

APPENDIX No.4 INFORMATION ON THE DECISIONS ADOPTED BY RUSHYDRO'S BOARD OF DIRECTORS IN 2019

Date and No. of Minutes	Items on the Agenda	Decisions Taken
Minutes of 21.02.2019 № 283	On approval of the Program of Works of RusHydro's Board of Directors for the 1st half of 2019.	To approve the Program of Works of RusHydro's Board of Directors for the first half of 2019 (Schedule 1 to the Minutes).
	On the approval of the report concerning the implementation of actions aimed at selling the non-core assets of the Company for 2018.	To approve the Report on the implementation of the Program of Works for the sale of non-core assets of RusHydro for 2018 (Schedule 2 to the Minutes).
	On approval of transactions for the gratuitous transfer of the Company's property to third parties.	<p>1. To approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (hereinafter referred to as 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 Interregional Territorial Administration of the Federal Agency for State Property Management in the Khabarovsk Territory and the Jewish Autonomous Region.</p> <p>Subject Matter of the Agreement: The Donor shall gratuitously transfer and the Donee shall accept in ownership the immovable and movable property of the hydrometeorological network in accordance with Schedule 3 and Schedule 4 to the Minutes (hereinafter referred to as the Property) for the subsequent assignment of the right of operational management to the Federal State Budgetary Institution Far East Hydrometeorology and Environmental Monitoring Department.</p> <p>Price (book value) of the Property (as of December 31, 2018): 20,674,861 (twenty million six hundred seventy-four thousand eight hundred sixty-one) rubles and 28 kopecks.</p> <p>2. To approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (hereinafter referred to as the Agreement) under the following material terms and conditions:</p> <p>Parties to the Agreement: The Donor is the Company. The Donee is the rural settlement Gimry Village of the Untsukul'sky District of the Republic of Dagestan</p>

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		<p>represented by the Administration of the Municipal Formation Gimry Village of the Untsukul'sky District of the Republic of Dagestan.</p> <p>Subject Matter of the Agreement:</p> <p>The Donor shall gratuitously transfer and the Donee shall accept in ownership the real estate object – the road transport structure "Bridge" with cadastral number 05:35:000022:113, 113 m long, located at: the Republic of Dagestan, Untsukul'sky District, Gimry Village, Irganayskaya HPP in accordance with Schedule 5 to the Minutes (hereinafter, the Property).</p> <p>Price (book value) of the Property (as of December 31, 2018): 98,977,438 (ninety-eight million nine hundred seventy-seven thousand four hundred thirty-eight) rubles and 26 kopecks.</p> <p>3. To approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (hereinafter referred to as the Agreement) under the following material terms and conditions:</p> <p>Parties to the Agreement:</p> <p>The Donor is the Company.</p> <p>The Donee is the Russian Federation represented by the Territorial Administration of the Federal Agency for State Property Management in the Stavropol Territory.</p> <p>Subject Matter of the Agreement:</p> <p>The Donor shall gratuitously transfers and the Donee shall accept in ownership the immovable property – hydraulic structure "Differential No. 1 With a Dam" with the cadastral number 26:15:000000:3586, 1,860 m long, located at: Stavropol Territory, Kochubeyevsky District, 7,850 m in a south-westerly direction from the central part of the Dvortsovskoye Village according to Schedule 6 to the Minutes (hereinafter, the Property) for subsequent assignment of the right of operational management to the Federal State Budgetary Institution Department of Land Reclamation and Agricultural Water Supply in the Stavropol Territory.</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 four) rubles and 54 kopecks.</p>
	<p>On approval of a transaction for the gratuitous transfer of the Company's property.</p>	<p>To approve the conclusion of an agreement on making a contribution to the property of Small HPPs of Altai JSC (hereinafter, the Agreement) as a transaction related to the gratuitous transfer of the Company's property on the following material terms:</p> <p>Parties to the Agreement:</p>

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		<p>RusHydro Small HPPs of Altai JSC Subject of the Agreement: Making a contribution (in cash) to the property of Small HPPs of Altai JSC. The contribution amount is 4,071,399 (four million seventy-one thousand three hundred ninety-nine) rubles and 00 kopecks. Other terms of the Agreement: The period for the contribution is until February 25, 2019.</p>
	<p>On approval of the Company's internal documents: On approval of the Regulation on the evaluation of the activities of the Board of Directors and committees of the Board of Directors of RusHydro.</p>	<p>To approve the Regulations on the evaluation of the activities of the Board of Directors and committees of the Board of Directors of RusHydro (Schedule 7 to the Minutes).</p>
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	<p>On the approval of reports concerning the results of activity of the Committees of the Board of Directors of RusHydro.</p>	<ol style="list-style-type: none"> 1. To approve the report concerning the results of the activity of the Audit Committee of the Board of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule 12 to the Minutes). 2. To approve the report concerning the results of the activity of the HR and Remunerations (Nominations) Committee of the Board of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule 13 to the Minutes). 3. To approve the report concerning the results of the activity of the Strategy Committee of the Board of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule 14 to the Minutes). 4. To approve the report concerning the results of the activity of the Investment Committee of the Board

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule 15 to the Minutes).</p> <p>5. To approve the report concerning the results of the activity of the Far East Power Industry Development Committee of the Board of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule 16 to the Minutes).</p> <p>6. To approve the report concerning the results of the activity of the Reliability, Energy Efficiency and Innovations Committee of the Board of Directors of the Company for the first half of the 2018–2019 corporate year (Schedule 17 to the Minutes).</p>
	<p>On the effectiveness of the forward contract and on the implementation of the Plan to increase the value of the RusHydro Group for the period up to 2021.</p>	<p>1. To take into consideration the information on the effectiveness of the forward contract and on the implementation of the Plan to increase the value of the RusHydro Group for the period up to 2021 in accordance with Schedules 18 and 19 to the Minutes.</p> <p>2. To instruct the Company's Management Board:</p> <p>2.1. To continue work aimed at increasing the market value of the Company, including creating conditions for ensuring the cost recovery of the pumped storage hydropower plant; inclusion of the Company's projects in the Far Eastern Federal District (hereinafter referred to as the FEFD) in the asset modernization program, taking into account the guaranteed return of the investments; establishing long-term tariff regulation in the FEFD which takes into account the real cost increases of energy companies; and the implementation of measures for the capitalization of the intragroup debt level of DGK JSC in order to preserve the financial stability of the latter.</p> <p>2.2. To submit proposals for consideration by the Board of Directors of the Company aimed at increasing the transparency and predictability of dividend payments of the Company, taking into account the need to ensure that the financial condition of RusHydro Group does not deteriorate, as well as the implementation of investment projects in the Far Eastern Federal District.</p>
	<p>On forming RusHydro's management bodies.</p>	<p>1. To terminate the powers of member of the Management Board V. I. Markin on February 24, 2019.</p> <p>2. To define the number of members of the Company's Management Board as 6 persons.</p> <p>3. Confidential.</p>
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Date and No. of Minutes	Items on the Agenda	Decisions Taken
Minutes of 29.03.2019 № 284	On implementation of the Business Plan of the Company for 2018 (including the report on implementation of the Investment Program, including the Program for the Integrated Upgrading of Generating Facilities, for 2018).	To approve the report on the implementation of the Business Plan of the Company for the year 2018 (including the report on the implementation of the Investment Program, including the Complex Modernization Program for Generating Facilities for the year 2018) (Appendix No. 1 to the Minutes).
	On approval of the report on the implementation of the consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2018.	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 (Appendix No. 2 to the Minutes).
	On approval of the report on the achievement of the Company's (the Management Board members') key performance indicators.	<ol style="list-style-type: none"> 1. To approve the report on achievement of annual key performance indicators of members of the Company's Management Board for 2018 for the following indicators: "Return on Equity (ROE)," "Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)," "Share of Purchases from Small and Medium Enterprises, %, Including based on Results of Purchases Only from Small and Medium Enterprises," "Productivity of Labor," "Prevention of More Than the Limit Number of Breakdowns, Pcs," "Observation of Facility Commissioning Schedules and the Financing and Development Plan, %," as per Appendix No. 3 to the Minutes. 2. To postpone the hearing of the issue of fulfillment of the annual key performance indicator "Reduction of Operating Expenses (Costs), %" for 2018 to another scheduled meeting of the Board of Directors.
	Confidential.	<p>-</p> <p>Furthermore, during the discussion of the agenda items, the Chairman of the Board of Directors Yu. P. Trutnev ordered the Company's Management Board:</p> <ol style="list-style-type: none"> 1.1. To submit the matter of the analysis of factors affecting stock quotations and additional measures designed to ensure the growth of stock prices for consideration of the Board of Directors by August 31, 2019. 1.2. To ensure the consideration of information about the reasons for the growth of the debt burden of RAO

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		<p>ES of East Holding at the appropriate committee of the Board of Directors. To provide the results to the Chairman of the Company's Board of Directors.</p> <p>1.3. To provide the Chairman of the Board of Directors with suggestions for a set of measures designed to lift restrictions on recovery of receivables from non-paying offtakers.</p> <p>1.4. To submit a legal opinion on the legality of the adoption of a resolution by the Company's Board of Directors on deeming the indicator "Decrease of Operational Costs (Expenses), %" for 2018 fulfilled.</p> <p>The minority opinion of member of the Company's Board of Directors V. M. Kravchenko on the agenda items is enclosed.</p>
Minutes of 29.03.2019 № 285	On consideration of 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).	<ol style="list-style-type: none"> 1. To take the Draft Consolidated Investment Program of RusHydro for 2020–2024 and for 2019 (adjustment) (Appendices No. 1a, 1b and 1c to the Minutes) and the sources of their financing (Appendix No. 1d to the Minutes) under advisement. 2. To pre-approve the Draft Consolidated Investment Program of RusHydro for 2020–2024 and draft amendments to the Draft Investment Program of RusHydro for 2019–2028 approved by Order of the Ministry of Energy of Russia (Minenergo) No. 6@ of October 22, 2018 (Appendices No. 2a, 2b and 2c to the Minutes) in order to ensure that information disclosure is compliant with Decree of the Government of the Russian Federation No. 24 of January 21, 2004 "On Approval of Standards for Information Disclosure by Wholesale and Retail Electricity Market Participants". 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@ of October 22, 2018, in accordance with the procedure established by Decree of the Government of the Russian Federation No. 977 of December 1, 2009 "On Investment Programs of Electrical Energy Industry Participants" (hereinafter referred to as "Decree No. 977").
	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	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 (Appendix No. 3 to the Minutes).

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	the results of public and expert discussion.	
	On approval of the list of RusHydro investment projects for the public technological and price audit in 2019–2020.	To approve the list of RusHydro's investment projects which are implemented or scheduled for implementation under the investment program of RusHydro for the conduct of a public technology and pricing audit in 2019–2020 (Appendix No. 4 to the Minutes).
	On approval of the Report on the Organization of Insurance Coverage of RusHydro in 2017.	To approve the report on the insurance coverage of RusHydro in 2018 (Appendix No. 5 to the Minutes).
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	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 guarantee and/or signing by the Company of an agreement to terminate a guarantor's liabilities under a bank guarantee.	<p>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 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 fulfilment 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 financing of the project "Construction of two single-chain 110 kV overhead power lines 'Pevok — Bilibino'" (construction	To instruct Chairman of the Management Board and General Director of the Company N. G. Shulginov to grant an intra-group 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 'Pevok — Bilibino'" (construction stage 2) (hereinafter referred to as the "Project") under

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	stage 2).	<p>the following material terms and conditions:</p> <p>Parties to the Agreement: The Borrower: JSC Chukotenergo The Lender: RusHydro</p> <p>Subject of the Agreement: The Lender shall issue funds (loan amount, loan) to the Borrower, and the Borrower undertakes to repay the loan to the Lender.</p> <p>Maximum loan amount: Two hundred eleven million seven hundred forty thousand rubles and 00 kopecks (RUB 211,740,000.00).</p> <p>Loan repayment period: The parties shall determine the loan repayment schedule by March 1, 2020, by way of signing a supplementary agreement to the Agreement.</p> <p>Until the loan repayment scheduled is determined, the loan shall be repaid at call within five (5) 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>The interest rate for the Loan is 0% per annum.</p> <p>The Loan's intended use: Financing of working capital to cover the expenses for the preparation of design documentation for the Project.</p> <p>Loan terms and conditions: Nonrevolving tranches based on the request of the Borrower.</p> <p>Terms and conditions for early repayment of the Loan: 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>
	On approval of the 2018—2021 Action Plan for the Company's transition to the preferred use of Russian software.	<ol style="list-style-type: none"> 1. To approve the 2018—2021 Action Plan for the Company's transition to the preferred use of Russian software in accordance with Appendix No. 8 to the Minutes. 2. To approve performance indicators for taking actions to transition to the preferred use by the Company of Russian software in accordance with Appendix No. 9 to the Minutes.
	On development of programs to improve procurement quality.	To instruct Chairman of the Management Board and General Director of the Company N. G. Shulginov to arrange for the following:

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		<ol style="list-style-type: none"> 1. development and approval of the Program for Improvement of the Company's Procurement Quality (hereinafter referred to as the "Program"), which shall include the following: <ul style="list-style-type: none"> - an assessment procedure and performance indicators of the Program that take into account the level of competition in procurements, as specified in Appendix No. 10 to the Minutes; - 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 the Program to the organizations controlled by the Company (Appendix No. 11 to the Minutes). 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.
	<p>On the update of the long-term development program of RusHydro and submission of an audit report on the long-term development program to the Ministry of Economic Development of Russia, the Federal Agency for State Property Management and the Ministry of Energy of the Russian Federation.</p>	<ol style="list-style-type: none"> 1. The Company's Management Board shall ensure the following: <ol style="list-style-type: none"> 1.1. Analysis and amendment of the long-term development program for its subsequent update in view of the Action Plan and for the improvement of return on investments in capital assets in line with the goals defined by Decree of the President of the Russian Federation No. 204 of May 7, 2018 "On National Goals and Strategic Development Objectives of the Russian Federation up to 2024" (hereinafter referred to as "Decree No. 204"), within three months as of the date of approval of the Action Plan for the accelerated pace of growth of investments in capital assets and for the increase of their share in the Gross Domestic Product to 25%, including the performance targets by types of economic activity (hereinafter referred to as the "Plan"). 1.2. Submission of audit reports concerning the long-term development program to the Ministry of Economic Development of the Russian Federation, the Federal Agency for State Property Management and the Ministry of Energy of the Russian Federation, including by way of publishing the audit reports on the Interdepartmental State Property Management Portal by June 1 of each year. 2. To deem the order specified in Directives of the Government of the Russian Federation No. 276p-P13 of January 17, 2019, and in Paragraph 1.1 hereof with regard to bringing the long-term development program into line with the objectives specified in Decree No. 204 to have been executed in connection with the adoption by the Company's Board of Directors of a decision on Item 3.4 "On amendments to the long-term development program of RusHydro Group" (Minutes No. 279 of October 26, 2018).

