

ISSUE:

Approval of the Company's auditor.

RESOLUTION:

To approve Ernst & Young LLC (Primary State Registration Number 1027739707203, Certificate of Membership in the Self-Regulatory Organization Audit Chamber of Russia Non-Commercial Partnership No. 3028 dated May 20, 2009) as the Company auditor.

Issue on approving the Company Auditor candidacy pertains to the competence of the Annual General Meeting of Shareholders of PJSC Inter RAO (clause 1 subclause 10 article 48, Federal Law On Joint Stock Companies).

According to the clause 10.1.13, the Company's Articles of Association, resolution upon approval of the Company auditor is passed at the Annual General Shareholders Meeting upon the proposal of the Company's Board of Directors.

Based on clause 5.3.1, Policy of Rotation of External Auditor of PJSC Inter RAO, approved by the resolution of the Board of Directors dated July 31, 2015 (minutes dated 03.08.2015 No. 149), as well as within the framework of the order by the Audit Committee of the Board of Directors of the Company (according to clause 1.1., Minutes dated 19.06.2015 No. 56), in August 2015 closed competitive negotiations upon the election of the auditor's candidacy for the years 2016, 2017, 2018 were conducted. Following the results of the closed competitive negotiations (minutes of the meeting of the procurement commission for election of the winner of the closed competitive negotiations in electronic form dated 01.09.2015 No. 7133/3КП-ПИБП) the winner of the closed competitive negotiations was Ernst & Young LLC (77 Sadovnicheskaya Nab., bld. 1, Moscow 115035 Russia).

By resolution of the Annual General Meeting of Shareholders held on 10.06.2016 (Minutes No. 16 dated 10.06.2016), Ernst & Young LLC was approved as the Company auditor for the year 2016.

For the purposes of providing the following kinds of auditor services related to financial statements for the year 2017, it is appropriate to engage Ernst & Young LLC:

- audit of consolidated financial statements of Inter RAO Group for the year 2017 prepared in accordance with the International Financial Reports Standards (IFRS);

- review audits of the interim condensed consolidated financial statements of Inter RAO Group prepared in accordance with the International Financial Reports Standards (IFRS) for the three months ended on March 31, 2017, six months ended on June 30, 2017, and nine months ended on September 30, 2017;

- audit of annual accounting statements of PJSC Inter RAO for the year 2017 prepared in accordance with the Russian Accounting Standards (RAS).

Engagement of Ernst & Young LLC to render the audit services above mentioned also eliminates the necessity of further coordination of obtained results

following the audit and review audit for the year 2016 performed by Ernst & Young LLC, with another audit organization as a check of comparable reporting periods. Moreover, engagement of Ernst & Young LLC to render all of the audit services above eliminates the necessity of further coordination of obtained results following the quarterly financial statements review performed by one audit organization with another audit organization involved to perform the annual audit.