors of RusHydro adopt the following resolution: To approve the report on the interim results of the fulfillment of the Business Plan for 2019 considering the actual results for Q1 2019 (including the report on the fulfillment of the Investment Program, inter alia, the Complex Modernization Program for Generating Facilities, for Q1 2019) (Schedule 1).</p>										
	<p>On recommendations for the Board of Directors of RusHydro concerning the item: "On approval of the report on the fulfillment of the Annual Complex Procurement Program of the Company for Q1 2019."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: "To approve the Report on the Achievement of the Key Performance Indicators of RusHydro for Q1 2019 (Schedule 2)."</p>										

Date and No. of Minutes	Issue Discussed	Decisions Taken
	<p>On recommendations for the Board of Directors of RusHydro concerning the item: "On amending the Unified Regulation on Procurement of Products for the Needs of RusHydro Group: on extending the practice of using factoring in performing contracts for supply of goods (performance of work, provision of services)."</p>	<p>1. To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>1. To amend Clause 5.3.9 of the Unified Regulation on Procurement of Products for the Needs of RusHydro Group approved by Decision of the RusHydro Board of Directors (Minutes No. 277 dated October 4, 2018) to read as follows: "5.3.9. A procurement notice and/or procurement documentation may provide for the use of assignment of claim (factoring) when carrying out product delivery contracts concluded by the Customer with small and medium business entities based on the results of procurements held in the form of a competitive tender in accordance with the provisions of the civil laws of the Russian Federation."</p> <p>2. To instruct the Chairman of the Management Board and General Director of the Company N. G. Shulginov:</p> <p>2.1. To notify controlled organizations that have acceded to the Unified Regulation on Procurement of Products for the Needs of RusHydro Group about the amendments introduced thereto within 10 business days after this resolution is adopted.</p> <p>2.2. To publish information about the execution of Directives of the Government of the Russian Federation No. 4111p-p13 dated May 8, 2019, along with electronic copies of the supporting documents on the Interdepartmental State Property Management Portal by July 10, 2019."</p>
	<p>On recommendations for the Board of Directors of RusHydro concerning the item: "On the progress of implementation of the investment project 'Construction of two single-circuit OHLs 110 kV Pevek-Bilibino (construction phase No. 1)'."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>To take note of the information on the implementation of the investment project "Construction of two single-circuit 110 kV OHLs Pevek-Bilibino" (construction stage No. 1) according to Schedule 3 to this decision.</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
	On recommendations for the Board of Directors of RusHydro concerning the item: "On the approval of the report concerning the results of activity of the Investment Committee of the Board of Directors of RusHydro for corporate year 2018 —2019".	To approve the report concerning the results of activity of the Investment Committee of the Board of Directors of RusHydro for the corporate year 2018—2019 and recommend to the Company's Board to review this report (Schedule 4).
Minutes of 16.09.2019 № 116	On electing the Deputy Chairperson of the Investment Committee of the Company's Board of Directors.	To elect Member of the Management Board and First Deputy General Director of RusHydro Sergey Kirov as Deputy Chairman of the Investment Committee under the Board of Directors of RusHydro.
	On electing the Secretary of the Investment Committee of the Company's Board of Directors.	To elect Leading Specialist of the Office for Monitoring and Evaluation of the Efficiency of Investment Programs of the Department of Economic Planning and Investment Programs of RusHydro Yekaterina Gogotova as Secretary of the Investment Committee under the Board of Directors of RusHydro.
	On approval of the Program of Works of the Investment Committee under the Board of Directors of RusHydro for H2 2019	To approve the Program of Works of the Investment Committee under the Board of Directors of RusHydro for H2 2019 (Schedule 1).
Minutes of 18.09.2019 № 117 (in the form of joint presence)	On recommendations for the Company's Board of Directors on the item: On the interim results of the fulfillment of the Company's Business Plan for 2019 considering the actual results for H1 2019 (including the report on the fulfillment of the Investment Program, among other things, the Complex Modernization Program for Generating Facilities for H1 2019).	To recommend that the Company's Board of Directors adopt the following resolution: To approve the report on the interim results of the fulfillment of the Business Plan for 2019 considering the actual results for H1 2019 (including the report on the fulfillment of the Investment Program, among other things, the Complex Modernization Program for Generating Facilities, for H1 2019) (Schedule 1).
	On recommendations for the Company's Board of Directors on the item: On the adjustment of the Company's business plan for 2019–2023 insofar as it relates to the Investment Program of RusHydro for 2019.	To recommend that the Company's Board of Directors adopt the following resolution: To approve the adjustment of the Company's business plan for 2019 insofar as it relates to amending the parameters of the Investment Program of RusHydro for 2019, considering their influence on the KPI "Compliance with the capacity commissioning

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>schedules and the financing and utilization plan, %" for 2019 (Schedules 2 and 2a).</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the adjusted consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2019 (Schedule 3).</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the adjusted Targets of the Annual KPIs of the Company's Management Board Members for 2019 (the KPIs "Return on Equity (ROE), %," "Earnings before Interest, Tax, Depreciation, and Amortization (EBITDA), RUB million," and "Labor Productivity, RUB thousand/man-hours") (Schedule 4).</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the Report on the Achievement of the Key Performance Indicators of RusHydro for 6 months of 2019 (Schedule 5).</p>
Minutes of 18.10.2019 № 118 (in the form of joint presence)	On recommendations for the Company's Board of Directors concerning: "On the consideration of a matter of significance to the Company: On the accomplishment of the action plan for works at Zagorskaya PSHP-2."	To recommend that the Company's Board of Directors adopt the following resolution: To take into consideration the interim report on the accomplishment of the follow-up action plan for works at Zagorskaya PSHP-2 (Schedule 1).
Minutes of 02.12.2019 № 119 (in the form of joint presence)	Recommendations for the Company's Board of Directors concerning: "On the consideration of matters of significance to the Company: 'On the progress of implementation of the investment project 'Construction of two single-circuit OHLs 110 kV Pevek – Bilibino (construction phase No. 1)'."	To recommend that the Company's Board of Directors adopt the following resolution: "1. To take note of the information on the implementation of the investment project 'Construction of two single-circuit 110 kV OHLs Pevek – Bilibino' (construction stage No. 1) (hereinafter, the

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>Facility, Project) according to the Schedule to this decision.</p> <p>2. To note the presence of high risks of further postponement of the implementation period of the Project to 2024 in the absence of decisions aimed at implementing the instructions of the Government of the Russian Federation in December 2019 – February 2020 (Minutes No. DK-P9-208pr dated October 22, 2019):</p> <p>2.1. on the approval of regulatory acts of the Government of the Russian Federation on the recalculation of the cost of construction of the Facility;</p> <p>2.2. on the mechanism for additional financing for the construction of the Facility from the federal budget (taking into account the inadmissibility of deterioration of the financial condition of the Company);</p> <p>2.3. on amendments to Regulation of the Government of the Russian Federation No. 231 dated March 2, 2019, regarding the change in the cost of construction of the Facility and the postponement of the implementation period of the project to 2023;</p> <p>2.4. on the approval of the regulatory act of the Government of the Russian Federation on determining the sole supplier (contractor) for the construction of the Facility."</p>
	<p>Recommendations for the Company's Board of Directors concerning: "On approval of the report on the execution of the Annual Comprehensive Procurement Program of the Company for 9 months of 2019."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>To approve the report on the execution of the Annual Comprehensive Procurement Program of RusHydro for 9 months of 2019 (Schedule No. 2).</p>
	<p>Recommendations for the Company's Board of Directors concerning: "On amending the Unified Regulation on Procurement of Products for the Needs of RusHydro Group."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>1.1. To approve a new revision of the Unified Regulation on the</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>Procurement of Products for the Needs of RusHydro Group (Schedule No. 3).</p> <p>1.2. As soon as the Unified Regulation on the Procurement of Products for the Needs of RusHydro Group comes into force, to deem the Unified Regulation on the Procurement of Products for the Needs of RusHydro Group approved by Decision of the Board of Directors of RusHydro (Minutes No. 277 dated October 4, 2018, with amendments approved by Minutes of the meeting of the Board of Directors of RusHydro No. 292 dated June 24, 2019) to have lost force.</p>
	<p>Recommendations for the Company's Board of Directors concerning: "On the interim results of accomplishment of the Company's Business Plan for 2019 considering the actual results for 9 months of 2019 (including the report on execution of the Investment Program, including the Complex Modernization Program for Generating Facilities, for 9 months of 2019)."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>To approve the report on the interim results of accomplishment of the Company's Business Plan for 2019 considering the actual results for 9 months of 2019 (including the report on execution of the Investment Program, including the Complex Modernization Program for Generating Facilities, for 9 months of 2019) (Schedule No. 4).</p>
	<p>Recommendations for the Company's Board of Directors concerning: "On annual notification of industry-related federal executive bodies and the Government of the Russian Federation on the volumes of contracts concluded with defense industry enterprises for the procurement of civil products for the fuel and energy industry (performance of work, provision of services) which are not related to a state defense order."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolutions:</p> <p>1. To note the publication by the Company:</p> <ul style="list-style-type: none"> - of all procurement information of RusHydro Group on the official website of the Unified Procurement Information System, including the goods, works and services procurement plan and up-to-date official publications on procurements, containing, inter alia, notices of procurement, procurement documentation, draft contracts, and information on all contracts concluded by RusHydro Group with all counterparties (this information is publicly available at http://zakupki.gov.ru); - on the official website of the State Industrial Information