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	On revision of the corporate import substitution plans with regard to means of protection against radiation, chemical and biological factors.	<ol style="list-style-type: none"> 1. To take note of the following: <ul style="list-style-type: none"> - and Paragraph 5.17 of the Unified Regulation on Product Procurement for the Needs of RusHydro Group, approved by the Company's Board of Directors (Minutes No. 277 of October 4, 2018, hereinafter referred to as the "URPP"), priority shall be placed on procured products (goods, work, services) of Russian origin over procured products of foreign origin⁵; - The above provision of the URPP applies, among other things, to the purchase of Russian means of protection against radiation, chemical and biological factors; - The requirements of the URPP have been applied to the organizations controlled by the Company starting November 1, 2018. 2. To establish that no additional amendments to the URPP or other bylaws of the Company related to procurement are required to establish the priority of the purchase of modern Russian means of protection against radiation, chemical and biological factors. 3. To instruct the Chairman of the Management Board and General Director of the Company to revise the production process procedures and/or bylaws of the Company governing occupational health and safety in view of the latest technologies, including Russian ones, related to protection against radiation, chemical and biological factors.
	On forming the Reliability, Energy Efficiency, and Innovations Committee under the Board of Directors of the Company.	To prematurely terminate the powers of Dmitry Borisovich Gvozdev, a member of the Reliability, Energy Efficiency, and Innovations Committee under the Company's Board of Directors. To elect Andrey Vladimirovich Mayorov, Deputy General Director and Chief Engineer of PJSC Rosseti, as a member of the Reliability, Energy Efficiency, and Innovations Committee under the Company's Board of Directors.
	On the progress of the priority construction projects in the Far East (CHPP in Sovetskaya Gavan, Sakhalin GRES-2 (stage 1)) as of December 31, 2018.	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 (stage 1)) as of December 31, 2018 (Appendix No. 12 to the Minutes).

⁵ In accordance with Decree of the Government of the Russian Federation No. 925 of 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".

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	Confidential.	- The minority opinions of the Members of the Company's Board of Directors P. S. Grachev and M. A. Rasstrigin (on item 1) and V. M. Kravchenko (on items 1, 5.2., 6.2., 6.3., 6.6. and 6.8.) are attached to the Minutes.																
Minutes of 05.04.2019 № 286	Review of the Company shareholders' proposals on the nomination of candidates for election to the management and supervisory bodies of RusHydro.	<p>1. On the basis of proposals received from Company shareholders, include the following candidates in the list of candidates for election to the Company's Board of Directors at the annual General Meeting of Company Shareholders on the results of 2018:</p> <table border="1" data-bbox="808 596 2047 1187"> <thead> <tr> <th data-bbox="808 596 864 740">№</th> <th data-bbox="864 596 1155 740">Candidate nominated by the shareholder(s) for election to the Board of Directors of the Company</th> <th data-bbox="1155 596 1469 740">Position and place of employment of the candidate⁶, nominated by the shareholder(s) for election to the Board of Directors of the Company</th> <th data-bbox="1469 596 1800 740">Name of the shareholder(s) nominating the candidate for election to the Board of Directors of the Company</th> <th data-bbox="1800 596 2047 740">Quantity of the Company's voting shares held by the shareholder(s)⁷ (as a percentage of the authorized capital)</th> </tr> </thead> <tbody> <tr> <td data-bbox="808 740 864 831">1.</td> <td data-bbox="864 740 1155 831">Mikhail Viktorovich Voyevodin</td> <td data-bbox="1155 740 1469 831">General Director, Public Joint-Stock Company Corporation VSMPO-AVISMA.</td> <td data-bbox="1469 740 1800 831" rowspan="3">Limited Liability Company Avitrans</td> <td data-bbox="1800 740 2047 831" rowspan="3">6.05</td> </tr> <tr> <td data-bbox="808 831 864 922">2.</td> <td data-bbox="864 831 1155 922">Artem Valeryevich Kislichenko</td> <td data-bbox="1155 831 1469 922">Director for Legal Affairs, Public Joint-Stock Company Corporation VSMPO-AVISMA.</td> </tr> <tr> <td data-bbox="808 922 864 1187">3.</td> <td data-bbox="864 922 1155 1187">Andrey Nikolayevich Shishkin</td> <td data-bbox="1155 922 1469 1187">Vice President for Power Engineering, Localization, and Innovations, Rosneft Oil Company President and Chairman of the Management Board, Public Joint Stock Oil Company Bashneft.</td> </tr> </tbody> </table> <p>2. For the purpose of including the candidates nominated by the Board of Directors in the list of candidates for election to the Board of Directors and the Internal Audit Commission of the Company, hold a meeting of the Company's Board of Directors on or before May 24, 2019.</p>	№	Candidate nominated by the shareholder(s) for election to the Board of Directors of the Company	Position and place of employment of the candidate ⁶ , nominated by the shareholder(s) for election to the Board of Directors of the Company	Name of the shareholder(s) nominating the candidate for election to the Board of Directors of the Company	Quantity of the Company's voting shares held by the shareholder(s) ⁷ (as a percentage of the authorized capital)	1.	Mikhail Viktorovich Voyevodin	General Director, Public Joint-Stock Company Corporation VSMPO-AVISMA.	Limited Liability Company Avitrans	6.05	2.	Artem Valeryevich Kislichenko	Director for Legal Affairs, Public Joint-Stock Company Corporation VSMPO-AVISMA.	3.	Andrey Nikolayevich Shishkin	Vice President for Power Engineering, Localization, and Innovations, Rosneft Oil Company President and Chairman of the Management Board, Public Joint Stock Oil Company Bashneft.
№	Candidate nominated by the shareholder(s) for election to the Board of Directors of the Company	Position and place of employment of the candidate ⁶ , nominated by the shareholder(s) for election to the Board of Directors of the Company	Name of the shareholder(s) nominating the candidate for election to the Board of Directors of the Company	Quantity of the Company's voting shares held by the shareholder(s) ⁷ (as a percentage of the authorized capital)														
1.	Mikhail Viktorovich Voyevodin	General Director, Public Joint-Stock Company Corporation VSMPO-AVISMA.	Limited Liability Company Avitrans	6.05														
2.	Artem Valeryevich Kislichenko	Director for Legal Affairs, Public Joint-Stock Company Corporation VSMPO-AVISMA.																
3.	Andrey Nikolayevich Shishkin	Vice President for Power Engineering, Localization, and Innovations, Rosneft Oil Company President and Chairman of the Management Board, Public Joint Stock Oil Company Bashneft.																

⁶ Position and place of employment of the candidate as of the nomination date according to the shareholder's application.

⁷ Quantity of the Company's voting shares held by the shareholder as of the nomination date.

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	Review of the Company shareholders' proposals on matters to be placed on the agenda of the Annual General Meeting of Shareholders of RusHydro.	<ol style="list-style-type: none"> 1. Consider information on the absence of proposals of the Company's shareholders on items to be placed on the agenda of the Annual General Meeting of Shareholders of RusHydro, the period for submitting which is established in Clause 11.1 of the Company's Articles of Association. 2. For the purpose of placing items on the agenda of the Annual General Meeting of Shareholders of the Company on the results of 2018 upon the proposal of the Board of Directors, hold a meeting of the Company's Board of Directors on or before May 24, 2019.
	Participation of the Company in other organizations.	<ol style="list-style-type: none"> 1. Approve participation of the Company in Chukotenergo JSC through the acquisition of additional ordinary registered uncertified shares of Chukotenergo JSC for a total amount not exceeding RUB 18,000,000,000 at a price determined by the Board of Directors of Chukotenergo JSC in accordance with the legislation of the Russian Federation, of which: <ul style="list-style-type: none"> - RUB 10,000,000,000 will be contributed to the authorized capital of the said joint-stock company at the cost of funds from the federal budget according to Federal Law No. 459-FZ dated November 29, 2018 "On the Federal Budget for 2019 and for the Planning Period of 2020 and 2021"; - RUB 3,000,000,000 at the cost of funds from the Reserve Fund of the Government of the Russian Federation according to Resolution of the Government of the Russian Federation No. 231 dated March 2, 2019 "On the Allocation of Budgetary Investments to RusHydro at the Cost of Funds from the Federal Budget"; - RUB 5,000,000,000 at the cost of the Company's own funds, inter alia, by way of set-off under loans issued, for the purposes of making capital investments in the construction of the overhead power line Pevek – Bilibino 110 kV. <p>The aggregate shareholding of the Company in the authorized capital of Chukotenergo JSC following its increase will be not less than 97.74%.</p> 2. Determine that the price of acquisition of the ordinary shares of Chukotenergo JSC by the Company equals the price of their offering, as determined by the Board of Directors of Chukotenergo JSC (Minutes No. 12-18 dated July 6, 2018) and amounts to one (1) ruble per one additionally offered ordinary share.
	Approval of a report on the achievement of the annual KPI "Reduction of operating expenses (costs), %" of the Company (Management Board members).	<ol style="list-style-type: none"> 1. To deem the KPI "Reduction of operating expenses (costs), %" for 2018, calculated with due regard for factors that are beyond the control of the Company's management, to have been achieved. 2. To approve a report on the achievement of the annual KPI "Reduction of operating expenses (costs), %" of the Company's Management Board members for 2018 (Appendix No. 1 to the Minutes).

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>Considering the minority opinion of Member of the Board of Directors M. S. Bystrov regarding item 3.2 of the Agenda, the Company's Management Board was instructed:</p> <ol style="list-style-type: none"> 1. To apply to the federal executive authorities with an initiative to revoke, adjust or recognize as implemented Directive of the Government of the Russian Federation No. 2303p-P13 dated April 16, 2015, in order to subsequently amend the Methodology for Calculating and Evaluating the Key Performance Indicators of the Members of the Company's Management Board (the "Methodology"); 2. Within three (3) months, and also following the receipt of the opinion of the federal executive authority regarding item 1 of the instruction, ensure that the proposals to change the Methodology are brought up at the meeting of the Company's Board of Directors, with preliminary consideration of the matter at the meeting of the HR and Remuneration (Nomination) Committee under the Company's Board of Directors. <p>The minority opinion of Member of the Board of Directors M. S. Bystrov is attached to the Minutes.</p>
Minutes of 22.04.2019 № 287	Approval of the Regulation on the RusHydro Dividend Policy.	<ol style="list-style-type: none"> 1. To approve the new version of the Regulation on the RusHydro Dividend Policy (Appendix 1 to the Minutes). 2. To take under advisement the information related to the factors affecting the pricing of RusHydro PJSC 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.
	Extension of the grace period on a loan to DGK JSC provided as part of the implementation of a forward transaction with VTB Bank (PJSC).	For the purpose of stabilizing the financial and economic position of DGK JSC, to approve extension until March 27, 2021 (inclusive) of the grace period for the payment of accrued interest by DGK JSC determined under Clause 1.2 of the resolution of the Board of Directors dated December 26, 2016 (Minutes No. 246 dated December 27, 2016).
	Review of the results of the assessment of corporate governance practice and the report on the results of the self-assessment of the Company's Board of Directors.	<ol style="list-style-type: none"> 1. To take under advisement the results of the assessment of the corporate governance practice of the Company performed by the Internal Audit Service of the Company and the recommendations for improving corporate governance (Appendix 2 to the Minutes). 2. To take under advisement the results of the external assessment of corporate governance and note the positive dynamics of the assessment of independent experts. 3. To take under advisement the Report on the results of the self-assessment of the activities of RusHydro's Board of Directors and proposals to improve the work of the Board of Directors (Appendix 3 to the Minutes).
Minutes of	Approval of the report on the	To approve the report on the fulfillment of the Annual Complex Procurement Program of RusHydro for 2018

Date and No. of Minutes	Items on the Agenda	Decisions Taken
22.04.2019 № 288	fulfillment of the Annual Complex Procurement Program of the Company for 2018.	(Appendix 1 to the Minutes).
	Approval of a transaction related to the alienation of the Company's property consisting of fixed assets used for the purpose of generating electrical power (conclusion of an agreement for the sale of the immovable and movable property of Khorobrovskaya SHPP).	<p>To approve the conclusion of the agreement for the sale of the immovable and movable property of Khorobrovskaya HPP (hereinafter, the Agreement) on the following material terms and conditions:</p> <p>Parties to the Agreement: The Seller is RusHydro PJSC; The Buyer is the winner of the Auction.</p> <p>Subject of the Agreement: The Seller shall transfer ownership of and the Buyer shall pay for and accept the immovable and movable property of Khorobrovskaya HPP (hereinafter, the Property) in accordance with the Agreement. The list of Property is specified in Appendices 2 and 3 to the Minutes.</p> <p>Property sale method: Selling via open auction on an electronic trading platform (hereinafter, the Auction).</p> <p>Auction starting price: 4,587,199 (four million five hundred eighty-seven thousand one hundred ninety-nine) 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 the Agreement: To be determined based on the Auction results.</p> <p>Payment procedure (period) for the Property: The Buyer is provided an interest-free installment plan to pay for the Property in equal annual installments for 5 years.</p>
	Approval of a transaction related to the alienation of the Company's property consisting of fixed assets used for generating electrical power (conclusion of an Agreement on gratuitous transfer	<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 PJSC; The Donee is the municipal entity Ardonsky District of the Republic of North Ossetia-Alania, as represented by</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	of the property of Bekanskaya HPP).	<p>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: The Donor shall gratuitously transfer and the Donee shall take into possession the immovable and movable property of Bekanskaya HPP (Appendices 4 and 5 to the Minutes).</p> <p>Price (book [residual] value) of the Property: 28,510,749 (twenty-eight million five hundred ten thousand seven hundred forty-nine) rubles 32 kopecks.</p> <p>2. To establish that the decision specified in Clause 1 of this resolution is also a decision to complete a transaction in accordance with Subclause 26 of Clause 12.1 of the Company's Articles of Association.</p>
	Confidential.	
	On the review of the results of field audits by Minenergo of Russia, conducted in 2018, and on the course of corrective measures as of December 31, 2018.	<p>To take under advisement the results of the field inspections by Minenergo of Russia conducted in 2018, and information on the course of the corrective measures as of December 31, 2018 (Appendix 7 to the Minutes).</p> <p>The special opinion of Board of Directors member M.A. Rasstrigin regarding items Nos. 2.1 and 2.2 is attached.</p>
Minutes of 20.05.2019 № 289	On convening the annual General Meeting of Shareholders.	<p>1. To convene the Annual General Meeting of Shareholders of PJSC RusHydro as a meeting (joint presence) (the "Meeting").</p> <p>To determine the date of the annual General Meeting of Shareholders of PJSC RusHydro: June 28, 2019.</p> <p>To determine the time of the Meeting: the beginning of the Meeting shall be at 10:30 a.m. (Moscow time).</p> <p>To determine the start time of registration of persons participating in the Meeting: 9:00 a.m. (Moscow time).</p> <p>To determine the venue of the Meeting: 12 Krasnopresnenskaya Naberezhnaya, Congress Hall, Floor 2, Congress Center, Entrance No. 4, World Trade Center (WTC), Moscow, Russian Federation.</p> <p>2. To approve the date on which the persons entitled to participate in the Meeting shall be determined (fixed): June 3, 2019.</p>
	Electing a Deputy Chairman of the Board of Directors of the Company.	<p>1. To terminate the powers of the Deputy Chairman of the Board of Directors of the Company Sergey Nikolayevich Ivanov.</p> <p>2. To elect Nikolay Dmitriyevich Rogalev as Deputy Chairman of the Board of Directors of the Company.</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	On approval of the Report on the implementation of the Action Plan for the sale of non-core assets of the Company for Q1 2019.	<ol style="list-style-type: none"> 1. To approve the Report on the implementation of the Action Plan for the sale of non-core assets of PJSC RusHydro for Q1 2019 (Schedule No. 1 to the Minutes). 2. To make the following amendments to the Register of Non-core Assets of the Company approved by the decision of the Company Board of Directors dated December 24, 2018 (Minutes No. 281): <ul style="list-style-type: none"> - To exclude the facility JSC HydroEngineering Siberia; - To change the planned method of disposition of the facilities "Concrete plant building: construction laboratory building" and "Concrete plant structure: gallery" from "gratuitous transfer" to "direct sale in favor of JSC Zagorskaya Pumped Storage Hydropower Plant-2".
	On approval of transactions for the gratuitous transfer of the Company's property to third parties.	<p>To approve the conclusion by the controlled organization of the Company – JSC Dyakov Ust-Srednekanskaya HPP of the contract of donation associated with the gratuitous transfer of property to the state ownership of the Magadan region, on the following material terms:</p> <p>Parties to the Agreement: The Donor is JSC Dyakov Ust-Srednekanskaya HPP; The Donee is the Magadan region, represented by the Department of Property and Land Relations of the Magadan Region.</p> <p>Subject Matter of the Agreement: The Donor shall gratuitously transfer to the state ownership of the Magadan Region, and the Donee undertakes to accept and formalize — in accordance with the procedure established by the legislation of the Russian Federation — the state registration of the transfer of ownership of the 10-bed Facility of the Infectious Diseases Department of the Municipal Budgetary Health-Care Institution Srednekanskaya Central Regional Hospital in Seymchan (purpose: nonresidential, area: 1,548.6 m², number of floors: 2, including 1 underground, address (location): 13A Yuzhnaya St., the settlement of Seymchan, Srednekanskiy District, Magadan Region, cadastral number: 49:04:010103:2661) (the "Facility"), held by the Donor in ownership, as evidenced by entry in the Unified State Register of Real Estate No. 49:04:010103:2661-49/009/2019-1 dated March 26, 2019. The Facility shall be transferred with equipment (laboratory, intensive care, and X-ray), furniture, and inventory (Schedule 2 to the Minutes).</p>
	Confidential.	-
	Consideration of the results of	To postpone the execution of clause 2 of the Decision on Item 4.3 of the meeting of the Board of Directors of

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	<p>comparing the level of technological development and the values of key performance indicators of innovative activities of RusHydro Group with the level of development and indicators of similar leading companies.</p> <p>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>	<p>the Company dated May 31, 2018 (Minutes No. 271 dated June 1, 2018), regarding consideration by the Board of Directors of the results of comparing the level of technological development and the values of key performance indicators of innovative activities of RusHydro Group with the level of development and indicators of similar leading companies (the "Comparison") and to set the deadline for consideration of the results of the Comparison by the Board of Directors of the Company within 30 days after their approval by the Ministry of Energy of Russia and the Ministry of Economic Development of Russia and the approval of the results of the Comparison by the Interdepartmental Commission on Technological Development under the Government Commission on Modernization of the Economy and the Innovative Development of Russia.</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 3 to the Minutes).</p>
Minutes of 28.05.2019 № 290	<p>On the inclusion of candidates in the list for election to the Company's management and control bodies.</p> <p>On Approval of the agenda of the Company's Annual General Meeting of Shareholders.</p>	<p>1. To add to the list of candidates for election to the Board of Directors of the Company at the annual General Meeting of Shareholders of the Company for 2018, approved by resolution of the Board of Directors of the Company on April 4, 2019 (Minutes No. 286 dated April 5, 2019), the candidates specified in Schedule 1 to the Minutes.</p> <p>2. To include in the list of candidates for election to the Internal Audit Commission of the Company at the annual General Meeting of Shareholders of the Company for 2018 the candidates specified in Schedule 2 to the Minutes.</p> <p>To approve the agenda of the Annual General Meeting of Shareholders to be held based on the results of 2018:</p> <ol style="list-style-type: none"> 1. Approval of the Annual Report of the company for 2018. 2. Approval of the annual accounting (financial) statements of the company based on the results of 2018. 3. Approval of distribution of the Company's profits based on the results of 2018. 4. On payment of dividends, the time 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. 5. On remuneration for work performed on the Board of Directors to members of the company's Board of Directors, who are not public officials, in the amount specified by the internal documents of the company.

Date and No. of Minutes	Items on the Agenda	Decisions Taken										
		<p>6. On payment of compensation for work as part of the Internal Audit Commission to the members of the Internal Audit Commission of the Company, who are not public officials, in the amount specified by the internal documents of the Company.</p> <p>7. Election of members of the company's Board of Directors.</p> <p>8. Election of members of the company's Internal Audit Commission.</p> <p>9. Approval of the company's Auditor.</p> <p>10. Approval of the new version of RusHydro's Articles of Association.</p> <p>11. Approval of the new version of RusHydro's Regulation on the Internal Audit Commission.</p> <p>12. Approval of the new version of the Regulation on the Procedure for Convening and Holding RusHydro's General Meeting of Shareholders.</p> <p>13. Approval of the new version of the Regulation on the Procedure for Convening and Holding Meetings of RusHydro's Board of Directors.</p> <p>14. Approval of the new version of the Regulation on RusHydro's Management Board.</p> <p>15. Approval of the new version of the Regulation on the Procedure for Paying Remuneration and Compensation to Members of RusHydro's Board of Directors.</p>										
	On preapproval of the Company's annual report for 2018.	To preliminarily approve the Company's Annual Report for 2018 according to the draft annual report included in the scope of materials for the Meeting* and to submit it for approval to the annual General Meeting of Shareholders of the Company.										
	On preliminary approval of the annual accounting (financial) statements of the Company based on the results of 2018.	<p>To recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution:</p> <p>To approve the Annual Accounting (Financial) Statements of the Company based on the results of 2018 included in the materials prepared for the Meeting*.</p>										
	On 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	<p>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="786 1270 2085 1422"> <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
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Date and No. of Minutes	Items on the Agenda	Decisions Taken
	2018.	
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: On payment of dividends, the time 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.	<p>To recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution:</p> <p>Pay dividends on ordinary shares of the Company according to the results of 2018 in the amount of RUB 0.0367388 per one share.</p> <p>Form of payment of dividends: monetary.</p> <p>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.</p> <p>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.</p>
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: On payment of compensation for work as part of the Board of Directors to the members of the Board of Directors of the Company, who are not public officials, in the amount specified by the internal documents of the Company.	<p>To recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution:</p> <p>To pay remuneration to the members of the Board of Directors based on their work in the Board of Directors during the period from June 27, 2018, to June 28, 2019, in the amount, as per the procedure, and within the term specified by the Resolution on the Payment of Remunerations and Compensations to the Members of the Board of Directors of RusHydro approved by the decision of the Annual General Meeting of Shareholders of the Company dated June 26, 2017 (Minutes No. 16 dated June 27, 2017).</p>
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: On payment of compensation for work as part of the Internal Audit Commission to	<p>To recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution:</p> <p>To pay remuneration to the members of the Internal Audit Commission based on their work in the Internal Audit Commission during the period from June 27, 2018, to June 28, 2019, in the amount, as per the procedure, and within the term specified by the Resolution on Remunerations and Compensations to the Members of the Internal Audit Commission of RusHydro approved by the decision of the Annual General Meeting of</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	the members of the Internal Audit Commission of the Company, who are not public officials, in the amount specified by the internal documents of the Company.	Shareholders of the Company dated June 26, 2017 (Minutes No. 16 dated June 27, 2017).
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the company's Auditor.	To recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve Joint-Stock Company PricewaterhouseCoopers Audit (OGRN 1027700148431) as the Auditor of RusHydro.
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the new version of RusHydro's Articles of Association.	Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve the new version of the Articles of Association of RusHydro in accordance with the Draft Articles of Association of RusHydro included in the materials prepared for the Meeting*.
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the new version of RusHydro's Regulation on the Internal Audit Commission.	Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve the new version of the Regulation on the Internal Audit Commission of RusHydro in accordance with the Draft Regulation on the Internal Audit Commission included in the materials prepared for the Meeting*.
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the new version of the Regulation on the Procedure for Convening and Holding RusHydro's General	Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve the new version of the Regulation on the Procedure for Convening and Holding a General Meeting of Shareholders of RusHydro in accordance with the Draft Regulation on the Procedure for Convening and Holding a General Meeting of Shareholders of RusHydro included in the materials prepared for the Meeting*.

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	Meeting of Shareholders.	
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the new version of the Regulation on the Procedure for Convening and Holding Meetings of RusHydro's Board of Directors.	Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve the new version of the Regulation on the Procedure for Convening and Holding Meetings of the Board of Directors of RusHydro in accordance with the Draft Regulation on the Procedure for Convening and Holding Meetings of the Board of Directors of RusHydro included in the materials prepared for the Meeting*.
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the new version of the Regulation on RusHydro's Management Board.	Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve the new version of the Regulation on the Management Board of RusHydro in accordance with the Draft Regulation on the Management Board of RusHydro included in the materials prepared for the Meeting*.
	On recommendations for the annual General Meeting of Shareholders of the Company concerning: Approval of the new version of the Regulation on the Procedure for Paying Remuneration and Compensation to Members of RusHydro's Board of Directors.	Recommend that the annual General Meeting of Shareholders of the Company adopt the following resolution: To approve the new version of the Regulation on Payment of Remunerations and Compensations to Members of the Board of Directors of RusHydro in accordance with the Draft Regulation on Payment of Remunerations and Compensations to Members of the Board of Directors of RusHydro included in the materials prepared for the Meeting*.
	On approval of the report on interested-party transactions made by the Company in 2018.	To approve the report on interested-party transactions made by the Company in 2018 (Schedule 3 to the Minutes).
	On recognition of the candidates	In accordance with the recommendations of the HR and Remuneration (Nominations) Committee under the

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	for the Board of Directors of the Company as independent ones.	<p>Company's Board of Directors:</p> <p>1. To take note of the information on the results of evaluation of the compliance of member of the Board of Directors (candidate for election to the Company Board of Directors at the annual General Meeting of Shareholders in 2019) Maksim Bystrov with the independence criteria provided for in Schedule 4 to the Listing Rules of the Moscow Exchange.</p> <p>There is no connection between M. S. Bystrov and the Company, a substantial shareholder, competitors, the state, or a municipal entity.</p> <p>S. Bystrov meets the formal criteria of connection with the Company's significant counterparties — JSC ATS, JSC SO UES, JSC FSC, and Autonomous Noncommercial Organization Training Center Market Council⁸ — as the amount of liabilities under the agreements between the Company and each of the said counterparties exceeds 2% of the book value of assets and 2% of the revenue of each counterparty.</p> <p>To note that the connection between M. S. Bystrov and significant counterparties of the Company—JSC ATS, JSC SO UES, JSC FSC*, and Autonomous Noncommercial Organization Training Center Market Council—is formal in nature and does not affect M. S. 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"> - SC ATS⁹ (Joint-Stock Company Administrator of the Trade System of the Wholesale Electricity Market) renders the services of a commercial operator of the wholesale electricity and capacity market (the "wholesale market") to the Company in the manner provided for in clause 7 of article 33 of Federal Law No. 35-FZ dated March 26, 2003, "On the Electric Power Industry" (the "Federal Law on the Electric Power Industry") under an Agreement for Integration into the Trade System of the Wholesale Market. The conditions of the agreement are binding for the parties. Commercial relations between the Company and JSC ATS are based on the principle of nondiscriminatory access to the services of commercial infrastructure organizations of the wholesale market

⁸ M. S. Bystrov is a member of the Board of Directors of JSC SO UES, the Chairman of the Management Board and a member of the Board of Directors of JSC ATS, the Chairman of the Management Board and a member of the Supervisory Board of the Association Nonprofit Partnership Market Council. JSC FSC (through JSC ATS) and Autonomous Noncommercial Organization Training Center Market Council are controlled by the organizations of the Association Nonprofit Partnership Market Council.

⁹ By decision of the Supervisory Board of the Association Nonprofit Partnership Market Council (formerly known as Nonprofit Partnership ATS) dated November 30, 2007, since April 1, 2008, JSC ATS has been entrusted with the performance of the functions of a commercial operator of the wholesale market, classified by clause 1 of article 33 of the Federal Law on the Electric Power Industry as commercial infrastructure organizations of the wholesale market.

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>(article 20 of the Federal Law on the Electric Power Industry) and on the principle of state 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> <ul style="list-style-type: none"> - JSC SO UES (Joint-Stock Company System Operator of the Unified Energy System) provides the Company with operational dispatch management services in the electric power industry due to its status as a system operator envisioned by clause 1 of article 12 of the Federal Law on the Electric Power Industry and under the Agreement for Integration into the Trade System of the Wholesale Market. Commercial relations between the Company and JSC SO UES are based on the principle of nondiscriminatory access to operational dispatch management services in the electric power industry (clause 6 of article 20 of the Federal Law on the Electric Power Industry) and on the principle of state regulation of tariffs for operational dispatch management services (article 23.1 of the Federal Law on the Electric Power Industry); - JSC FSC (Joint-Stock Company Financial Settlement Center) is classified among the commercial infrastructure organizations of the wholesale electricity and capacity market of the Russian Federation; it ensures the functioning of the contractual structure of the wholesale market and the system of financial settlements between its participants and renders services to the Company for calculation of claims and liabilities under the Agreement for Integration into the Trade System of the Wholesale Market. The Agreement was concluded 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 Regulation of the Government of the RF No. 1172 dated December 27, 2010. Commercial relations between the Company and JSC FSC are based on the principle of nondiscriminatory access to the services of commercial infrastructure organizations of the wholesale market (article 20 of the Federal Law on the Electric Power Industry). The uniform charge for the service package provided by JSC FSC (for all counterparties) is approved by the Supervisory Board of the Association Nonprofit Partnership Market Council; - Autonomous Noncommercial Organization Training Center Market Council (Autonomous Noncommercial Organization of Continuing Professional Education Training Center of Nonprofit Partnership Market Council), established under the Association of Nonprofit Partnership Market Council, is an infrastructure organization of wholesale and retail trade in electricity and capacity; it renders services to the Company in the field of education and training of specialists in organizing an effective system of wholesale and retail trade in electricity

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>and capacity.</p> <p>Considering that the wholesale market regulations adopted by the Supervisory Board of the Association Nonprofit Partnership Market Council are constantly amended, to maintain a high level of knowledge in the field of wholesale market procedures and to obtain information on current and planned changes in the wholesale market, the employees of the Company need to undergo training at the primary source—that is, at Autonomous Noncommercial Organization Training Center Market Council. The training contracts between the Company and Autonomous Noncommercial Organization Training Center Market Council are concluded on market conditions. S. Bystrov's track record in the Company Board of Directors proves his ability to make independent, unbiased, and conscientious judgments as M. S. Bystrov's stance on agenda items of meetings of the Board of Directors and committees under the Board of Directors is based on his expertise and experience, is autonomous and independent, and the decisions made by M. S. Bystrov allow one to draw the conclusion that his formal connection with significant counterparties of the Company—JSC ATS, JSC SO UES, JSC FSC, and Autonomous Noncommercial Organization Training Center Market Council—does not influence his decision making as M. S. Bystrov acts in the interests of the Company and all its shareholders.</p> <p>Based on clause 2 of section 2.18 of Schedule 2 and on Schedule 4 to the Listing Rules of the Moscow Exchange, to recognize Maksim Bystrov as an independent director.</p>
	On the confirmation of the terms and conditions of the agreement with the Company's registrar.	To approve the material terms and conditions of Supplementary Agreement to the Agreement for provision services for the keeping of shareholder register No. 1010-238-31-2017 dated April 10, 2017 (Schedule 4 to the Minutes).
	On matters related to the convening, preparation, and conduct of the annual General Meeting of Shareholders of the Company.	<p>1. To determine that the information (materials) to be provided to the persons entitled to participate in the Meeting shall be as follows:</p> <p>The Annual Report of the Company for 2018 (including the information on sustainable development) and the opinion of the Internal Audit Commission based on its review findings</p> <p>The annual accounting (financial) statements on the results of 2018, including the auditor's report and the report of the Company's Internal Audit Commission based on its audit findings</p> <p>A justification of the proposed distribution of net earnings and an assessment of its compliance with the dividend policy adopted in the Company, including for the payment of dividends and the Company's own needs, with explanations and economic justification for the need to allocate a certain part of the net earnings for the Company's own needs</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>Information on shareholder's agreements concluded during the year before June 28, 2019</p> <p>Report on the entry into related-party transactions by the Company in 2018 and conclusion of the Company's Internal Audit Commission on the reliability of the data contained in the report</p> <p>Recommendations of the Board of Directors of the Company on agenda items of the annual General Meeting of Shareholders of the Company as well as minority reports of members of the Board of Directors on each agenda item</p> <p>Information on proposals to include items in the agenda of the annual General Meeting of Shareholders, including the information on who proposed each of the items included in the agenda of the Meeting</p> <p>Extracts from the Minutes of the Audit Committee under the Company's Board of Directors, the Investments Committee under the Company's Board of Directors, and the HR and Remuneration (Nominations) Committee under the Company's Board of Directors on the respective items to be considered by the Meeting</p> <p>Details of candidates for election to the Board of Directors of the Company, including the information on who nominated them, and the information on their compliance with independence criteria</p> <p>Details of candidates for election to the Internal Audit Commission of the Company, including the information on who nominated them</p> <p>Information regarding the presence or absence of the written consent of the candidates nominated for election to the Board of Directors and the Internal Audit Commission to be elected to the respective body of the Company</p> <p>Details of the candidacy of the Company's Auditor</p> <p>Articles of Association of the Company</p> <p>The draft of a new version of the Company's Articles of Association</p> <p>A comparative table of changes to the Company's Articles of Association with the justification for the need to adopt the respective resolutions</p> <p>The current version and the draft of a new version of the Regulation on Convening and Holding the General Meeting of Shareholders of the Company</p> <p>A comparative table of changes to the Regulation on the Procedure for Convening and Holding the General Meeting of Shareholders of the Company with the justification for the need to adopt the respective resolutions</p> <p>The current version and the draft of a new version of the Regulation on Convening and Holding the Meetings of the Company's Board of Directors</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>A comparative table of changes to the Regulation on the Procedure for Convening and Holding the Meetings of the Board of Directors of the Company with the justification for the need to adopt the respective resolutions The current version and the draft of a new version of the Regulation on the Management Board of the Company</p> <p>A comparative table of changes to the Regulation on the Management Board of the Company with the justification for the need to adopt the respective resolutions The current version and the draft of a new version of the Regulation on the Internal Audit Commission of the Company</p> <p>A comparative table of changes to the Regulation on the Internal Audit Commission of the Company with the justification for the need to adopt the respective resolutions The current version and the draft of a new version of the Regulation on Payment of Remunerations and Compensations to Members of the Company's Board of Directors</p> <p>A comparative table of changes to the Regulation on Payment of Remunerations and Compensations to Members of the Company's Board of Directors with the justification for the need to adopt the respective resolutions</p> <p>An explanation of the consequences that may occur for the Company and its shareholders in the case of the adoption of amendments to the Company's Articles of Association and internal documents</p> <p>Information on corporate actions that resulted in a deterioration of shareholders' dividend rights and/or dilution of their shares and information on court decisions that established facts of the use by shareholders of other methods besides dividends and liquidation value for obtaining income at the expense of the Company</p> <p>Internal audit report</p> <p>Draft resolutions of the Meeting on the agenda items.</p> <p>2. To determine that persons entitled to participate in the Meeting may familiarize themselves with information (materials) for the Meeting at the Meeting venue (on the date of the Meeting) and during 30 days prior to the date of the Meeting at the following addresses:</p> <ul style="list-style-type: none"> - 7 Malaya Dmitrovka St., Moscow (on business days from 10:00 a.m. to 5:00 p.m. local time), tel.: 8-800-333-80-00 ext. 1969; 2204; - 23/10 Pravdy St., Moscow, JSC VTB Registrar (on business days from 10.00 a.m. to 5.00 p.m. local time), tel.: 8 (800) 200-61-12 (toll-free number in Russia);

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>- 43/1 Dubrovinskogo, Krasnoyarsk (on business days from 10:00 a.m. to 5:00 p.m. local time), tel.: 8-913-031-71-04;</p> <p>- And on the Company's website: www.rushydro.ru, in the personal account of the shareholder on the Registrar's website at: http://www.vtbreg.ru, in the Quorum mobile application (for iOS and Android) developed by the Registrar, and in the shareholder's personal account in the E-voting electronic voting service on the internet at: https://www.e-vote.ru/ru.</p> <p>3. To approve the form and text of the notice on the holding of the Meeting (Schedule 5 to the Minutes).</p> <p>4. To publish the notice on the holding of the Meeting on the Company's website on the internet: www.rushydro.ru, at least 30 days prior to the date of the Meeting.</p> <p>5. To determine that the notice on the holding of the Meeting and the information (material) for the Meeting shall be sent in electronic form (as electronic documents) to the Company's registrar for their further submission to the persons entitled to participate in the Meeting, in accordance with the laws of the Russian Federation on securities.</p> <p>6. To approve the form and text of the ballots for voting at the annual General Meeting of Shareholders of the Company (Schedule 6 to the Minutes).</p> <p>7. To determine that ballots for voting on the Meeting's agenda items shall be sent by registered mail or be delivered against signature to each person registered in the Company's shareholder registers and entitled to participate in the Meeting no later than June 7, 2019 (inclusive).</p> <p>8. To approve the wording of resolutions on the agenda items of the Meeting, which should be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the Company's shareholder register (Schedule 7 to the Minutes).</p> <p>9. To determine that the wording of resolutions on the agenda items of the Meeting and the voting ballots shall be provided by sending them to the Company's registrar for their further submission in electronic form (as electronic documents) to the nominal holders of shares registered in the Company's shareholder register no later than June 7, 2019 (inclusive).</p> <p>10. To determine that completed voting ballots may be sent to the following postal address: - JSC VTB Registrar, PO Box 54, Moscow 127137.</p> <p>11. To determine the following addresses of websites for electronic registration and completion of the electronic voting ballots: http://www.vtbreg.ru; https://www.e-vote.ru/ru, and in the Quorum app developed by the</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		registrar (for iOS and Android). 12. To elect Natalia Kovaleva as the Secretary of the Meeting. 13. To conduct a video broadcast of the Meeting on the corporate website of the Company.
Minutes of 21.06.2019 № 291	Considering matters of significance to the Company. Progress of the construction of the Ust-Srednekanskaya HPP. Matters of the organization of internal control and risk management: 2.1. On approval of the report on the functioning and the results of internal assessment of the corporate system of internal control and risk management. 2.2. On approval of the Internal Control and Risk Management Policy of RusHydro Group. 2.3. On approval of the Risk-Appetite Methodology of RusHydro Group.	To take into consideration information on the progress of the construction of the Ust-Srednekanskaya HPP (Schedule No. 1 to the Minutes). 1. To approve the report on the functioning and the results of internal assessment of the corporate system of internal control and risk management (Schedule 2 to the Minutes). 2. To instruct the Company to develop an action plan based on internal assessment of the internal control and risk management system conducted as of 2018 year-end. 3. To approve the Internal Control and Risk Management Policy of RusHydro Group (Schedule No. 3 to the Minutes). 4. To declare null and void the Internal Control and Risk Management Policy of RusHydro approved by decision of the Company's Board of Directors (Minutes No. 227 dated November 16, 2015). 5. To approve the Risk-Appetite Methodology of RusHydro Group (Schedule No. 4 to the Minutes).
Minutes of 24.06.2019 № 292	Approval of amendments to the Decision on the additional issue of the Company's securities. Approval of amendments to the Company's Securities Prospectus. Approval of the report on the interim results of execution of the	To introduce (approve) amendments to the Decision on the additional issue of RusHydro securities (ordinary shares) (Schedule No. 1 hereto). To introduce (approve) amendments to the RusHydro Securities Prospectus (for ordinary shares) (Schedule No. 2 hereto). To approve the report on the interim results of execution of the Business Plan for 2019 considering the actual results for Q1 2019 (including the report on execution of the Investment Program, including the Complex

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	Company's Business Plan for 2019 considering the actual results for Q1 2019 (including the report on execution of the Investment Program, including the Complex Modernization Program for Generating Facilities, for Q1 2019).	Modernization Program for Generating Facilities, for Q1 2019) (Schedule No. 3 hereto).
	Approval of the report on execution of the Annual Complex Procurement Program of the Company for Q1 2019.	To approve the report on execution of RusHydro's Annual Complex Procurement Program for Q1 2019 (Schedule No. 4 hereto).
	Election of members to the HR and Remuneration (Nominations) Committee under the Company's Board of Directors.	<ol style="list-style-type: none"> 1. To terminate ahead of time the powers of Sergey Nikolayevich Ivanov, a member of the HR and Remuneration (Nominations) Committee under the Company's Board of Directors. 2. To elect Pavel Sergeyevich Grachev, a member of the Board of Directors, to the HR and Remuneration (Nominations) Committee under the Company's Board of Directors.
	Election of members to the Audit Committee under the Company's Board of Directors.	<ol style="list-style-type: none"> 1. To terminate ahead of time the powers of Sergey Nikolayevich Ivanov, a member of the Audit Committee under the Company's Board of Directors. 2. To elect Pavel Sergeyevich Grachev, a member of the Board of Directors, to the Audit Committee under the Company's Board of Directors. 3. To elect Pavel Sergeyevich Grachev as the Chairman of the Audit Committee under the Company's Board of Directors.
	Approval of the reports on the performance results of the Committees under the RusHydro Board of Directors for the 2018–2019 corporate year.	To defer consideration of the item to a later date.
	Consideration of the Report on	To take into consideration the Report on the Company Management Board's Activities for 2018 (Schedule No. 5

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	the Company Management Board's Activities for 2018.	hereto).
	Amending the Unified Regulation on Procurement of Products for the Needs of RusHydro Group: extending the practice of using factoring when carrying out contracts for the supply of goods (performance of work, provision of services).	<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>
	Creation of a General Service Center performing accounting and tax accounting functions and generation of reports in RusHydro Group.	To approve the creation of a General Service Center performing accounting and tax accounting functions and generation of reports in RusHydro Group based at HydroEngineering Siberia JSC.
	Consideration of the progress report on the Action Plan (list of measures) for the introduction of professional standards in the Company's operations.	To approve the progress report on the Action Plan (list of measures) for the introduction of professional standards in the Company's operations in Q4 2018 and Q1 2019 (Schedule No. 6 hereto).
	Progress of priority projects for the construction of two facilities	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 GRES-2 (stage 1)) as of March 31, 2019 (Schedule No. 7

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	in the Far East (CHPP in Sovetskaya Gavan, Sakhalinskaya GRES-2 (stage 1)) as of March 31, 2019.	hereto).
	Recognizing candidates to the Company's Board of Directors (Member of the Company's Board of Directors) as independent.	<p>In accordance with the recommendations of the HR and Remuneration (Nominations) Committee under the Company's Board of Directors:</p> <p>1. To take into consideration information on the results of the evaluation of conformity of A.O. Chekunkov, a candidate nominated for election to the Company's Board of Directors at the annual General Meeting of Shareholders in 2019, to the independence criteria stipulated in Schedule No. 4 to the MOEX Listing Rules. A.O. Chekunkov is not affiliated with the Company, a substantial shareholder of the Company, or the Company's competitors.</p> <p>Mr. Chekunkov has formal criteria for affiliation with:</p> <ul style="list-style-type: none"> - The state, as Mr. Chekunkov is General Director of the Far East and Baikal Region Development Fund JSC, an organization controlled by the Russian Federation; - The Company's substantial counterparty, the Far East and Baikal Region Development Fund JSC (FEDF), as the amount of liabilities between the Company and the FEDF under a loan agreement exceeds 2% of the book value of assets and 2% of revenue of the FEDF. <p>To note that the affiliation between A.O. Chekunkov and the state and the substantial counterparty is formal in nature and does not affect Mr. Chekunkov's ability to act on the Board of Directors for the benefit of the Company and all its shareholders for the following reasons:</p> <ul style="list-style-type: none"> - In accordance with Order of the Government of the Russian Federation No. 607-r dated March 30, 2019, A.O. Chekunkov has been nominated by the Russian Federation as an independent director; therefore, Mr. Chekunkov has no obligation to vote according to the directives of the Government of the Russian Federation (Clause 16 of Regulation of the Government of the Russian Federation No. 738 dated December 3, 2004); - A.O. Chekunkov's affiliation with the state is formal in nature because his labor relations with the Far East and Baikal Region Development Fund JSC do not influence the objective and independent decisions made by Mr. Chekunkov because the Russian Federation's control over the Far East and Baikal Region Development Fund JSC is indirect and is exercised via the State Development Corporation VEB.RF, which is managed by management bodies typical for a commercial institution;

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>- A.O. Chekunkov's affiliation with RusHydro's substantial counterparty is formal in nature due to the following: On April 4, 2018, RusHydro (the Borrower) and the FEDF (the Lender) concluded a financing (target loan) agreement for the construction of offsite infrastructure facilities at Sakhalinskaya GRES-2 (the Project). The borrowed funds were allocated to RusHydro on a repayable and paid basis; the loan agreement was concluded for a period until June 25, 2026, for a total amount of up to RUB 5 billion at 5% per annum. Provision of funds to the FEDF to finance RAO Energy Systems of the East JSC for implementation of the Project in accordance with Regulation of the Government of the Russian Federation No. 1055 dated October 16, 2014, has been preliminarily approved by the Government Subcommission for the Implementation of Investment Projects in the Far East and the Baikal Region (Minutes No. 3 dated December 25, 2017), by the FEDF Board of Directors (Minutes No. 57 dated December 29, 2017), and by the RusHydro Board of Directors as an interested party transaction (Minutes No. 265 dated February 6, 2018; A.O. Chekunkov did not vote on this item). As of December 31, 2018, the loan had been disbursed in full (RUB 5 billion) and the loan funds had been allocated to finance the Project by way of their transfer in the form of a loan to an organization controlled by the Company, RAO Energy Systems of the East JSC.</p> <p>- The track record of A.O. Chekunkov in the Company's Board of Directors and the Company's Committees in 2016–2018 has proved his ability to make independent, unbiased, and conscientious judgments because Mr. Chekunkov's opinion on the agenda items of meetings of the Board of Directors and committees under the Board of Directors was based on his expertise and experience and was autonomous and independent, and the decisions made by Mr. Chekunkov previously allow one to draw the conclusion that his formal connection with the state did not influence his decisions, as Mr. Chekunkov acted for the benefit of the Company and all its shareholders;</p> <p>2. For the purpose of increasing the transparency of RusHydro, building its positive business reputation, strengthening the positive current expert evaluation of the corporate governance system, increasing the share of independent directors in the Board of Directors[1], and ensuring the conformity of RusHydro to the recommendations of the Code of Corporate Governance and the Company's internal documents, it is suggested that the candidate to the RusHydro Board of Directors Alexey Olegovich Chekunkov be recognized as an independent director.</p> <p>Mr. Chekunkov has an excellent business and personal reputation, the knowledge, skills, and experience necessary to make decisions that fall within the competence of the Board of Directors and required for the</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>effective performance of his functions, thus allowing him, among other things, to participate in the work of various committees under the RusHydro Board of Directors. Since 2015, Mr. Chekunkov has been a member of the Committee for Far East Energy Development under the Board of Directors of the Company. In 2016–2018, he was a member of the Company's Board of Directors and of the Reliability, Energy Efficiency, and Innovations Committee and the Investment Committee under the Company's Board of Directors. Mr. Chekunkov's long service on the Company's Board of Directors and the Committee for Far East Energy Development is his strength, as Mr. Chekunkov has the necessary longstanding experience in the field of electrical power and investments and extensive knowledge of the Company's business, which can contribute to the effective work of the Board of Directors and the Committees of the Company.</p> <p>During the meetings of the Committees and the Board of Directors, Mr. Chekunkov was always active in discussing the agenda items and always expressed an objective and well-considered opinion in voting that was independent from the opinion of the Company's management. He is responsible and proactive. When participating in the work of the Board of Directors and its Committees, Mr. Chekunkov made a significant contribution to the Company's implementation of the most important matters related to various areas of the Company's business, including priority projects for the construction of facilities in the Far East, investment projects, and the RusHydro innovation development program.</p> <p>Furthermore, Mr. Chekunkov chaired the Far East and Baikal Region Development Fund for a long time. He has 18 years of experience working in the direct investments sector. He has held senior positions in the Russian Direct Investment Fund (RDIF), A-1 (Alfa-Group consortium), Delta Private Equity (US-Russian investment fund), and Alrosa Investment Group OJSC. He is also a member of the Supervisory Board of Alrosa JSC (PJSC). Mr. Chekunkov took part in building the main mechanisms and approaches that served as the basis for the state system of management of Far East development and was one of the visionaries and creators of the Voskhod investment system for attracting capital to investment projects in the Far East.</p> <p>The work experience described above, deep knowledge of the specifics of the Company's work, an understanding of business processes, possession of the necessary professional skills in the financial, administrative, and economic spheres, and 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 of Section 2.18 of Schedule No. 2 and based on Schedule No. 4 to the MOEX Listing Rules, to recognize Alexey Olegovich Chekunkov as an independent director.</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken									
	Consideration of the Electrical Power Development Program to ensure advanced economic growth in the Far Eastern Federal District.	To take into consideration the Electrical Power Development Program to ensure advanced economic growth in the Far Eastern Federal District (Schedule No. 8 hereto).									
	Confidential.	- The special opinions of members of RusHydro Board of Directors V.M. Kravchenko and M.A. Rasstrigin are attached to the Minutes.									
Minutes of 29.07.2019 № 293	Electing the Chairman of the Board of Directors of the Company.	To elect Yuriy Petrovich Trutnev as Chairman of the Board of Directors of RusHydro.									
	Electing the Deputy Chairman of the Board of Directors of the Company.	To elect Nikolay Dmitriyevich Rogalev as Deputy Chairman of the Board of Directors of RusHydro.									
	Forming the Audit Committee under the Company's Board of Directors.	<p>1. To elect the following persons to the Audit Committee under the Board of Directors of RusHydro:</p> <table border="1" data-bbox="801 914 2089 1150"> <tbody> <tr> <td data-bbox="801 914 846 979">1</td> <td data-bbox="846 914 1115 979">Maksim Sergeevich Bystrov</td> <td data-bbox="1115 914 2089 979">Member of the Board of Directors of RusHydro, Chairman of the Management Board of NP Market Council Association.</td> </tr> <tr> <td data-bbox="801 979 846 1045">2</td> <td data-bbox="846 979 1115 1045">Pavel Sergeevich Grachev</td> <td data-bbox="1115 979 2089 1045">Member of the Board of Directors of RusHydro, General Director of Polyus PJSC.</td> </tr> <tr> <td data-bbox="801 1045 846 1150">3</td> <td data-bbox="846 1045 1115 1150">Vyacheslav Viktorovich Pivovarov</td> <td data-bbox="1115 1045 2089 1150">Member of the Board of Directors of RusHydro, President of Altera Capital LLC.</td> </tr> </tbody> </table> <p>2. To take into consideration information regarding whether all members of the Audit Committee under the Board of Directors of RusHydro have experience and knowledge in the field of preparation, analysis, assessment, and audit of accounting (financial) statements.</p> <p>3. To elect Maksim Sergeevich Bystrov as the Chairman of the Audit Committee under the Board of Directors of RusHydro.</p>	1	Maksim Sergeevich Bystrov	Member of the Board of Directors of RusHydro, Chairman of the Management Board of NP Market Council Association.	2	Pavel Sergeevich Grachev	Member of the Board of Directors of RusHydro, General Director of Polyus PJSC.	3	Vyacheslav Viktorovich Pivovarov	Member of the Board of Directors of RusHydro, President of Altera Capital LLC.
	1	Maksim Sergeevich Bystrov	Member of the Board of Directors of RusHydro, Chairman of the Management Board of NP Market Council Association.								
2	Pavel Sergeevich Grachev	Member of the Board of Directors of RusHydro, General Director of Polyus PJSC.									
3	Vyacheslav Viktorovich Pivovarov	Member of the Board of Directors of RusHydro, President of Altera Capital LLC.									
Forming the HR and Remuneration (Nominations)	1. To elect the following persons to the HR and Remuneration (Nominations) Committee under the Board of Directors of RusHydro:										

Date and No. of Minutes	Items on the Agenda	Decisions Taken																																	
	Committee under the Company's Board of Directors.	<table border="1" data-bbox="801 379 2087 619"> <tr> <td data-bbox="801 379 853 483">1.</td> <td data-bbox="853 379 1111 483">Vyacheslav Viktorovich Pivovarov</td> <td data-bbox="1111 379 2087 483">Member of the Board of Directors of RusHydro, President of Altera Capital LLC.</td> </tr> <tr> <td data-bbox="801 483 853 552">2.</td> <td data-bbox="853 483 1111 552">Pavel Sergeyeich Grachev</td> <td data-bbox="1111 483 2087 552">Member of the Board of Directors of RusHydro, General Director of Polyus PJSC</td> </tr> <tr> <td data-bbox="801 552 853 619">3.</td> <td data-bbox="853 552 1111 619">Aleksey Olegovich Chekunkov</td> <td data-bbox="1111 552 2087 619">Member of the Board of Directors of RusHydro, General Director of Far East and Baikal Region Development Fund JSC.</td> </tr> </table> <p data-bbox="770 624 1966 687">2. To elect Vyacheslav Viktorovich Pivovarov as Chairman of the HR and Remuneration (Nominations) Committee under the Board of Directors of RusHydro.</p>	1.	Vyacheslav Viktorovich Pivovarov	Member of the Board of Directors of RusHydro, President of Altera Capital LLC.	2.	Pavel Sergeyeich Grachev	Member of the Board of Directors of RusHydro, General Director of Polyus PJSC	3.	Aleksey Olegovich Chekunkov	Member of the Board of Directors of RusHydro, General Director of Far East and Baikal Region Development Fund JSC.																								
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3.	Aleksey Olegovich Chekunkov	Member of the Board of Directors of RusHydro, General Director of Far East and Baikal Region Development Fund JSC.																																	
	Forming the Strategy Committee under the Board of Directors of the Company.	<p data-bbox="770 700 1877 730">1. To determine the size of the Strategy Committee under the Board of Directors: 12 persons.</p> <p data-bbox="770 735 2022 766">2. To elect the following persons to the Strategy Committee under the Board of Directors of the Company:</p> <table border="1" data-bbox="801 770 2087 1409"> <tr> <td data-bbox="801 770 853 826">1.</td> <td data-bbox="853 770 1111 826">Pavel Sergeyeich Grachev</td> <td data-bbox="1111 770 2087 826">Member of the Board of Directors of RusHydro, General Director of Polyus PJSC.</td> </tr> <tr> <td data-bbox="801 826 853 882">2.</td> <td data-bbox="853 826 1111 882">Lev Vladimirovich Kuznetsov</td> <td data-bbox="1111 826 2087 882">Member of the Board of Directors of RusHydro, First Deputy Chairman of the Board of Directors of Management Company Intergeo LLC.</td> </tr> <tr> <td data-bbox="801 882 853 962">3.</td> <td data-bbox="853 882 1111 962">Vyacheslav Viktorovich Pivovarov</td> <td data-bbox="1111 882 2087 962">Member of the Board of Directors of RusHydro, President of Altera Capital LLC.</td> </tr> <tr> <td data-bbox="801 962 853 1018">4.</td> <td data-bbox="853 962 1111 1018">Nikolay Dmitriyevich Rogalev</td> <td data-bbox="1111 962 2087 1018">Member of the Board of Directors of RusHydro, Chancellor of National Research University Moscow Power Engineering Institute.</td> </tr> <tr> <td data-bbox="801 1018 853 1074">5.</td> <td data-bbox="853 1018 1111 1074">Dmitriy Gennadyevich Denisov</td> <td data-bbox="1111 1018 2087 1074">Director of the Department for Competition, Energy Efficiency and Environment of the Ministry of Economic Development of Russia.</td> </tr> <tr> <td data-bbox="801 1074 853 1129">6.</td> <td data-bbox="853 1074 1111 1129">Igor Anatolyevich Zadornov</td> <td data-bbox="1111 1074 2087 1129">Head of the Secretariat of the Deputy Prime Minister of the Russian Federation – Presidential Envoy to the Far Eastern Federal District Yu. P. Trutnev.</td> </tr> <tr> <td data-bbox="801 1129 853 1185">7.</td> <td data-bbox="853 1129 1111 1185">Andrey Valentinovich Kazachenkov</td> <td data-bbox="1111 1129 2087 1185">Member of the Management Board, First Deputy General Director of RusHydro.</td> </tr> <tr> <td data-bbox="801 1185 853 1241">8.</td> <td data-bbox="853 1185 1111 1241">Boris Arkadyevich Livshits</td> <td data-bbox="1111 1185 2087 1241">Deputy Head of the Competitive Pricing Department at NP Market Council Association.</td> </tr> <tr> <td data-bbox="801 1241 853 1297">9.</td> <td data-bbox="853 1241 1111 1297">Vasiliy Vladislavovich Nikonov</td> <td data-bbox="1111 1241 2087 1297">Director of the Energy Department of Rosneft.</td> </tr> <tr> <td data-bbox="801 1297 853 1361">10.</td> <td data-bbox="853 1297 1111 1361">Yevgeniy Aleksandrovich Olkhovich</td> <td data-bbox="1111 1297 2087 1361">Deputy General Director for Strategic Development of Rosseti PJSC.</td> </tr> <tr> <td data-bbox="801 1361 853 1409">11.</td> <td data-bbox="853 1361 1111 1409">George Ilyich Rizhinashvili</td> <td data-bbox="1111 1361 2087 1409">Member of the Management Board, First Deputy General Director of RusHydro.</td> </tr> </table>	1.	Pavel Sergeyeich Grachev	Member of the Board of Directors of RusHydro, General Director of Polyus PJSC.	2.	Lev Vladimirovich Kuznetsov	Member of the Board of Directors of RusHydro, First Deputy Chairman of the Board of Directors of Management Company Intergeo LLC.	3.	Vyacheslav Viktorovich Pivovarov	Member of the Board of Directors of RusHydro, President of Altera Capital LLC.	4.	Nikolay Dmitriyevich Rogalev	Member of the Board of Directors of RusHydro, Chancellor of National Research University Moscow Power Engineering Institute.	5.	Dmitriy Gennadyevich Denisov	Director of the Department for Competition, Energy Efficiency and Environment of the Ministry of Economic Development of Russia.	6.	Igor Anatolyevich Zadornov	Head of the Secretariat of the Deputy Prime Minister of the Russian Federation – Presidential Envoy to the Far Eastern Federal District Yu. P. Trutnev.	7.	Andrey Valentinovich Kazachenkov	Member of the Management Board, First Deputy General Director of RusHydro.	8.	Boris Arkadyevich Livshits	Deputy Head of the Competitive Pricing Department at NP Market Council Association.	9.	Vasiliy Vladislavovich Nikonov	Director of the Energy Department of Rosneft.	10.	Yevgeniy Aleksandrovich Olkhovich	Deputy General Director for Strategic Development of Rosseti PJSC.	11.	George Ilyich Rizhinashvili	Member of the Management Board, First Deputy General Director of RusHydro.
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Date and No. of Minutes	Items on the Agenda	Decisions Taken		
		12.	Pavel Nikolayevich Snikkars	Director of the Department of Electric Power Development of the Ministry of Energy of Russia.
	Forming the Investment Committee under the Board of Directors of the Company.	<p>3. To elect Igor Anatolyevich Zadvornov as Chairman of the Strategy Committee under the Board of Directors of RusHydro.</p> <p>4. To ensure that the Company concludes confidentiality agreements with the members of the Strategy Committee under the Board of Directors who are not classified as Company insiders under the legislation of the Russian Federation, as per the form established in the Company's internal documents.</p> <p>1. To determine the size of the Investment Committee under the Board of Directors: 13 persons.</p> <p>2. To elect the following persons to the Investment Committee under the Board of Directors of RusHydro:</p>		
		1.	Maksim Sergeyeovich Bystrov	Member of the Board of Directors of RusHydro, Chairman of the Management Board of NP Market Council Association.
		2.	Lev Vladimirovich Kuznetsov	Member of the Board of Directors of RusHydro, First Deputy Chairman of the Board of Directors of Management Company Intergeo LLC.
		3.	Vyacheslav Viktorovich Pivovarov	Member of the Board of Directors of RusHydro, President of Altera Capital LLC.
		4.	Nikolay Dmitriyevich Rogalev	Member of the Board of Directors of RusHydro, Chancellor of the National Research University Moscow Power Engineering Institute.
		5.	Mikhail Aleksandrovich Bychko	Acting Deputy General Director for Capital Construction at Rosseti PJSC.
		6.	Sergey Igorevich Zhuravlyov	Vice President for Governmental Affairs at Management Company Polyus LLC.
		7.	Aleksandr Vladimirovich Ilyenko	Member of the Management Board, Director for Unified Energy System Management at SO UES JSC.
		8.	Andrey Valentinovich Kazachenkov	Member of the Management Board, First Deputy General Director of RusHydro.

Date and No. of Minutes	Items on the Agenda	Decisions Taken		
		9.	Sergey Anatolyevich Kirov	Member of the Management Board, First Deputy General Director of RusHydro.
		10.	Aleksey Vladimirovich Kulagin	Deputy Head of the Directorate "Expert & Analytical Center of the Fuel and Energy Complex," Russian Energy Agency under the Ministry of Energy of Russia.
		11.	Mikhail Sergeyeovich Sonin	Head of the Office for Competition in the Goods and Services Markets of the Ministry of Economic Development of Russia
		12.	Denis Vladimirovich Milyutin	Head of the Fuel and Power Resources Cost Control Office of the Energy Department of Rosneft.
		13.	Viktor Viktorovich Khmarin	Member of the Board, Deputy General Director for Resource Provision and Future Development, RusHydro.
		3. To elect Lev Vladimirovich Kuznetsov as the Chairman of the Investment Committee under the Board of Directors of RusHydro.		
		4. To ensure that the Company concludes confidentiality agreements with the members of the Investment Committee under the Board of Directors who are not classified as Company insiders under the legislation of the Russian Federation, as per the form established in the Company's internal documents.		
	Forming the Committee for Far East Energy Development under the Board of Directors of the Company.	1. To elect the following persons to the Committee for Far East Energy Development under the Board of Directors of the Company:		
		1.	Yuriy Petrovich Trutnev	Deputy Prime Minister of the Russian Federation – Presidential Envoy to the Far Eastern Federal District, Member of the Board of Directors of RusHydro.
		2.	Pavel Sergeyeovich Grachev	Member of the Board of Directors of RusHydro, General Director of Polyus PJSC.
		3.	Aleksey Olegovich Chekunkov	Member of the Board of Directors of RusHydro, General Director of JSC "Far East Development Fund".
		4.	Dmitry Stanislavovich Bulgakov	Deputy Head of the Directorate "Expert & Analytical Center of the Fuel and Energy Complex," Russian Energy Agency under the Ministry of Energy of Russia.

