



## 6. Election of Members of the Company's Board of Directors

In accordance with Clause 1 of Article 53 of the Federal Law "On Joint Stock Companies" and Clause 12.1 of Article 12 of the Charter of PJSC "Inter RAO", shareholders (a shareholder) holding in the aggregate at least 2% of the Company's voting shares are entitled within 60 days after the end of the financial year to put issues on the agenda of the Company's Annual General Meeting of Shareholders and nominate candidates for the Board of Directors of the Company and the Revision Commission of the Company.

Five nominations of candidates for the management and supervisory bodies of PJSC "Inter RAO" were submitted to the Company by the following shareholders holding more than 2% of the Company's voting shares:

- (1) ROSNEFTEGAZ Joint-Stock Company;
- (2) Federal Grid Company of Unified Energy System Public Joint Stock Company;
- (3) Leader Closed Joint Stock Company (Pension Fund Assets Management Company);
- (4) Joint Stock Company "Inter RAO Capital";
- (5) UCP SEA RESOURCES LTD.

By the Decision of the Company's Board of Directors as of March 4, 2016 (Minutes No. 163 dated March 10, 2016), the following candidates were included in the list of candidates for election to the Board of Directors of PJSC "Inter RAO":

#	Candidate proposed by a shareholder for inclusion in the ballot for election to the Company's Board of Directors	Position and place of employment of the candidate proposed by a shareholder for inclusion in the ballot for election to the Company's Board of Directors (as of the date of nomination)	Full name / name of shareholder that proposed the candidate for inclusion in the ballot for election to the Board of Directors	Has given consent to election
1.	Boris Ayuyev	Chairman of the Management Board of OJSC "SO UES"	Joint Stock Company "Inter RAO Capital"	Yes
2.	Andrei Bugrov	Member of the Management Board, Vice President of PJSC Mining and Metallurgical Company Norilsk Nickel	Joint Stock Company "Inter RAO Capital"	Yes



#	Candidate proposed by a shareholder for inclusion in the ballot for election to the Company's Board of Directors	Position and place of employment of the candidate proposed by a shareholder for inclusion in the ballot for election to the Company's Board of Directors (as of the date of nomination)	Full name / name of shareholder that proposed the candidate for inclusion in the ballot for election to the Board of Directors	Has given consent to election
3.	Anatoly Gavrilenko	Chief Executive Officer, Leader CJSC	Leader Closed Joint Stock Company (Pension Fund Assets Management Company)	Yes
4.	Boris Kovalchuk	Chairman of the Management Board, PJSC "Inter RAO"	ROSNEFTEGAZ Joint Stock Company	Yes
5.	Vyacheslav Kravchenko	Deputy Minister of Energy of the Russian Federation	Joint Stock Company "Inter RAO Capital"	Yes
6.	Alexander Lokshin	Member of the Management Board, First Deputy Director General for Operations Management of State Atomic Energy Corporation Rosatom	Joint Stock Company "Inter RAO Capital"	Yes
7.	Andrei Murov	Chairman of the Management Board, «FGC UES», PJSC	«Federal Grid Company of Unified Energy System», PUBLIC JOINT-STOCK COMPANY	Yes
8.	Nikolai Rogalyov	Chancellor of the National Research University "Moscow Power Engineering Institute"	Joint Stock Company "Inter RAO Capital"	Yes
9.	Ronald (Ron) James Pollett	Vice President of GE, President and CEO of GE in Russia and CIS	«Federal Grid Company of Unified Energy System», PUBLIC JOINT-STOCK COMPANY	Yes
10.	Elena Sapozhnikova	Executive Director of UCP Group	UCP SEA RESOURCES LTD	Yes
11.	Igor Sechin	President, Chairman of the Management Board of JSC Oil Company Rosneft	ROSNEFTEGAZ Joint Stock Company	Yes



#	Candidate proposed by a shareholder for inclusion in the ballot for election to the Company's Board of Directors	Position and place of employment of the candidate proposed by a shareholder for inclusion in the ballot for election to the Company's Board of Directors (as of the date of nomination)	Full name / name of shareholder that proposed the candidate for inclusion in the ballot for election to the Board of Directors	Has given consent to election
12.	Denis Fedorov	Head of the Directorate, PJSC "GAZPROM"	«Federal Grid Company of Unified Energy System», PUBLIC JOINT-STOCK COMPANY	Yes
13.	Dmitriy Shugaev	Deputy CEO of State Corporation "Rostec"	Joint Stock Company "Inter RAO Capital"	Yes

On March 30, 2016 the Nomination and Remuneration Committee of the Board of Directors of PJSC "Inter RAO" has assessed the professional qualifications of the candidates to the Board of Directors and has performed a preliminary evaluation of the candidates in terms of their compliance with independence criteria (Minutes No. 38).

Extract from the Minutes of the meeting of the Committee, assessment and the questionnaires of the candidates to the Board of Directors are given below.



**EXTRACT FROM THE MINUTES**  
**of the Meeting of the Nomination and Remuneration Committee of the Board of Directors**  
**Public Joint Stock Company "Inter RAO UES"**

Moscow

Date of the meeting: March 30, 2016  
(the final date of polling sheets acceptance)

№ 38

Date of the Minutes: March 30, 2016

Place of summing-up the voting results:

27 Bolshaya Pirogovskaya Street, Building 2,  
Moscow, 119435 Russian Federation

Time of summing-up the voting results:

6 p.m.

Decisions of the Nomination and Remuneration Committee of the Board of Directors of PJSC "Inter RAO" have been taken by poll.

3 out of 3 members of the Nomination and Remuneration Committee of the Board of Directors of PJSC "Inter RAO" took part in the Meeting of the Nominations and Remunerations Committee of the Company's Board of Directors: A.M. Lokshin, R.D. Pollett

Votes have been counted by Secretary of the Nomination and Remuneration Committee of the Board of Directors of PJSC "Inter RAO", S.V. Puchka.

The quorum is present, the Nomination and Remuneration Committee of the Board of Directors may take decisions on all the issues on the agenda.

**AGENDA OF THE MEETING:**

On the preliminary assessment of candidates to members of the Board of Directors of PJSC "Inter RAO".

**Voting results and resolutions adopted as follows:**

**ISSUE 1:**

On the preliminary assessment of candidates to members of the Board of Directors of PJSC "Inter RAO".

**The decision is made by a majority vote of the members of the Nomination and Remuneration Committee of the Company's Board of Directors, who take part in the meeting.**

**DRAFT RESOLUTION. PUT TO THE VOTE. AND THE RESOLUTION PASSED:**

1.1.1. To assess the following candidates nominated to the Board of Directors of PJSC "Inter RAO", their conformity to the professional qualification and independence criteria, as defined in the Code of Corporate Governance recommended for application by the Bank of Russia:

- 1.1.1.1. Boris Ilyich Ayuyev - according to Annex No. 1 hereto;
- 1.1.1.2. Andrey Yevgenyevich Bugrov - according to Annex No. 2 hereto;
- 1.1.1.3. Anatoliy Anatolyevich Gavrilenko - according to Annex No. 3 hereto;
- 1.1.1.4. Boris Yuryevich Kovalchuk - according to Annex No. 4 hereto;



- 1.1.1.5. Vyacheslav Mikhailovich Kravchenko - according to Annex No. 5 hereto;
- 1.1.1.6. Alexander Markovich Lokshin - according to Annex No. 6 hereto;
- 1.1.1.7. Andrey Yevgenyevich Murov - according to Annex No. 7 hereto;
- 1.1.1.8. Ronald (Ron) James Pollett - according to Annex No. 8 hereto;
- 1.1.1.9. Nikolay Dmitrievich Rogalev - according to Annex No. 9 hereto;
- 1.1.1.10. Yelena Vladimirovna Sapozhnikova - according to Annex No. 10 hereto;
- 1.1.1.11. Igor Ivanovich Sechin - according to Annex No. 11 hereto;
- 1.1.1.12. Denis Fladimirovich Fedorov - according to Annex No. 12 hereto;
- 1.1.1.13. Dmitry Yevgenyevich Shugayev - according to Annex No. 13 hereto.

1.1.2. To determine the status of candidates to the Company's Board of Directors in accordance with Annex No. 14 hereto based on the assessment performed by the Nomination and Remuneration Committee and for the purpose of passing a resolution by the Board of Directors on determining the status of the members of the Board of Directors to be elected at the Annual General Meeting of Shareholders of PJSC "Inter RAO" as of 2015 year-end.

1.1.3. For the purpose of the Company's compliance with the Listing Rules of CJSC "Micex Stock Exchange" and provisions of the Corporate Governance Code recommended for application by the Bank of Russia, the shareholders of PJSC "Inter RAO" are recommended to vote at the Annual General Meeting of Shareholders of PJSC "Inter RAO" as of 2015 year-end, as regards the election of members of the Board of Directors of the Company, for the candidates that meet the independence criteria.

Voting results:

"FOR": 3 - D.Ye. Shugayev, A.M. Lokshin, R.D. Pollett

"AGAINST": none.

"ABSTAINED": none.

**THE RESOLUTION HAS BEEN ADOPTED.**

**Secretary of the Nomination and Remuneration Committee  
of the Board of Directors PJSC "Inter RAO"**

*/Signature/* **S.V. Puchka**



Annex #1



## **Boris Ayuev**

**Year of birth: 1957**

*Chairman of the Management Board, member of the Board of Directors, «System Operator of the United Power System», Joint-stock Company.*

### **Education and professional experience**

- **Higher professional education**

In 1979 Boris Ayuev graduated from the Ural Polytechnic Institute, qualification in electric power stations.

In 2009 Mr. Ayuev has been awarded a degree of Doctor of Technical Sciences, in the same year he was elected a member of Academy of Engineering Sciences named for A.M. Prokhorov.

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2004	until present	«System Operator of the United Power System», Joint-stock Company	Chairman of the Management Board, member of the Board of Directors
2004	2013	«Federal Grid Company of Unified Energy System», PUBLIC JOINT-STOCK COMPANY	Member of the Board of Directors
2005	2011	Closed Joint Stock Company "Agency for Power Balance Forecasting"	Member of the Board of Directors
2008	2013	Joint-stock company «Trading System Administrator of Wholesale Electricity Market Transactions»	Member of the Board of Directors
2008	2013	Joint-stock company «Financial settling center»	Member of the Board of Directors
2009	2010	GruzRosenergo Unified Energy System Joint Stock Company	Member of the Supervisory Board
2009	2015	Non-Commercial Partnership "Russian National Committee of the International Council for Major High-Voltage Electrical Systems"	Chairman
2015	until present	Non-Commercial Partnership "Russian National Committee of the International Council for Major High-Voltage Electrical Systems"	Member of the Presidium
2012	2015	Public Joint Stock Company Federal Hydro-Generating Company - RusHydro	Member of the Board of Directors
2013	until present	Public Joint stock company «ROSSETI»	Member of the Board of Directors



- ***Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies:***

Boris Ayuev was a member of the Management Board of RAO "UES of Russia" and a member of the Board of Directors of PJSC "FGC UES" and PJSC "RusHydro", currently is a member of the Board of Directors of PJSC "ROSSETI".

- ***Information on assessment of the professional qualifications and on compliance with independence criteria:***

- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Boris Ayuev has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29<sup>th</sup> 2015.

Boris Ayuev personally and in collaboration with colleagues has published more than 70 scientific and practical articles and monographs.

For his great contribution to the development of the fuel and energy complex and long-term conscientious work Mr. Ayuev has been awarded with the medal "For Service to the Motherland» II degree by the Presidential Decree # 329 as of 03/08/2008.

For his labor achievements and many years of conscientious work Boris Ayuev has been awarded with the Order of Honor by the Presidential Decree # 746 as of 05/30/2012.

Boris Ayuev has been awarded a citation by the President of the Russian Federation in the Order of the President of the Russian Federation # 484-rp as of 12/25/12013 for his great contribution to the elimination of consequences of the accident at the Sayano-Shushenskaya HPP named after P.S. Neporozhny.

In accordance with the Presidential Decree of 09.01.2014 of №593 he has been awarded with the Order of Friendship for a significant contribution to preparation and holding of the XXII Olympic Winter Games and XI Paralympic Winter Games 2014 in Sochi.

- Boris Ayuev may be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia (taking into consideration explanation to this section "Affiliation with the state").

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	

<sup>1</sup> Hereinafter: the independence criteria approved by the Corporate Governance Code approved by the Central Bank of the Russian Federation (Bank of Russia) on March 21, 2014 (letter of the Bank of Russia dated April 10, 2014, No. 06-52/2463).





No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<p><i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the</i></p>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary<sup>2</sup> on the company's shares, which constitute over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the</i>	Par.4 article 103	Complies.	

<sup>2</sup> Beneficiary on the Company's shares is an individual who gains economic benefit from owning shares (equity) and (or) disposing votes granted on shares (equity) of the Company's charter capital, due to his/her participation in the company, under the contract, or otherwise.



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	
		<i>- provides consulting services to the</i>	Par.6 article 103	Complies.	



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>			
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>the company's rating agency, or was an employee of such organizations or a rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
CONCLUSION:		Not a person affiliated with the Company.			
2.	Affiliation with the	<i>- is an employee and (or) member of executive bodies of the</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
	<b>Company's major<sup>3</sup> shareholder</b>	<i>company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed</i>	Par.2 article 105	Complies.	

<sup>3</sup> A Company's major shareholder is an entity entitled directly or indirectly (through the entities controlled by the latter), either on its own or together with other entities affiliated under the custody agreement and (or) ordinary partnership agreement, and (or) agency agreement, and (or) shareholder agreement, and (or) other agreement, the subject matter of which covers exercise of the rights certified by issuer's shares (equity), to dispose of five and more per cent of votes granted on the voting shares of the company's charter capital.



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major</i>			



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the Company's major</b>	<i>- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities</i>	Par.1 article 106	Complies.	





No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
	<b>contractor<sup>4</sup> or competitor</b>	<i>controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>			
		<i>- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).</i>	Par.2 article 106	Complies.	

<sup>4</sup> A company's major contractor shall mean a person being a party to the contract (contracts) with the company, the amount of liabilities under which makes two per cent or more of the book value of assets, or two per cent or more of revenue (profit) of the company (including the group of organizations controlled by the company) or of a major contractor of the company (group of organizations the company's major contractor is a member of).



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor.</i></b>			
4.	<b>Affiliation with the state or municipal body</b>	<i>- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>	Par.1 article 107	Complies.	
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for</i>	Par.2 article 107	Complies.	



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>participation in governance ("golden share") has been made;</i>			
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the</i>	Par.4 article 107	<b><u>Does not comply on formal grounds.</u></b>	At the time of assessment Boris Ayuev is a person discharging managerial responsibilities and a member of the collegial executive body (Board) of



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is</i>			<p>«System Operator of the United Power System», Joint-stock Company, an organization controlled by the Russian Federation, and was nominated for election to the Board of Directors of PJSC “Inter RAO” a company in which 20 percent of the share capital/voting shares are under control of the Russian Federation.</p> <p>In addition <u>the Russian Federation, the RF subject entity or a municipality</u> has not nominated this candidate for election to the Board of Directors of PJSC “Inter RAO”.</p>



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
		<i>nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			<p><u>nor does this candidate vote according to written instructions of the Russian Federation (directives).</u></p> <p>In view of the above, the Nomination and Remuneration Committee does not deem the nominee a person affiliated with the state.</p> <p>The Committee hereby recommends to the Board of Directors to recognize Boris Ayuev an independent director (if he is elected at the Annual General Meeting of Shareholders held upon the results of 2015).</p>



No.	Group of criteria	Independence criteria <sup>1</sup>	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Ayuev	Explanations
<b>CONCLUSION:</b>		<i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i>			



Annex # 2

**Andrei Bugrov****First elected to the Board of Directors on: May 25, 2014****Year of birth: 1952**

Vice President, Public Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL".

**Education and professional experience**

- Higher professional education**

In 1974 - graduated from Moscow State Institute of International Relations of the Ministry of Foreign Affairs of Russia (MGIMO) with a major in International Economic Relations.

Ph.D in Economic Sciences.

- Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2002	2011	Public Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL"	Member of the Board of Directors
2002	until present	Non-governmental public association "Council on Foreign and Defence Policy"	Member of non-governmental public association
2006	until present	Russian Union of Industrialists and Entrepreneurs	Member of the Management Board
2007	2011	Foundation "Bureau of Economic Analysis"	Chairman of the Management Board
2008	2011	Limited Liability Company "Prof-Media Management"	Chairman of the Board of Directors
2010	2013	Closed Joint Stock Company "Interros Holding Company"	Member of the Management Board
2010	2013	Closed Joint Stock Company "Interros Holding Company"	Deputy General Director
2011	2013	Open Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL"	Chairman of the Board of Directors
2013	until present	Limited Liability Company "Holding company" Interros "(until 04/07/2015 - Closed Joint Stock Company" Interros Holding Company")"	Vice President
2013	until present	Public Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL" (until 06/01/2015 - Open Joint Stock Company" Mining and Metallurgical Company " NORILSK NICKEL ")	Deputy Chairman of the Board of Directors



Period		Name of company	Position
from	until		
2013	2015	Public Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL" (until 06/01/2015 - Open Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL")	Deputy General Director
2013	until present	Public Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL" (until 06/01/2015 - Open Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL")	Member of the Management Board
2013	2014	Open Joint Stock Company Federal Hydro-Generating Company - RusHydro	Member of the Management Board
2013	until present	Russian Union of Industrialists and Entrepreneurs	Vice President
2014	until present	Public Joint Stock Company "Inter RAO UES" (until 06/08/2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Management Board
2015	until present	Public Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL" (until 06/01/2015 - Open Joint Stock Company Mining and Metallurgical Company "NORILSK NICKEL")	Vice President
2015	until present	Public Joint Stock Company Federal Hydro-Generating Company - RusHydro "	Member of the Investments Committee

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies:**

From 2014 to the present time Andrei Bugrov is a member of the Board of Directors of PJSC "Inter RAO".

From 2013 to 2014, Mr. Bugrov was a member of the Board of Directors of JSC "RusHydro", from 2015 until a current moment is a member of the Investments Committee of the Board of Directors of PJSC "RusHydro", from 2011 to 2002 he was also a member of the Board of Directors of OJSC "MMC" Norilsk Nickel ", since 2011 to 2013 he was Chairman of the Board of Directors of OJSC "MMC" Norilsk Nickel ".

Currently this candidate holds the position of Vice President of PJSC "MMC" Norilsk Nickel ".

- **Information on assessment of the professional qualifications and on compliance with independence criteria:**
  - According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Andrei Burgov has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29<sup>th</sup> 2015.
  - Andrei Burgov may be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
CONCLUSION:		Not a person affiliated with the Company.			
2.	Affiliation with the Company's major shareholder	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to</i>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the</b>	<i>- is an employee and (or) member of the management bodies of the company's</i>	Par.1 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
	Company's major contractor or competitor	major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;			
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
CONCLUSION:		Not a person affiliated with the Company's major contractor or competitor.			
4.	Affiliation with the state or municipal	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a	Par.1 article 107	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
	<b>body</b>	<i>person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>			
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation,</i>	Par.3 article 107	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>constituent of the Russian Federation or municipal body;</i>			
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and</i>	Par.4 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Bugrov	Explanations
		<i>municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body.</i></b>			



Annex # 3

**Anatoliy Gavrilenko****First elected to the Board of Directors on May 29, 2015****Year of birth: 1972**

General Director , Leader CJSC

Member of the Strategy and Investments Committee of the Board of Directors, PJSC "Inter RAO".

**Education and professional experience**

- **Higher professional education**

In 1995, he graduated from Moscow State University with a specialization of Economist-Mathematician, in 2001 - from Moscow State University with a specialization in Law.

In 2001, he graduated from the Cross-Industry Institute of Enhancement and Retraining of Management and Specialists of REA named after G.V. Plekhanov with a specialization in Valuation of Enterprises (Business). He has received the certificates of the Federal Securities Commission 1.0 and 5.0.

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2004	until present	Leader Closed Joint Stock Company (Pension Fund Assets Management Company)	General Director
2013	until present	Leader Closed Joint Stock Company (Pension Fund Assets Management Company)	Member of the Board of Directors
2013	until present	Main Road, Open Joint- Stock Company	Member of the Board of Directors
2013	until present	Public Joint -Stock Company "Moscow United Electrical Grid Company" (until 07/2015 – Open Joint -Stock Company "Moscow United Electrical Grid Company" )	Member of the Board of Directors
2013	until present	"Gazprombank" (Joint Stock Company) (until 12/2014 - "Gazprombank" (Joint Stock Company))	Member of the Board of Directors
2013	until present	GAZKON Open Joint Stock Company	Member of the Board of Directors
2013	until present	GAZ-Service Open Joint Stock Company	Member of the Board of Directors
2013	until present	Public Joint - Stock Company "GAZ-Tek Public Joint - Stock Company"	Member of the Board of Directors
2013	until present	Rocket and Space Corporation Energy named after S.P. Korolyov Open Joint Stock Company	Member of the Board of Directors
2013	until present	Mosenergo Public Joint Stock Company (until June 26, 2015 - Mosenergo Open Joint Stock Company)	Member of the Board of Directors
2015	until present	Public Joint -Stock Company "Inter RAO UES" (until June,08 2015	Member of the Board of



Period		Name of company	Position
from	until		
		- OpenJoint -Stock Company "Inter RAO UES")	Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies::**

Anatoliy Gavrilenko is a member of the Board of Directors of the following companies:

- 1) PJSC Mosenergo
- 2) PJSC MOESC
- 3) Gazprombank (JSC)
- 4) JSC GAZ-Service
- 5) PJSC GAZ-Tek
- 6) JSC GAZCON
- 7) JSC Main Road
- 8) PJSC "Inter RAO"

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**

- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Anatoliy Gavrilenko has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.
- Anatoliy Gavrilenko may be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia (taking into consideration explanation to the section "Affiliation with the Company's major contractor or competitor").
- Detailed analysis is given in table below.

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>the company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		- is a shareholder or a beneficiary on the company's shares, which constitute over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;	Par.4 article 103	Complies.	
		- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>member of this committee (board of directors);</i>			
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's majorshareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major</i>	Par.1 article 105	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>shareholder is a member of);</i>			
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder</i>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>(legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the Company's major contractor or competitor</b>	<i>- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>	Par.1 article 106	<b><u>Does not comply on formal grounds.</u></b>	<p>At the time of assessment Anatoliy Gavrilenko was a member of the Board of Directors of Gazprombank (JSC), which is a major contractor of PJSC "Inter RAO".</p> <p>Gazprombank (JSC) is an affiliate of PJSC "GAZPROM".</p> <p>Anatoliy Gavrilenko is also General Director and a member of the Board of Directors of Leader CJSC, which shareholders are Gazprombank (JSC) and its affiliate - PJSC "GAZPROM".</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
					<p>Given that the PJSC "Inter RAO" has contractual relations with Gazprombank (JSC) based on market terms, and taking into account composition of the Board of Directors and the Company's equity structure, the said above counterparty has no effect and can not have an effect on the decisions made by the Company, on the Company's financial and economic activity and financial results.</p> <p>In view of foregoing, the Nomination and Remuneration Committee does not recognize this nominee as a person affiliated with the Company's major contractor or competitor.</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
					The Committee hereby recommends to the Board of Directors to recognize Anatoliy Gavrilenko an independent director (if he is elected at the Annual General Meeting of Shareholders held upon the results of 2015).
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor, subject to explanations provided in this Section.</i></b>			

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
4.	<b>Affiliation with the state or municipal body</b>	<i>- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>	Par.1 article 107	Complies.	
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific</i>	Par.4 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Anatoliy Gavrilenko	Explanations
		<i>organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body.</i></b>			



Annex # 4

**Boris Kovalchuk****First elected to the Board of Directors on June 25, 2009****Year of birth: 1977**

Chairman of the Management Board of PJSC "Inter RAO"

**Education and professional experience**

- **Higher professional education**

In 1999 Boris Kovalchuk graduated from Saint Petersburg State University with a specialisation in Law.

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2009	2010	Open Joint Stock Company "Inter RAO UES")	Acting Chairman of the Management Board
2009	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
2010	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Chairman of the Management Board
2009	2012	First Generating Company of Wholesale Electricity Market Open Joint Stock Company	Member of the Board of Directors (from February 01, 2010 - Chairman of the Board of Directors)
2010	2016	InterRAO - WorleyParsons LLC	Chairman of the Board of Directors
2010	2014	Irkutsk Open Joint Stock Company for Energy and Electricity Supply	Member of the Board of Directors
2010	2011	Wholesale Electricity Market Trading System Administrator, Open Joint Stock Company	Member of the Board of Directors
2010	2013	Open Joint Stock Company Federal Hydro-Generating Company - RusHydro	Member of the Board of Directors
2010	2013	United Energy Retail Company Open Joint Stock Company	Member of the Board of Directors
2010	2011	Altayenergosbyt Open Joint Stock Company	Chairman of the Board of Directors
2010	2011	Tambov Energy Retail Company Open Joint	Member of the Board of



Period		Name of company	Position
from	until		
		Stock Company	Directors (from January 31, 2011 - Chairman of the Board of Directors)
2010	2012	Saratovenergo Open Joint Stock Company	Member of the Board of Directors
2010	2014	Saint Petersburg Retail Company Open Joint Stock Company	Member of the Board of Directors (from June 24, 2011 to June 28, 2013 - Chairman of the Board of Directors)
2010	2014	Mosenergosbyt Open Joint Stock Company	Member of the Board of Directors (from June 27, 2011 to June 28, 2013 –
2010	until present	Russian Public Organization "Russian Union of Industrialists and Entrepreneurs	Member of the Management Board
2010	until present	Russian Public Association "Russian Union of Industrialists and Entrepreneurs	Member of the Management Board
2010	until present	Kambartinskaya Hydro Power Plant-1 Closed Joint Stock Company	Chairman of the Board of Directors
2011	2012	Third Generating Company of Wholesale Electricity Market Open Joint Stock Company	Member of the Board of Directors (from May 11, 2011 to June 15, 2012 - Chairman of the Board of Directors)
2011	2011	INTER RAO - Management of Electric Power Plants, Limited Liability Company	Chairman of the Board of Directors
2011	2013	Center for Financial Settlements Open Joint Stock Company (before April 3, 2012 - Center for Financial Settlements Closed Joint Stock Company)	Member of the Board of Directors
2011	until present	Russian Regional Development Bank Joint Stock Company	Member of the Supervisory Board
2010	2013	United Energy Retail Company Open Joint Stock Company	Member of the Board of Directors (from November 11, 2010 to January 31, 2012 - Chairman of the Board of Directors)
2012	until present	Federal Grid Company of the Unified Energy System Public Joint Stock Company (before July 8, 2015 - Federal Grid Company of the Unified Energy System Open Joint Stock Company)	Member of the Board of Directors
2014	until present	RIG RESEARCH PTE. LTD	Member of the Board of Directors



Period		Name of company	Position
from	until		
2015	until present	National Data Centers Limited Liability Company	Member of the Board of Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies::**

Boris Kovalchuk is a member of the Board of Directors of the following companies:

- 1) PJSC "Inter RAO";
- 2) PJSC "FGC UES".

Formerly, he served as Chairman of the Board of Directors of JSC Tambov Energy Retail Company, as well as member of the Board of Directors of JSC RusHydro, Mosenergosbyt JSC, JSC Saratovenergo, JSC Irkutskenergo, OGC-1 JSC, OGC-3 JSC.

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**
- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Boris Kovalchuk has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

Boris Kovalchuk has the title of "Honorary Power Engineer" and is awarded with the Order of Honour.

Mr. Kovalchuk has been awarded with Commemorative Medal and Order of Friendship "For Great Contribution to the Preparation and Conduct of the XXII Olympic Winter Games and the XI Paralympic Winter Games 2014 in Sochi".

- Boris Kovalchuk is recognized a person affiliated with the Company and the state (under the par. 1-3, article 103 and par.4, article 107 of the Code), therefore, he may not be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia.

In case of election to the Board of Directors of PJSC "Inter RAO" Boris Kovalchuk will be recognized an executive director.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
1.	Affiliation with the Company	- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.	Par.1 article 103	<b><u>Does not comply.</u></b>	Boris Kovalchuk is currently and he has been for the last 3 years a member of the collegial executive body (Chairman of the Management Board), and an employee of PJSC "Inter RAO".
		- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;	Par.2 article 103	<b><u>Does not comply.</u></b>	At the time of assessment Boris Kovalchuk served of Chairman of the Board of Directors of Kambaratinskaya GES-1 CJSC, the organization controlled by the Company.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<p>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as</p>	Par. 3 article 103	<b><u>Does not comply.</u></b>	Boris Kovalchuk received remuneration for acting as Chairman of the Management Board of PJSC "Inter RAO", the amount of which exceeded a half of the annual fixed remuneration of a member of the Company's Board of Directors.

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>	Par.4 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);	Par.5 article 103	Complies.	
		- provides consulting services to the company, legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these	Par.6 article 103	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>			
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a rating agency directly engaged in provision of such services to the company.</i>	Par.7 article 103	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	<p>Boris Kovalchuk served as a member of the Board Directors in the following periods:</p> <ol style="list-style-type: none"> <li>1. from 25.06.2009 - to 25.06.2010;</li> <li>2 from 25.06.2010 - to 24.06.2011;</li> <li>3. from 24.06.2011 - 31.08.2011 on;</li> <li>4. from 31.08.2011 - to 15.02.2012;</li> <li>5. from 15.02.2012 - 25.06.2012 on;</li> <li>6. from 25.06.2012 - 25.06.2013 on;</li> <li>7. to 25.6.2013 - 25.5.2014 on;</li> <li>8. from 05/25/2014 - 29/05/2015;</li> <li>9. to 05.29.2015 - present</li> </ol>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
					time. After June 25, 2016 in case of election to the Board Directors, Boris Kovalchuk will not comply with this subcriteria as he will occupy the position of a member of the Company's Board of Directors in aggregate more than 7 (seven) years.
<b>CONCLUSION:</b>		<b><i>A person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which</i>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>the company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	He is a member of the Board of Directors of only one company out of the specified category, i.e. FGC UES JSC - in the Company's major shareholder.
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
3.	<b>Affiliation with the Company's major contractor or competitor</b>	<i>- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>	Par.1 article 106	Complies.	
		<i>- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).</i>	Par.2 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor.</i></b>			
4.	<b>Affiliation with the state or municipal body</b>	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;	Par.1 article 107	Complies.	
		- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance	Par.2 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>("golden share") has been made;</i>			
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107		
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal</i>	Par.4 article 107	<b><u>Does not comply.</u></b>	Boris Kovalchuk is holding an office of Chairman of the Management Board of PJSC "Inter RAO", the organization controlled by the Russian Federation, and he is nominated for election to the Board of Directors of this company.

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the</i>			



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Boris Kovalchuk	Explanations
		<i>Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<i>A person affiliated with the state or municipal body.</i>			



Annex # 5

**Vyacheslav Kravchenko**First elected to the Board of Directors on October, 23<sup>rd</sup> 2008

Year of birth: 1967

Deputy Minister of Energy of the Russian Federation.

**Education and professional experience**

- **Higher professional education**

In 1995, he graduated from Moscow State University named after M.V. Lomonosov with a specialization in Law.

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2013	until present	Ministry of Energy of the Russian Federation	Deputy Minister of Energy of the Russian Federation
2012	until present	«Federal Grid Company of Unified Energy System», PUBLIC JOINT-STOCK COMPANY (before July 8, 2015 - «Federal Grid Company of Unified Energy System», OPEN JOINT-STOCK COMPANY)	Chairman of the Board of Directors
2014	until present	Public Joint Stock Company Federal Hydro-Generating Company - RusHydro (before July 6, 2015 - Open Joint Stock Company Federal Hydro-Generating Company - RusHydro	Member of the Board of Directors
2015	until present	Public Joint Stock Company "Interregional Distribution Grid Company of Siberia" (before July 10, 2015 - Open Joint Stock Company "Interregional Distribution Grid Company of Siberia")	Member of the Board of Directors
2014	until present	Public Joint -Stock Company "Moscow United Electrical Grid Company"	Member of the Board of Directors
2012	until present	Open Joint Stock Company "System Operator - Unified Energy System"	Chairman of the Board of Directors
2008	2015	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
2011	2015	Public Joint Stock Company "Russian network" (before April 4, 2013 - Open Joint Stock Company "Holding Interregional Distribution Grid Companies", before July 17, 2015 - Open Joint Stock Company "Russian network")	Member of the Board of Directors



Period		Name of company	Position
from	until		
2012	2014	Open Joint Stock Company "Administrator of the wholesale electricity market trading system"	Member of the Board of Directors
2012	2013	Open Joint Stock Company "Administrator of the wholesale electricity market trading system"	Member of the Management Board
2011	until present	Non-commercial partnership "Market Council on the organization of an effective system of wholesale and retail electricity and capacity»	State representative in the Supervisory Board
2012	2013	Non-commercial partnership "Market Council on the organization of an effective system of wholesale and retail electricity and capacity»	Chairman of the Management Board
2013	2014	Open Joint Stock Company "Russian Regional Development Bank"	Member of the Supervisory Board
2011	2015	Open Joint Stock Company "Financial Arrangements Centre" (before April 3, 2012 - Closed Joint Stock Company "Center for Financial Settlements")	Member of the Board of Directors, Chairman of the Board of Directors
2011	2012	Saint Petersburg Retail Company Open Joint Stock Company	Member of the Board of Directors
2011	2012	Saratovenergo Open Joint Stock Company	Member of the Board of Directors
2011	2012	Mosenergosbyt Open Joint Stock Company	Member of the Board of Directors
2011	2012	Tambov Energy Retail Company Open Joint Stock Company	Member of the Board of Directors
2011	2012	Altayenergosbyt Open Joint Stock Company	Member of the Board of Directors
2011	2012	United Energy Retail Company Open Joint Stock Company»	Member of the Board of Directors
2010	2012	United Energy Retail Company Open Joint Stock Company	General Director
2009	2011	Open Joint Stock Company "Tomsk Distribution Company"	Member of the Board of Directors
2009	2011	Open Joint Stock Company "Tomsk backbone grids"	Member of the Board of Directors
2009	2011	Open Joint Stock Company "Kuban Generation Company"	Member of the Board of Directors



Period		Name of company	Position
from	until		
			Directors
2009	2011	Open Joint Stock Company "Kubanenergosbyt"	Member of the Board of Directors
2009	2011	Open Joint Stock Company of Energy and Electrification of Kuban	Member of the Board of Directors
2009	2011	Open Joint Stock Company "Kuban electrical networks"	Member of the Board of Directors
2009	2011	Open Joint Stock Company "Tomskenergosbyt"	Member of the Board of Directors
2008	2011	Limited Liability Company "RN-Energo"	General Director
2008	2011	Open Joint Stock Company "Irkutskenergo"	Member of the Board of Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies::**

Vyacheslav Kravchenko is a member of the Board of Directors of the following major energy companies: PJSC "FGC UES", PJSC "RusHydro", PJSC "IDGC of Siberia", PJSC "MOESK".

