

# Corporate Action Notice

## Resolutions Passed by the Issuer's Board of Directors

### INSIDER INFORMATION NOTICE

1. General Information	
1.1. Full business name of the Issuer (name in case of a non-profit organisation):	Unipro Public Joint Stock Company
1.2. Abbreviated business name of the Issuer	Unipro PJSC
1.3. Address of the Issuer	Building 34, 23 Energostroyteley Street, Surgut, Khanty-Mansi Autonomous Area-Yugra, Tyumen Region, Russian Federation
1.4. Issuer's OGRN (Primary State Registration Number)	1058602056985
1.5. Issuer's INN (Taxpayer Identification Number)	8602067092
1.6. Issuer's unique code assigned by the registering body	65104-D
1.7. Webpage used by the Issuer to disclose information:	<a href="http://www.unipro.energy">http:// www.unipro.energy</a> <a href="http://www.e-disclosure.ru/portal/company.aspx?id=7878">http://www.e-disclosure.ru/portal/company.aspx?id=7878</a>

2. Notice Contents
<p>2.1. Quorum of the meeting of the Issuer's Board of Directors and the voting results on the issues: Nine (9) out of Nine (9) elected members of the Company's Board of Directors participated in the meeting, which is 100% of the total number of elected members of the Company's Board of Directors.</p> <p>The quorum for resolving on the agenda items of the Board of Directors is present.</p> <p>Voting results on item 1:</p> <p>"For" – 9 votes  "Against" – (None)  "Abstain" – (None)</p> <p>Voting results on item 2:</p> <p>"For" – 9 votes  "Against" – (None)  "Abstain" – (None)</p> <p>Voting results on item 3:</p> <p>"For" – 9 votes  "Against" – (None)  "Abstain" – (None)</p> <p>Voting results on item 4:</p> <p>"For" – 9 votes  "Against" – (None)  "Abstain" – (None)</p> <p>Voting results on item 5:</p> <p>"For" – 9 votes  "Against" – (None)  "Abstain" – (None)</p> <p>Voting results on item 6:</p> <p>"For" – 9 votes  "Against" – (None)  "Abstain" – (None)</p> <p>Voting results on item 7:</p> <p>"For" – 8 votes</p>

“Against” – (None)

“Abstain” – (None)

## 2.2. Content of the resolutions passed by the Issuer's Board of Directors:

### **Item 1:** Convening the Annual General Shareholders' Meeting of Unipro PJSC for 2017.

#### Resolution on the Item:

1.1. To convene the Annual General Shareholders' Meeting of Unipro PJSC for 2017 in the form of a meeting (physical meeting) on 14 June 2018.

1.2. To set Salut Hotel MF LLC, Topaz Room, Floor 2, 158 Leninsky Avenue, Moscow, as the venue for holding the Company's Annual General Shareholders' Meeting.

1.3. To set the time of holding the Company's Annual General Shareholders' Meeting at 12:00 p.m., Moscow time, on 14 June 2018.

1.4. To set the time for registration of attendees of the Annual General Shareholders' Meeting at 11:00 a.m., Moscow time, on 14 June 2018.

1.5. To set the date of determining (making the list of) the persons eligible to attend the Annual General Shareholders' Meeting of Unipro PJSC for 2017 as 20 May 2018.

1.6. To determine that the voting ballots shall be distributed by registered mail (delivered against signature) to the persons eligible to attend the Company's Annual General Shareholders' Meeting on or before 24 May 2018.

1.7. To determine that completed voting ballots may be delivered to the following address: R.O.S.T. Registrar JSC, P. O. Box 9, Building 13, 18 Stromynka Street, Moscow, 107996.

1.8. To determine that for the purposes of the quorum and voting results, the meeting shall count the votes represented by the voting ballots received at the address specified in Subclause 1.7 of this Resolution on or before 12 June 2018.

1.9. To approve the following agenda of the Company's Annual General Shareholders' Meeting for 2017:

1) Approval of the Company's annual report and annual accounting (financial) statements for 2017.

2) Distribution of the Company's profit (including disbursement (announcement) of dividends) and loss for 2017.

3) Election of members to the Company's Board of Directors.

4) Election of the Company's Revision Commission.

5) Approval of the Auditor of the Company.

6) Approval of the updated version of Unipro PJSC Articles of Association.

7) Approval of the updated version of Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting.

8) Approval of the updated version of Unipro PJSC Regulation on the Board of Directors.

9) Approval of the updated version of Unipro PJSC Regulation on the Management Board.