Date and No. of Minutes	Items on the Agenda	Decisions Taken	
		5. Sergey Vyacheslavovich Vasilyev	Deputy General Director – Director of the Far East Division of RusHydro.
		6. Andrey Vladimirovich Gabov	Head of the Electrical Energy Industry Development Office of the Department for the State Regulation of Tariffs and Infrastructure Reforms of the Ministry of Economic Development of Russia.
		7. Igor Anatolyevich Zadvornov	Head of the Secretariat of the Deputy Prime Minister of the Russian Federation – Presidential Envoy to the Far Eastern Federal District Yu. P. Trutnev.
		8. Andrey Valentinovich Kazachenkov	Member of the Management Board, First Deputy General Director of RusHydro.
		9. Sergey Yuryevich Lebedev	Deputy Chairman of the Management Board of NP Market Council Association.
		10. Leonid Gennadyevich Petukhov	General Director of ANO Far East Investment and Export Agency.
		11. Denis Viktorovich Pileniyeks	Deputy Director for Unified Energy System Development at SO UES JSC.
		12. Aleksandr Mikhaylovich Pyatigor	Member of the Management Board, Deputy General Director of Rosseti PJSC for Service Development and Implementation.
		13. Aleksey Valeryevich Molskiy	Deputy Chairman of the Management Board of FGC UES PJSC.
		14. Sergey Aleksandrovich Tyrtsev	First Deputy Minister of Russian Far East Development.
		<p>2. To elect Yuriy Petrovich Trutnev as Chairman of the Committee for Far East Energy Development under the Board of Directors of RusHydro.</p> <p>3. To ensure that the Company concludes confidentiality agreements with the members of the Committee for Far East Energy Development under the Board of Directors who are not classified as Company insiders under the legislation of the Russian Federation, as per the form established in the Company's internal documents.</p>	
	Forming the Reliability, Energy	1. To determine the size of the Reliability, Energy Efficiency, and Innovations Committee under the	

Date and No. of Minutes	Items on the Agenda	Decisions Taken																											
	Efficiency, and Innovations Committee under the Board of Directors of the Company.	<p>Board of Directors: 9 persons.</p> <p>2. To elect the following persons to the Reliability, Energy Efficiency, and Innovations Committee under the Board of Directors of the Company:</p> <table border="1" data-bbox="786 443 2085 1054"> <tbody> <tr> <td>1.</td> <td>Nikolay Dmitriyevich Rogalev</td> <td>Member of the Board of Directors of RusHydro, Chancellor of the National Research University Moscow Power Engineering Institute.</td> </tr> <tr> <td>2.</td> <td>Igor Anatolyevich Baykov</td> <td>Deputy Director of the Department for Operational Control and Management of the Electrical Power Industry under the Ministry of Energy of Russia.</td> </tr> <tr> <td>3.</td> <td>Oleg Gennadyevich Barkin</td> <td>Member of the Management Board – Deputy Chairman of the Management Board of NP Market Council Association.</td> </tr> <tr> <td>4.</td> <td>Boris Borisovich Bogush</td> <td>Member of the Management Board, First Deputy General Director – Chief Engineer of RusHydro.</td> </tr> <tr> <td>5.</td> <td>Yuriy Mikhaylovich Vishnevskiy</td> <td>Deputy Director for Unified Energy System Regime Management at SO UES JSC.</td> </tr> <tr> <td>6.</td> <td>Sergey Igorevich Zhuravlyov</td> <td>Vice President for Governmental Affairs at Management Company Polyus LLC.</td> </tr> <tr> <td>7.</td> <td>Andrey Vladimirovich Mayorov</td> <td>Deputy General Director, Chief Engineer of Rosseti PJSC.</td> </tr> <tr> <td>8.</td> <td>George Ilyich Rizhinashvili</td> <td>Member of the Management Board, First Deputy General Director of RusHydro.</td> </tr> <tr> <td>9.</td> <td>Mikhail Petrovich Fedorov</td> <td>President of Peter the Great Saint Petersburg Polytechnic University, Chairman of the Bureau of the Scientific and Technical Council of RusHydro.</td> </tr> </tbody> </table> <p>3. To elect Nikolay Dmitriyevich Rogalev as Chairman of the Reliability, Energy Efficiency, and Innovations Committee under the Board of Directors of RusHydro.</p> <p>4. To ensure that the Company concludes confidentiality agreements with the members of the Reliability, Energy Efficiency and Innovations Committee under the Board of Directors who are not classified as Company insiders under the legislation of the Russian Federation, as per the form established in the Company's internal documents.</p> <p>5. To recognize the appropriateness of the composition of the committees to the objectives of the Board of Directors and the goals of Company activities and the absence of the need to set up new committees.</p>	1.	Nikolay Dmitriyevich Rogalev	Member of the Board of Directors of RusHydro, Chancellor of the National Research University Moscow Power Engineering Institute.	2.	Igor Anatolyevich Baykov	Deputy Director of the Department for Operational Control and Management of the Electrical Power Industry under the Ministry of Energy of Russia.	3.	Oleg Gennadyevich Barkin	Member of the Management Board – Deputy Chairman of the Management Board of NP Market Council Association.	4.	Boris Borisovich Bogush	Member of the Management Board, First Deputy General Director – Chief Engineer of RusHydro.	5.	Yuriy Mikhaylovich Vishnevskiy	Deputy Director for Unified Energy System Regime Management at SO UES JSC.	6.	Sergey Igorevich Zhuravlyov	Vice President for Governmental Affairs at Management Company Polyus LLC.	7.	Andrey Vladimirovich Mayorov	Deputy General Director, Chief Engineer of Rosseti PJSC.	8.	George Ilyich Rizhinashvili	Member of the Management Board, First Deputy General Director of RusHydro.	9.	Mikhail Petrovich Fedorov	President of Peter the Great Saint Petersburg Polytechnic University, Chairman of the Bureau of the Scientific and Technical Council of RusHydro.
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	Approving the Program of Works of the Board of Directors of	To approve the Program of Works of the Board of Directors of RusHydro for H2 2019 (Schedule No. 1 hereto).																											

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	RusHydro for H2 2019.	
	On determining the position of RusHydro (RusHydro's representatives) in the management bodies of its subsidiaries.	Commercial secret.
	Recognizing a member of the Board of Directors of the Company as independent.	<p>In accordance with the recommendations of the HR and Remuneration (Nominations) Committee under the Company's Board of Directors:</p> <p>To take into account information on the results of evaluation of the conformance of Maksim Sergeyevich Bystrov, member of the Board of Directors, to the independence criteria established in Appendix 4 to the Listing Rules of Moscow Exchange.</p> <p>There is no affiliation between M. S. Bystrov and the Company, competitors or the state.</p> <p>M. S. Bystrov has formal criteria of affiliation with:</p> <ul style="list-style-type: none"> - the Company's significant counterparties — ATS JSC, SO UES JSC, FSC JSC, ANO Market Council Training Center ¹⁰, Karachayevo-Cherkesskenergo JSC, and Kabbalkenergo JSC ¹¹, — as the amount of liabilities under agreements between the Company and each of the said counterparties exceeds 2% of the book value of assets and 2% of the revenue of each counterparty; - the Company's major shareholder, the Russian Federation ¹², as M. S. Bystrov is a member of the Board of Directors in more than two organizations controlled by the Russian Federation, i.e. Rosseti PJSC, SO UES JSC, and RusHydro. <p>To note that the connection between Maksim Bystrov and the significant counterparties of the Company — ATS</p>

¹⁰ M. S. Bystrov is a member of the Board of Directors of SO UES JSC, the Chairman of the Management Board and a member of the Board of Directors of ATS JSC, and the Chairman of the Management Board and a member of the Supervisory Board of NP Market Council Association. JSC FSC (through JSC ATS) and Autonomous Noncommercial Organization Training Center Market Council are controlled by the organizations of the Association Nonprofit Partnership Market Council.

¹¹ Karachayevo-Cherkesskenergo JSC and Kabbalkenergo JSC are entities controlled by Rosseti PJSC, of whose Board of Directors M. S. Bystrov is a member.

¹² 60.6% of RusHydro's ordinary shares belong to the Russian Federation, represented by the Federal Agency for State Property Management; 13.3% of RusHydro's ordinary shares belong to VTB Bank (PJSC), which is also controlled by the Russian Federation.

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>JSC, SO UES JSC, FSC JSC, ANO Market Council Training Center, Karachayevo-Cherkesskenergo JSC, and Kabbalkenergo JSC — is formal in nature and does not affect Mr. 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"> - In accordance with Order of the Government of the Russian Federation (hereinafter, "RF Government") No. 607-r dated March 30, 2019, M. S. Bystrov has been nominated by the Russian Federation as an independent director; therefore, M. S. Bystrov has no obligation to vote according to the directives of the Government of the Russian Federation (Clause 16 of Regulation of the RF Government No. 738 dated December 3, 2004); - ATS JSC¹³ (Joint-Stock Company Administrator of the Trade System of the Wholesale Electricity Market) is a commercial operator of the wholesale electricity and capacity market (the "wholesale market") and renders services to the Company for organizing electricity and capacity trading in the wholesale market in the manner provided for in Clause 7 of Article 33 of Federal Law No. 35-FZ dated March 26, 2003, "On the Electric Power Industry" (the "Federal Law on the Electric Power Industry") under an Agreement for Integration into the Trade System of the Wholesale Market. The conditions of the agreement are binding for the parties. Commercial relations between the Company and ATS JSC are based on the principle of nondiscriminatory access to the services of commercial infrastructure organizations of the wholesale market (Article 20 of the Federal Law "On the Electric Power Industry") and on the principle of state 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"); - SO UES JSC (Joint-Stock Company System Operator of the Unified Energy System) provides the Company with operational dispatch management services in the electric power industry due to its status as a system operator envisioned by Clause 1 of Article 12 of the Federal Law on the Electric Power Industry and under the Agreement for Integration into the Trade System of the Wholesale Market. Commercial relations between the Company and SO UES JSC are based on the principle of nondiscriminatory access to operational dispatch management services in the electric power industry (Clause 6 of Article 20 of the Federal Law "On the

¹³ By decision of the Supervisory Board of the NP Market Council Association (formerly known as NP ATS) dated November 30, 2007, since April 1, 2008, JSC ATS has been entrusted with the performance of the functions of a commercial operator of the wholesale market, classified by Clause 1 of Article 33 of the Federal Law "On the Electric Power Industry" as a commercial infrastructure organization of the wholesale market.

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>Electric Power Industry") and on the principle of state regulation of tariffs for operational dispatch management services (Article 23.1 of the Federal Law "On the Electric Power Industry");</p> <ul style="list-style-type: none"> - FSC JSC (Joint-Stock Company Financial Settlement Center) is classified among the commercial infrastructure organizations of the wholesale electricity and capacity market of the Russian Federation; it ensures the functioning of the contractual structure of the wholesale market and the system of financial settlements between its participants and renders services to the Company for calculation of claims and liabilities under the Agreement for Integration into the Trade System of the Wholesale Market. The Agreement was concluded 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 Regulation of the RF Government No. 1172 dated December 27, 2010. <p>Commercial relations between the Company and FSC JSC are based on the principle of nondiscriminatory access to the services of commercial infrastructure organizations of the wholesale market (Article 20 of the Federal Law on the Electric Power Industry). The uniform charge for the service package provided by FSC JSC (for all counterparties) is approved by the Supervisory Board of NP Market Council Association;</p> <ul style="list-style-type: none"> - ANO Market Council Training Center, a company organized under NP Market Council Association, an infrastructure company for trading at wholesale and retail electricity and capacity market, renders services to the Company for the education and training of specialists in organizing an efficient system of wholesale and retail electricity and capacity trading. <p>Considering that the wholesale market regulations adopted by the Supervisory Board of NP Market Council Association are constantly amended, to maintain a high level of knowledge in the field of wholesale market procedures and to obtain information on current and planned changes in the wholesale market, the employees of the Company need to undergo training at the primary source, that is, at ANO Market Council Training Center. The training contracts between the Company and ANO Market Council Training Center are concluded on market conditions;</p> <ul style="list-style-type: none"> - Karachayevo-Cherkesskenergo JSC and Kabbalkenergo JSC are the only last-resort electricity providers in their territory, which purchase energy resources in the wholesale market and sell them to any consumer that approaches them by entering into public agreements with them. Karachayevo-Cherkesskenergo JSC and Kabbalkenergo JSC sell electricity to the Company under contracts for administrative and business needs. Payment for goods is effected at a price and/or in accordance with the procedure for determining the price

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		<p>established in accordance with the provisions of federal laws and other statutory acts in force at the moment of payment, as well as acts of the competent agencies in the field of state regulation of tariffs.</p> <p>Mr. Bystrov's track record in the Company's Board of Directors proves his ability to make independent, unbiased, and conscientious judgments, as Mr. Bystrov's stand on agenda items of meetings of the Board of Directors and committees under the Board of Directors is based on his expertise and experience and is autonomous and independent, and the decisions made by Mr. Bystrov allow one to draw the conclusion that his formal affiliation with significant counterparties, a major shareholder of the Company and the state does not influence his decision making, as Mr. Bystrov acts in the interests of the Company and all its shareholders. Based on Clause 2 of Section 2.18 of Schedule No. 2 and on Schedule No. 4 to the Listing Rules of Moscow Exchange, to recognize Maksim Sergeevich Bystrov as an independent director.</p>
Minutes of 29.08.2019 № 294	On approval of the Company's internal documents: On approval of the amended Regulation on Insider Information of RusHydro.	To approve the new version of the Regulation on Insider Information of RusHydro (Schedule 1 to the Minutes).
	On approval of the Report on the implementation of the Action Plan for the sale of non-core assets of the Company for Q2 2019.	<ol style="list-style-type: none"> 1. To approve the Report on the implementation of the Action Plan for the sale of non-core assets of RusHydro for Q2 2019 in accordance with Schedule 2 to the Minutes. 2. To amend the Register of non-core assets of the Company and the Action Plan for the sale of non-core assets of RusHydro for Q4 2018 and 2019 approved by a resolution of the Board of Directors of the Company dated December 24, 2018 (Minutes No. 281 dated December 27, 2018), in accordance with Schedule 3 to the Minutes.
	On approval of transactions for the gratuitous transfer of the Company's property to third parties: pedestrian and bicycle lanes created as part of the construction of Nizhegorodskaya HPP for provision of urban amenities.	<p>To approve the conclusion of the Agreement on the Gratuitous Transfer (Donation) of Property (hereinafter, the "Agreement") under the following material terms and conditions:</p> <p>Parties to the Agreement:</p> <p>The Donor is the Company;</p> <p>The Donee is the urban settlement city of Zavolzhye, Gorodetsky municipal district, Nizhny Novgorod Region</p> <p>Subject of the Agreement:</p> <p>The Donor shall gratuitously transfer and the Donee shall accept in ownership for use as an object of provision of urban amenities the installation "Pedestrian and Bicycle Lanes," cadastral number: 52:15:0000000:1448, length: 545 m, address: 14 Privokzalnaya Street, city of Zavolzhye, Gorodetsky District, Nizhny Novgorod</p>