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>System of information on the current and prospective needs of RusHydro Group for the 6 implementation of production programs, which is available for the manufacturers of the defense industry for submission of their commercial proposals and further participation in tender procedures (this information is publicly available at https://gisp.gov.ru).</p> <p>2. The Company shall ensure timely annual notification of industry-related federal executive bodies (the Ministry of Industry and Trade of Russia, the Ministry of Energy of Russia, and the Ministry of Economic Development of Russia) and the Government of the Russian Federation on the volumes of contracts concluded by the Company and its subsidiaries with defense industry enterprises for the procurement of civil products for the fuel and energy industry (performance of works, provision of services) which are not related to a state defense order not later than 30 days before the date of the annual General Meeting of Shareholders of the Company, after the industry-related federal executive bodies (the Ministry of Industry and Trade of Russia and/or the Federal Agency for State Property Management) submit information to the Company about the organizations included in the register of defense industry organizations in accordance with Decree of the Government of the Russian Federation No. 96 dated February 20, 2004 "On the Consolidated Register of Defense Industry Organizations."</p>
	<p>Recommendations for the Company's Board of Directors concerning: "Procurement of Russian products used for the implementation of national projects and the complex plan for modernization and expansion of trunk infrastructure."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolutions:</p> <p>1. To take note of the following:</p> <ul style="list-style-type: none"> - Clause 5.17 of the Unified Regulation on the Procurement of Products for the Needs of RusHydro Group, approved by the Company's Board of Directors (Minutes No. 277 dated October 4,

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>2018, with amendments approved by Minutes No. 292 dated June 24, 2019, hereinafter referred to as the "URPP"), provides for the 7 priority of procured products (goods, work, services) of Russian origin over procured products of foreign origin¹⁷ ;</p> <p>- this clause of the URPP covers, inter alia, the procurement of Russian products used for the implementation of national projects and the complex plan for modernization and expansion of trunk infrastructure.</p> <p>2. To establish that no additional amendments need be introduced to the URPP and other local regulations (acts) of the Company in the field of procurement activities to establish the priority of the procurement of Russian products used for the implementation of national projects and the complex plan for modernization and expansion of trunk infrastructure.</p>
Minutes of 19.12.2019 № 120 (in the form of joint presence)	On recommendations for the Company's Board of Directors on the following item: On approval of the annual comprehensive procurement program of PJSC RusHydro for 2020.	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>To approve the annual comprehensive procurement program of PJSC RusHydro for 2020 (Schedule1).</p>
	On recommendations for the Company's Board of Directors on the following item: On approval of the Company's Business Plan (including the Investment Program) for 2020–2024.	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <ol style="list-style-type: none"> 1. To approve the PJSC RusHydro Business Plan 2020 (Schedule 2). 2. To approve the PJSC RusHydro Investment Program for 2020 (Schedule No. 2.2 to the PJSC RusHydro Business Plan for 2020–2024). 3. To approve the planning data for PJSC RusHydro's investment projects and for new construction facilities of controlled companies

¹⁷ In accordance with Decree of the Government of the Russian Federation No. 925 dated September 16, 2016 "On the Priority of Goods of Russian Origin and Work Performed and Services Provided by Russian Persons as Compared to Goods of Foreign Origin or Work Performed and Services Provided by Foreign Persons."

