

Public Joint-Stock Company Inter RAO UES

Location: Moscow, Russia

The Annual General Meeting of Shareholders of PJSC Inter RAO will be held in the form of a meeting on May 21, 2018

at 10:00 a.m. Moscow time at the following address: 2 Ploshchad Yevropy, Radisson Slavyanskaya Hotel, Conference Room, Moscow, Russia.

Completed voting ballots may be sent to the following addresses:

P.O. Box 54, Moscow 127137

27/2 Bolshaya Pirogovskaya St., Moscow 119435, PJSC Inter RAO

The votes represented by voting ballots received no later than 2 days prior to the date of the Meeting will be counted when determining the quorum and counting the votes.

Shareholder's name/full name: _____

VOTING BALLOT

Persons entitled to participate in the Meeting may participate in voting at the Meeting by completing an electronic ballot form on the website at <http://www.vibreg.ru> or in the Quorum mobile application. Detailed information on completing the electronic form of the ballot is provided in the notice on the Meeting on the Company website: <http://www.interrao.ru/investors/meetings/2018/>

Annex No. 3

Reg. No. _____

Number of votes: _____

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

Resolution on Item No. 1: To approve the annual report of the Company for 2017.

FOR

AGAINST

ABSTAINED

Item No. 2. Approval of the annual accounting (financial) statements of the Company.

Resolution on Item No. 2: To approve the annual accounting (financial) statements of PJSC Inter RAO for the 2017 reporting year.

FOR

AGAINST

ABSTAINED

Item No. 3. Distribution of Company profits and losses.

Resolution on Item No. 3:

3.1. To approve the following allocation of the net profit of PJSC Inter RAO based on the results of the 2017 reporting year in the amount of RUB 15,668,766,000:

- RUB 783,438,300 for building up the Reserve Fund
- RUB 13,612,000,000 for the payment of dividends
- RUB 1,273,327,700 for covering losses from prior years

3.2. To use the unallocated profit of prior years of the Company in the amount of RUB 53,704,217,000 for covering losses from prior years.

FOR

AGAINST

ABSTAINED

Item No. 4. Payment (declaration) of dividends based on the results of 2017.

Resolution on Item No. 4:

4.1. To allocate RUB 13,612,000,000 for the payment of dividends based on the results of the 2017 reporting year.

4.2. To pay out dividends on ordinary shares of PJSC Inter RAO based on the results of 2017 in the amount of RUB 0.130383141762452 per ordinary share of the Company in monetary form. The amount of dividends accrued per shareholder of PJSC Inter RAO will be determined with an accuracy of one kopeck. Rounding of numbers in calculations shall be made according to the rules of mathematical rounding.

4.3. To set June 1, 2018, as the reference date for determining the persons entitled to receive dividends.

4.4. The payment of dividends shall be made on June 18, 2018, at the latest, to nominal shareholders and to trustees that are professional securities market participants registered in the register of shareholders and on July 9, 2018, at the latest, to other shareholders registered in the register of the shareholders.

FOR

AGAINST

ABSTAINED

Item No. 5. Payment of remunerations to the members of the Board of Directors of the Company.

Resolution on Item No. 5: To pay remunerations to the members of the Board of Directors in the amount, within the term, and in the manner stipulated by the Regulation on Payment of Remunerations and Compensations to the Members of the Board of Directors of the Company.

FOR

AGAINST

ABSTAINED

Item No. 6. Payment of remuneration to members of the Revision Commission of the Company.

Resolution on Item No. 6: In accordance with the Regulation on the Revision Commission of PJSC Inter RAO, within one calendar month from the adoption of this resolution, to pay the following remuneration for the audit of financial and economic activities of PJSC Inter RAO performed based on the results of 2016:

- RUB 120,000 (one hundred and twenty thousand), to each member of the Revision Commission
- RUB 180,000 (one hundred and eighty thousand), to the Chairman of the Revision Commission

FOR

AGAINST

ABSTAINED

Item No. 7. Election of members to the Board of Directors of the Company. Number of votes for cumulative voting: _____

Resolution on Item No. 7: To elect the following persons to the Board of Directors of the Company:

