

## APPENDIX No.2 INFORMATION (REPORT) ON INTERESTED-PARTY TRANSACTIONS CONCLUDED BY PJSC RusHydro IN 2019

Ser. No.	List of Transactions (Groups of Related Transactions)	No. and Date of Minutes of Management Body Approving the Transaction	Material Terms of a Transaction	Interested Party(ies) as of the Moment of Transaction Conclusion
1.	<ul style="list-style-type: none"> <li>The Addendum dated January 10, 2019</li> <li>to the Agreement of the Non-State Pension Provision Agreement in favor of employees of PJSC RusHydro's branch - Zagorskaya PSP (parity plan) No. 242 dated January 10, 2006;</li> <li>The Addendum dated January 10, 2019 of the Non-State Pension Provision Agreement in favor of employees of PJSC RusHydro's branch - Zagorskaya PSP (corporate plan) No. 241 dated March 20, 2006.</li> </ul>	<p>In accordance with Clause 1.1 of Article 81 of Federal Law "On Joint-Stock Companies", the members of the Board of Directors and the Management Board of the Company were notified of these transactions.</p> <p>The requirement to obtain consent (approval) for the transaction has not been received.</p>	<p><u>Parties to Addenda:</u> JSC NPF Otkrytie; PJSC RusHydro (The Company).</p> <p><u>Beneficiaries:</u> employees of the Company, in whose favor pension savings are formed, and former employees of the Company - participants of pension programs who receive a non-state pension or are entitled to receive a non-state pension upon reaching the pension qualification under the Non-State Pension Provision Agreements in accordance with the local regulatory documents (acts) of the Company.</p> <p><u>Subject of Addenda:</u> from October 1, 2018, reduction in the cost of services of JSC NPF Otkrytie under Agreements from 2% to 1% of the transferred pension contributions. Exclusion of fixed parity ratios from parity-based Non-State Pension Provision Agreements.</p> <p><u>Price of Addenda:</u> 1% of the total pension contributions to be transferred from October 1, 2018 under Agreements, not exceeding the amounts approved by the Board of Directors of the Company as part of the Company's Business Plan. <i>The total amount of pension contributions transferred by the Company under Agreements for 2019 amounts to RUB 7,047,873 (seven million forty seventeen thousand eight hundred seventy three) 58 kopecks.</i></p> <p><u>Duration of Agreements:</u> until the Fund fully fulfils its obligations to pay pensions to all participants.</p>	<p>Member of the Management Board, First Deputy General Director of the Company A. Kazachenkov, simultaneously occupying a position in the management body of the legal entity, being the Interested Party in the transaction (member of the Board of Directors of JSC NPF Otkrytie).</p>

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2.	<ul style="list-style-type: none"> <li>• Addenda dated January 29, 2019, dated June 6, 2019 to the Agreement for transportation services and leasing of vehicle dated October 3, 2016 No. 032/2016/TK/Du;</li> <li>• Addenda dated February 15, 2019, dated September 26, 2019, dated September 26, 2019 to the Agreement for transportation services and leasing of vehicle dated October 3, 2016 No. 033/2016/TK/Du;</li> <li>• Addenda dated January 24, 2019, dated May 21, 2019, dated November 1, 2019 to the Agreement for transportation services and leasing of vehicle dated November 7, 2016 No. 044/2016/TK/Du;</li> <li>• Addenda dated January 24, 2019, dated June 3, 2019 to the Agreement for transportation services and leasing of vehicle dated November 8, 2016 No. 045/2016/TK/Du;</li> <li>• Addenda dated January 28,</li> </ul>	<p>In accordance with Clause 1.1 of Article 81 of Federal Law "On Joint-Stock Companies", the members of the Board of Directors and the Management Board of the Company were notified of these transactions.</p> <p>The requirement to obtain consent (approval) for the transaction has not been received.</p>	<p><u>Parties to Addenda:</u> JSC TK RusHydro (Party 1); PJSC RusHydro (Party 2).</p> <p><u>Subject of Addenda:</u></p> <ul style="list-style-type: none"> <li>• change in the list of vehicles and transport facilities for leasing and provision of integrated transport services;</li> <li>• change in the price of transactions, including price components, within the ceiling aggregate price of Agreements;</li> <li>• change in schedules and/or shift timetables for provision of vehicles and machinery within the terms of the validity of Agreements and terms of services, change of the planned mileage and operating time;</li> <li>• change of obligation execution schedules within the terms of validity of Agreements and terms of services.</li> </ul> <p><u>The Ceiling Aggregate Price of Addenda:</u> RUB 5,088,759,252.51 including VAT.</p> <p><u>Term of services rendering and leasing under Agreements:</u> up to August 31, 2019.</p> <p>Agreements ceased to be effective. Obligations of the parties under Agreements are completely fulfilled.</p>	<p>Member of the Management Board, First Deputy General Director of PJSC RusHydro S. Kirov whose brother occupies a position in the governing body of the related party to the transaction (A. Kirov, General Director of JSC TK RusHydro).</p>