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>that are taken into account in calculating the performance indicator of the members of PJSC RusHydro Management Board "Compliance with the Capacity Commissioning Schedule and the Financing and Utilization Plan, %" for 2020 (Schedule No. 2.2a to the PJSC RusHydro Business Plan for 2020–2024).</p> <p>4. To take into consideration the PJSC RusHydro Business Plan for 2021–2024 (Schedule No. 2), including the PJSC RusHydro Investment Program for 2021–2024 (Schedule No. 2.2 to the PJSC RusHydro Business Plan for 2020–2024).</p>
	<p>On recommendations for the Company's Board of Directors on the following item: On approval of the consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2020–2024.</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2020–2024 (Schedule 3).</p>
	<p>On recommendations for the Company's Board of Directors on the following item: On approval of the list and the target values of annual key performance indicators of the members of PJSC RusHydro Management Board for 2020.</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To approve:</p> <ul style="list-style-type: none"> <input type="checkbox"/> The target values of the annual KPIs of the members of PJSC RusHydro Management Board for 2020 (Schedule No. 4.1); <input type="checkbox"/> The target value of the KPI "Reduction of Operating Expenses (Costs) for Procurement of Goods (Works, Services) per Produced Unit" for the members of the Company's Management Board for the year 2020 at the level of at least 2%; <input type="checkbox"/> The target values of KPIs under PJSC RusHydro's Cycle 4 Long-Term Motivation Program for 2020–2022 (Schedule No. 4.2); <input type="checkbox"/> Amendments to the target values of the KPIs of the second cycle Long-Term Motivation Program of PJSC RusHydro for 2018–2020 (Schedule No. 4.3); <input type="checkbox"/> Changes to the target values of KPIs under PJSC RusHydro's Cycle 3 Long-Term Motivation Program for 2019–2021

Date and No. of Minutes	Issue Discussed	Decisions Taken
	<p>On recommendations for the Company's Board of Directors on the following item: On approval of a report concerning the results of activity of the Investment Committee of the Board of Directors of the Company.</p>	<p>(Schedule No. 4.4). To recommend that the Company's Board of Directors adopt the following resolution: To approve the report of the Chairman of the Investment Committee of the Board of Directors of PJSC RusHydro for H2 2019 (Schedule 5).</p>

FAR EAST ENERGY DEVELOPMENT COMMITTEE UNDER THE BOARD OF DIRECTORS

Date and No. of Minutes	Issue Discussed	Decisions Taken
Minutes of 20.02.2019 № 17	<p>On recommendations for the Board of Directors of RusHydro concerning the following item: On the approval of the report concerning the results of the activity of the Far East Power Industry Development Committee under the Board of Directors of the Company for the first half of the 2018–2019 corporate year.</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To approve the report concerning the results of the activity of the Far East Power Industry Development Committee under the Board of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule No. 1 to the Minutes).</p>
	<p>On recommendations for the Board of Directors of RusHydro concerning the following item: On determining the position of the Company (the delegates of the Company) regarding the agenda item of the meeting of the Board of Directors of JSC RAO ES of East: On the alienation of the shares of an organization in which the Company participates.</p>	<p>Confidential.</p>
	<p>On recommendations for the Board of Directors of RusHydro concerning the following item: On determining the position of the Company (the Company's delegates) on the agenda item of the General Meeting of Shareholders of JSC Dyakov Ust-Srednekanskaya HPP: On the approval of a major transaction related to the lease-out of movable property and real estate of Ust-Srednekanskaya HPP forming part of an engineering and</p>	<p>To reschedule the consideration of the item for a later date.</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
	manufacturing complex used for the generation and transmission of electricity.	
Minutes of 27.03.2019 № 18	<p>On approving the Program of Works of the Far East Power Industry Development Committee under the Board of Directors of RusHydro for H1 2019.</p> <p>On recommendations for the Board of Directors of RusHydro concerning the following matter: The progress status of the priority projects for the construction of three facilities in the Far East (Yakutskaya GRES-2 (Phase 1), CHPP in Sovetskaya Gavan, Sakhalinskaya GRES-2 (Phase 1)) as of December 31, 2018.</p> <p>On recommendations for the Board of Directors of RusHydro concerning the following matter: On determining the position of RusHydro (RusHydro's delegates) in the management bodies of its subsidiaries: On determining the position of the Company (the Company's delegates) on the agenda item of the meeting of the Board of Directors of JSC RAO ES East: "On the execution by JSC RAO ES East of a transaction (including several related transactions) to alienate the Company's assets consisting of fixed assets, intangible assets, and construction facilities in progress 2 used for the generation, transmission, dispatching and distribution of electrical energy and heat."</p> <p>On recommendations for the Board of Directors of RusHydro concerning the following matter: On determining the position of the Company (the Company's delegates) on the agenda item of the General Meeting of Shareholders of JSC Nizhne-Bureyskaya HPP: "On approval of a major transaction for leasing the property of Nizhne-Bureyskaya HPP."</p>	<p>To approve the Program of Works of the Far East Power Industry Development Committee under the Board of Directors of RusHydro for H1 2019 (Appendix No. 1 to the Minutes).</p> <p>To recommend that the Company's Board of Directors adopt the following resolution: To take note of the information on the progress of the priority construction projects in the Far East (CHPP in Sovetskaya Gavan, Sakhalin GRES-2 (Phase 1)) as of December 31, 2018 (Appendix No. 2 to the Minutes).</p> <p>Confidential.</p> <p>Confidential.</p>
Minutes of 19.04.2019 № 19	Confidential.	

