

RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND VOTING PROCEDURE ON AGENDA ITEMS OF THE MEETING

No.	Wording of Item and Resolution	Recommendations	Voting Procedure
1	Approval of the Company's annual report		
	It is proposed to approve the Company's Annual Report for 2016 which was preliminarily approved by the Board of Directors on May 05, 2017.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.
2	Approval of the Company annual accounting (financial) statements		
	It is proposed to approve the annual accounting (financial) statements of the Company for 2016.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting
3	On distribution of the Company's profits (including payment (declaration) of dividends) and losses for 2016		
	It is proposed to approve the distribution of the Company's profits and declare dividends for 2016.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting
4	On payment of remuneration to the Members of the Company Board of Directors		
	It is proposed to pay out remuneration to the members of the Board of Directors in accordance with the Regulations on payment of remuneration and compensation to the members of the Company Board of Directors.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting
5	Payment of remuneration to Members of the Company Revision Commission		
	It is proposed to pay out remuneration to members of the Revision Commission in accordance with the Regulations on the Company Revision Commission.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting
6	Election of Members of the Company Board of Directors		

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	It is proposed to elect the Board of Directors consisting of 11 persons.	<p>It is proposed to vote pursuant to the Listing Rules of Moscow Exchange PJSC and the provisions of the Corporate Governance Code recommended for application by the Bank of Russia, to offer shareholders, including JSC "Inter RAO Capital", which owns the shares of the company at the Annual General Meeting of Shareholders regarding the election of members of the Board of Directors to vote in such a way as to balance the composition of the Board of Directors, in terms of experience and qualifications, and election to the Board of Directors no Less than Three Independent Directors in the Board of Directors</p>	<p><i>Cumulative Voting</i></p> <p>In the event of cumulative voting, the number of votes held by each shareholder will be multiplied by the number of persons to be elected to the Company Board of Directors. A shareholder (person attending the Meeting) shall be entitled to cast their votes, received in such a way, for one candidate or distribute them among two or more candidates; or vote "against all the candidates" or "abstain for all the candidates" leaving only the chosen voting option uncrossed. A fractional part of the vote resulting from the multiplication of the number of votes held by the shareholder owning the fractional share by the number of persons to be elected to the Company Board of Directors may be cast for one candidate only.</p> <p>The candidates who receive the biggest number of votes shall be deemed elected to the Company Board of Directors (Supervisory Board).</p>
7	Election of Members of the Company Revision Commission		
	It is proposed to elect the Company's Revision Commission.	in favor of	<p>The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.</p> <p>The candidates who receive the biggest number of votes shall</p>

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			be deemed elected.
8	Approval of the Company's auditor		
	It is proposed to approve Ernst&Young LLC as the Company's auditor for 2017.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.
9	Approval of a revised version of the Company's Articles of Association.		
	It is proposed to approve the revised version of the Company Articles of Association.	in favor of	The resolution is approved by a three-quarters majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.
10	Approval of a revised version of the Regulation on the Board of Directors of the Company.		
	It is proposed to approve the revised version of the Regulation on the Board of Directors of the Company.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.
11	Approval of a revised version of the Regulation on Payment of Remunerations and Compensations to the Members of the Board of Directors of the Company.		
	It is proposed to approve the revised version of the Regulation on Payment of Remunerations and Compensations to the Members of the Board of Directors of the Company.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.
12	Approval of a revised version of the Regulation on the Management Board of the Company.		
	It is proposed to approve the revised version of the Regulation on the Management Board of the Company.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.
13.1	Participation of the Company in financial and industrial groups, associations, and other alliance of commercial organizations.		
	It is proposed to approve accession of PJSC Inter RAO to the Russian National Committee of International Council on Large Electric Systems (RNC CIGRE) association in accordance with the procedure and on the	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and

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	conditions specified by the internal documents of the association.		attend the General Shareholders Meeting.
13.2	Participation of the Company in financial and industrial groups, associations, and other alliance of commercial organizations.		
	It is proposed to approve accession of PJSC Inter RAO to the International Union of Public Associations «International Congress of Industrialists and Entrepreneurs» (ICIE) in accordance with the procedure and on the conditions specified by the internal documents of the union.	in favor of	The resolution is approved by a majority vote of the shareholders that hold voting shares of the Company and attend the General Shareholders Meeting.