Earlier Mr. Kravchenko was a member of the Board of Directors of JSC "Inter RAO", JSC "Rossetti", JSC "Mosenergosbyt", JSC "Saratovenergo", JSC "Tambov Energy Retail Company", OJSC "Irkutskenergo".

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**
  - According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Vyacheslav Kravchenko has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.
  - Vyacheslav Kravchenko is recognized a person affiliated with the state (under par.1, article 107 of the Code), therefore, he may not be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>controlled by the company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		- is a shareholder or a beneficiary <sup>5</sup> on the company's shares, which constitute over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;	Par.4 article 103	Complies.	
		- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such	Par.5 article 103	Complies.	

<sup>5</sup> Beneficiary on the Company's shares is an individual who gains economic benefit from owning shares (equity) and (or) disposing votes granted on shares (equity) of the Company's charter capital, due to his/her participation in the company, under the contract, or otherwise.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>			
		<i>- provides consulting services to the company, legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	Vyacheslav Kravchenko served as a member of the Board Directors in the following periods: 1. from 23.10.2008 – until 25.06.2009; 2. from 25.06.2009 – until 25.06.2010; 3. from 25.06.2010 – until 24.06.2011;



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
					4. from 24.06.2011 – until 31.08.2011; 5. from 31.08.2011 – until 15.02.2012; 6. from 15.02.2012 – until 25.06.2012; 7. from 25.06.2012 – until 25.06.2013; 8. from 25.06.2013 – until 25.05.2014. 9. from 25.05.2014 – until 29.05.2015.
<b>CONCLUSION:</b>		<b><i>A person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>shareholder is a member of);</i>			
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of</i>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major</i>	Par.3 article 105	Complies.	Vyacheslav Kravchenko hold position if aChairman of the Board of Directors in PJSC "FGC UES" – a major Company's shareholder and is a member of the Board of Directors in



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		shareholder.			PJSC "IDGC of Siberia" and PJSC "MOESK" - organizations Which are under control of an entity controlling the Company's Major shareholder (PJSC "Rosseti"). Thus, this candidate does not hold a position of a member of the Board of Directors <b>in more than 2 (two) legal entities</b> controlled by the major shareholder of the company or a person/entity which controls the major shareholder of the company.
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the Company's major</b>	<i>- is an employee and (or) member of the management bodies of the</i>	Par.1 article 106	<b><u>Does not comply on</u></b>	Mr. Kravchenko is a member of the Board of Directors of PJSC



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
	<b>contractor or competitor</b>	<i>company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>		<b><u>formal grounds.</u></b>	<p>"RusHydro". Given that the said candidate is a representative of the Russian Federation in the Board of Directors of PJSC "RusHydro", and, therefore, expresses the state's position, the Nomination and Remuneration Committee considers that this factor is a mere formality.</p> <p>In view of the above, the Nomination and Remuneration Committee does not recognize this candidate as a person affiliated with the Company's major contractor or competitor.</p>
		<i>- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or</i>	Par.2 article 106	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).</i>			
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor, subject to explanations provided in this Section.</i></b>			
4.	<b>Affiliation with the state or municipal body</b>	<i>- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>	Par.1 article 107	<b><u>Does not comply</u></b>	At the time of the evaluation Vyacheslav Kravchenko is the Deputy Minister of Energy of the Russian Federation.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;	Par.2 article 107	Complies.	
		- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;	Par.3 article 107		



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with	Par.4 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Vyacheslav Kravchenko	Explanations
		<i>the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<b><i>A person affiliated with the state or municipal body.</i></b>			



Annex # 6

**Alexander Lokshin**First elected to the Board of Directors on June 25<sup>th</sup>, 2010.

Year of birth: 1957

Member of the Management Board, First Deputy Director General for Operations Management, Rosatom State Nuclear Energy Corporation.

Member of the Nomination and Remuneration Committee of the Board of Directors, PJSC "Inter RAO".

**Education and professional experience**

- Higher professional education**

In 1980, Alexander Lokshin graduated from the Kalinin Leningrad Polytechnic Institute (presently, the Saint Petersburg State Polytechnical University) with a major in thermal physics. He continued his education at the Academy of National Economy under the Government of Russian Federation, programme "CEO. Leadership Technology".

- Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2012	until present	Rosatom State Nuclear Energy Corporation	First Deputy Director General for Operations Management
2011	2012	Rosatom State Nuclear Energy Corporation	First Deputy General Director - Director of the Directorate for Nuclear Energy Complex
2010	2011	Rosatom State Nuclear Energy Corporation	Deputy General Director – Director of the Directorate for Nuclear Energy Complex
2008	until present	Rosatom State Nuclear Energy Corporation	Member of the Management Board
2010	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
2014	until present	Atomredmetzoloto Joint Stock Company (before June 2015 - Atomredmetzoloto Open Joint Stock Company)	Member of the Board of Directors
2010	until present	TVEL Joint Stock Company (before February 28, 2015 - TVEL Open Joint Stock Company)	Member of the Board of Directors
2010	until present	Russian Concern for Electricity and Heat Energy Generation at Nuclear Power Plants Joint Stock Company (before December 5, 2015 – Russian Concern for Electricity and Heat Energy Generation at Nuclear Power	Chairman of the Board of Directors



Period		Name of company	Position
from	until		
		Plants Open Joint Stock Company)	
2009	until present	New Composite Materials Limited Liability Company "	Member of the Board of Directors
2009	2012	Atomstroyexport Closed Joint Stock Company	Member of the Board of Directors
2009	2012	EGMK-Proekt Open Joint Stock Company "	Member of the Board of Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies::**

Alexander Lokshin is a member of the Board of Directors of PJSC "Inter RAO" since the year 2010.

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**

- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Alexander Lokshin has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting of shareholders as of May, 29th 2015.

Honored Power Engineer of the Russian Federation.

- Alexander Lokshin can be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia (taking into consideration explanation to the section "Affiliation with the state").

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<p><i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to</i></p>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the</b>	<i>- is an employee and (or) member of the management bodies of the company's</i>	Par.1 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
	Company's major contractor or competitor	major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;			
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
CONCLUSION:		Not a person affiliated with the Company's major contractor or competitor.			
4.	Affiliation with the state or municipal body	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the	Par.1 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>Bank of Russia;</i>			
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<p>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the</p>	Par.4 article 107	<b><u>Does not comply on formal grounds.</u></b>	<p>At the time of assessment Alexander Lokshin is a person discharging managerial responsibilities and a member of the collegial executive body (Board) of Rosatom State Nuclear Energy Corporation, an organization controlled by the Russian Federation, and was nominated for election to the Board of Directors of PJSC "Inter RAO" a company in which 20 percent of the share capital/voting shares are under control of the Russian Federation.</p> <p>In addition Alexander Lokshin is on the Board of Directors of OJSC TVEL, JSC Atomredmetzoloto and</p>





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
		<i>consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			<p>OJSC Concern Rosenergoatom, entities belonging to Rosatom State Nuclear Energy Corporation Group</p> <p>Alexander Lokshin is an acknowledged expert in electric power engineering and in practice substantiates his position on the agenda issues by voting exclusively based on his own experience and expertise.</p> <p>Position of this nominee on the issues of the Board's agenda is independent.</p> <p>In addition <b><u>the Russian Federation, the RF subject entity or a municipality</u></b> has not nominated this candidate for election to the Board of Directors</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Alexander Lokshin	Explanations
					<p>of PJSC "Inter RAO", <u>nor does this candidate vote according to written instructions of the Russian Federation (directives).</u></p> <p>In view of the above, the Nomination and Remuneration Committee does not deem the nominee a person affiliated with the state.</p> <p>The Committee hereby recommends to the Board of Directors to recognize Alexander Lokshin an independent director (if he is elected at the Annual General Meeting of Shareholders held upon the results of 2015).</p>
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			



Annex # 7

**Andrei Murov****First elected to the Board of Directors on: May 25, 2014.****Year of birth: 1970**

Chairman of the Management Board, PJSC FCG UES.

**Education and professional experience**

- **Higher professional education**

In 1993, Andrei Murov graduated from the Law Department of the Saint Petersburg State University, specialization in law.

In 1998, he finished enhanced training at the Interdepartmental Institute for Professional Development and Retraining of Management, programme "Financial Management".

In 2009, he graduated from State University of Civil Aviation, specialty "Transport Process Organization and Control (Air Transport)".

Doctor of Science, Economics

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2007	2012	Airport Pulkovo Open Joint Stock Company	General Director
2012	2012	Holding of Interregional Distribution Grid Companies Open Joint Stock Company	Deputy General Director, Acting General Director
2012	2013	Federal Grid Company of the Unified Energy System Open Joint Stock Company	First Deputy Chairman of the Management Board
2012	2013	Open Joint stock company «ROSSETI» (before April 4, 2013 - Holding of Interregional Distribution Grid Companies Open Joint Stock Company)	Executive Director Member of the Management Board
2012	until present	Federal Grid Company of the Unified Energy System Public Joint Stock Company (before July 8, 2015 - Federal Grid Company of the Unified Energy System Open Joint Stock Company)	Member of the Management Board
2012	2012	Interregional Distribution Grid Company of Ural Open Joint Stock Company	Member of the Board of Directors
2012	2013	Interregional Distribution Grid Company of Volga Open Joint Stock Company	Председатель Совета директоров
2012	2013	Interregional Distribution Grid Company of the Center Open Joint Stock Company	Председатель Совета директоров
2012	2013	Open Joint Stock Company for Energy and	Member of the Board of



Period		Name of company	Position
from	until		
		Electricity Supply of Kuban	Directors
2012	2013	Open Joint Stock Company for Energy and Electricity Supply Lenenergo	Председатель Совета директоров
2012	2014	Interregional Distribution Grid Company of the North-West Open Joint Stock Company	Председатель Совета директоров
2012	2013	Open Joint -Stock Company "Moscow United Electrical Grid Company" ")	Member of the Board of Directors
2013	until present	Public Joint stock company «ROSSETI» (before July, 17.2015 - Open Joint stock company «ROSSETI» )	Member of the Board of Directors
2013	until present.	Federal Grid Company of the Unified Energy System Public Joint Stock Company (before July 8, 2015 - Federal Grid Company of the Unified Energy System Open Joint Stock Company)	Member of the Board of Directors
2013	until present	Federal Grid Company of the Unified Energy System Public Joint Stock Company (before July 8, 2015 - Federal Grid Company of the Unified Energy System Open Joint Stock Company)	Chairman of the Management Board
2014	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
2015	until present	«System Operator of the United Power System», Joint-stock Company	Member of the Board of Directors
2015	until present	Non-Commercial Partnership "Russian National Committee of the International Council for Major High-Voltage Electrical Systems" (RNC CIGRE)	Chairman of RNC CIGRE

- Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies:***

In the period from 2012 until 2013 Andrei Murov occupied position of the First Deputy Chairman of the Management Board of JSC "FCG UES", currently holds the position of a member of the Board of Directors and Management Board of PJSC :FGC UES".

Also, from 2012 to 2013 the said candidate held the position of executive director, member of the Management Board of OJSC "ROSSETI" and since 2013 is a member of the Board of Directors of PJSC "ROSSETI".

Also Andrei Murov served in the Board of Directors of the following companies: Open Joint-Stock Company Central Interregional Distribution Grid Company, Open Joint-Stock Company Volga Interregional Distribution Grid Company, Open Joint-Stock Company Urals Interregional Distribution Grid Company, Open Joint Stock Company Interregional Distribution Grid Company of the North-West, Open Joint-Stock Company Lenenergo, PJSC "MOESK".



- **Information on assessment of the professional qualifications and on compliance with independence criteria::**
  - According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Andrei Murov has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

Awarded the Medal of the Order of Merit for the Fatherland, II grade, Order of Honor, has Certificates of Merit and appreciation of the Governor and the administration of Saint Petersburg.

An honorable worker of transport of Russia.
  - Andrei Murov is a person affiliated with the Company's major shareholder and with the state (under the par. 1-2, article 105 and par.4, article 107 of the Code), therefore, he may not be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	<b><u>Does not comply</u></b>	At the time of assessment Andrei Murov is an employee and a member of collegial executive body (Chairman of the Management Board) of PJSC "FCG UES", which is a shareholder of PJSC "Inter RAO UES", holding together with its affiliates 18.57% voting shares, making up the



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
					Company's charter capital.
		<p><i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the</i></p>	Par.2 article 105	<b><u>Does not comply</u></b>	<p>In addition to being a member of the Board of Directors of PJSC "FCG UES", since 2012 Andrei Murov has occupied the position of the member of the Management Board and starting from 2013 – a Chairman of the Management Board of this company.</p> <p>PJSC "FCG UES" is a major shareholder of PJSC "Inter RAO UES".</p> <p>Consequently, Andrei Murov during the last three years received other payments not related to remuneration and (or) reimbursement of expenses incurred in fulfillment of his duties</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			as a director from a major shareholder of PJSC "Inter RAO UES", in the amount exceeding half of the annual fixed remuneration of a member of the Company's Board of Directors.
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	Currently, Andrei Murov is a member of the Board of Directors of only one company, complying for this category: OJSC Russian Grids – company controlled by the major shareholder of PJSC "Inter RAO UES" (PJSC "FCG UES").
<b>CONCLUSION:</b>		<b><i>A person affiliated with the Company's major shareholder.</i></b>			



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
3.	Affiliation with the Company's major contractor or competitor	- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;	Par.1 article 106	Complies.	
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
CONCLUSION:		Not a person affiliated with the Company's major contractor or competitor.			
4.	Affiliation with the state or municipal	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a	Par.1 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
	<b>body</b>	<i>person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>			
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation,</i>	Par.3 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>constituent of the Russian Federation or municipal body;</i>			
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and</i>	Par.4 article 107	<b><u>Does not comply</u></b>	At the time of assessment Andrei Murov is a person discharging managerial responsibilities and a member of the collegial executive body (Board) of PJSC "FCG UES", an organization controlled by the Russian Federation, and was nominated for election to the Board of Directors of PJSC "Inter RAO" a company in which 20 percent of the share capital/voting shares are under control of the Russian Federation.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Andrei Murov	Explanations
		<i>municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<b><i>A person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			





Annex #8

**Ronald (Ron) James Pollett****Year of birth: 1969**

Vice President GE, President and CEO of GE in Russia and CIS.

Member of the Audit Committee and Nomination and Remuneration Committee, PJSC "Inter RAO".

**Education and professional experience**

- **Higher professional education**

In 1991 he graduated from the Kolgate University (State of New York) with honors mastering in Sovietology.

