

### **3. Distribution of the Company's profits (including payment (declaration) of dividends) and losses based on the results of the 2015 year.**

In accordance with the Profit and Loss Statement of the Company, the net profit of the Company as of December 31, 2015, was RUB 3,721,453 thousand.

When distributing the profit, the need to set up a Reserve Fund of the Company by way of annual contributions in the amount of 5 % of the net profit of the Company shall be taken into account, as well as other circumstances in accordance with the Provision of the Dividend Policy of the Company.

In accordance with cl.4 Article 42 of the Federal Law "On Joint-Stock Companies", the amount of dividends shall not exceed the amount of dividends recommended by the Board of Directors of the Company.

In accordance with cl. 4.4.7.2. of the Provision on the Shareholders General meeting of PJSC "Inter RAO" adopted by the Shareholders General meeting of PJSC "Inter RAO" on May 29, 2016, (Minutes No. 15 of June 1, 2015) taking into account the need to execute the payment obligations under the credit agreements of the "Inter RAO" Group for which the monetary funds were attracted with the aim of executing the obligations under the option agreement with SC Vnesheconombank, as well as with the aim of financing medium-term investment program for 2015-2020, the Board of Directors of the Company, taking into account the recommendations of the Strategy and Investments Committee of the Board of Directors of the Company proposed to set the amount of dividends of PJSC "Inter RAO" to be paid at RUB 1,860,727 thousand (Minutes No. 165 dated April 7, 2016), which is RUB 0.0178230516552 per one share of the Company.

The ratio of the amount of dividends to be paid to the amount of net profit of the Company in accordance with the Russian Accounting Standards, equals 50 % or RUB 1,860,727 thousand as of December 31, 2015.

The ratio of the amount of dividends to be paid to the amount of net profit of the Company in accordance with the IFRS as of December 31, 2015, equals 3 %.

In accordance with cl. 4.4.7.3. of the Regulations on the Shareholders General meeting of PJSC "Inter RAO", the Company informs that no corporate activities that have entailed a decrease in the dividend rights of the shareholders and/or the dilution of the shares of the shareholders, as well as on the court decisions that establish the facts of the use by the shareholders of ways to generate profit from the Company other than the dividends and the liquidation value were undertaken.

Based on the foregoing, it is recommended that the net value of the Company following the results of the reporting year 2015 be used to form a Reserve Fund and to pay the dividends, the rest of the net profit to remain undistributed.

The Company confirms that as of the day when the resolution on payment the dividends is adopted and when the dividends are paid the Company will not show signs of insolvency (bankruptcy) and will not develop any such signs as the result of paying the dividends in the amount recommended by the Board of Directors, and the value of the net assets of the Company will not be lower than the authorized capital and the Reserve Fund of the Company, and it will not decrease as the result of adoption of a resolution on payment (announce the payment of) dividends, adopted by the Shareholders General meeting of the Company.

*For reference: as of December 31, 2015, the value of net assets of PJSC "Inter RAO" amounts to RUB 334,367,425 thousand and the amount of the authorized capital of the Company is RUB 293,339,675 thousand. Thus, the value of the net assets of the Company exceeds the amount of its authorized capital by RUB 41,027,750 thousand.*