Date and No. of Minutes	Issue Discussed	Decisions Taken
Minutes of 20.06.2019 № 20	On recommendations for the Board of Directors of RusHydro concerning the following matter: Progress of the construction of the Ust-Srednekanskaya HPP.	To recommend that the Company's Board of Directors adopt the following resolution: To take into consideration information on the progress of the construction of the Ust-Srednekanskaya HPP (Appendix No. 1 to the Minutes).
	On recommendations for the Board of Directors of RusHydro concerning the following matter: On the progress of priority projects for the construction of two facilities in the Far East (CHPP in Sovetskaya Gavan, Sakhalin GRES-2 (stage 1)) as of March 31, 2019.	To recommend that the Company's Board of Directors adopt the following resolution: To take note of information on the progress of the priority projects of construction of two facilities in the Far East (CHPP in Sovetskaya Gavan, Sakhalin GRES-2 (stage 1)) as of March 31, 2019 (Appendix No. 2 to the Minutes).
	On recommendations for the Board of Directors of RusHydro concerning the following matter: On the approval of the report on the results of the activity of the Far East Energy Development Committee of the Board of Directors of RusHydro for the 2018–2019 corporate year.	To recommend that the Company's Board of Directors adopt the following resolution: To approve the report concerning the results of the activity of the Far East Energy Development Committee of the Board of Directors for the 2018–2019 corporate year (Appendix 3 to the Minutes).
Minutes of 23.09.2019 № 21	On electing the Deputy Chairperson of the Far East Energy Development Committee under the Board of Directors of RusHydro.	To elect Igor Anatolyevich Zadvornov Deputy Chairperson of the Far East Energy Development Committee under the Board of Directors of RusHydro.
	On electing the Secretary of the Far East Energy Development Committee under the Board of Directors of RusHydro.	To elect Natalia Gennadijevna Kovaleva as Secretary of the Far East Energy Development Committee under the Board of Directors of RusHydro.
	On approving the Program of Works of the Far East Energy Development Committee under the Board of Directors of RusHydro for H2 2019.	To approve the Program of Works of the Far East Energy Development Committee under the Board of Directors of RusHydro for H2 2019 (Schedule No. 1 to the Minutes)
	On recommendations for the Board of Directors of RusHydro concerning the item: On the participation of the Company in other organizations: <ul style="list-style-type: none"> • On the participation of the Company in Sakhalin GRES-2 	To recommend that the Company's Board of Directors adopt the following resolution: 1. To approve the participation of the Company in the authorized capital of JSC Sakhalin GRES-2 by concluding an agreement(s) for