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2003	until present	GE Rus Limited Liability Company	General Director
2007	until present	US Chamber of Commerce in Russia	Chairman of the Board of Directors
2001	until present	US Chamber of Commerce in Russia	Member of the Board of Directors
2008	until present	GE International, Inc. (USA), Moscow Branch	Head of the Branch
2008	2015	General Electric Company	President and CEO of GE in Russia and CIS
2015	until present	General Electric Company	GE Vice President, President and CEO of GE in Russia and CIS
2009	until present	GE Infra Limited Liability Company	General Director
2013	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies:**

President and CEO of General Electric in Russia and the CIS, a General Electric Group company, and hold a position of Vice-President in GE – company listed on the NYSE.

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**

- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Ron Pollett has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the



Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

- Ron J. Pollett can be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
1.	Affiliation with the Company	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>material benefits from the company and (or) organizations controlled by the company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>	Par.4 article 103	Complies.	
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member</i>	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>of this committee (board of directors);</i>			
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<p>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the</p>	Par.2 article 105	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
<b>CONCLUSION:</b>		<b><i>A person affiliated with the Company's major shareholder.</i></b>			



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
3.	<b>Affiliation with the Company's major contractor or competitor</b>	<i>- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>	Par.1 article 106	Complies.	<p>At the time of assessment there are mutual obligations between PJSC "Inter RAO" and General Electric Group is as follows: 0.41 % of the book value of the assets held by PJSC "Inter RAO" acc. to IFRS financial statements as of 12/31/2015 and 0.29 % of the revenues of PJSC "Inter RAO" acc. to IFRS financial statements for 2015 and less than 2 % of the book value of the assets held or revenues (incomes) posted by General Electric Group for 2015 acc. To consolidated financial statements.</p> <p>Therefore, the Nomination and Remuneration Committee does not recognize this nominee as a person</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
					affiliated with the Company's major contractor or competitor.  The Committee hereby recommends to the Board of Directors to recognize Ronald James Pollett an independent director (if he is elected at the Annual General Meeting of Shareholders held upon the results of 2015).
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor.</i></b>			



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
4.	Affiliation with the state or municipal body	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;	Par.1 article 107	Complies.	
		- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;	Par.2 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific</i>	Par.4 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Ronald James Pollett	Explanations
		<i>organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			



Annex # 9

**Nikolai Rogalev**

First elected to the Board of Directors on: May 29, 2015.

Year of birth: 1962

Rector of the National Research University «Moscow Power Engineering Institute» (MEI).

Member of the Audit Committee of the Board of Directors, PJSC "Inter RAO".

**Education and professional experience**

- Higher professional education**

Master in Engineering, Moscow Power Engineering Institute, 1985; Doctor of Philosophy, Moscow Power Engineering Institute, 1988; Doctor of Science, Moscow Power Engineering Institute, 1999; Certified senior researcher, Moscow Power Engineering Institute, 1994, professor, Moscow Power Engineering Institute, 2005.

Seconded (as a leading researcher) to the Innovation, Creativity and Capital Institute, University of Texas at Austin (USA, 1996), a visiting scholar at University of Texas, Austin, USA (1994, 1997).

- Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2001	2013	Federal State Educational Establishment "National Research University «Moscow Power Engineering Institute» (MEI)	Department chair, professor (concurrently)
2010	2012	Closed Joint-Stock Company "Escotek"	Research Advisor - First Deputy General Director
2012	2012	"Energy Without Borders" Science, Technology and Innovation Fund	Deputy CEO of the Foundation
2013	until present	Federal State Educational Establishment "National Research University «Moscow Power Engineering Institute» (MEI)	Rector
2001	2013	Federal State Educational Establishment "National Research University «Moscow Power Engineering Institute» (MEI)	Department chair, professor (concurrently)
2015	until present	Federal State Educational Establishment "National Research University «Moscow Power Engineering Institute» (MEI)	Department chair, professor (concurrently)
2013	until present	Public Joint stock company «ROSSETI» (before July, 17.2015 - Open Joint stock company «ROSSETI» )	Member of the committee for the interaction with the society, consumers, governmental authorities, and for information policy
2013	until present	Public Joint stock company «ROSSETI» (before July, 17.2015 - Open Joint stock company «ROSSETI» )	Member of the Strategy Committee



2014	2015	Engineering Center Gas Turbine Technologies LLC	Member of the Board of Directors
2015	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
2016	until present	Non-Commercial Partnership "Scientific and Technical Council of the Unified Energy System"	President

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies::**

Since 2015 Nikolai Rogalev is a member of the Board of Directors of PJSC "Inter RAO".

Also Nikolai Rogalev is a member of the Committee for the interaction with the society, consumers, governmental authorities, and for information policy, PJSC "ROSSETI".

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**
- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Nikolai Rogalev has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

Nikolai Rogalev has been awarded with a commendation by the Ministry of Energy and Electrification of the USSR (1986).

He was also awarded with the medal "For merits in the field of ecology named after. N.K. Roerich granted by the International Academy of Ecology, Human and Nature Safety (2011), Award of the Government of the Russian Federation in the field of science and technology (2008); with a medal "For Valiant Labor" of the Government of Moscow city (2006). Honored Worker of UES of Russia (2005), with a Certificate of Merit of the Ministry of Fuel and Energy of the Russian Federation (2000).

- Nikolai Rogalev can be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia (taking into consideration explanation to the section "Affiliation with the state").

Detailed analysis is given in table below.





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;	Par.6 article 103	Complies.	
		- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<p>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to</p>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the</b>	<i>- is an employee and (or) member of the management bodies of the company's</i>	Par.1 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
	Company's major contractor or competitor	major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;			
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
CONCLUSION:		Not a person affiliated with the Company's major contractor or competitor.			
4.	Affiliation with the state or municipal body	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the	Par.1 article 107	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>Bank of Russia;</i>			
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the</i>	Par.4 article 107	<b><u>Does not comply on formal grounds.</u></b>	<p>As Nikolai Rogalev is the principal of a higher educational institution – NRU MEI – and was elected to this position by the resolution of the conference of scientific and pedagogical workers, other categories of the university employees and students of June 27, 2013, and approved in this position by Order No. 12-07-03/155 of the Ministry of Education and Science of September 30, 2013.</p> <p>Nikolai Rogalev is an acknowledged expert in electric power engineering and in practice substantiates his position on the agenda issues by voting</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
		<i>consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			<p>exclusively based on his own experience and expertise (a supported by a respective letter dated March 23, 2016).</p> <p>In addition, the Russian Federation, its subject entity or a municipality have not nominated this candidate for election to the Board of Directors of PJSC "Inter RAO", nor does this candidate vote according to written instructions of the Russian Federation (directives).</p> <p>In view of the above, the Nomination and Remuneration Committee does not deem the nominee a person affiliated with the state.</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Nikolai Rogalev	Explanations
					The Committee hereby recommends to the Board of Directors to recognize Nikolai Rogalev an independent director (if he is elected at the Annual General Meeting of Shareholders held upon the results of 2015).
<b>CONCLUSION:</b>		<i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i>			



Annex # 10

**Elena Sapozhnikova****Year of birth: 1978**

Executive Director of UCP Group of companies.

**Education and professional experience**

- **Higher professional education**

In 2000 Elena Sapozhnikova has graduated from Lomonosov State University of Moscow .

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2013	until present	United Capital Partners Advisory LLC	Executive Director of UCP Group of companies
2013	2013	Freshfields Brukhaus Deringer LLP (Great Britain), Moscow Branch (Russian Federation)	Lawyer
2004	2013	Freshfields Brukhous Deringer (Great Britain), Representative Office in Moscow, from September 8, 2008 renamed for the Representative Office of Freshfields Brukhaus Deringer LLP (Great Britain) in Moscow	Lawyer

- **Information on assessment of the professional qualifications and on compliance with independence criteria::**

- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Elena Sapozhnikova has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.
- Elena Sapozhnikova is a person affiliated with the Company's major shareholder (under the par. 1-2, article 105 of the Code), therefore, she may not be recognized as an independent director according to the independence criteria set forth in the Corporate Governnace Code approved by the Bank of Russia.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>(or) organizations controlled by the company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		- is a shareholder or a beneficiary on the company's shares, which constitute over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;	Par.4 article 103	Complies.	
		- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member	Par.5 article 103	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>of this committee (board of directors);</i>			
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	<b><u>Does not comply</u></b>	At the time of assessment Elena Sapozhnikova holds the position of Executive Director of UCP Group of companies in United Capital Partners Advisory LLC - an entity from the group of companies,



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
					which includes a major shareholder of the Company (UCP SEA RESOURCES LTD).  UCP SEA RESOURCES LTD owns 9.6828% of the voting shares of the Company, and in this regard shall be recognized as the major shareholder of PJSC "Inter RAO".
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or)</i>	Par.2 article 105	<b><u>Does not comply</u></b>	At the time of assessment Elena Sapozhnikova holds the position of Executive Director of UCP Group of companies in United Capital Partners Advisory LLC - an entity from the group of companies, which includes UCP SEA RESOURCES LTD.  UCP SEA RESOURCES LTD is a major shareholder of PJSC "Inter



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			RAO". Consequently, Elena Sapozhnikova during the last three years received other payments not related to remuneration and (or) reimbursement of expenses incurred in fulfillment of his duties as a director from a major shareholder of PJSC "Inter RAO UES", in the amount exceeding half of the annual fixed remuneration of a member of the Company's Board of Directors.
		<i>- is a member of the board of directors in more than two legal entities</i>	Par.3 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>			
<b>CONCLUSION:</b>		<b><i>A person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the Company's major contractor or competitor</b>	<i>- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>	Par.1 article 106	Complies.	
		<i>- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).</i>	Par.2 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor.</i></b>			
4.	<b>Affiliation with the state or municipal body</b>	<i>- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>	Par.1 article 107	Complies.	
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with</i>	Par.3 article 107	Complies.	

No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>			
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and</i>	Par.4 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Elena Sapozhnikova	Explanations
		<i>municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			





Annex # 12

**Igor Sechin**

First elected to the Board of Directors on: October 23, 2008. Fulfilled director's duties until June 24, 2011. Re-elected to the Board of Directors June 25, 2013.

Year of birth: 1960

President, Chairman of the Management Board, Deputy Chairman of the Board of Directors of Rosneft Oil Company

**Education and professional experience**

- **Higher professional education**

In 1984, Igor Sechin graduated from Leningrad State University.

Ph.D in Economics.

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2008	2012	Government of the Russian Federation	Deputy Chairman of the Government of the Russian Federation
2009	until present	National Oil Consortium LLC	Member of the Board of Directors, Chairman of the Board of Directors
2012	until present	Limited Liability Company "Professional hockey club CSKA"	Chairman of the Supervisory Board
2012	until present	Joint Stock Company "ROSNEFTEGAZ" (before October 3, 2016 – Open Joint Stock Company "ROSNEFTEGAZ")	Chairman of the Board of Directors
2012	until present	Rosneft Oil Company	President, Chairman of the Management
2012	until present	Rosneft Oil Company	Deputy Chairman of the Board of Directors from 2013 until present (from 2012 to 2013 - member of the Board of Directors)
2012	2015	Limited Liability Company "Joint research and development center"	Member of the Board of Directors, Chairman of the Board of Directors
2013	2014	Open Joint Stock Company "RN Management" (before June 26, 2013 – OJSC «TNK-BP	President (in 2013 - Chairman of the Management Board)



Period		Name of company	Position
from	until		
		Management»)	(concurrently)
2013	until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Chairman of the Board of Directors
2013	2014	Rosneft limited	Member of the Board of Directors
2013	until present	SARAS S.p.A.	Member of the Board of Directors
2014	2015	Joint-Stock Company "Far-Eastern Shipbuilding and Repair Company"	Chairman of the Board of Directors
2014	until present	Joint Stock Company "St. Petersburg International Mercantile Exchange".	Chairman of the Board of Directors
2014	until present	Pirelli & C. S.p.A	Member of the Board of Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies:**

Igor Sechin is Chairman of the Board of Directors of PJSC "Inter RAO" and Deputy Chairman of the Board of Directors and President, Chairman of the Management Board of Rosneft Oil Company.

- **Information on assessment of the professional qualifications and on compliance with independence criteria:**
  - According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Igor Sechin has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

Igor Sechin has extensive experience of work in senior positions. In June, 2012 he was appointed by the Decree of the President of the Russian Federation as Executive Secretary of the Presidential Commission of the Russian Federation for strategy development in fuel and energy complex and ecological safety .

- Igor Sechin is a person affiliated with the Company's major shareholder and with the state (under the par. 1-2, article 105 and par.4, article 107 of the Code), therefore, he may not be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	<b><u>Does not comply</u></b>	At the time of assessment Igor Sechin is an employee and a member of collegial executive body (Chairman of the Management Board) of Rosneft Oil Company – an entity from the group of companies, which includes the Company's major shareholder (JSC ROSNEFTEGAZ).



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to</i>	Par.2 article 105	<b><u>Does not comply</u></b>	<p>Igor Sechin holds position of a President, Chairman of the Management Board, Deputy Chairman of the Board of Directors of Rosneft Oil Company - legal entity from the group of companies comprising the Company's major shareholder - (JSC ROSNEFTEGAZ).</p> <p>Consequently, Igor Sechin during the last three years received other payments not related to remuneration and (or) reimbursement of expenses incurred in fulfillment of his duties as a director from a major shareholder of PJSC "Inter RAO", in the amount exceeding half of the annual fixed remuneration of a</p>





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			member of the Company's Board of Directors.
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	<p>Igor Sechin is Chairman of the Board of Directors of National Oil Consortium LLC (affiliate of Rosneft Oil Company) and Deputy Chairman of the Board of Directors of Rosneft Oil Company (entity controlled by the Company's major shareholder).</p> <p>Based on the foregoing, this candidate does not serve <b>in more than two legal entities</b> controlled</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
					by the company's major shareholder or by the entity controlling the company's major shareholder.
<b>CONCLUSION:</b>		<b><i>A person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the Company's major contractor or competitor</b>	<i>- is an employee and (or) member of the management bodies of the company's major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>	Par.1 article 106	Complies.	
		<i>- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or</i>	Par.2 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>total amount of voting shares (equity).</i>			
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor.</i></b>			
4.	<b>Affiliation with the state or municipal body</b>	<i>- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;</i>	Par.1 article 107	Complies.	
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance</i>	Par.2 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>("golden share") has been made;</i>			
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not</i>	Par.4 article 107	<b><u>Does not comply</u></b>	At the time of assessment Igor Sechin is a person discharging managerial responsibilities and a member of the collegial executive body (Chairman of the Management Board) of Rosneft Oil Company - a legal entity controlled by the Russian Federation, and was nominated for election to the



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Igor Sechin	Explanations
		<i>including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			Board of Directors of PJSC "Inter RAO" - a company in which 20 percent of the share capital/voting shares are under control of the Russian Federation.
<b>CONCLUSION:</b>		<b><i>A person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			



Annex #12

**Denis Fedorov****First elected to the Company's Board of Directors: June 24, 2011.****Year of birth: 1978**

Head of the Directorate for Power Sector Development and Marketing in Power Generation, PJSC "GAZPROM"

**Education and professional experience**

- Higher professional education**

In 2001 Denis Fedorov graduated from the Bauman Moscow State Technical University, mastering "Economic Manager". In 2003 he graduated from the Moscow Power Engineering Institute (Technological University), postgraduate study, mastering in Economics and Industrial Thermal Power Engineering.

Ph.D in Economics

- Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
с	по		
2007	until present	Public Joint-Stock Company "GAZPROM" (before July 20, 2015 - Public Joint-Stock Company "GAZPROM")	Head of the Directorate for Power Sector Development and Marketing in Power Generation
2007	until present	Публичное Мосэнерго Public Joint Stock Company (until June, 2015 - Mosenergo Open Joint Stock Company)	Member of the Board of Directors
2009	until present	OJSC Tyumen Energy Retail Company	Chairman of the Board of Directors
2009	until present	JOINT STOCK COMPANY «TERRITORIAL GENERATING COMPANY №1»	Member of the Board of Directors
2009	until present	Joint Stock Company "Centerenergyholding" (before August, 2015 - Open Joint Stock Company "Centerenergyholding")	Member of the Board of Directors
2009	until present	Joint Stock Company "Centerenergyholding" (before August, 2015 - Open Joint Stock Company "Centerenergyholding")	General Director
2009	until present.	Limited Liability Company "Gazprom Energoholding"	General Director
2011	until present	Non-commercial partnership "Council of Energy Producers"	Member of the Supervisory Board
2011	until present.	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
2011	until present	Limited Liability Company "Heat Distribution Company"	Member of the Board of Directors



2011	until present	Public Joint Stock Company "Second Generation Company of the Wholesale Electricity Market " (before June, 24 2015 - Open Joint Stock Company "Second Generation Company of the Wholesale Electricity Market ")	Chairman of the Board of Directors
2013	until present	Non-commercial partnership "Center for Innovation and Energy Technology "	Member of the Supervisory Board
2013	until present	Public Joint -Stock Company "Moscow United Electrical Grid Company" (until July, 11 2015 – Open Joint -Stock Company "Moscow United Electrical Grid Company" ")	Chairman of the Board of Directors
2015	until present	Limited Liability Company "GEH-Engineering"	Chairman of the Board of Directors

• **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies:**

Denis Fedorov is a member of the Board of Directors in the following utilities companies: PJSC "Inter RAO", PJSC "OGK-2", PJSC "Mosenergo", OJSC TGK-1.

He is also a member of the Board of Directors of PJSC "FGC UES".

Since 2007 Mr. Fedorov is Head of the Directorate for Power Sector Development and Marketing in Power Generation in PJSC "GAZPROM".

• **Information on assessment of the professional qualifications and on compliance with independence criteria:**

- According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Denis Fedorov has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

In 2003, he was named the best young scientist of Russia in the field of Physical and Mathematical Sciences.

Author of 15 scientific publications and two books.

- Denis Fedorov is a person affiliated with the Company's major contractor and with Company's competitor (under the par. 1, article 106 of the Code), therefore, this candidate may not be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia.

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;</i>	Par.6 article 103	Complies.	
		<i>- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a</i>	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
CONCLUSION:		Not a person affiliated with the Company.			
2.	Affiliation with the Company's major shareholder	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<p><i>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to</i></p>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
CONCLUSION:		Not a person affiliated with the Company's major shareholder.			
3.	Affiliation with the	<i>- is an employee and (or) member of the management bodies of the company's</i>	Par.1 article 106	Does not comply	At the time of assessment Denis Fedorov occupies the position of a



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
	<b>Company's major contractor or competitor</b>	<i>major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;</i>			<p>soly executive body (CEO) at LLC Gazprom Energoholding –a competitor of PJSC “Inter RAO”.</p> <p>Also, Mr. Fedorov serves as Chairman of the Board of Directors of PJSC "OGK-2" (a competitor of the Company) and is a member of the Board of Directors of PJSC "Mosenergo" (a competitor of the Company, controlled by "Gazprom energoholding" LLC).</p> <p>In addition, Denis Fedorov is an employee of PJSC "Gazprom" - the legal entity controlling the Company's major countractor (JSC "Gazprom energoremont" previously - JSC "Mezhregionenergostroy).</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major contractor or competitor.</i></b>			
4.	<b>Affiliation with the state or municipal body</b>	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the Bank of Russia;	Par.1 article 107	Complies.	
		- is a representative of the Russian	Par.2 article 107	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>			
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	
		<i>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the</i>	Par.4 article 107	<b><u>Does not comply on formal grounds.</u></b>	At the time of assessment Denis Fedorov is a person discharging managerial responsibilities and a member of the collegial executive



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the</i>			<p>body (Head of the Directorate for Power Sector Development and Marketing in Power Generation) of PJSC "GAZPROM" – a legal entity controlled by the Russian Federation, and was nominated for election to the Board of Directors of PJSC "Inter RAO"- a company in which 20 percent of the share capital/voting shares are under control of the Russian Federation.</p> <p>However, <u>the Russian Federation, the RF subject entity or a municipality</u> has not nominated this candidate for election to the Board of Directors of PJSC "Inter RAO", <u>nor does this candidate vote according to written instructions of the Russian</u></p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
		<i>Russian Federation, constituent of the Russian Federation, or municipal body.</i>			<p><u>Federation (directives).</u></p> <p>Furthermore, despite the fact that Denis Fedorov is an employee discharging managerial responsibilities, and a member of the executive body of an entity controlled by the state based on his previous work experience as a member of the Board of Directors of PJSC "Inter RAO" and a record of votings at the meetings the nominee's position on the agenda issues has been independent.</p> <p>Denis Fedorov is an acknowledged expert in electric power engineering, and in practice substantiates his position on the agenda issues by voting exclusively based on his own</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Denis Fedorov	Explanations
					<p>experience and expertise.</p> <p>In view of the above, the Nomination and Remuneration Committee does not deem the nominee a person affiliated with the state.</p>
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			



Annex # 13

**Dmitry Shugaev**

First elected to the Company's Board of Directors on June 24, 2011.

Year of birth: 1965

Member of the Management Board, Deputy CEO of State Corporation for Assistance to Development, Production and Export of Advanced Technology Industrial Product "Rostec".

Chairman of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors, PJSC "Inter RAO".

**Education and professional experience**

- **Higher professional education**

In 1987, Dmitry Shugaev graduated from the Moscow State Institute of International Relations, mastering in "International Journalism".

Ph.D in Economics

- **Positions held by the person in PJSC "Inter RAO" and in other organizations for the last 5 years and at present:**

Period		Name of company	Position
from	until		
2008	until present	State Corporation for Assistance to Development, Production and Export of Advanced Technology Industrial Product "Rostec"	Member of the Management Board, Deputy Director General for Foreign Economic Activity
2008	until present	Non-Commercial Partnership National Center for Aircraft Engineering	Deputy Chairman of the Supervisory Board
2008	until present	Open Joint Stock Company "Transport-exhibition complex" Russia "	Chairman of the Board of Directors
2011	until present	Public Joint -Stock Company "Inter RAO UES" (until June, 08 2015 - OpenJoint -Stock Company "Inter RAO UES")	Deputy Chairman of the Board of Directors
2013	until present	Joint-stock company "International airport" Ramenskoye"	Deputy Chairman of the Board of Directors
2014	until present	RAMPORT AERO OJSC	Deputy Chairman of the Board of Directors
2014	until present	Open Joint Stock Company "Rosoboronexport"	Member of the Board of Directors
2015	until present	Limited Liability Company "RT- Business Development "	Member of the Board of Directors

- **Held positions in boards of directors or on the higher positions of other joint-stock companies listed on the stock exchanges, including international companies::**

Dmitry Shugaev is a member of the Board of Directors of PJSC "Inter RAO" since the year 2011.



- **Information on assessment of the professional qualifications and on compliance with independence criteria::**
  - According to the information provided in the questionnaire of the candidate to the Board of Directors of PJSC "Inter RAO", Dmitry Shugaev has high professional qualifications and meets the selection criteria set out in paragraph 2.13 of the Regulations on the Board of Directors of PJSC "Inter RAO", approved by the Annual General Meeting shareholders as of May, 29th 2015.

Dmitry Shugaev has been awarded with the medal "For Service to the Motherland» II degree.
  - Dmitry Shugaev can be recognized as an independent director according to the independence criteria set forth in the Corporate Governance Code approved by the Bank of Russia (taking into consideration explanation to the section "Affiliation with the state").

Detailed analysis is given in table below.



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
1.	<b>Affiliation with the Company</b>	<i>- is or has been for the last three years a member of executive bodies or an employee of the company, organization controlled by the company, and (or) company's management organization.</i>	Par.1 article 103	Complies.	
		<i>- is a member of the board of directors of a legal entity controlling or controlled by the company, or of a management organization of such legal entity;</i>	Par.2 article 103	Complies.	
		<i>- received during any of the last three years remunerations and (or) other material benefits from the company and (or) organizations controlled by the</i>	Par. 3 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<i>company in the amount exceeding a half of the annual fixed remuneration of a member of the company's board of directors. It shall not include payments and (or) compensations received as a remuneration and (or) reimbursement of expenses on performing the duties of a member of the company's board of directors and (or) of an organization controlled by the company, including those related to the insurance of their liability as members of the board of directors, as well as income and other payments received on securities of the company and (or) organization controlled by the company.</i>			
		<i>- is a shareholder or a beneficiary on the company's shares, which constitute</i>	Par.4 article 103	Complies.	





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<i>over one per cent of the charter capital or total amount of company's voting shares, or the market value of which exceeds the value of the fixed annual remuneration of a member of the company's board of directors more than 20 times;</i>			
		<i>- is an employee and (or) member of executive bodies of a legal entity, if the remuneration is determined (set) by the remuneration committee of the board of directors (by the board of directors) of such legal entity, and any of the employees and (or) members of the company's executive bodies is a member of this committee (board of directors);</i>	Par.5 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		- provides consulting services to the company , legal entity controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the company or to these legal entities, or is an employee of such organizations directly engaged in provision of such services;	Par.6 article 103	Complies.	
		- during the last three years provided evaluation, tax consulting, auditing, or accounting services to the company or legal entities controlled by the company, or has been for the last three years a member of the management bodies of the organizations providing such services to these legal entities, or of the company's rating agency, or was an employee of such organizations or a	Par.7 article 103	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<i>rating agency directly engaged in provision of such services to the company.</i>			
		<i>- served as a member of the company's board of directors for more than seven years in aggregate.</i>	article 104	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company.</i></b>			
2.	<b>Affiliation with the Company's major shareholder</b>	<i>- is an employee and (or) member of executive bodies of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>	Par.1 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<p>- received during any of the last three years remuneration and (or) other material benefits from the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of) in the amount exceeding a half of the value of the annual fixed remuneration of a member of the company's board of directors. These do not include payments and (or) compensations received as remuneration and (or) reimbursement for serving as a member of the board of directors (committee of the board of directors) of a company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of), including those related to</p>	Par.2 article 105	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<i>the insurance of their responsibility as members of the board of directors, as well as income and other payments received by these persons on securities of the company's major shareholder (legal entity forming the group of organizations which the company's major shareholder is a member of);</i>			
		<i>- is a member of the board of directors in more than two legal entities controlled by the company's major shareholder or by the entity controlling the company's major shareholder.</i>	Par.3 article 105	Complies.	
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the Company's major shareholder.</i></b>			
3.	<b>Affiliation with the</b>	<i>- is an employee and (or) member of the management bodies of the company's</i>	Par.1 article 106	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provosions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
	Company's major contractor or competitor	major contractor or competitor, and of legal entities controlling the major contractor or competitor of the company or of the organizations controlled by the latter;			
		- is an owner of shares (equity) or beneficiaries on shares (equity) of the company's major contractor or competitor, which constitute more than five per cent of the charter capital or total amount of voting shares (equity).	Par.2 article 106	Complies.	
CONCLUSION:		Not a person affiliated with the Company's major contractor or competitor.			
4.	Affiliation with the state or municipal body	- is or has been for one year preceding the election to the company's board of directors a public or municipal officer, a person substituting the positions in the government bodies, an employee of the	Par.1 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<i>Bank of Russia;</i>			
		<i>- is a representative of the Russian Federation, constituent of the Russian Federation or municipal body in the company's board of directors, in respect of which a decision on using a special right for participation in governance ("golden share") has been made;</i>	Par.2 article 107	Complies.	
		<i>- is obliged to vote on one or several issues related to the competence of the board of directors in accordance with the directive of the Russian Federation, constituent of the Russian Federation or municipal body;</i>	Par.3 article 107	Complies.	



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<p>- is or has been for one year preceding the election to the company's board of directors a member of the executive body or other employee with the managerial responsibilities of an organization controlled by the Russian Federation or municipal body, an employee of a public or municipal unitary enterprise or institution (not including employees of public or municipal educational or scientific organization, which carry out teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or other position in the public and municipal educational or scientific organization by the decision or with the</p>	Par.4 article 107	<b><u>Does not comply on formal grounds.</u></b>	<p>At the time of assessment Dmitry Shugaev is a person discharging managerial responsibilities and a member of the collegial executive body (Member of the Management Board, Deputy CEO) of Rostec State Corporation - an organization controlled by the Russian Federation, and was nominated for election to the Board of Directors of PJSC "Inter RAO" a company in which 20 percent of the share capital/voting shares are under control of the Russian Federation.</p> <p>In this regard, Dmitry Shugaev on formal grounds might be considered a person associated</p>





No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
		<i>consent of the government agencies (local government agencies), when this person is nominated for election to the company's board of directors, in which over 20 per cent of the charter capital or voting shares are controlled by the Russian Federation, constituent of the Russian Federation, or municipal body.</i>			<p>with the state.</p> <p>However, <b><u>the Russian Federation, the RF subject entity or a municipality</u></b> has not nominated this candidate for election to the Board of Directors of PJSC "Inter RAO", <b><u>nor does this candidate vote according to written instructions of the Russian Federation (directives).</u></b></p> <p>In addition, despite the fact that Dmitry Shugaev is an employee discharging managerial responsibilities and a member of the executive body of state corporation based on his previous work experience as a member of the Board of Directors of PJSC "Inter RAO" and a record of votings</p>



No.	Group of criteria	Independence criteria	Reference to the Corporate Governance Code provisions (article)	Complies/ does not comply under independence criteria Dmitry Shugaev	Explanations
					<p>at the meetings the nominee's position on the agenda issues has been independent.</p> <p>In view of the above, the Nomination and Remuneration Committee does not deem the nominee a person affiliated with the state.</p> <p>The Committee hereby recommends to the Board of Directors to recognize Dmitry Shugaev an independent director (if he is elected at the Annual General Meeting of Shareholders held upon the results of 2015).</p>
<b>CONCLUSION:</b>		<b><i>Not a person affiliated with the state or municipal body, subject to explanations provided in this Section.</i></b>			



№	Full name of a candidate	Status		
		independent	executive	non-executive
1.	Boris Ayuyev	✓		
2.	Andrei Bugrov	✓		
3.	Anatoly Gavrilenko	✓		
4.	Boris Kovalchuk		✓	
5.	Vyacheslav Kravchenko			✓
6.	Alexander Lokshin	✓		
7.	Andrei Murov			✓
8.	Nikolai Rogalyov	✓		
9.	Ronald (Ron) James Pollett	✓		
10.	Elena Sapozhnikova			✓
11.	Igor Sechin			✓
12.	Denis Fedorov			✓
13.	Dmitriy Shugaev	✓		

Recommended pursuant to PJSC Inter RAO  
Human Resources and Remuneration  
Committee Resolution

dated 24.12.2014 (Minutes No 13 as of 24.12.2014) **FORM OF A CANDIDATE TO THE  
BOARD OF DIRECTORS / MEMBER OF THE BOARD OF DIRECTORS OF PJSC "Inter  
RAO"**

<b>Nominee Information Form</b>		
Full name	Boris Ilyich Ayuyev	
Year of birth	1957	
Citizenship	Russia	
Place of residence (city, country)	Moscow	
Education background (level, specialty, educational institution, year of graduation)	Higher. 1979 - graduated from Ural Polytechnical Institute, specialty "Electrical Plants". Doctor of Engineering.	
Primary place of employment	"SO UES" OJSC	
Position	Chairman of the Management Board	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2004 - until present	System Operator - Unified Energy System Open Joint Stock Company	Chairman of the Management Board, member of the Board of Directors
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2004-2013	Federal Grid Company of Unified Energy System Open Joint Stock Company	Member of the Board of Directors
2005-2011	Agency for Electrical Energy Balance Forecasting Closed Joint Stock Company	Member of the Board of Directors
2008-2013	Wholesale Electricity Market Trading System Administrator, Open Joint Stock Company	Member of the Board of Directors
2008-2013	Center for Financial Settlements Open Joint Stock Company	Member of the Board of Directors
2009-2010	GruzRosenergo Unified Energy System Joint Stock Company	Member of the Supervisory Board
2009-2015	Non-Commercial Partnership "Russian National Committee of the International Council for Major High-Voltage Electrical Systems"	Chairman
2015 - until present	Non-Commercial Partnership "Russian National Committee of the International Council for Major High-Voltage Electrical Systems"	Member of the Presidium
2012-2015	Federal Hydro-Generating Company - RusHydro Public Joint Stock Company	Member of the Board of Directors
2013 - until present	Russian Grids Public Joint Stock Company	Member of the Board of Directors

<b>Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		0.0069984 %
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		
<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	Yes/ <u>No</u>
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	Yes/ <u>No</u>
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	Yes/ <u>No</u>
4.	Is the owner of shares or the beneficiary under the company's shares <sup>7</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	Yes/ <u>No</u>
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	Yes/ <u>No</u>
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	Yes/ <u>No</u>
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three	Yes/ <u>No</u>

<sup>6</sup> Hereinafter, if the answer is "yes", the explanations shall be provided to the point.

<sup>7</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

	years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	Yes/ <u>No</u>
<b><i>Relation to the substantial shareholder of the company<sup>8</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes/ <u>No</u>
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	Yes/ <u>No</u>
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	Yes/ <u>No</u>
<b><i>Relation to the substantial counterparty<sup>9</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial counterparty or competitor of the company or of the legal entities controlling the substantial counterparty or competitor of the company or of the organizations controlled by the latter.	Yes/ <u>No</u>
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	Yes/ <u>No</u>
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	Yes/ <u>No</u>

<sup>8</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>9</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	Yes/ <u>No</u>
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	Yes/ <u>No</u>
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	Yes/ <u>No</u>
<b><i>Other data</i></b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	<u>Yes</u> / <u>No</u> (if yes, it shall be indicated in Annex No. 1)
19.	Data on the associates and affiliates <sup>10</sup> .	Yes/ <u>No</u> (if yes, it shall be indicated in Annex No. 2)
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	Yes/ <u>No</u>
21.	Data on the conflict of interest, not mentioned in the information above.	Yes/ <u>No</u>
22.	Data on the nature of relations with the company, not mentioned in the information above.	Yes/ <u>No</u>

/Signature/ \_\_\_\_\_ /B.I. Ayuyev/  
(signature)

February 29, 2016

<sup>10</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

**Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities**

<b>No.</b>	<b>Name of the legal entity (OGRN)</b>	<b>Job title</b>
<b>1.</b>	System Operator of the Unified Energy System OJSC (OGRN 1027700201352)	Member of the Board of Directors
<b>2.</b>	PJSC Rosseti (OGRN 1087760000019)	Member of the Board of Directors



**Data on the associates and affiliates of the member of the Board of Directors**

<b>No.</b>	<b>Full name or corporate name (and OGRN)</b>	<b>Ground for being qualified as associate/affiliate</b>
<b>Associates</b>		
-	No	-
-	-	-
<b>Affiliates</b>		
-	No	-
-	-	-

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF  
DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Andrey Yevgenyevich Bugrov	
Year of birth	27.06.1952	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow, Russian Federation	
Education background (level, specialty, educational institution, year of graduation)	1974 - graduated from Moscow State Institute of International Relations (MSIIR), specialty "International Economic Relations". Candidate of Economic Science.	
Primary place of employment	Mining and Metallurgical Company "Norilsk Nickel" Public Joint Stock Company	
Position	Member of the Management Board, Deputy Chairman of the Board of Directors, Vice President of Mining and Metallurgical Company "Norilsk Nickel" Public Joint Stock Company	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2002-2011	MMC Norilsk Nickel OJSC	Member of the Board of Directors
2002 - until present	Non-Government Public Association "Council for Foreign and Defense Policy"	Member of Non-Government Public Association
2006 - until present	Russian Union of Industrialists and Entrepreneurs	Member of the Management Board
2007-2011	Bureau of Economic Analysis Foundation	Chairman of the Management Board
2008-2011	Prof-Media Management LLC	Chairman of the Board of Directors
2010-2013	INTERROS Holding Company CJSC	Member of the Management Board
2010-2013	INTERROS Holding Company CJSC	Deputy General Director
2013 - until present	INTERROS Holding Company LLC (before April 7, 2015 - INTERROS Holding Company CJSC)	Vice President
2011 -2013	MMC Norilsk Nickel OJSC	Chairman of the Board of Directors
2013 - until present	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Deputy Chairman of the Board of Directors
2013-2015	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Deputy General Director

2013 - until present	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Member of the Management Board
2013 - until present	Russian Union of Industrialists and Entrepreneurs	Vice President
2013-2014	Federal Hydro-Generating Company – RusHydro OJSC	Member of the Board of Directors
2014 - until present	Inter RAO UES PJSC (before June 8, 2015 - Inter RAO UES OJSC)	Member of the Board of Directors
2015 - until present	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Vice President
2015 - until present	Federal Hydro-Generating Company – RusHydro PJSC	Member of the Investments Committee
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2002 - until present	Non-Government Public Association "Council for Foreign and Defense Policy"	Member of Non-Government Public Association
2006 - until present	Russian Union of Industrialists and Entrepreneurs	Member of the Management Board
2013 - until present	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Deputy Chairman of the Board of Directors
2013 - until present	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Member of the Management Board
2015 - until present	MMC Norilsk Nickel PJSC (before June 1, 2015 - MMC Norilsk Nickel OJSC)	Vice President
2013 - until present	INTERROS Holding Company LLC (before April 7, 2015 - INTERROS Holding Company CJSC)	Vice President
2014 - until present	Inter RAO UES PJSC (before June 8, 2015 - Inter RAO UES OJSC)	Member of the Board of Directors
2015 - until present	Federal Hydro-Generating Company – RusHydro PJSC	Member of the Investments Committee
<b>Data on the shares owned in PJSC “Inter RAO” and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No

Other information on the applicant		
<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>11</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No

<sup>11</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	No
<b><i>Relation to the substantial shareholder of the company<sup>12</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	No
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No
<b><i>Relation to the substantial counterparty<sup>13</sup> or to the competitor</i></b>		<b><i>of the company</i></b>
12.	Is the employee and/or member of the management bodies of the substantial counterparty or competitor of the company or of the legal entities controlling the substantial counterparty or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	No

<sup>12</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>13</sup> The substantial counterparty of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial counterparty (group of organizations the company's substantial counterparty is a part of).

15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	No
19.	Data on the associates and affiliates <sup>14</sup> .	No
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/ /A.E. Bugrov/  
(signature)

February 5, 2016

<sup>14</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Anatoliy Anatolyevich Gavrilenko	
Year of birth	07.09.1972	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow, Russian Federation	
Education background (level, specialty, educational institution, year of graduation)	1. Lomonosov State University of Moscow, 1995 Economic cybernetics 2. Lomonosov State University of Moscow, 2001 Science of law	
Primary place of employment	Lider Closed Joint Stock Company (Pension Fund Assets Management Company)	
Position	General Director	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2004 - until present	Lider Closed Joint Stock Company (Pension Fund Assets Management Company)	General Director
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
June 2013 - until present	Lider Closed Joint Stock Company (Pension Fund Assets Management Company)	Member of the Board of Directors
June 2013 - until present	Moscow United Electrical Grid Company Public Joint Stock Company	Member of the Board of Directors
June 2013 - until present	"Gazprombank" (Joint Stock Company)	Member of the Board of Directors
June 2013 - until present	GAZKON Open Joint Stock Company	Member of the Board of Directors
September 2013 - until present	GAZ-Service Open Joint Stock Company	Member of the Board of Directors
June 2013 - until present	Main Road Open Joint Stock Company	Member of the Board of Directors
July 2013 - until present	Rocket and Space Corporation Energy named after S.P. Korolyov Open Joint Stock Company	Member of the Board of Directors
June 2013 - until present	GAZ-Tech Open Joint Stock Company	Member of the Board of Directors
June 2013 - until present	Mosenergo Public Joint Stock Company	Member of the Board of Directors
June 2015 - until present	Public Joint Stock Company "Inter RAO UES"	Member of the Board of Directors

<b>Data on the shares owned in PJSC “Inter RAO” and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		
<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>15</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the Board of Directors of the Company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No

<sup>15</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.



7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	No
<b><i>Relation to the substantial shareholder of the company<sup>16</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	No
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	No
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No
<b><i>Relation to the substantial counterparty<sup>17</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		

<sup>16</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>17</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	No
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	Yes (if yes, it shall be indicated in Annex No. 1)
19.	Data on the associates and affiliates <sup>18</sup> .	Yes (if yes, it shall be indicated in Annex No. 2)
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/ \_\_\_\_\_ /Full Name/  
(signature)

<sup>18</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

February 24, 2016

**Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities**

No.	Name of the legal entity (OGRN)	Job title
1.	GPB Bank (JSC) OGRN 1027700167110	Member of the Board of Directors
2.	MOESK OJSC, OGRN 1057746555811	Member of the Board of Directors
3.	RKK Energiya OJSC, OGRN 1035008370638	Member of the Board of Directors
4.	Lider CJSC, OGRN 1025002040250	Member of the Board of Directors
5.	GAZKON OJSC, OGRN 1047796720290	Member of the Board of Directors
6.	GAZ-Service OJSC, OGRN 1047796720245	Member of the Board of Directors
7.	Gaz-Tech OJSC, OGRN 1077763816195	Member of the Board of Directors

**Data on the associates and affiliates of the member of the Board of Directors**

<b>No.</b>	<b>Full name or corporate name (and OGRN)</b>	<b>Ground for being qualified as associate/affiliate</b>
Associates		
1.	Anatoliy Grigoryevich Gavrilenko	father
2.	Nataliya Nikolayevna Gavrilenko	mother
3.	Nataliya Anatolyevna Khorunzhiy	sister
4.	Yuliya Valentinovna Gavrilenko	spouse (wife)
5.	Viktoriya Anatolyevna Gavrilenko	daughter
6.	Anatoliy Anatolyevich Gavrilenko	son
7.	Alexander Anatolyevich Gavrilenko	son
8.	Maxim Anatolyevich Gavrilenko	son

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE  
BOARD OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Boris Yuryevich Kovalchuk	
Year of birth	1977	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow	
Education background (level, specialty, educational institution, year of graduation)	1999 - graduated from St. Petersburg State University, specialty "Science of law".	
Primary place of employment	PJSC "Inter RAO"	
Position	Chairman of the Management Board	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
June 26, 2010 - until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Chairman of the Management Board
from November 26, 2009 to June 26, 2010	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Acting Chairman of the Management Board
June 25, 2009 - until present	Public Joint Stock Company "Inter RAO UES" (before June 8, 2015 - Open Joint Stock Company "Inter RAO UES")	Member of the Board of Directors
from December 29, 2010 to June 11, 2014	Saint Petersburg Retail Company Open Joint Stock Company	Member of the Board of Directors (from June 24, 2011 to June 28, 2013 - Chairman of the Board of Directors)
from June 20, 2011 to June 10, 2013	Center for Financial Settlements Open Joint Stock Company (before April 3, 2012 - Center for Financial Settlements Closed Joint Stock Company)	Member of the Board of Directors
from January 31, 2011 to October 31, 2011	INTER RAO - Management of Electric Power Plants, Limited Liability Company	Chairman of the Board of Directors
from November 01, 2010 to March 18, 2013	United Energy Retail Company Open Joint Stock Company	Member of the Board of Directors (from November 11, 2010 to January 31, 2012 - Chairman of the Board of Directors)
from December 30, 2010 to June 11, 2014	Mosenergosbyt Open Joint Stock Company	Member of the Board of Directors (from June 27, 2011 to June 28, 2013 –
		Chairman of the Board of Directors)

from June 28, 2010 to June 06, 2014	Irkutsk Open Joint Stock Company for Energy and Electricity Supply	Member of the Board of Directors
from June 26, 2009 to September 30, 2012	First Generating Company of Wholesale Electricity Market Open Joint Stock Company	Member of the Board of Directors (from February 01, 2010 - Chairman of the Board of Directors)
from June 22, 2010 to June 30, 2011	Wholesale Electricity Market Trading System Administrator, Open Joint Stock Company	Member of the Board of Directors
from June 30, 2010 to April 19, 2013	Federal Hydro-Generating Company - RusHydro Open Joint Stock Company	Member of the Board of Directors
from May 11, 2011 to September 30, 2012	Third Generating Company of Wholesale Electricity Market Open Joint Stock Company	Member of the Board of Directors (from May 11, 2011 to June 15, 2012 - Chairman of the Board of Directors)
from December 28, 2010 to June 28, 2011	Tambov Energy Retail Company Open Joint Stock Company	Member of the Board of Directors (from January 31, 2011 - Chairman of the Board of Directors)
from November 01, 2010 to June 30, 2011	Altayenergoby Open Joint Stock Company	Chairman of the Board of Directors
from December 28, 2010 to April 18, 2012	Saratovenergo Open Joint Stock Company	Member of the Board of Directors
from June 30, 2010 to February 01, 2016	InterRAO - WorleyParsons LLC	Chairman of the Board of Directors
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
June 29, 2012 - until present	Federal Grid Company of the Unified Energy System Public Joint Stock Company (before July 8, 2015 - Federal Grid Company of the Unified Energy System Open Joint Stock Company)	Member of the Board of Directors
March 23, 2010 - until present	Kambartinskaya Hydro Power Plant-1 Closed Joint Stock Company	Chairman of the Board of Directors
June 29, 2011 - until present	Russian Regional Development Bank Joint Stock Company	Member of the Supervisory Board
April 1, 2010 - until present	Russian Public Association "Russian Union of Industrialists and Entrepreneurs"	Member of the Management Board
April 1, 2010 - until present	Russian Public Association "Russian Union of Industrialists and	Member of the Management Board
	Entrepreneurs"	
December 2, 2014 - until present	RIG RESEARCH PTE. LTD	Member of the Board of Directors

March 21, 2015 - until present	National Data Centers Limited Liability Company	Member of the Board of Directors
<b>Data on the shares owned in PJSC “Inter RAO” and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		0.0023%
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		
<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	<u>Yes</u> <sup>19</sup> /No Is the Chairman of the Management Board of PJSC “Inter RAO”
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	<u>Yes</u> /No Kambaratinskaya HPP-1 CJSC
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	<u>Yes</u> /No Received remuneration for the work of the Chairman of the Management Board of PJSC “Inter RAO”
4.	Is the owner of shares or the beneficiary under the company's shares <sup>20</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	<u>Yes</u> / <u>No</u>
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	<u>Yes</u> / <u>No</u>

<sup>19</sup> Hereinafter, if the answer is "yes", the explanations shall be provided to the point.

<sup>20</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.



6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	Yes/ <u>No</u>
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	Yes/ <u>No</u>
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	Yes/ <u>No</u>
<b><i>Relation to the substantial shareholder of the company<sup>21</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes/ <u>No</u>
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	Yes/ <u>No</u>
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	Yes/ <u>No</u>
<b><i>Relation to the substantial counterparty<sup>22</sup> or to the competitor of the company</i></b>		

<sup>21</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>22</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	Yes/ <u>No</u>
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	Yes/ <u>No</u>
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	Yes/ <u>No</u>
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	Yes/ <u>No</u>
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	Yes/ <u>No</u>
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	Yes/ <u>No</u>
<b><i>Other data</i></b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	<u>Yes</u> /No (if yes, it shall be indicated in Annex No. 1)
19.	Data on the associates and affiliates <sup>23</sup> .	<u>Yes</u> /No (if yes, it shall be indicated in Annex No. 2)

<sup>23</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

20.	Data on the applicant's relations with the affiliates and major counterparties of OJSC “Inter RAO” not mentioned in the information above.	Yes/ <u>No</u>
21.	Data on the conflict of interest, not mentioned in the information above.	Yes/ <u>No</u>
22.	Data on the nature of relations with the company, not mentioned in the information above.	Yes/ <u>No</u>

/Signature/ /B.Yu. Kovalchuk/  
(signature)

February 19, 2016

Data on the nomination of the applicant to the members of the boards of directors or for election (appointment) to the position in other legal entities

No.	Name of the legal entity (OGRN)	Job title
1.		
2.		
3.		

## Data on the associates and affiliates

No.	Full name or corporate name (OGRN)	Ground for being qualified as associate/affiliate
Associates		
1.	Yuriy Valentinovich Kovalchuk	father
Affiliates		

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF  
DIRECTORS OF PJSC “Inter RAO”**

<b>Nominee Information Form</b>		
Full name	Vyacheslav Mikhailovich Kravchenko	
Year of birth	1967	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow	
Education background (level, specialty, educational institution, year of graduation)	Lomonosov State University of Moscow, 1995, Science of Law	
Primary place of employment	Ministry of Energy of the Russian Federation	
Position	Deputy Minister of Energy of the Russian Federation	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2008 -2011	Irkutskenergo OJSC	Member of the Board of Directors
2008-2011	RN-Energo LLC	General Director
2008-2015	OJSC "InterRAO"	Member of the Board of Directors
2009-2011	Tomskenergosbyt JSC	Member of the Board of Directors
2009-2011	Kubanenergo OJSC	Member of the Board of Directors
2009-2011	Kuban Electrical Grids OJSC	Member of the Board of Directors
2009 - 2011	Kubanenergosbyt OJSC	Member of the Board of Directors
2009-2011	Kuban Generating Company OJSC	Member of the Board of Directors
2009-2011	Tomsk Distribution Company OJSC	Member of the Board of Directors
2009-2011	Tomsk Main Networks OJSC	Member of the Board of Directors
2010-2012	United Energy Retailing Company OJSC	General Director
2011 - 2015	Center for Financial Settlements Closed Joint Stock Company	Member of the Board of Directors, Chairman of the Board of Directors
2011 - 2015	Rosseti OJSC	Member of the Board of Directors
2011 - 2012	Saint-Petersburg Retail Company OJSC	Member of the Board of Directors
2011 - 2012	Saratovenergo OJSC	Member of the Board of Directors
2011 - 2012	Mosenergosbyt OJSC	Member of the Board of Directors
2011 - 2012	OJSC Tambov Energy Retailing Company	Member of the Board of Directors
2011 - until present	Association Non-Commercial Partnership "Market Council for the Organization of Effective Wholesale and Retail Electricity and Capacity Trading System"	State representative in the Supervisory Board
2011 - 2012	OJSC Altayenergosbyt	Member of the Board of Directors

2011 - 2012	United Energy Retailing Company OJSC	Member of the Board of Directors
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2012 - 2013	ATS OJSC	Chairman of the Management Board
2012 - 2013	NP Market Council	Chairman of the Management Board
2012 - 2014	ATS OJSC	Member of the Board of Directors
2013 - 2014	RRDB OJSC	Member of the Supervisory Board
2012 - until present	FGC UES PJSC	Chairman of the Board of Directors
2012 - until present	"SO UES" OJSC	Chairman of the Board of Directors
2013 - until present	Ministry of Energy of the Russian Federation	Deputy Minister of Energy of the Russian Federation
2014 - until present	RusHydro PJSC	Member of the Board of Directors
2015 - until present	IDGC of Siberia PJSC	Member of the Board of Directors
2014 - until present	Moscow United Electrical Grid Company PJSC	Member of the Board of Directors
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2011 - until present	Association Non-Commercial Partnership "Market Council for the Organization of Effective Wholesale and Retail Electricity and Capacity Trading System"	State representative in the Supervisory Board
2012 - until present	FGC UES PJSC	Chairman of the Board of Directors
2012 - until present	"SO UES" OJSC	Chairman of the Board of Directors
2013 - until present	Ministry of Energy of the Russian Federation	Deputy Minister of Energy of the Russian Federation
2014 - until present	RusHydro PJSC	Member of the Board of Directors
2015 - until present	IDGC of Siberia PJSC	Member of the Board of Directors
2014 - until present	Moscow United Electrical Grid Company PJSC	Member of the Board of Directors
<b>Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		

<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>24</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No
8.	Held the position of the member of the Board of Directors of the Company for over seven years in total.	No

<sup>24</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.



