



Annual General Shareholders' Meeting of Unipro PJSC

Unipro PJSC
10 Presnenskaya
Emb., Block B,
Floor 23,
123112, Moscow
www.unipro.energy

MINUTES No. 26

Full corporate name of the company (<i>hereinafter referred to as the Company</i>):	Unipro Public Joint Stock Company
Location address of the Company:	Building 34, 23 Energostroiteley Street, Surgut, Khanty-Mansi Autonomous Area – Yugra, 628406 Tyumen Region
Date of the Annual General Shareholders' Meeting of the Company (<i>hereinafter referred to as the Meeting</i>):	10 June 2021
Type of the General Meeting:	Annual
Form of the Meeting:	Absentee vote
Date of determining (recording) the persons entitled to take part in the Meeting:	17 May 2021
Venue of the Meeting:	n/a
Check-in opens at:	n/a
Meeting opens at:	n/a
Check-in closes at:	n/a
Vote count starts at:	n/a
Meeting closes at:	n/a
Postal address for sending completed voting ballots:	VTB Registrar JSC, P. O. Box 54, Moscow, 127137
Deadline for submitting completed voting ballots	09 June 2021
Date of the Minutes:	11 June 2021

In accordance with Article 56 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26 December 1995 (hereinafter referred to as the Federal Law "On Joint Stock Companies"), the functions of the Ballot Committee are assigned to the Company's Registrar — VTB Registrar Joint Stock Company (hereinafter referred to as the Registrar). In accordance with Clause 3, