

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

No.	Item of the agenda	Recommendation	Voting Procedure
1	Approval of the Company's annual report		
	It is proposed to approve the Company's Annual Report for 2015 which was preliminarily approved by the Board of Directors on May 05, 2016.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
2	Approval of the Company annual accounting (financial) statements		
	It is proposed to approve the annual accounting (financial) statements of the Company for 2015.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
3	Distribution of the Company's profits (including payment (declaration) of dividends) and losses for 2015		
	It is proposed to approve the distribution of the Company's profits and declare dividends for 2015.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
4	Payment of remuneration to the Members of the Company Board of Directors		
	It is proposed to perform payment of remuneration to the members of the Board of Directors in accordance with the Regulations on payment of remuneration and compensation to the members of the Company Board of Directors.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
5	Payment of remuneration to Members of the Company Revision Commission		
	It is proposed to perform payment of remuneration to members of the Revision Commission in accordance with the Regulations on the Company Revision Commission.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
6	Election of Members of the Company Board of Directors		
	It is proposed to elect 11 members of the Company's Board of Directors.	It is recommended to vote with regard to the	<i>Cumulative voting.</i>

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		requirements of the Listing Rules and recommendations of the Corporate Governance Code (presence of no Less than One Third of the Independent Directors in the Board of Directors).	In the event of cumulative voting, the number of votes held by each shareholder will be multiplied by the number of persons to be elected to the Company's Board of Directors. A shareholder (participant of the Meeting) shall be entitled to cast the votes so received for one candidate or distribute them among two or more candidates; or vote "against all the candidates" or "abstain from all the candidates" leaving only the chosen voting option uncrossed. A fractional part of the vote resulting from the multiplication of the number of votes held by the shareholder owning the fractional share by the number of persons to be elected to the company's board of directors may be cast for one candidate only. Elected to the Board of Directors (Supervisory Board) shall be the candidates with the highest number of votes.
7	Election of Members of the Company Revision Commission		
	It is proposed to elect the Company's Revision Commission.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders. Elected to the Revision Commission shall be the candidates with the highest number of votes.
8	Approval of the Company's auditor		
	It is proposed to elect Ernst & Young LLC as the Company's auditor for 2016.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
9	Approval of the Company's Charter in a revised version.		
	It is proposed to approve the Company's Charter in a revised version.	FOR	The decision shall be adopted by a simple majority of votes – shareholders of the voting shares of the Company participating in the General Meeting of Shareholders.
10	Determination of the price (pecuniary valuation) of the services acquired by PJSC "Inter RAO" under the Directors', Officers' and Companies' Liability Insurance Policy to be executed between PJSC "Inter RAO" and JSC "SOGAZ".		
	It is proposed to determine the price (monetary valuation) of the services	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting

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	acquired under the Directors and Officers Liability Insurance Policy (D&O).		shares.
11	Approval of related-party transactions.		
11.1	Approval of the Directors and Officers Liability Insurance Policy to be executed between PJSC "Inter RAO" and JSC SOGAZ		
	It is proposed to approve the Directors and Officers Liability Insurance Policy to be executed between PJSC "Inter RAO" and JSC SOGAZ for the purpose of D&O's liability insurance and in accordance with Clauses 139 and 140 of the Corporate Governance Code.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
11.2	Approval of the Company's interrelated agreements of suretyship or guarantee with PJSC "Inter RAO" to creditor banks, securing the obligations of INTER RAO Credit B.V. under credit agreements and surety agreements of the Company in favor of INTER RAO Credit B.V. in the ordinary course of business activities		
	It is proposed to approve suretyship agreements and surety agreements related to them.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares
11.3	Approval of the Company's interrelated agreements on suretyship to creditor banks, securing the obligations of INTER RAO Credit B.V. under credit agreements and surety agreements of the Company in favor of INTER RAO Credit B.V., with the aim of financing the purchase of the main power equipment within the scope of Inter RAO Group's investment projects		
	It is proposed to approve the Company's interrelated agreements on suretyship to creditor banks, securing the obligations of INTER RAO Credit B.V.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares
11.4	Approval of credit agreements with Bank GPB (JSC) and/or VTB Bank (PJSC) and/or Sberbank of Russia (PJSC) and/or JSB ROSSIYA (JSC) and/or Bank RRDB (JSC)		
	For the purpose of financing the operational activities of PJSC "Inter RAO" as well as financing the current and investment activities of other Inter RAO Group's companies, it is proposed to approve the credit agreements.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
11.5	Approval of loan agreements		
	For the purpose of financing the current and investment activities of Inter RAO Group's companies, it is proposed to approve the loan agreement(s) for subsidiary companies.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares
11.6	Approval of loan agreement between PJSC "Inter RAO" and LLC "BGC"		

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11.7	It is proposed to approve loan agreements between PJSC "Inter RAO" and LLC "BGC".	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares
	Approval of the loan agreement(s) between PJSC "Inter RAO" and INTER RAO Credit B.V.		
11.8	It is proposed to approve the agreement(s) as non-arm's-length transaction(s), executed in the ordinary course of business activities	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
	Approval of the suretyship agreement(s) between PJSC "Inter RAO" and INTER RAO Finance LLC		
11.9	It is proposed to approve the suretyship agreement(s), concluded between PJSC "Inter RAO" and the owners of the Bonds or Exchange Bonds to secure the obligations of INTER RAO Finance LLC.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
	Approval of the loan agreement between PJSC "Inter RAO" and INTER RAO Finance LLC		
11.10	It is proposed to approve a loan agreement between PJSC "Inter RAO" and INTER RAO Finance LLC.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
	Approval of the transactions with banks in the ordinary course of business activities		
11.11	It is proposed to approve non-arm's-length transactions between PJSC "Inter RAO", on the one part, and GPB Bank (JSC) and/or VTB Bank (PJSC) and/or JSC ROSSIYA, which may be performed in the future in the ordinary course of business activities of PJSC "Inter RAO".	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
	Approval of the transactions on the provision of bank guarantees on the transactions of subsidiary companies		
11.12	It is proposed to approve the agreements on the provision of bank guarantees as interrelated, non-arm's-length transactions which may be performed in the future in the ordinary course of business activities.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting shares.
	Approval of the electricity purchase and sale transactions between PJSC "Inter RAO" and AB "INTER RAO Lietuva"		
	It is proposed to approve the electricity purchase and sale transactions entered into in the normal course of business activities.	FOR	The decision shall be adopted by a majority vote of all not-interested in the transaction shareholders – owners of voting

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			shares.