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	<p>2019, dated September 26, 2019 to the Agreement for transportation services and leasing of vehicle dated November 8, 2016 No. 046/2016/TK/Du;</p> <ul style="list-style-type: none"> <li>Addenda dated January 29, 2019, dated March 28, 2019, dated November 1, 2019 to the Agreement for transportation services and leasing of vehicle dated November 8, 2016 No. 047/2016/TK/Du;</li> </ul>			
3.	<p>Agreements of Pledges dated April 12, 2019 as security of performance of obligations of JSC DGK on Loan Agreements dated January 29, 2019 No. DHB/RK/006/19, No. DHB/RK/007/19, No. DHB/RK/008/19 and No. DHB/RK/005/19.</p>	<p>In accordance with Clause 1.1 of Article 81 of Federal Law "On Joint-Stock Companies", the members of the Board of Directors and the Management Board of the Company were notified of these transactions.</p> <p>The requirement to obtain consent (approval) for the transaction has not been received.</p>	<p><u>Parties to Agreements:</u> PJSC ROSBANK (Bank, Creditor); PJSC RusHydro (Surety). <u>Beneficiaries under Agreements:</u> JSC DGK being the Borrower under the Loan Agreement (hereinafter the Borrower, Debtor). <u>Subject of Agreements:</u> As security of performance of obligations of the Debtor to the Bank under Loan Agreements the Surety shall be liable jointly and severally with the Debtor to the Bank to the full extent for fulfillment by the Debtor of its obligations arising from or in connection with the fulfillment of the terms of Loan Agreements, including obligations to pay the principal amount, interest, any other payments stipulated by Loan Agreements. <u>Price of Agreements:</u> determined as aggregate amount of obligations of the Borrower, which may arise out of Loan Agreements and</p>	<p>Member of the Management Board, Deputy General Director of the Company V. Khmarin, simultaneously being the Member of the Board of Directors of JSC DGK - beneficiary under suretyship agreements.</p>

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			<p>consisting without limitation of the following:</p> <p>1. obligations of the Borrower under the Loan Agreement dated January 29, 2019 No. DHB/RK/005/19:</p> <ul style="list-style-type: none"> <li>• repay the debt sum of the Borrower within the aggregate loan limit on revolving credit line: RUB 700,000,000 (seven hundred million);</li> <li>• pay interest, accrued by the rate of 8.98% (eight point ninety eight hundredths of percent) per annum, with the right of the Bank to change the interest rate depending on the change of conditions of the monetary and financial market;</li> <li>• pay the interest in the amount of a key rate of the Bank of Russia, twofold the sum of the outstanding payment.</li> </ul> <p>Date of final repayment of the credit line: January 9, 2020.</p> <p>2. obligations of the Borrower under the Loan Agreement dated January 29, 2019 No. DHB/RK/006/19:</p> <ul style="list-style-type: none"> <li>• repay the debt sum of the Borrower within the aggregate loan limit on revolving credit line: RUB 1,000,000,000 (one billion);</li> <li>• pay interest, accrued by the rate of 9.15% (nine point fifteen hundredths of percent) per annum, with the right of the Bank to change the interest rate depending on the change of conditions of the monetary and financial market;</li> <li>• pay the interest in the amount of a key rate of the Bank of Russia, twofold the sum of the outstanding payment.</li> </ul> <p>Date of final repayment of the credit line: November 16, 2020.</p> <p>3. obligations of the Borrower under the Loan Agreement dated January 29, 2019 No. DHB/RK/007/19:</p>	