Date and No. of Minutes	Items on the Agenda	Decisions Taken
		Region, Russian Federation (ownership recorded in the Unified State Register of Real Estate on February 15, 2019 under No. 52:15:0000000:1448-52/110/2019-1).
	On approval of transactions for the gratuitous transfer of the Company's property to third parties: shares in construction facilities in progress of the Kalmytskaya WPP.	To approve the conclusion of the Agreement on the Gratuitous 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 Administration of the Priyutnensky District Municipality of the Republic of Kalmykia. Subject of the Agreement: The Donor shall transfer free of charge and the Donee shall take into possession a share in the construction facilities in progress of the Kalmytskaya WPP in accordance with Schedule 4 to the Minutes.
	On termination of the Company's participation in Technopark Rumyantsevo.	To terminate the Company's participation in the authorized capital of Technopark Rumyantsevo in accordance with the Program for the Alienation of Non-Core Assets of RusHydro.
	On termination of the Company's participation in Geoterm.	To approve the termination of participation of RusHydro in Geoterm as a result of the reorganization of Geoterm in the form of merger into Kamchatskenergo.
	On termination of the Company's participation in KamGEK.	To approve the termination of participation of RusHydro in KamGEK as a result of the reorganization of KamGEK in the form of merger into Kamchatskenergo.
	On participation of the Company in the authorized capital of Kamchatskenergo.	To approve the participation of RusHydro in the authorized capital of Kamchatskenergo as a result of reorganization of Kamchatskenergo in the form of the merger of Geoterm and KamGEK into it. The share of RusHydro in the authorized capital of Kamchatskenergo before reorganization is 0%. The share of RusHydro Group in the authorized capital of Kamchatskenergo before reorganization is 98.7%. The share of RusHydro in the authorized capital of Kamchatskenergo after reorganization is not less than 13.89%. The share of RusHydro Group in the authorized capital of Kamchatskenergo after reorganization is not less than 98.53%.
	Confidential.	
	Confidential.	

Date and No. of Minutes	Items on the Agenda	Decisions Taken
	Confidential.	
	On amendments to the Long-Term Development Program of RusHydro Group for the period of 2018 to 2022 (implementation of the directives of the Government of the Russian Federation No. 10068p-P13 dated December 6, 2018, in terms of supplementation of the section "Implementation of Intelligent Systems and Digital Technologies").	Pursuant to the directives of the Government of the Russian Federation No. 10068p-P13 dated December 6, 2018, and in accordance with the resolution of the Board of Directors of the Company on the item "On the transition of the Company to the predominant use of domestic software,"1 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 5 to the Minutes.
	On the consideration of matters of significance to the Company: On updating the Innovation Development Program of RusHydro Group.	<ol style="list-style-type: none"> 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 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 -6 to the Minutes). 2. To approve the proposals for improving the quality of preparation and implementation of the RusHydro Group Innovation Development Program (Schedule 7 to the Minutes) prepared based on the results of the Comparison, when updated. 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 7 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 termination of the Company's participation in the authorized	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 Non-Core Assets of RusHydro.

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	<p>capital of Bank of Cyprus Holdings Public Limited Company.</p> <p>On preliminary approval of transactions with the shares of organizations in which the Company participates: 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.</p>	<p>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%.</p> <p>2. To determine the price of the alienation 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. The minority opinion of the member of RusHydro Board of Directors M. A. Rasstrigin is attached.</p>
Minutes of 23.09.2019 № 295	On the interim results of the fulfillment of the Company's Business Plan for 2019 with regard to the actual results for H1 2019 (considering the report on the fulfillment of the Investment Program, including the Complex Modernization Program for Generating Facilities, for H1 2019).	To confirm the interim results of the fulfillment of the Business Plan for 2019 with regard to the actual results of H1 2019 (considering the report on the fulfillment of the Investment Program, including the Complex Modernization Program for Generating Facilities, for H1 2019) (Appendix 1 to the Minutes).
	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 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 schedules and financing and utilization plan, %" for 2019 (Appendices 2 and 2a to the Minutes). The minority opinion of member of the Company's Board of Directors P. A. Livinskiy on agenda item 2 is attached.
	On the adjustment of the	To approve the adjusted consolidated Business Plan (including the consolidated Investment Program) of

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	consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2019.	RusHydro Group for 2019 (Appendix 3 to the Minutes). The minority opinion of member of the Company's Board of Directors P. A. Livinskiy on agenda item 3 is attached.
	On the approval of the adjusted targets for annual KPIs of the Company's Management Board members for 2019.	to approve the adjusted targets for KPIs of the Company's Management Board members for 2019 as follows: "ROE, %," "EBITDA, million rubles," "Workforce Productivity, thousand rubles/man-hours" (Appendix 4 to the Minutes).
	On the approval of the reports on the performance results of the Committees under the RusHydro Board of Directors for the corporate year 2018–2019.	To consider the item at the next scheduled in-person meeting of the Board of Directors with the participation of the Chairmen of the Committees under the Board of Directors of the Company.
Minutes of 25.09.2019 № 296	On the participation of the Company in JSC Sakhalin SDPP-2.	<p>1. To approve the participation of the Company in the authorized capital of JSC Sakhalin SDPP-2 by concluding an agreement(s) for the sale of shares (the "Transaction") on the following material conditions:</p> <p>Parties to the Transaction: Issuer: Sakhalin SDPP-2 JSC. Acquirer: RusHydro. Subject of the Transaction: The Issuer shall transfer to the Acquirer no more than 16,345,000,000 ordinary shares to be placed through private subscription (the "Shares"). The Acquirer undertakes to accept and pay for the Shares. Price of the Transaction: RUB 1 per one share for a total amount of no more than RUB 16,345,000,000. Other terms and conditions of the Transaction: 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 JSC Sakhalin SDPP-2 will not change and will remain 100%, while the debt of Sakhalin SDPP-2 owed</p>

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		<p>to the Company in the amount of no less than 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 JSC Sakhalin SDPP-2 corresponds to the nominal value and amounts to RUB 1 per one additional ordinary share for the total maximum amount of RUB 16,345,000,000.</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 the participation of the Company in JSC CHPP in Sovetskaya Gavan.</p>	<p>1. To approve the participation of the Company in the authorized capital of JSC CHPP in Sovetskaya Gavan by concluding an agreement(s) for the sale of shares (the "Transaction) on the following material conditions: Parties to the Transaction: Issuer: JSC CHPP in Sovetskaya Gavan. Acquirer: RusHydro. Subject of the Transaction: The Issuer shall transfer to the Acquirer no more than 18,456,000,000 ordinary shares placed through private subscription (the "Shares"). The Acquirer undertakes to accept and pay for the Shares. Price of the Transaction: RUB 1 per one share for a total amount of no more than RUB 18,456,000,000. Other terms and conditions of the Transaction: 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 JSC CHPP in Sovetskaya Gavan will not change and will remain 100%, while the debt of JSC CHPP in Sovetskaya Gavan to the Company in the amount of no less than 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 JSC CHPP in Sovetskaya Gavan shall correspond to the nominal value and shall amount to RUB 1 per one additional ordinary share for the total maximum amount of 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</p>

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	<p>On the participation of the Company in JSC Yakutsk SDPP-2.</p>	<p>clause 12.1 of the Articles of Association of the Company.</p> <p>1. To approve the participation of the Company in the authorized capital of Yakutsk SDPP-2 JSC by concluding an agreement(s) for the sale of shares (the "Transaction") on the following material conditions: Parties to the Transaction: Issuer: Yakutsk SDPP-2 JSC. Acquirer: RusHydro. Subject of the Transaction: The Issuer shall transfer to the Acquirer no more than 5,912,000,000 ordinary shares placed through private subscription (the "Shares"). The Acquirer undertakes to accept and pay for the Shares. Price of the Transaction: RUB 1 per one share for a total amount of not more than RUB 5,912,000,000. Other terms and conditions of the Transaction: 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 JSC Yakutsk SDPP-2 will not change and will remain 100%, while the debt of JSC Yakutsk SDPP-2 owed to the Company in the amount of no less than 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 SDPP-2 JSC corresponds to the nominal value and amounts to RUB 1 per one additional ordinary share for the total maximum amount of 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 approval of the report on the fulfillment of the Annual Comprehensive Procurement Program of RusHydro for six months of 2019.</p>	<p>To approve the report on the fulfillment of RusHydro's Annual Comprehensive Procurement Program for six months of 2019 (Schedule 1 hereto).</p>

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	<p>On consent to conclude an agreement on the provision of comprehensive transport services as well as on the leasing with crew and leasing of vehicles without crew and additional agreements thereto between RusHydro and JSC RusHydro TC as related-party transactions.</p>	<p>1. To determine the maximum price of the contract for the provision of comprehensive transport services as well as the provision of leasing with crew and leasing of vehicles without crew between the Company and JSC RusHydro TC (the "Agreement") and its additional agreements, which are related-party transactions: RUB 4,880,824,790.04, excluding VAT.</p> <p>2. To give consent to the conclusion by the Company of the Agreement and the subsequent conclusion of additional agreements thereto as interested-party transactions on the following material conditions:</p> <p>Parties to the Agreement and additional agreements: Party 1: RusHydro (the Company). Party 2: JSC TC RusHydro. Subject of the Agreement: The provision by Party 2 to Party 1 of a comprehensive transport service as well as the provision of leasing with crew and leasing without crew of vehicles and equipment (including, among other things, ships and floating objects of inland water transport, and/or hovercraft, and/or special equipment, and/or firefighting equipment, and/or railway transport and equipment, and/or automobile freight vehicles, and/or automobile passenger vehicles, and/or buses, and/or minibuses, and/or trams, and/or lifting facilities.</p> <p>Subject of Additional Agreements:</p> <ul style="list-style-type: none"> - Change in the list of transport vehicles and equipment (including, among other things, ships and floating objects of inland water transport, and/or hovercraft, and/or special equipment, and/or firefighting equipment, and/or railway transport and equipment, and/or automobile freight vehicles, and/or automobile passenger vehicles, and/or buses, and/or minibuses, and/or trams, and/or lifting facilities for leasing and rendering comprehensive transportation services to the executive office and 18 branches of RusHydro); - Change in the price of the Agreement, including price components, within the limit price; - Change of schedules and/or interchangeability of the provision of vehicles and equipment within the term for the provision of services and leases under the Agreement <p>The maximum price of the Agreement (including Additional Agreements): RUB 4,880,824,790.04, excluding VAT.</p> <p>The period for the provision of services and leases under the Agreement:</p>

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		<p>September 1, 2019, to August 31, 2022.</p> <p>Period of validity of the Agreement: The Agreement shall enter into force upon its signing by the Parties and remain in effect until the Parties perform their obligations in full. In accordance with clause 2 of article 425 of the Civil Code of the Russian Federation, the terms of the Agreement apply to relations between the Parties that arose on or after September 1, 2019.</p> <p>Other material terms of the Agreement or the procedure for their determination: The provision of services under the Agreement shall be carried out within the borders of the Russian Federation.</p> <p>Specific routes (points of departure and destination), cargo parameters (mass, quantity, volume, dimensions, nature (type, names), etc.), moto-watches, periods, service schedules, transportation schedules, shift work of vehicles, schedules of means of transport, the place of supply of vehicles, the procedure for the supply and use of vehicles, the nature of the vehicle, the consignor, the consignee may be determined (subject to the limits specified in this decision) in the Agreement and/or applications of Party 1 to Party 2 for the provision of transport or transportation services.</p> <p>Persons with an interest in the execution of the transaction by the Company: member of the Management Board of the Company S. A. Kirov, who is the brother of A. A. Kirov, who holds a position in the management bodies (general director, member of the Board of Directors) of a party to the Agreement, JSC TC RusHydro.</p> <p>3. To determine that the present decision is valid until August 31, 2022.</p>
	<p>On the status of the implementation of priority projects for the construction of 2 facilities in the Far East (CHPP in Sovetskaya Gavan, Sakhalin SDPP-2 (stage 1)).</p>	<p>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 June 30, 2019 (Schedule 2 hereto).</p>
	<p>On approval of amendments to the Methodology for the Calculation and Evaluation of the</p>	<p>To approve amendments to the Methodology for the Calculation and Evaluation of the Annual KPIs of RusHydro Management Board Members (Schedule 3 to the Minutes).</p>

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	Annual KPIs of RusHydro Management Board Members.	
	On participation of the Company in the authorized capital of JSC DGK.	<p>To approve participation of the Company in the authorized capital of JSC DGK for the purpose of capitalization of the latter's debt to RusHydro under loans issued (including payment of interest) by way of concluding an agreement to purchase additional shares of JSC DGK (the "Agreement"), as part of a procedure for increasing the authorized capital of JSC DGK by private subscription in favor of the sole entity, RusHydro, on the following material terms and conditions:</p> <p>Parties to the Agreement: Issuer: JSC DGK. Acquirer: RusHydro. Subject of the Agreement: The Issuer shall transfer to the Acquirer ownership of ordinary registered shares of JSC DGK for a maximum amount of RUB 40,500,000,000, and the Acquirer shall accept and pay for them at the price determined by the Board of Directors of JSC DGK on the basis of an independent appraiser's report, which shall not be less than the par value of one ordinary share, with the possibility of paying for them by way of offset of the Company's monetary claims under the extended loans (including payment of interest). The shareholding of the Company and its controlled entities in the authorized capital of JSC DGK after the acquisition of the additional shares of JSC DGK will not change and will remain 100%. The minority opinions of members of RusHydro Board of Directors P. A. Livinskiy and M. A. Rasstrigin are attached to the Minutes.</p>
	Confidential.	-
	Confidential.	-
Minutes of 21.10.2019 № 297	On approval of the Report on the implementation of the Action Plan for the sale of non-core assets of the Company for 9 months of 2019.	To approve the Report on the implementation of the Action Plan for the sale of non-core assets of RusHydro for 9 months of 2019 (Schedule No. 1 to the Minutes).
	On progress in the	To take into account the information on the progress in the implementation of RusHydro Group's Long-Term

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	implementation of RusHydro Group's Long-term Development Program in H1 2019.	Development Program in H1 2019 (Schedule 2 to the Minutes).
	Amendments to RusHydro Group's Long-Term Development Program.	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 ¹⁴ 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 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 24, 2019) (Schedule No. 3 to the Minutes). The minority opinion of member of the Company's Board of Directors M. A. Rasstrigin on the agenda item 2.2 is attached.
	Confidential.	-
Minutes of 22.10.2019 № 298	On the accomplishment of the action plan for works at Zagorskaya PSHP-2.	To take into consideration the interim report on the accomplishment of the follow-up action plan for works at Zagorskaya PSHP-2 (Schedule No. 1 hereto).
	On measures for refinancing the debt of RAO Energy Systems of the East Holding companies.	<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.

¹⁴ The Long-term Development Program for the period 2018–2022, approved by Minutes of the Board of Directors of the Company No. 271 dated June 1, 2018, as amended by Minutes of the Board of Directors of the Company No. 279 dated October 26, 2018, and No. 294 dated August 29, 2019.