Date and No. of Minutes	Issue Discussed	Decisions Taken
	<p>JSC.</p> <ul style="list-style-type: none"> • On the participation of the Company in TPP in Sovetskaya Gavan JSC. • On the participation of the Company in Yakutsk GRES-2 JSC. 	<p>the sale of shares (hereinafter referred to as the Transaction) on the following material conditions:</p> <p><u>Parties to the Transaction:</u> Issuer: Sakhalin GRES-2 JSC. Acquirer: RusHydro.</p> <p><u>Subject of the Transaction:</u> The Issuer shall transfer to the Acquirer no more than sixteen billion three hundred forty-five million (16,345,000,000) ordinary shares to be placed through private subscription (the Shares). The Acquirer undertakes to accept and pay for the Shares.</p> <p><u>Price of the Transaction:</u> one ruble (RUB 1) per one (1) share for a total amount of no more than sixteen billion three hundred forty-five million rubles (RUB 16,345,000,000).</p> <p><u>Other terms and conditions of the Transaction:</u> The form of payment for the Shares is cash, with the possibility of payment by offsetting monetary claims against the Issuer.</p> <p>2. To determine that based on the results of the issue the Company's participation share in the authorized capital of Sakhalin GRES-2 JSC will not change and will remain 100%, while the debt of Sakhalin GRES-2 JSC owed to the Company in the amount of no less than nine billion two hundred sixteen million six hundred five thousand three hundred twelve rubles (RUB 9,216,605,312) shall be repaid following the acquisition of the additional shares.</p> <p>3. To determine that the price of acquisition by the Company of additional ordinary shares of Sakhalin GRES-2 JSC corresponds to the nominal value and amounts to one ruble (RUB 1) per one (1) additional ordinary share for the total maximum amount of sixteen billion three hundred forty-five million rubles (RUB 16,345,000,000).</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>4. To consider this decision to be approval of the transaction in accordance with letter c) of Subclause 24 of Clause 12.1 of the Articles of Association of the Company.</p> <p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>4.2. To approve the participation of the Company in the authorized capital of TPP in Sovetskaya JSC Gavan by concluding an agreement(s) for the sale of shares (hereinafter referred to as the Transaction) on the following material conditions:</p> <p><u>Parties to the Transaction:</u> Issuer: TPP in Sovetskaya Gavan JSC. Acquirer: RusHydro.</p> <p><u>Subject of the Transaction:</u> The Issuer shall transfer to the Acquirer no more than eighteen billion four hundred fifty-six million (18,456,000,000) ordinary shares placed through private subscription (the Shares). The Acquirer undertakes to accept and pay for the Shares.</p> <p><u>Price of the Transaction:</u> one ruble (RUB 1) per one (1) share for a total amount of no more than eighteen billion four hundred fifty-six million rubles (RUB 18,456,000,000).</p> <p><u>Other terms and conditions of the Transaction:</u> The form of payment for the Shares is cash, with the possibility of payment by offsetting monetary claims against the Issuer.</p> <p>2. To determine that based on the results of the issue the Company's participation share in the authorized capital of TPP in Sovetskaya Gavan JSC will not change and will remain 100%, while the debt of TPP in Sovetskaya Gavan JSC to the Company in the amount of no less than two billion six hundred forty-four million nin hundred fortyseven thousand six hundred seventy-four</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>rubles (RUB 2,644,947,674) shall be repaid following the acquisition of the additional shares.</p> <p>3. To determine that the price of acquisition by the Company of the additional ordinary shares of TPP in Sovetskaya Gavan JSC shall correspond to the nominal value and shall amount to one ruble (RUB 1) per one (1) additional ordinary share for the total maximum amount of eighteen billion four hundred fifty-six million rubles (RUB 18,456,000,000).</p> <p>4. To consider this decision to be approval of the transaction in accordance with letter c) of Subclause 24 of Clause 12.1 of the Articles of Association of the Company.</p> <p>4.3. To approve the participation of the Company in the authorized capital of Yakutsk GRES-2 JSC by concluding an agreement(s) for the sale of shares (hereinafter referred to as the Transaction) on the following material conditions:</p> <p><u>Parties to the Transaction:</u> Issuer: Yakutsk GRES-2 JSC. Acquirer: RusHydro.</p> <p><u>Subject of the Transaction:</u> The Issuer shall transfer to the Acquirer no more than five billion nine hundred twelve million (5,912,000,000) ordinary shares placed through private subscription (the Shares). The Acquirer undertakes to accept and pay for the Shares.</p> <p><u>Price of the Transaction:</u> one ruble (RUB 1) per one (1) share for a total amount of not more than five billion nine hundred twelve million rubles (RUB 5,912,000,000).</p> <p><u>Other terms and conditions of the Transaction:</u> The form of payment for the Shares is cash, with the possibility of payment by offsetting monetary claims against the Issuer.</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>2. To determine that, based on the results of the issue, the Company's participation share in the authorized capital of Yakutsk GRES-2 JSC will not change and will remain 100%, while the debt of Yakutsk GRES-2 JSC owed to the Company in the amount of no less than five billion nine hundred eleven million seven hundred fiftyseven thousand nine hundred ninety rubles (RUB 5,911,757,990) shall be repaid to the Company after the acquisition of the additional shares.</p> <p>3. To determine that the price of acquisition by the Company of additional ordinary shares of Yakutsk GRES-2 JSC corresponds to the nominal value and amounts to one ruble (RUB 1) per one (1) additional ordinary share for the total maximum amount of five billion nine hundred twelve million rubles (RUB 5,912,000,000).</p> <p>4. To consider this decision to be approval of the transaction in accordance with letter c) of Subclause 24 of Clause 12.1 of the Articles of Association of the Company.</p>
	<p>On recommendations for the Board of Directors of RusHydro concerning the item: On the consideration of matters of significance to the Company: On the status of the implementation of priority projects for the construction of 2 facilities in the Far East (TPP in Sovetskaya Gavan, Sakhalin GRES-2 (stage 1)) as of June 30, 2019.</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution: To take note of information on the progress of priority projects for the construction of two facilities in the Far East (TPP in Sovetskaya Gavan, Sakhalinskaya GRES-2 (stage 1)) as of June 30, 2019 (Schedule 2 hereto).</p>
<p>Minutes of 03.12.2019 № 22</p>	<p>On recommendations for the Board of Directors of RusHydro concerning the following item: On setting up branches of RusHydro.</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>1. To take information on the status of projects for the construction, retrofitting and upgrading of generating facilities (thermal plants) in the non-price zone of the wholesale electricity and capacity market in accordance with Order of 2 the Government of the Russian Federation No. 1544-r dated July 15, 2019 (hereinafter, "Projects") under advisement.</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		2. To set up, for the purposes of implementing the Projects: <ul style="list-style-type: none"> • The Yakutskiy Branch of RusHydro located in Yakutsk; • The Khabarovskiy Branch of RusHydro located in Khabarovsk; • The Primorskiy Branch of RusHydro located in Vladivostok.
Minutes of 24.12.2019 № 23	On recommendations for the Board of Directors of RusHydro concerning the following item: On the status of the implementation of priority projects for the construction of two facilities in the Far East (CHPP in Sovetskaya Gavan, Sakhalin SDPP-2 (stage 1).	To recommend that the Company's Board of Directors adopt the following resolution: To take note of information on the progress of priority projects for the construction of two facilities in the Far East (CHPP in Sovetskaya Gavan, Sakhalinskaya SDPP-2 (stage 1)) as of September 30, 2019 (Schedule 1 hereto).