No.	Candidate's full name and position (as of the nomination date)	Number of votes FOR
1.	Boris Ilich Ayuyev, Chairman of the Management Board of JSC SO UES	
2.	Andrey Yevgenyevich Bugrov*, Member of the Management Board, Senior Vice President of PJSC MMC Norilsk Nickel	
3.	Anatoliy Anatolyevich Gavrilenko, General Director of CJSC Leader	
4.	Boris Yuryevich Kovalchuk, Chairman of the Management Board of PJSC Inter RAO	
5.	Yevgeniy Ilich Logovinskiy, Vice President, CFO of NPF GAZFOND	
6.	Aleksandr Markovich Lokshin*, Member of the Management Board, First Deputy General Director of Operations Management of Rosatom State Corporation	
7.	Andrey Yevgenyevich Murov, Chairman of the Board of FGC UES PJSC	

8.	Aleksey Viktorovich Nuzhdov, Deputy General Director of Investments and Government Relations of CJSC Leader	
9.	Ronald (Ron) James Pollett*, Vice President of GE, President and CEO of GE Russia/CIS	
10.	Yelena Vladimirovna Sapozhnikova, Partner of UCP Group	
11.	Igor Ivanovich Sechin, Chairman of the Management Board, Chief Executive Officer of PJSC Rosneft Oil Company	
12.	Denis Vladimirovich Fedorov, Head of Department of PJSC Gazprom	
13.	Dmitriy Yevgenyevich Shugayev, Director of the Federal Service for Military-Technical Cooperation	

AGAINST all candidates

ABSTAINED on all candidates

* Complies with the independence criteria in accordance with the resolution of the Nominations and Remuneration Committee of the Board of Directors of PJSC Inter RAO.

The Board of Directors of the Company shall consist of **11 persons**.

Attention! In cumulative voting, the number of votes held by each shareholder will be multiplied by the number of persons to be elected to the Board of Directors of the Company. A shareholder (a person participating in the General Meeting) shall be entitled to cast the votes thus received for one candidate or distribute them among two or more candidates, or to vote "against all candidates" or "abstained on all candidates," leaving only the chosen voting option not crossed out. A fractional part of a vote resulting from the multiplication of the number of votes held by a shareholder owning a fractional share by the number of persons to be elected to the Board of Directors of the Company may be cast for one candidate only. The above procedure for cumulative voting shall apply unless Clauses 1, 2, or 3 of the Note provide otherwise.

Item No. 8. Election of members to the Revision Commission of the Company.

Resolution on Item No. 8: To elect the following persons to the Revision Commission of the Company:

No.	Candidate's full name and position (as of the nomination date)	FOR	AGAINST	ABSTAINED
1.	Gennadiy Ivanovich Bukayev, General Director of JSC ROSNEFTEGAZ, Vice President and Head of the Internal Audit Unit of PJSC Rosneft Oil Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Tatyana Borisovna Zaltsman, Head of the Economic Planning Department of the Financial and Economic Center of PJSC Inter RAO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Svetlana Nikolayevna Kovalyova, Director of Internal Audit, Head of the Internal Audit Department of PJSC FGC UES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Igor Vladimirovich Feoktistov, Internal Control Director of PJSC FGC UES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Tatyana Vladimirovna Fisenko, Director of the Budget Planning and Accounting Department of the Ministry of Energy of Russia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Company's Revision Commission shall consist of 5 members. Choose (leave not crossed out) one voting option according to your decision for each candidate.

Item No. 9. Approval of the Company's auditor.

Resolution on Item No. 9: Approve Ernst & Young LLC, OGRN 1027739707203, certificate of membership in the self-regulatory organization of auditors "Russian Union of Auditors" (Association) (SRO RUA), convenience copy of the register of auditors and audit organizations for the main registration number of record No. 11603050648, as the auditor of the Company.

FOR

AGAINST

ABSTAINED

Choose (leave not crossed out) one voting option according to your decision for each item

Note. A voting person shall have the right to choose only one voting option, except for voting according to the instructions of the persons who acquired shares after the date as of which the persons entitled to participate in the general meeting are determined (recorded) or according to the instructions of the owners of depository securities and other persons exercising rights under the depository securities: Clauses 1, 2, 3.