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		<p>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.</p> <p>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).</p> <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>Parties to the Agreement: Customer: PJSC RusHydro; Contractor: VTB Capital JSC.</p> <p>Subject of the Agreement: 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>Price of the Agreement: 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>Term of the Agreement: 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 of the Agreement by any Party upon prior written notice to the other Party.</p> <p>Additional terms:</p>

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		<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>
	<p>On the approval of the reports on the performance results of the Committees under the RusHydro Board of Directors for the corporate year 2018–2019.</p>	<ol style="list-style-type: none"> 1. To approve the report on the performance results of the Audit Committee of the Company's Board of Directors for the 2018-2019 corporate year (Schedule No. 2 hereto). 2. To approve the report on the performance results of the HR and Remuneration (Nominations) Committee under the Board of Directors for the 2018-2019 corporate year (Schedule No. 3 hereto). 3. To approve the report on the performance results of the Strategy Committee under the Company's Board of Directors for the 2018—2019 corporate year (Schedule No. 4 hereto). 4 To approve the report on the performance results of the Reliability, Energy Efficiency and Innovations Committee under the Company's Board of Directors for the 2018—2019 corporate year (Schedule No. 5 hereto). 5. To approve the report on the performance results of the Far East Power Industry Development Committee under the Company's Board of Directors for the 2018—2019 corporate year (Schedule No. 6 hereto).
<p>Minutes of 04.12.2019 № 299</p>	<p>On setting up branches of RusHydro.</p>	<ol style="list-style-type: none"> 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 the Government of the Russian Federation No. 1544-r dated July 15, 2019 (hereinafter, "Projects") under advisement. 2. To set up, for the purposes of implementing the Projects: <ul style="list-style-type: none"> - the Yakutsky Branch of Public Joint-Stock Company Federal Hydrogeneration Company – RusHydro in Yakutsk; - the Khabarovsk Branch of Public Joint-Stock Company Federal Hydrogeneration Company – RusHydro in Khabarovsk; - the Primorsky Branch of Public Joint-Stock Company Federal Hydrogeneration Company – RusHydro in Vladivostok.
	<p>On the progress of</p>	<p>To take information on the progress of implementation of the investment project "Construction of two single-</p>

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	<p>implementation of the investment project "Construction of two single-circuit 110 kV overhead lines Pevek – Bilibino (construction phase No. 1)."</p>	<p>circuit 110 kV overhead lines Pevek – Bilibino (construction phase No. 1)" (Schedule No. 1 to the Minutes) under advisement.</p> <p>Furthermore, during the discussion of this matter, Yu. P. Trutnev, Chairman of the Board of Directors, ordered the Management Board of the Company to elaborate, within one week, the possibility of implementing the project "Construction of two single-circuit 110 kV overhead lines Pevek – Bilibino (construction phase No. 1)" by means of allocating several startup complexes.</p>
	<p>On determining the position of the Company (delegates of the Company) regarding the agenda of the management bodies of JSC Hydroinvest: "On the execution by JSC Hydroinvest of a transaction on the alienation of shares in its subsidiary, CJSC MEK, which produces electricity."</p>	<p>To instruct the representatives of the Company in the management bodies of JSC Hydroinvest on the issue "On the execution by JSC Hydroinvest of a transaction on the alienation of shares in its subsidiary, CJSC MEK, which produces electricity," to vote "FOR" the adoption of the following resolution:</p> <ol style="list-style-type: none"> 1. To approve the termination of participation of JSC Hydroinvest (the company controlled by 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>The compulsory condition for the alienation of shares in CJSC MEK is the termination of the surety agreement dated January 30, 2013, concluded between RusHydro and the European Bank for Reconstruction and Development, and the surety agreement dated May 15, 2013, concluded between RusHydro and the Asian Development Bank.</p> <ol style="list-style-type: none"> 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>Parties to the Agreement: 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>Subject Matter of the Agreement: 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>

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		<p>Price of the Agreement: 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 one hundred seventy-two million nine hundred sixty-one thousand nine hundred seventy-two rubles 00 kopecks (RUB 172,961,972.00) for 527,085 shares (the "Stock Value") as of September 30, 2019. The payment for the Shares shall be made in cash.</p> <p>Other conditions for the alienation of the Shares:</p> <p>a. Ownership of the Shares is 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 with Schedule No. 2 to the Minutes) in order to fully refinance the debt to the European Bank for Reconstruction and Development (hereinafter, EBRD) and the Asian Development Bank (hereinafter, ADB) (hereinafter, EBRD and ADB are jointly referred to as the Lending Banks) under the loan agreement dated December 21, 2012 and under the loan agreement dated May 13, 2013 (hereinafter jointly referred to as the Loan Agreements), on the conditions agreed upon by the Buyer and CJSC Ardashinbank; - 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 RusHydro for the obligations of CJSC MEK under the Loan Agreements stipulated by the surety agreement dated January 30, 2013, concluded between RusHydro and the European Bank for Reconstruction and Development, and the surety agreement dated May 15, 2013, concluded between RusHydro and the Asian Development Bank pursuant to the full debt repayment by CJSC MEK under the Loan Agreements; - failure to use the pre-emptive right to acquire the Shares within the established time period, or refusal to use the pre-emptive 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)). <p>b. The Seller provides to the Buyer representations for the most significant potential risks listed in Schedule No. 3 to the Minutes.</p> <p>3. To establish that the stake of JSC Hydroinvest in CJSC MEK: before the alienation of the Shares is 90.00%, and after the alienation of the Shares, 0.00%."</p>
	On approving the report on the	To approve the report on the performance results of the Investment Committee of the Company's Board of

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	performance results of the Investment Committee of the Board of Directors of RusHydro for the corporate year 2018–2019.	Directors for the corporate year 2018–2019 (Schedule No. 4 to the Minutes).
Minutes of 04.12.2019 № 300	On Consideration of the Report on Compliance with the Company's Information Policy.	To take into consideration the Report on Compliance with RusHydro's Information Policy (Schedule No. 1 to the Minutes).
	On approval of the report on the execution of the Annual Complex Procurement Program of the Company for 9 months of 2019.	To approve the report on the execution of the RusHydro Annual Complex Procurement Program for 9 months of 2019 (Schedule No. 2 to the Minutes).
	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>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 System of information on the current and prospective needs of RusHydro Group for the 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>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</p>

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		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."
	On approval of a new revision of the Unified Regulation on the Procurement of Products for the Needs of RusHydro Group.	<ol style="list-style-type: none"> 1. To approve a new revision of the Unified Regulation on the Procurement of Products for the Needs of RusHydro Group (Schedule No. 3 to the Minutes). 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.
	On consideration of the report on the progress of the Action Plan (the list of measures) for the implementation of occupational standards in the Company's operations.	To approve the report on the progress of the Action Plan (the list of measures) for the implementation of professional standards in the Company's operations in Q2 and Q3 2019 (Schedule No. 4 to the Minutes).
	On consideration of the audit findings of the Ministry of Energy of Russia and the progress on the elimination of violations discovered.	To take under advisement the results of the field audits conducted by the Ministry of Energy of Russia in 2019 and information on the progress on the elimination of violations as of September 30, 2019 (Schedule No. 5 to the Minutes).
	Procurement of Russian products used for the implementation of national projects and the complex plan for modernization and expansion of trunk infrastructure.	<ol style="list-style-type: none"> 1. To take note of the following: <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, 2018, with amendments approved by Minutes No. 292 dated June 24, 2019, hereinafter referred to as the "URPP"), provides for the priority of procured products (goods, work, services) of Russian origin over procured products

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		<p>of foreign origin¹⁵;</p> <ul style="list-style-type: none"> - 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>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>
	<p>Approval of 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).</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. 6 to the Minutes).</p>
<p>Minutes of 26.12.2019 № 301</p>	<p>On approval of the Company's Business Plan (including the Investment Program) for 2020–2024.</p>	<ol style="list-style-type: none"> 1. To approve the RusHydro Business Plan for 2020 (Schedule 1 to the Minutes). 2. To approve the RusHydro Investment Program for 2020 (Schedule 2 to the RusHydro Business Plan for 2020–2024). 3. To approve the planning data for RusHydro's investment projects and for new construction facilities of controlled companies that are taken into account in calculating the performance indicator of RusHydro Management Board members "Compliance with the Capacity Commissioning Schedule and the Financing and Utilization Plan, %" for 2020 (Schedule 2a to the RusHydro Business Plan for 2020–2024).

¹⁵ 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."

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	On approval of the consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2020–2024.	<p>4. To take into consideration the RusHydro Business Plan for 2021–2024 (Schedule 1 to the Minutes), including the RusHydro Investment Program for 2021–2024 (Schedule 2 to the RusHydro Business Plan for 2020–2024).</p> <p>To approve the consolidated Business Plan (including the consolidated Investment Program) of RusHydro Group for 2020–2024 (Schedule 2 to the Minutes).</p>
	On approval of the list and the target values of annual key performance indicators of RusHydro Management Board members for 2020.	<p>1. To approve and put into effect from January 1, 2020:</p> <p>1.1. A new revision of the Regulation on the System of Key Performance Indicators of RusHydro (the "Regulation") as per Schedule 3 to the Minutes.</p> <p>1.2. The list of annual key performance indicators of RusHydro Management Board members for 2020 as per Schedule 4 to the Minutes.</p> <p>1.3. The target values of the annual key performance indicators of RusHydro Management Board members for 2020 as per Schedule 5 to the Minutes.</p> <p>1.4. The new revision of the methodology for calculating and evaluating the annual key performance indicators of RusHydro Management Board members as per Schedule 6 to the Minutes.</p> <p>2. To approve:</p> <p>2.1. The target values of KPIs under RusHydro's Cycle 4 Long-Term Motivation Program for 2020–2022 as per Schedule 7 to the Minutes.</p> <p>2.2. Changes to the target values of KPIs under RusHydro's Cycle 2 Long-Term Motivation Program for 2018–2020 as per Schedule 8 to the Minutes.</p> <p>2.3. Changes to the target values of KPIs under RusHydro's Cycle 3 Long-Term Motivation Program for 2019–2021 as per Schedule 9 to the Minutes.</p> <p>2.4. Changes to the Methodology for Calculating and Evaluating KPIs under the RusHydro Long-Term Motivation Program approved by decision of the Company's Board of Directors on December 26, 2017 (Minutes No. 264 dated December 28, 2017), as amended on February 19, 2019 (Minutes No. 283 dated February 21, 2019), with respect to calculation of the KPI "Total shareholder return (TSR), %" as per Schedule 10 to the Minutes.</p> <p>3. To calculate the KPIs under the Cycle 2 Long-Term Motivation Program for 2018–2020 and the Cycle 3 Long-</p>

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		Term Motivation Program for 2019–2021 in accordance with the Methodology for Calculating and Evaluating Key Performance Indicators under the RusHydro Long-Term Motivation Program approved by decision of the Company's Board of Directors dated December 26, 2017 (Minutes No. 264 dated December 28, 2017), including amendments thereto, including those stipulated by clause 2.4 hereof.
Minutes of 26.12.2019 № 302	On the Company's non-core assets.	To approve: - A new version of the Register of RusHydro's Non-Core Assets (Schedule No. 1 to the Minutes); - The Action Plan for the Sale of RusHydro's Non-Core Assets for 2019 (Q4) – 2020 (Schedule No. 2 to the Minutes).
	Conclusion of an Agreement on the gratuitous transfer of pedestrian and bicycle paths to the municipal entity City of Sayanogorsk.	To approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (hereinafter referred to as the Agreement) under the following material terms and conditions: Parties to the Agreement: The Donor is the Company; The Donee is the municipal entity City of Sayanogorsk of the Republic of Khakassia, represented by the Administration of the municipal entity City of Sayanogorsk. Subject of the Agreement: The Donor transfers free of charge, and the Donee takes ownership of the immovable property "Pedestrian path and bicycle path" (cadastral number 19:03:080103:7009, length 3,904 m, purpose: other construction (improvement)), located at: Naberezhnaya Street, Building 2, Cheryomushki Working Village, Sayanogorsk, Republic of Khakassia, Russian Federation (hereinafter, the Property).
	Conclusion of an Agreement on the gratuitous transfer of hydrometeorological network facilities for assignment to the Siberian Department for the Russian Federal Service for Hydrometeorology and Environmental Monitoring.	To approve the conclusion of an Agreement on the Gratuitous Transfer (Donation) of Property (hereinafter referred to as 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 Administration of the Federal Agency for State Property Management in the Krasnoyarsk Territory, the Republic of Khakassia and the Republic of Tyva. Subject of the Agreement: The Donor transfers free of charge, and the Donee takes ownership of the movable property of the hydrometeorological network facilities (Schedule No. 3 to the Minutes) (hereinafter, the Property) for

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		subsequent assignment to the Siberian Department for the Russian Federal Service for Hydrometeorology and Environmental Monitoring on the basis of operational management.
	Conclusion of an Agreement for the gratuitous transfer of property of the Kora-Ursdonskaya HPP to the Administration of the Dur-Dur rural settlement of the Digorsky district of the Republic of North Ossetia – Alania.	To approve the conclusion of an Agreement for the gratuitous transfer (donation) of the property of the Kora-Ursdonskaya HPP (hereinafter, the Agreement) on the following significant terms and conditions: Parties to the Agreement: The Donor is the Company; The Donee is Dur-Dur rural settlement of Digorsky district of the Republic of North Ossetia – Alania. Subject of the Agreement: The donor transfers free of charge, and the Donee takes into ownership the immovable and movable property of the Kora-Ursdonskaya HPP according to the list in accordance with Schedules No. 4 and 5 to the Minutes (hereinafter, the Property).
	On approval of an agreement for the purchase and sale of the upper concrete spillway dam in the ownership of Zagorskaya PSPP-2 JSC for its subsequent dismantling.	As part of the implementation of the construction project of the Zagorskaya PSPP-2 on the Kunya River, to approve the conclusion of a Real Estate Purchase and Sale Agreement (hereinafter, the Agreement) on the following significant terms and conditions: Parties to the Agreement: The Seller is RusHydro; The Buyer is Zagorskaya PSPP-2 JSC. Subject of the Agreement: The Seller undertakes to transfer to the Buyer, and the Buyer undertakes to accept and pay for the immovable property owned by the Seller, according to Schedule No. 6 to the Minutes.
	On approval of the annual comprehensive procurement program of RusHydro for 2020.	To approve the annual comprehensive procurement program of RusHydro for 2020 (Schedule No. 7 to the Minutes).
	On approval of the Insurance Protection Program of RusHydro for 2020.	To approve the Insurance Protection Program of RusHydro for 2020 (Schedule No. 8 to the Minutes).
	On the progress of priority projects for the construction of	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 GRES-2 (stage 1)) as of September 30, 2019 (Schedule No. 9

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	two facilities in the Far East (CHPP in Sovetskaya Gavan, Sakhalin GRES-2 (stage 1)) as of September 30, 2019.	hereto).
	On termination of the Company's participation in the authorized capital of RusHydro International B.V. through its voluntary liquidation.	To exit from RusHydro International B.V. through its voluntary liquidation in accordance with the Program for the Alienation of Non-Core Assets of RusHydro.
	On determining the membership of RusHydro's Management Board.	<ol style="list-style-type: none"> 1. To terminate the powers of member of the Management Board D. I. Rizhinashvili. 2. To define the number of members of the Company's Management Board as 5 persons. 3. Confidential.