COMMITTEE ON RELIABILITY, ENERGY EFFICIENCY AND INNOVATIONS UNDER THE BOARD OF DIRECTORS

Date and No. of Minutes	Issue Discussed	Decisions Taken
Minutes of 18.02.2019 № 57	On recommendations for the Company's Board of Directors on the item "On determining the position of RusHydro (RusHydro's representatives) in the management bodies of its subsidiaries."	Confidential.
Minutes of 18.04.2019 № 58	On recommendations for the Company's Board of Directors concerning "On approval of transactions related to the alienation of the Company's property consisting of fixed assets, intangible assets and construction in progress which are used for the purpose of the generation, transfer, dispatching, and distribution of electrical power and heat (conclusion of an agreement on the purchase of the immovable and movable property of Khorobrovskaya HPP)."	To recommend that the Company's Board of Directors adopt the following resolution: "To approve the conclusion of an agreement on the purchase of the immovable and movable property of Khorobrovskaya HPP (hereinafter, the Agreement) on the following material terms and conditions: Parties to the Agreement: The Seller is RusHydro; The Buyer is the winner of the Auction. Subject of the Agreement: The Seller shall transfer ownership of and the Buyer shall pay for

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>and accept the immovable and movable property of Khorobrovskaya HPP (hereinafter, the Property) in accordance with the Agreement.</p> <p>The list of the Property is provided in Schedules 1 and 2 hereto.</p> <p>Property sale method: Selling via open auction on an electronic trading platform (hereinafter, the Auction).</p> <p>Auction starting price: four million five hundred eighty-seven thousand one hundred ninety-nine (4,587,199) rubles 20 kopecks, including VAT, in accordance with the valuation report of the independent valuer on the market value of the Property.</p> <p>Price of Agreement: To be determined based on the Auction results.</p> <p>Payment procedure (period) for the Property: The Buyer shall be provided with an interest-free installment plan to pay for the Property in equal annual instalments for 5 years."</p>
	<p>On recommendations for the Company's Board of Directors concerning "On approval of transactions related to the alienation of the Company's property consisting of fixed assets, intangible assets and construction in progress which are used for the purpose of the generation, transfer, dispatching, and distribution of electrical power and heat (conclusion of an agreement for the gratuitous transfer of the assets of Bekanskaya HPP (donation))."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>"1. To approve the conclusion of the Agreement on gratuitous transfer of the property of Bekanskaya HPP (donation), which is to be used for generating electrical power (hereinafter, the Agreement), on the following material terms and conditions:</p> <p>Parties to the Agreement: The Donor is RusHydro; The Donee is the municipal entity Ardonsky District of the Republic of North Ossetia-Alania, as represented by the Administration of the local government of the municipal entity Ardonsky District of the Republic of North Ossetia-Alania.</p> <p>Subject of the Agreement:</p>