1.10. To determine the list of information (materials) to be provided to the persons eligible to attend the Company's Annual General Shareholders' Meeting:

– Annual accounting (financial) statements of the Company for 2017, including the Opinion of the Company Auditor;

– Opinion of the Company's Revision Commission on the Company's financial and business operations in 2017;

– Opinion of the Audit Committee of the Board of Directors of Unipro PJSC based on the review of the Company's annual accounting (financial) statements for 2017 and the Auditor's Opinion on the statements;

– Annual Report of the Company for 2017;

– Recommendations of the Company's Board of Directors on distribution of profit (including recommendations on the amount of dividend per the Company's shares and its disbursement procedure) and losses of the Company for 2017;

– Information on the candidates to the Company's Board of Directors, including on the candidate letter of consent (available / unavailable);

– Information on the candidates to the Company's Revision Commission, including on the candidate letter of consent (available/unavailable);

– Information on the candidate for the Auditor of the Company;

– Draft updated version of Unipro PJSC Articles of Association;

- Draft updated version of Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting;
- Draft updated version of Unipro PJSC Regulation on the Board of Directors;
- Draft updated version of Unipro PJSC Regulation on the Management Board;
- Report on related-party transactions of the Company in 2017;
- Draft resolutions of the Company's Annual General Shareholders' Meeting to be held on 14 June 2018.

To determine that the persons eligible to attend the Company's Annual General Shareholders' Meeting may review the above information (materials) from 25 May 2018 to 13 June 2018 (except for weekends and holidays) from 10:00 a.m. to 05:00 p.m. at the following addresses:

The Company:

- Building 34, 23 Energostroiteley Street, Surgut, Khanty-Mansi Autonomous Area – Yugra, Tyumen Region,
- Building B, Floor 23, 10 Presnenskaya Embankment, Moscow;

The Company's Registrar:

- R.O.S.T. Registrar JSC, Building 13, 18 Stromynka Street, Moscow.

The persons eligible to attend the Company's Annual General Shareholders' Meeting may also review the above information (materials) on the Company's corporate website at: [www.unipro.energy](http://www.unipro.energy) from 25 May 2018 to 13 June 2018.

On 14 June 2018 (the day of the meeting), the information (materials) on the agenda items will be available for review at the venue of the Shareholders' Meeting.

1.11. To approve the form and content of voting ballots for the Company's Annual General Shareholders' Meeting to be held on 14 June 2018 in accordance with Appendices No. 1–3 to the Minutes.

1.12. To approve the announcement of the Company's Annual General Shareholders' Meeting to be held on 14 June 2018 in accordance with Appendix No. 4 to the Minutes.

1.13. To determine that the announcement of the Company's Annual General Shareholders' Meeting, as required by the Company's Articles of Association, shall be posted on the Company's website at <http://www.unipro.energy> on or before 15 May 2018.

To further inform the shareholders by a notice of the Annual General Shareholders' Meeting sent (delivered) to them (along with the voting ballot).

1.14. To approve the draft resolutions of the Company's Annual General Shareholders' Meeting to be held on 14 June 2018 in accordance with Appendix No. 5 to the Minutes.

1.15. To elect Elena Mansurovna Gabdul Khaeva, Corporate Policy Director and Corporate Secretary of Unipro PJSC, as the Secretary of the Company's Annual General Shareholders' Meeting.

**Item 2:** Preliminary review of the Company's annual report, annual accounting (financial) statements for 2017 and their submission for approval to the Company's Annual General Shareholders' Meeting, as well as recommendations to the Annual General Shareholders' Meeting related to profit distribution for 2017, recommendations related to dividend amount per shares and the date when the persons eligible to receive dividends are determined.

#### Resolution on the Item:

2.1. To pre-approve the Company's annual report for 2017 in accordance with Appendix No. 6 to the Minutes (including the Report on Compliance with Principles and Recommendations of the Code of Corporate Governance), submit it for approval by the Annual General Shareholders' Meeting for 2017, and recommend that the Annual General Shareholders' Meeting approve the submitted annual report of the Company.

2.2. To pre-approve the Company's annual financial (accounting) statements for 2017 in accordance with Appendix No. 7 to the Minutes, submit it for approval by the Annual General Shareholders' Meeting of the Company following the results of 2017, and recommend that the Annual General Shareholders' Meeting of the Company approve the submitted financial (accounting) statements.