1. In the event voting is carried out under a power of attorney issued for shares that were transferred after the date as of which the persons entitled to participate in the general meeting are determined (recorded), indicate the number of votes cast for the chosen option in the field under the selected (uncrossed) voting option and make a note of the reasons for completing the field:

- Voting under a power of attorney issued for shares that were transferred after the date as of which the persons entitled to participate in the general meeting were determined (recorded)

2. In the event that after the date as of which the persons entitled to participate in the general meeting are determined (recorded) not all the shares have been transferred, indicate the number of votes cast for the chosen option in the field under the selected (uncrossed) voting option and make a note of the reasons for completing the field:

A part of shares has been transferred after the date as of which the persons entitled to participate in the general meeting are determined (recorded) (If instructions are received from the acquirers of shares with respect to shares transferred after the date as of which the persons entitled to participate in the general meeting are determined (recorded), and such instructions coincide with the voting option left, such votes shall be summed up.)

3. If the voting is carried out in accordance with the instructions of the persons who acquired the shares after the date as of which the persons entitled to participate in the general meeting are determined (recorded) or in accordance with the instructions of the holders of depository securities and other persons exercising rights under the depository securities, indicate the number of votes cast for each voting option in the fields under the chosen voting options and make a note of the reasons for completing the field:

Voting in accordance with the instructions of the acquirers of shares transferred after the date as of which the persons entitled to participate in the general meeting are determined (recorded) and/or in accordance with the instructions of the owners of depository securities and other persons exercising rights under depository securities

Signature of the shareholder (representative) _____ (_____)

(signature)

(full name)

Every page of the voting ballot shall be signed by the shareholder or the representative thereof.

Dear Shareholder:

We remind you that in accordance with Article 8 of Federal Law No. 39-FZ dated April 22, 1996, "On the Securities Market" the persons registered in the register of Company shareholders must comply with the requirements for delivery of information and documents to the register holder, as

CONTINUED ON THE NEXT PAGE/SIGNATURE OF THE SHAREHOLDER (REPRESENTATIVE) _____ / _____

provided for by the rules of register maintenance. Registered persons shall inform the holder of the register of shareholders in a timely manner about any and all changes in their details (**addresses and/or ID details and other details**) by submitting a completed application form of a registered person and other confirming documents, where necessary (a sample application form is published on the website of JSC VTB Registrar (*the "Registrar"*) <http://www.vtbreg.ru/>)¹.

Payment of dividends in monetary form to the individuals whose rights to shares are listed in the Register of Shareholders of PJSC Inter RAO is made by way of transfer of monetary funds to the bank account of such persons whose bank details are known to the Company's Registrar or, if no bank details are provided, by way of postal order, and to other persons whose rights to shares are listed in the Register of Shareholders of PJSC Inter RAO, by way of transfer of the monetary funds to the bank accounts of such persons.

In this regard, **we recommend updating, if necessary, the Shareholder's details and providing the bank details of the Shareholder in the questionnaire of registered persons, but not those of a relative or any other person**, as in this case the bank returns the transferred amounts due to discrepancies between the Shareholder's details and the bank account holder's details.

Updating questionnaire details for PJSC Inter RAO Shareholders with JSC VTB Registrar is free of charge.

If any problems occur when completing the questionnaire, for explanations concerning the procedure for completing the questionnaire and its subsequent filing with the Registrar, please contact the Registrar's **Contact Center** for PJSC Inter RAO Shareholders at: **8 800 700 03 70 (free of charge in Russia) or via email at: interrao@vtbreg.ru**

Address of the Central Office of JSC VTB Registrar: **23/10 Pravdy St., Moscow 127015 Russia**

Addresses of the branches and transfer agents of the Registrar are available on the Registrar's website at: <http://www.vtbreg.ru/feedback/company/regional/>

In the event of your failure to provide information on a change in your details (address, passport details, or bank details), PJSC Inter RAO and JSC VTB Registrar shall not be held responsible for damages inflicted on you as a result thereof.

For the purpose of the application of tax benefits according to the provisions of international tax treaties of the Russian Federation, a shareholder that is a nonresident of the Russian Federation shall submit documented evidence of the permanent location (residence) thereof and the confirmation of their actual right to receive dividends to PJSC Inter RAO before the date of payment of dividends (if the rights to shares under which dividends are paid are accounted on a personal account in the register of the securities owners of PJSC Inter RAO as of the date when persons entitled to receive dividends are determined).

¹ The shareholders of PJSC Inter RAO whose rights to shares are recorded in a depository shall address the depository directly to update personal details.