Date and No. of Minutes	Issue Discussed	Decisions Taken
		<p>The Donor shall transfer gratuitously and the Donee shall accept in ownership the immovable and movable property of Bekanskaya HPP as per Schedule 3 and Schedule 4 hereto (hereinafter, the Property).</p> <p>Price (book [residual] value) of the Property: twenty-eight million five hundred ten thousand seven hundred forty-nine (28,510,749) rubles 32 kopecks.</p> <p>2. To establish that the decision specified in Clause 1 of this resolution is also a decision to execute a transaction in accordance with subclause 26 of Clause 12.1 of the Company's Charter."</p>
Minutes of 16.05.2019 № 59	On recommendations for the Company's Board of Directors concerning "On matters of significance for the Company: On approval of the report on the implementation of the RusHydro Group Innovative Development Program for 2016–2020 with an outlook for 2025 in 2018."	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>"To approve the report on the implementation of the RusHydro Group Innovative Development Program for 2016–2020 with an outlook for 2025 in 2018 (Schedule 1 hereto)."</p>
Minutes of 19.06.2019 № 60	On the approval of the report on the results of the activity of the Reliability, Energy Efficiency, and Innovations Committee of the Board of Directors of RusHydro for the 2018–2019 corporate year.	To approve the report on the results of the activity of the Reliability, Energy Efficiency and Innovations Committee of the Board of Directors of RusHydro for the 2018–2019 corporate year (Appendix to the Minutes).
Minutes of 23.08.2019 № 61	Electing the Deputy Chairperson of the Reliability, Energy Efficiency and Innovations Committee of the Company's Board of Directors.	To elect Boris Borisovich Bogush, Member of the Management Board, First Deputy General Director and Chief Engineer of RusHydro, as Deputy Chairman of the Reliability, Energy Efficiency, and Innovations Committee under the Company's Board of Directors.
	Electing the Secretary of the Reliability, Energy Efficiency and Innovations Committee of the Company's Board of Directors.	To elect Timur Rasimovich Khaziakhmetov, Director of the Department for Development and Standardization of Production Processes at RusHydro, as the Secretary of the Reliability, Energy Efficiency, and Innovations Committee under the Company's Board of Directors.

Date and No. of Minutes	Issue Discussed	Decisions Taken
	<p>On recommendations for the Company's Board of Directors on the item: "On the consideration of matters of significance to the Company: On updating the Innovation Development Program of RusHydro Group."</p>	<p>To recommend that the Company's Board of Directors adopt the following resolution:</p> <p>"1. To take into account the report on comparison of the level of technological development and the values of key performance indicators of the RusHydro Group's innovation activity with the level of development and indicators of the leading peer companies (hereinafter referred to as the Report, the Comparison), revised with due regard to the conclusions on the report submitted by the Ministry for Economic Development of the Russian Federation and the Ministry of Energy of the Russian Federation (Schedule -1).</p> <p>2. To approve the proposals for improving the quality of preparation and implementation of the RusHydro Group Innovation Development Program (Schedule 2) prepared based on the results of the Comparison, when updated.</p> <p>3. To entrust the Chairman of the Management Board and General Director of the Company, N. G. Shulginov, with ensuring the development of an updated Innovation Development Program of RusHydro Group for 2020 to 2024 in accordance with the proposals pursuant to Schedule 2 to the Minutes and forwarding it for approval to the relevant federal executive bodies (Russian Ministry for Economic Development, Russian Ministry of Energy, Russian Ministry of Education and Science, and Russian Ministry for Development of Russian Far East) by December 31, 2019."</p>
<p>Minutes of 16.10.2019 № 62</p>	<p>On recommendations for the Company's Board of Directors concerning the following item:</p> <p>"On the consideration of a matter of significance to the Company: On the accomplishment of the action plan for works at Zagorskaya PSHP-2".</p>	<p>To recommend the Company's Board of Directors to adopt the following resolution:</p> <p>"To take into consideration the interim report on the accomplishment of the follow-up action plan for works at Zagorskaya PSHP-2 (Appendix to this resolution)".</p>