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			<ul style="list-style-type: none"> <li>• repay the debt sum of the Borrower within the aggregate loan limit on revolving credit line: RUB 1,000,000,000 (one billion);</li> <li>• pay interest, accrued by the rate of 9.15% (nine point fifteen hundredths of percent) per annum, with the right of the Bank to change the interest rate depending on the change of conditions of the monetary and financial market;</li> <li>• pay the interest in the amount of a key rate of the Bank of Russia, twofold the sum of the outstanding payment.</li> </ul> <p>Date of final repayment of the credit line: November 16, 2020.</p> <p>4. obligations of the Borrower under the Loan Agreement of January 29, 2019 No. DHB/RK/008/19:</p> <ul style="list-style-type: none"> <li>• repay the debt sum of the Borrower within the aggregate loan limit on revolving credit line: RUB 533,441,000 (five hundred thirty three million four hundred forty one thousand);</li> <li>• pay interest, accrued by the rate of 9.15% (nine point fifteen hundredths of percent) per annum, with the right of the Bank to change the interest rate depending on the change of conditions of the monetary and financial market;</li> <li>• pay the interest in the amount of a key rate of the Bank of Russia, twofold the sum of the outstanding payment.</li> </ul> <p>Date of final repayment of the credit line: November 16, 2020.</p> <p><u>Duration of Agreements:</u> Agreements become effective from the date of their signing by the Parties. Agreements are valid:</p>	

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			<ul style="list-style-type: none"> <li>in relation to Loan Agreements dated January 29, 2019 No. DHB/RK/006/19, No. DHB/RK/007/19 and No. DHB/RK/008/19 up to November 16, 2022;</li> <li>in relation to the Loan Agreement dated January 29, 2019 No. DHB/RK/005/19 up to January 9, 2022.</li> </ul> <p>Premature termination of Agreements is allowed in cases stipulated by the relevant agreement.</p> <p><u>Other conditions of Agreements:</u> the Surety, having fulfilled the obligation of the Borrower under the Loan Agreement, receives all the rights of the Creditor under this obligation to the extent that the Surety satisfied the requirement of the Creditor.</p>	
4.	Agreement for transportation services and leasing of vehicle dated October 4, 2016 and Addendum hereto dated December 16, 2019.	<p>In accordance with Clause 1.1 of Article 81 of Federal Law "On Joint-Stock Companies", the members of the Board of Directors and the Management Board of the Company were notified of these transactions.</p> <p>On the demand of the Member of the Board of Directors consent was obtained to transaction carrying out by the Board of Directors of the Company (minutes dated September 25,</p>	<p><u>Parties to Agreements and Addenda</u> Party 1 - PJSC RusHydro; Party 2 - JSC TK RusHydro; <u>Subject of Agreement:</u> provision by the Party 2 to Party 1 of integrated transport services, as well as leasing with a crew and leasing without a crew of vehicles and transport facilities. <u>Subject of the Addendum:</u></p> <ul style="list-style-type: none"> <li>change in the list of vehicles and transport facilities for leasing and provision of integrated transport services of the Headquarters and 18 branches of PJSC RusHydro;</li> <li>change in the price of the Agreement, including price components, within the ceiling aggregate price;</li> <li>change in schedules and/or shift timetables for provision of vehicles and machinery within the terms of the validity of services rendering and leasing under the Agreement;</li> <li>change of obligation execution schedules within the terms of validity of agreements and terms of <u>services</u></li> </ul>	Member of the Management Board, First Deputy General Director of PJSC RusHydro S. Kirov whose brother occupies a position in the governing body to the transaction (A. Kirov, General Director of JSC TK RusHydro).

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		2019 No. 296).	<u>rendering.</u> <u>Ceiling Aggregate Price of the Agreement including the Addendum:</u> RUB 4,880,824,790 (four billion eight hundred eighty million eight hundred twenty four thousand seven hundred ninety) 04 kopecks excluding VAT. <u>Term of services rendering and leasing under the Agreement:</u> from September 1, 2019 up to August 31, 2022.	