<b><i>Relation to the substantial shareholder of the company<sup>25</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	No
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	No
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	Yes  Member of the Board of Directors of FGC UES PJSC, Member of the Board of Directors of MOESK PJSC
<b><i>Relation to the substantial counterparty<sup>26</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	Yes  Member of the Board of Directors RusHydro PJSC (competitor)
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		

<sup>25</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>26</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	Yes Deputy Minister of Energy of the Russian Federation
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No obligation, but votes according to the RF directive as a civil servant
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	No
19.	Data on the associates and affiliates <sup>27</sup> .	Yes (according to Annex No. 2)
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/ /V.M. Kravchenko/  
(signature)

February 24, 2016

<sup>27</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

**Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities**

<b>No.</b>	<b>Name of the legal entity (OGRN)</b>	<b>Job title</b>

**Data on the associates and affiliates of the member of the Board of Directors**

<b>No.</b>	<b>Full name or corporate name (and OGRN)</b>	<b>Ground for being qualified as associate/affiliate</b>
Associates		
1.	Mariya Konstantinovna Kravchenko	mother
2.	Olga Svyatoslavovna Kravchenko	spouse (wife)
3.	Servey Vyacheslavovich Kravchenko	son
4.	Leonid Vyacheslavovich Kravchenko	son
Affiliates		

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Aleksandr Markovich Lokshin	
Year of birth	October 11, 1957	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow, Russian Federation	
Education background (level, specialty, educational institution, year of graduation)	3. Leningrad Polytechnical Institute named after Kalinin, "Thermophysics", 1980, physicist engineer. 4. Academy of People's Economy at the Government of the Russian Federation, 2001, the President program.	
Primary place of employment	State Nuclear Energy Corporation "Rosatom"	
Position	First Deputy General Director for Operations Management	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2012 - until present	State Nuclear Energy Corporation "Rosatom"	First Deputy General Director for Operations Management
2011 - 2012	State Nuclear Energy Corporation "Rosatom"	First Deputy General Director - Director of the Directorate for Nuclear Energy Complex
2010-2011	State Nuclear Energy Corporation "Rosatom"	Deputy General Director – Director of the Directorate for Nuclear Energy Complex
2008 - until present	State Nuclear Energy Corporation "Rosatom"	Member of the Management Board
2009 - 2012	Atomstroyexport Closed Joint Stock Company	Member of the Board of Directors
2009-2012	EGMK-Proekt Open Joint Stock Company	Member of the Board of Directors
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2014 - until present	Atomredmetzoloto Joint Stock Company (before June 2015 - Atomredmetzoloto Open Joint Stock Company)	Member of the Board of Directors
2010 - until present	TVEL Joint Stock Company (before February 28, 2015 - TVEL Open Joint Stock Company)	Member of the Board of Directors

2010 - until present	Russian Concern for Electricity and Heat Energy Generation at Nuclear Power Plants Joint Stock Company (before December 5, 2015 – Russian Concern for Electricity and Heat Energy Generation at Nuclear Power Plants Open Joint Stock Company)	Chairman of the Board of Directors
2009 - until present	New Composite Materials Limited Liability Company	Member of the Board of Directors
<b>Data on the shares owned in PJSC “Inter RAO” and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		
<b><i>Relation to the company</i></b>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	No <sup>28</sup>
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>29</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No

<sup>28</sup> Hereinafter, if the answer is "yes", the explanations shall be provided to the point.

<sup>29</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	No
<b><i>Relation to the substantial shareholder of the company<sup>30</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	No
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned	No
	by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No

<sup>30</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<b><i>Relation to the substantial contracting party<sup>31</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	No
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<b><i>Other data</i></b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	Yes
19.	Data on the associates and affiliates <sup>32</sup> .	Yes
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

<sup>31</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

<sup>32</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.



/Signature/ \_\_\_\_\_ /A.M. Lokshin/  
(signature)

February 02, 2016

**Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities**

<b>No.</b>	<b>Name of the legal entity (OGRN)</b>	<b>Job title</b>
1	Atomredmetzoloto Joint Stock Company	Member of the Board of Directors

**Data on the associates and affiliates of the member of the Board of Directors**

<b>No.</b>	<b>Full name or corporate name (and OGRN)</b>	<b>Ground for being qualified as associate/affiliate</b>
Associates		
Affiliates		

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD  
OF DIRECTORS OF PJSC “Inter RAO”**

<b>Nominee Information Form</b>		
Full name	Andrey Yevgenyevich Murov	
Year of birth	1970	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow, Russian Federation	
Education background (level, specialty, educational institution, year of graduation)	Higher 5. St. Petersburg State University, year of graduation - 1993, specialty "Science of law". 6. State University of Civil Aviation, year of graduation - 2009, specialty "Organization of Transportation and Transport Management (Air Transport)". Academic degree: Doctor of Economic Science.	
Primary place of employment	FGC UES PJSC	
Position	Chairman of the Management Board	
<b>Timeline of positions held during the last 5 years and held currently (including part-time jobs)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2007 - 2012	Airport Pulkovo Open Joint Stock Company	General Director
2012 - 2012	Holding of Interregional Distribution Grid Companies Open Joint Stock Company	Deputy General Director
July 2012 – July 2012	Holding of Interregional Distribution Grid Companies Open Joint Stock Company	Acting General Director
2012 – November 2013	Federal Grid Company of Unified Energy System Open Joint Stock Company	First Deputy Chairman of the Management Board
June 2012 – June 2013	ROSSETI, Public Joint Stock Company (before April 4, 2013 - Holding of Interregional Distribution Grid Companies Open Joint Stock Company)	Executive Director
2012 - until present	Federal Grid Company of Unified Energy System Open Joint Stock Company	Member of the Management Board
2012-2012	Interregional Distribution Grid Company of Ural Open Joint Stock Company	Member of the Board of Directors
2012 – June 2013	Interregional Distribution Grid Company of Volga Open Joint Stock Company	Chairman of the Board of Directors
2012 – June 2013	Interregional Distribution Grid Company of the Center Open Joint Stock Company	Chairman of the Board of Directors
2012 - June 2013	Open Joint Stock Company for Energy and Electricity Supply of Kuban	Member of the Board of Directors

2012 – June 2013	Open Joint Stock Company for Energy and Electricity Supply Lenenergo	Chairman of the Board of Directors
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2012 – June 2013	Moscow United Electrical Grid Company Open Joint Stock Company	Member of the Board of Directors
2012 – March 2014	Interregional Distribution Grid Company of the North-West Open Joint Stock Company	Chairman of the Board of Directors
October 2012 – November 2013	ROSSETI, Public Joint Stock Company (before April 4, 2013 - Holding of Interregional Distribution Grid Companies Open Joint Stock Company)	Member of the Management Board
June 2013 - until present	Russian Grids Public Joint Stock Company	Member of the Board of Directors
June 2013 - until present	Federal Grid Company of Unified Energy System Public Joint Stock Company	Member of the Board of Directors
September 2013 – November 2013	Federal Grid Company of Unified Energy System Public Joint Stock Company	Acting Chairman of the Management Board, member of the Management Board
November 2013 - until present	Federal Grid Company of Unified Energy System Public Joint Stock Company	Chairman of the Management Board
May 2014 - until present	Public Joint Stock Company "Inter RAO UES"	Member of the Board of Directors

**Current positions (membership) in the management bodies of other legal entities**

<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2012 - until present	Federal Grid Company of Unified Energy System Public Joint Stock Company	Member of the Management Board
June 2013 - until present	Russian Grids Public Joint Stock Company	Member of the Board of Directors
June 2013 - until present	Federal Grid Company of Unified Energy System Public Joint Stock Company	Member of the Board of Directors
November 2013 - until present	Federal Grid Company of Unified Energy System Public Joint Stock Company	Chairman of the Management Board
2015 - until present	System Operator of Unified Energy System Open Joint Stock Company	Member of the Board of Directors
2015 - until present	Non-Commercial Partnership "Russian National Committee of the International Council for Major High-Voltage Electrical Systems" (RNC CIGRE)	Chairman of RNC CIGRE

**Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"**

Share in authorized capital stock of PJSC "Inter RAO"	No
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Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)	No
<b>Other information on the applicant</b>	
<i>Relation to the company</i>	

1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>33</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No

<sup>33</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	No
<b><i>Relation to the substantial shareholder of the company<sup>34</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	Yes
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No
<b><i>Relation to the substantial counterparty<sup>35</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the	No

<sup>34</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>35</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

	positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	Yes
19.	Data on the associates and affiliates <sup>36</sup> .	No
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/ / A.Ye. Murov /  
(signature)

February 26, 2016

<sup>36</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.



**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD  
OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Nikolay Dmitrievich Rogalev	
Year of birth	1962	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow, Russia	
Education background (level, specialty, educational institution, year of graduation)	Higher. Heat Electrical Plants, Moscow Energy Institute, 1985.	
Primary place of employment	FSBEI HE "National Research University "MPEI"	
Position	Rector	
<b>Timeline of positions held during the last 5 years and held currently (including part-time jobs)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
December 2008 – September 2010	Gazpromenergoholding LLC of Gazprom OJSC	Deputy General Director for Innovative Development
October 2010 – January 2012	Escotek CJSC	Research Advisor - 1st Deputy General Director
January 2012 – March 2012	Energy Without Borders Foundation of OJSC INTER RAO UES	Deputy CEO of the Foundation
March 2013 – September 2013	National Research University "MPEI"	Acting Rector
October 2013 - until present	R&D University "MPEI"	Rector
September 2001 – December 2013	National Research University "MPEI"	Department chair, professor (concurrently)
June 2015 - until present	National Research University "MPEI"	Department chair, professor (concurrently)
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
October 2013 - until present	Rosset OJSC	Member of the committee for the interaction with the company, consumers, governmental authorities, and for information policy
October 2013 - until present	Rosset OJSC	Member of the Strategy Committee
January 2014 – May 2015	Engineering Center Gas Turbine Technologies LLC	Member of the Board of Directors
February 2016 - until present	Non-Commercial Partnership "Scientific and Technical Council of the Unified Energy System"	President
<b>Information on shareholdings in OJSC "Inter RAO" and Subsidiaries and Affiliates of OJSC "Inter RAO"</b>		
Share in authorized capital stock of OJSC "Inter RAO"		

Share in authorized capital stock of subsidiaries and affiliates of OJSC "Inter RAO" <sup>37</sup> (number of shares)		-
<b>Other information on the applicant</b>		
<b><i>Relation to the company</i></b>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	<del>Yes</del> <sup>38</sup> /No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	<del>Yes</del> /No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	<del>Yes</del> /No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>39</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	<del>Yes</del> /No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	<del>Yes</del> /No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	<del>Yes</del> /No

<sup>37</sup> For the purpose of this form, subsidiaries and affiliates shall mean subsidiaries and affiliates being significant for the Company according to the list approved by the Company.

<sup>38</sup> Hereinafter, if the answer is "yes", the explanations shall be provided to the point.

<sup>39</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	Yes/No
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	Yes/No
<b><i>Relation to the substantial shareholder of the company<sup>40</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes/No
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	Yes/No
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	Yes/No
<b><i>Relation to the substantial counterparty<sup>41</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial counterparty or competitor of the company or of the legal entities controlling the substantial counterparty or competitor of the company or of the organizations controlled by the latter.	Yes/No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	Yes/No
<b><i>Relation to the state or municipal formation</i></b>		

<sup>40</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>41</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	Yes/No
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	Yes/No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	Yes/No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	Yes/No
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	Yes/No (if yes, it shall be indicated in Annex No. 1)
19.	Data on the associates and affiliates <sup>42</sup> .	Yes/No (if yes, it shall be specified in Annex No. 2)
20.	Data on the applicant's relations with the affiliates and major counterparties of OJSC "Inter RAO" not mentioned in the information above.	Yes/No
21.	Data on the conflict of interest, not mentioned in the information above.	Yes/No
22.	Data on the nature of relations with the company, not mentioned in the information above.	Yes/No

/Signature/      /Nikolay Dmitrievich Rogalev/  
(signature)

<sup>42</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

February 09, 2016

Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities

No.	Name of the legal entity (OGRN)	Job title

## Data on the associates and affiliates

No.	Full name or corporate name (OGRN)	Ground for being qualified as associate/affiliate
Associates		
Affiliates		

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Ronald (Ron) James Pollett	
Year of birth	31.12.1969	
Citizenship	USA	
Place of residence (city, country)	Moscow, Russia	
Education background (level, specialty, educational institution, year of graduation)	Diploma with honors, Colgate University (New York State), in 1991, specialization in the field of Sovietology	
Primary place of employment	General Electric Company	
Position	GE Vice President, President and CEO of GE in Russia and CIS	
<b>Timeline of positions held during the last 5 years and held currently (including part-time jobs)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
November 2003 - until present	GE Rus Limited Liability Company	General Director
March 2008 - until present	GE International, Inc. (USA), Moscow Branch	Head of the Branch
2008 - March 2015	General Electric Company	President and CEO of GE in Russia and CIS
September 2009 - December 2015	GE Infra Limited Liability Company	General Director
March 2015 - until present	General Electric Company	GE Vice President, President and CEO of GE in Russia and CIS
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2007 - until present	US Chamber of Commerce in Russia	Chairman of the Board of Directors
2001 - until present	US Chamber of Commerce in Russia	Member of the Board of Directors
<b>Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		0
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		0
<b>Other information on the applicant</b>		
<b><i>Relation to the company</i></b>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	Yes <sup>43</sup> /No

<sup>43</sup> Hereinafter, if the answer is "yes", the explanations shall be provided to the point.