2.3. To recommend that the Annual General Shareholders' Meeting of the Company:

2.3.1. To approve the distribution of the Company profit (loss) following the results of 2017 as follows:

	(RUB)
<i>Net profit for 2017</i>	<i>30,134,322,913.42</i>
<i>Interim dividends:</i>	<i>8,093,830,974.95</i>
<i>For Q1 2017</i>	<i>1,093,830,974.95</i>
<i>For M9 2017</i>	<i>7,000,000,000.00</i>
<i>Retained profit (loss) of the reporting period:</i>	<i>22,040,491,938.47</i>
<i>To be distributed to:</i>	
<i>Dividends</i>	<i>7,000,000,000.00</i>
<i>Accumulated profit</i>	<i>15,040,491,938.47</i>

2.3.2. To pay dividends on the ordinary shares of Unipro PJSC following the results of 2017 in the amount of RUB 0.1110252759795 per ordinary share (hereinafter referred to as the Dividends). The dividends shall be paid in monetary form. The amount of the dividends accrued per shareholder shall be calculated to a kopeck. When calculating, figures shall be rounded in compliance with the mathematical rounding rules.

2.3.3. To approve 03 July 2018 as the date on which the persons eligible for the dividends are determined.

**Item 3:** Preliminary review of the updated version of Unipro PJSC Articles of Association, Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting, Unipro PJSC Regulation on the Board of Directors and Unipro PJSC Regulation on the Management Board, and their submission for approval to the Company's Annual General Shareholders' Meeting.

Resolution on the Item:

3.1. To submit an updated version of the Unipro PJSC Articles of Association in accordance with Appendix No. 8 to the Minutes for approval by the Annual General Shareholders' Meeting and recommend that the Annual General Shareholders' Meeting approve the updated version of the Articles of Association.

3.2. To submit an updated version of the Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting in accordance with Appendix No. 9 to the Minutes for approval to the Annual General Shareholders' Meeting of the Company, and recommend that the Annual General Shareholders' Meeting of the Company approve the updated version of the Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting.

3.3. To submit an updated version of the Unipro PJSC Regulation on the Board of Directors in accordance with Appendix No. 10 to the Minutes for approval to the Annual General Shareholders' Meeting of the Company, and recommend that the Annual General Shareholders' Meeting of the Company approve the updated version of the Unipro PJSC Regulation on the Board of Directors.

3.4. To submit an updated version of the Unipro PJSC Regulation on the Management Board in accordance with Appendix No. 11 to the Minutes for approval to the Annual General Shareholders' Meeting of the Company, and recommend that the Annual General Shareholders' Meeting of the Company approve the updated version of the Unipro PJSC Regulation on the Management Board.

**Item 4:** Nomination of a candidacy of the Company Auditor for approval by the Annual General Shareholders' Meeting.

Resolution on the Item:

4.1. To nominate the candidacy of PricewaterhouseCoopers Audit CJSC to the Company's Annual General Shareholders' Meeting 2017 for approval as the Company Auditor.

**Item 5:** Approval of the Company's report on related-party transactions in 2017.

Resolution on the Item:

5.1. To approve the report on related-party transactions entered into by the Company in 2017 in accordance with Appendix No. 12 to the Minutes.

**Item 6:** Approval of the Regulation on the Insider Information of Unipro PJSC as amended.

Resolution on the Item:

6.1. To approve the Regulation on the Insider Information of Unipro PJSC as amended as per Appendix No. 13 to the Minutes.

**Item 7:** Approval of the related-party transaction, namely Additional Agreement No. 2 to Paid Services Contract No. IA-16-0597 dated 30 June 2016 between Unipro PJSC and Uniper Technologies GmbH.

Resolution on the Item:

7.1. To approve the related-party transaction, namely Additional Agreement No. 2 to Paid Services Contract No. IA-16-0597 dated 30 June 2016 between Unipro PJSC and Uniper Technologies GmbH on the material terms as per Appendix No. 14 to these Minutes.

7.2. To approve the conclusion of Additional Agreement No. 2 to Paid Services Contract No. IA-16-0597 dated 30 June 2016 between Unipro PJSC and Uniper Technologies GmbH without following the procurement procedures stipulated by the Procurement Policy of Unipro PJSC.

7.3. To establish that the terms and conditions of this transaction shall be confidential and shall not be subject to disclosure until the transaction is completed.

2.3. Date of the meeting of the Issuer's Board of Directors during which the resolutions were passed: 08 May 2018.

2.4. Date of the execution and the number of the Minutes of the meeting of the Issuer's Board of Directors during which the resolutions were passed: 11 May 2018, Minutes No. 259.

2.5. Type, class (category), and series of securities, state registration number of the securities issue (additional issue) and date of its state registration (ID number of the securities issue (additional issue) and date of its assignment), and International Securities Identification Number (ISIN) (if available):

Type and class (category) of securities: Ordinary registered uncertified shares.

State registration number of the securities issue: 1-02-65104-D.

Date of state registration of the securities issue: 19 April 2007.

International Securities Identification Number (ISIN) (if available): RU000A0JNGA5.

**3. Signature**

3.1. CEO \_\_\_\_\_ M. G. Shirokov

3.2. Date: 11 May 2018 L. S.