2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	Yes/ <u>No</u>
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	Yes/ <u>No</u>
4.	Is the owner of shares or the beneficiary under the company's shares <sup>44</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	Yes/ <u>No</u>
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	Yes/ <u>No</u>
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	Yes/ <u>No</u>
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	Yes/ <u>No</u>
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	Yes/ <u>No</u>
<b><i>Relation to the substantial shareholder of the company</i></b> <sup>45</sup>		

<sup>44</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

<sup>45</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes/ <u>No</u>
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	Yes/ <u>No</u>
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	Yes/ <u>No</u>
<b><i>Relation to the substantial counterparty<sup>46</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	Yes/ <u>No</u>
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial counterparty or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	Yes/ <u>No</u>
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	Yes/ <u>No</u>
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	Yes/ <u>No</u>
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	Yes/ <u>No</u>

<sup>46</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	Yes/ <u>No</u>
<b><i>Other data</i></b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	Yes/ <u>No</u> (if yes, it shall be indicated in Annex No. 1)
19.	Data on the associates and affiliates <sup>47</sup> .	Yes/ <u>No</u> (if yes, it shall be indicated in Annex No. 2)
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	Yes/ <u>No</u>
21.	Data on the conflict of interest, not mentioned in the information above.	Yes/ <u>No</u>
22.	Data on the nature of relations with the company, not mentioned in the information above. -	Yes/ <u>No</u>

/Signature/ / Ronald James Pollett /  
(signature)

February 08, 2016

<sup>47</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

**Data on the associates and affiliates of the member of the Board of Directors**

<b>No.</b>	<b>Full name or corporate name (and OGRN)</b>	<b>Ground for being qualified as associate/affiliate</b>
Associates		
Affiliates		

**Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities**

<b>No.</b>	<b>Name of the legal entity (OGRN)</b>	<b>Job title</b>

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Yelena Vladimirovna Sapozhnikova	
Year of birth	1978	
Citizenship	Russian Federation	
Place of residence (city, country)	Moscow, Russian Federation	
Education background (level, specialty, educational institution, year of graduation)	Higher, science of law, Lomonosov State University of Moscow, 2000	
Primary place of employment	United Capital Partners Advisory Limited Liability Company	
Position	Executive Director of UCP Group	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
October 14, 2013 - until present	United Capital Partners Advisory LLC	Executive Director of UCP Group
July 1, 2013 – October 11, 2013	Freshfields Brukhaus Deringer LLP (Great Britain), Moscow Branch (Russian Federation)	Lawyer
August 01, 2004 – July 01, 2013	Freshfields Brukhous Deringer (Great Britain), Representative Office in Moscow, from September 8, 2008 renamed for the Representative Office of Freshfields Brukhaus Deringer LLP (Great Britain) in Moscow	Lawyer
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
No	No	No
<b>Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		
<b><i>Relation to the company</i></b>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No

3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>48</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No
8.	Held the position of the member of the Board of Directors of the Company for over seven years in total.	No
<b><i>Relation to the substantial shareholder of the company<sup>49</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	Yes

<sup>48</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

<sup>49</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	Yes
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No
<b><i>Relation to the substantial counterparty<sup>50</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	No
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No

<sup>50</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).



17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<b><i>Other data</i></b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	No
19.	Data on the associates and affiliates <sup>51</sup> .	Yes
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/    /Yelena Vladimirovna Sapozhnikova/  
(signature)

February 15, 2016

<sup>51</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

Annex No. 1 to the form of a candidate to the  
Board of Directors of PJSC "Inter RAO"

**Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities**

<b>No.</b>	<b>Name of the legal entity (OGRN)</b>	<b>Job title</b>
No	No	No

**Data on the associates and affiliates of the member of the Board of Directors**

<b>No.</b>	<b>Full name or corporate name (and OGRN)</b>	<b>Ground for being qualified as associate/affiliate</b>
Associates		
1	Vladimir Mikhailovich Sapozhnikov	father
2	Anna Vasilyevna Sapozhnikova	mother
3	Olga Vladimirovna Sapozhnikova	sister
4	Sofia Ventselevna Rikhter	daughter
Affiliates		
No	No	No

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD  
OF DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>			
Full name		Igor Ivanovich Sechin	
Year of birth		1960	
Citizenship		Russian Federation	
Place of residence (city, country)		Moscow	
Education background (level, specialty, educational institution, year of graduation)		higher (candidate of economic science, Romance philology, Leningrad State University, 1984)	
Primary place of employment		Rosneft Oil Company OJSC	
Position		President, Chairman of the Management Board	
<b>Timeline of positions held during the last 5 years and held currently (including part-time jobs)</b>			
Period		Name of company	Position held
from	to		
2008	2012	Government of the Russian Federation	Deputy Chairman of the Government of the Russian Federation
2012	present	Rosneft Oil Company OJSC	President, Chairman of the Management Board. Deputy Chairman of the Board of Directors from 2013 until present (from 2012 to 2013 - member of the Board of Directors)
2013	2014	RN Management OJSC (before June 26, 2013 - TNK-BP Management OJSC)	President (in 2013 - Chairman of the Management Board) (concurrently)
<b>Current positions (membership) in the management bodies of other legal entities</b>			
Period		Name of company	Position held
from	to		
2009	present	National Oil Consortium LLC	Member of the Board of Directors, Chairman of the Board of Directors
2012	present	PHC TsSKA LLC	Chairman of the Supervisory Board
2012	present	Rosneft Oil Company OJSC	Deputy Chairman of the Board of Directors from 2013 until present (from 2012 to 2013 - member of the Board of Directors)
2012	present	OJSC ROSNEFTEGAZ	Chairman of the Board of Directors

2012	2015	RN-CIR LLC	Member of the Board of Directors, Chairman of the Board of Directors
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2013	present	PJSC "Inter RAO"	Chairman of the Board of Directors
2013	present	SARAS S.p.A.	Member of the Board of Directors
2014	2015	DCSS OJSC	Chairman of the Board of Directors
2014	present	SPbMTSB CJSC	Chairman of the Board of Directors
2014	present	Pirelli & C. S.p.A.	Member of the Board of Directors
2013	2014	Rosneft Limited	Member of the Board of Directors

**Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"**

Share in authorized capital stock of PJSC "Inter RAO"			No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)			No
<b>Other information on the applicant</b>			
<i><b>Relation to the company</b></i>			
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.		Yes <sup>52</sup> / <u>No</u>
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?		Yes/ <u>No</u>
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.		Yes/ <u>No</u>

<sup>52</sup> Hereinafter, if the answer is "yes", the explanations shall be provided to the point.

4.	Is the owner of shares or the beneficiary under the company's shares <sup>53</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	Yes/ <u>No</u>
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	Yes/ <u>No</u>

6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	Yes/ <u>No</u>
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	Yes/ <u>No</u>
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	Yes/ <u>No</u>
<b><i>Relation to the substantial shareholder of the company<sup>54</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	<u>Yes</u> /No is the President, Chairman of the Management Board of Rosneft, which is the company of ROSNEFTEGAZ OJSC.

<sup>53</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

<sup>54</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	<u>Yes/No</u>
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	<u>Yes/No</u> is the member of the Board of Directors of OJSC ROSNEFTEGAZ PJSC "Inter RAO", Rosneft Oil Company
<b><i>Relation to the substantial counterparty<sup>55</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	<u>Yes/No</u>
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	<u>Yes/No</u>
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	<u>Yes/No</u>
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	<u>Yes/No</u>
16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	<u>Yes/No</u>

<sup>55</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities, if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	<u>Yes/No</u> is the President, Chairman of the Management Board of Rosneft, which is under control of the Russian Federation
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	<u>Yes/No</u> (if yes, it shall be indicated in Annex No. 1)
19.	Data on the associates and affiliates <sup>56</sup> .	<u>Yes/No</u> (if yes, it shall be indicated in Annex No. 2)
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	<u>Yes/No</u>
21.	Data on the conflict of interest, not mentioned in the information above.	<u>Yes/No</u>
22.	Data on the nature of relations with the company, not mentioned in the information above.	<u>Yes/No</u>

/Signature/ \_\_\_\_\_ /I.I. Sechin/  
(signature)

"\_\_" \_\_\_\_\_ 2016

<sup>56</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.



Data on the nomination of the applicant to the members of the boards of directors or for election  
(appointment) to the position in other legal entities

No.	Name of the legal entity (OGRN)	Job title
1.	OJSC ROSNEFTEGAZ (OGRN: 1047796902966)	Member of the Board of Directors
2.	Rosneft Oil Company OJSC (OGRN: 1027700043502)	Member of the Board of Directors

## Data on the associates and affiliates

No.	Full name or corporate name (OGRN)	Ground for being qualified as associate/affiliate
Associates		
Affiliates		

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF DIRECTORS OF PJSC “Inter RAO”**

<b>Nominee Information Form</b>		
Full name	Denis Vladimirovich Fedorov	
Year of birth	July 12, 1978	
Citizenship	Russian Federation	
Place of residence (city, country)	Apt. 325, Tsyurupy St. 8, Moscow 117418	
Information on education (level, speciality, educational institution, year of graduation)	<p>Higher</p> <p>1. Bauman State Technical University of Moscow, year of graduation - 2001, specialty "Economist-manager";</p> <p>2. Moscow Energy Institute (Technical University) - post-graduate course, year of graduation - 2003, two specialties - "Economics" and "Industrial Heat Power Engineering".</p> <p>Academic degree: Candidate of Economic Science.</p>	
Primary place of employment	Gazprom PJSC	
Position	Head of Department	
<b>Timeline of positions held during the last 5 years and held currently (including part-time jobs)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2007 - until present	Gazprom PJSC	Head of Department
2009 - until present	Gazprom Energoholding LLC	General Director
2009 - until present	Centrenergoholding PJSC	General Director
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2007 - until present	Mosenergo PJSC	Member of the Board of Directors
2009 - until present	OJSC Tyumen Energy Retail Company	Chairman of the Board of Directors
2009 - until present	TGK-1 OJSC	Member of the Board of Directors
2009 - until present	Centrenergoholding PJSC	Member of the Board of Directors
2011 - until present	NP Council of Power Producers	Member of the Supervisory Board
2011 - until present	OGK-2 PJSC	Chairman of the Board of Directors
2011 - until present	PJSC “Inter RAO”	Member of the Board of Directors
2011 - until present	LLC Heat Retail Company	Member of the Board of Directors
2013 - until present	NP CIET	Member of the Supervisory Board
2013 - until present	MOEC PJSC	Chairman of the Board of Directors

2015 - until present	GEH-Engineering LLC	Chairman of the Board of Directors
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<b>Data on the shares owned in PJSC “Inter RAO” and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		No
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		No
<b>Other information on the applicant</b>		
<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>57</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such	No

<sup>57</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

	organizations or the rating agency, which were directly engaged in the provision of such services to the company.	
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	No
<b><i>Relation to the substantial shareholder of the company</i></b> <sup>58</sup>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	No
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	No
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No
<b><i>Relation to the substantial counterparty</i></b> <sup>59</sup> <b><i>or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial counterparty or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	No
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No

<sup>58</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>59</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	No
<i>Other data</i>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	No
19.	Data on the associates and affiliates <sup>60</sup> .	No
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/ / D.V. Fedorov /  
(signature)

February 08, 2016

<sup>60</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.

**FORM OF A CANDIDATE TO THE BOARD OF DIRECTORS / MEMBER OF THE BOARD OF  
DIRECTORS OF PJSC "Inter RAO"**

<b>Nominee Information Form</b>		
Full name	Dmitriy Evgenyevich Shugaev	
Year of birth	11.08.1965	
Citizenship	Russian Federation	
Place of residence (city, country)	8, Zatonnaya St., Building 2, Apt. 14, Moscow, Russia	
Education background (level, specialty, educational institution, year of graduation)	Higher education. Moscow State Institute of International Relations under the Ministry of Foreign Affairs of the USSR, international journalism (1982-1987)	
Primary place of employment	ROSTECH State Corporation	
Position	Deputy General Director	
<b>Timeline of positions held during the last 5 years and held currently (including part-time employment)</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
01.2008 - until present	ROSTECH State Corporation	Head of the General Director's Office; Deputy General Director
<b>Current positions (membership) in the management bodies of other legal entities</b>		
<b>Period</b>	<b>Name of company</b>	<b>Position held</b>
2008 - until present	Transport and Exhibition Complex Russia OJSC	Chairman of the Board of Directors
2008 - until present	Non-Commercial Partnership National Center for Aircraft Engineering	Deputy Chairman of the Supervisory Board
2011 - until present	PJSC "INTER RAO UES"	Deputy Chairman of the Board of Directors
2013 - until present	International Airport Ramenskoye OJSC	Deputy Chairman of the Board of Directors
2014 - until present	RAMPORT AERO OJSC	Deputy Chairman of the Board of Directors
2014 - until present	Rosoboronexport OJSC	Member of the Board of Directors
2015 - until present	RT-Business Development LLC	Member of the Board of Directors
<b>Data on the shares owned in PJSC "Inter RAO" and in subsidiaries of PJSC "Inter RAO"</b>		
Share in authorized capital stock of PJSC "Inter RAO"		None
Share in authorized capital stock of subsidiaries of PJSC "Inter RAO" (number of shares)		None



Other information on the applicant		
<i>Relation to the company</i>		
1.	Is or has been for the last three years the member of the executive bodies or employee of the company, organization controlled by the company, and/or management organization of the company.	No
2.	Is a member of the board of directors of a legal entity that controls the company, or of an organization controlled by or of a management organization of such legal entity?	No
3.	Received remunerations and/or other material incentives during any of the last three years from the company and/or from the organizations controlled by the company, in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the Board of Directors of the Company and/or of the organization controlled by the Company, including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned under the securities of the company and/or of the organization controlled by the company.	No
4.	Is the owner of shares or the beneficiary under the company's shares <sup>61</sup> making more than one per cent of the authorized capital or of the total amount of the company's voting shares, or the market value of which exceeds in over 20 times the annual fixed remuneration paid to the member of the board of directors of the company.	No
5.	Is the employee and/or member of the executive bodies of the legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors (or by the Board of Directors) of such legal entity, and any of the employees and/or members of the executive bodies of the company is the member of the said committee (or the board of directors).	No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is the member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is the employee of such organizations actually engaged in the provision of such services.	No
7.	During the last three years rendered the company or the legal entities controlled by the company the services in the field of appraisal activity, tax consulting, auditor's services or book-keeping services, or during the last three years was the member of the management bodies of the organizations that rendered such services to the said legal entities, or of the rating agency of the company, or was the employee of such organizations or the rating agency, which were directly engaged in the provision of such services to the company.	No
8.	Held the office of the member of the Board of Directors of the Company for over seven years in total.	No

<sup>61</sup> Beneficiary under the company's shares shall be an individual who acquires in pursuance of his participation in the company, under the contract or otherwise the economic benefit from owning the shares (stakes) and/or using the votes granted under the shares (stakes) comprising the company's authorized capital.

<b><i>Relation to the substantial shareholder of the company<sup>62</sup></i></b>		
9.	Is the employee and/or the member of the executive bodies of a substantial shareholder of the company (the legal entity from the group of organizations the company's substantial shareholder is from).	No
10.	Received remuneration and/or other material incentives during any of the last three years from the substantial shareholder of the company (from the legal entity from the group of organizations the company's substantial shareholder is from), in the amount of over a half of the annual fixed remuneration paid to the member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of the member of the board of directors (committee of the board of directors) of the substantial shareholder of the Company (the legal entity from the group of organization the company's substantial shareholder is from), including expenses on the insurance of their liability as members of the board of directors, and income and other payments earned by the said persons under the securities of the substantial shareholder of the company (the legal entity from the group of organization the company's substantial shareholder is from).	No
11.	Is the member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by the person controlling such substantial shareholder of the company.	No
<b><i>Relation to the substantial counterparty<sup>63</sup> or to the competitor of the company</i></b>		
12.	Is the employee and/or member of the management bodies of the substantial contracting party or competitor of the company or of the legal entities controlling the substantial contracting party or competitor of the company or of the organizations controlled by the latter.	No
13.	Is the owner of shares (stakes) or the beneficiary under the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total amount of voting shares (stakes).	No
<b><i>Relation to the state or municipal formation</i></b>		
14.	Is or has been a civil or municipal servant or a person substituting the positions in the governmental authorities, or the employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	No
15.	Is the representative of the Russian Federation, its constituent or municipal formation in the Board of Directors of the Company, in respect of which it was decided to use a special right to take part in the governance ("golden share").	No

<sup>62</sup> A substantial shareholder of the company is a person entitled to use five and more per cent of votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through the controlled persons), on its own or together with other persons bound with such shareholder by trust agreement and/or simple partnership agreement, and/or commission agreement, and/or shareholders' agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

<sup>63</sup> The substantial contracting party of the company is the entity being a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of assets or two or more per cent of the revenue (income) of the company (including the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations the company's substantial contracting party is a part of).

16.	Is obliged to vote on one or several issues falling within the competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal formation.	No
17.	During one year preceding the election to the Board of Directors of the Company, is or has been the member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal formation, or the employee of the state or municipal unitary enterprise or institution (except for the employees of the state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in the state or municipal educational or research organization by decision or with the consent of the governmental (local) authorities), if the said person is nominated for election to the Board of Directors of the Company, where over 20 per cent of the authorized capital or voting shares of the company is controlled by the Russian Federation, its constituent or municipal formation.	Yes, I am the employee of Rostech State Corporation, 100% shares of which are owned by the Russian Federation
<b>Other data</b>		
18.	Data on the nomination of the applicant to the members of the board of directors or for election (appointment) to the position in other legal entities.	No
19.	Data on the associates and affiliates <sup>64</sup> .	No
20.	Data on the applicant's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	No
21.	Data on the conflict of interest, not mentioned in the information above.	No
22.	Data on the nature of relations with the company, not mentioned in the information above.	No

/Signature/ /D.E. Shugayev/  
(signature)

February 10, 2016

<sup>64</sup> The individual's associated persons are: spouse, parents, children, adoptive parents, adopted children, full-blood and half-blood brothers and sisters, grandparents, or other person residing together with the individual and keeping common household.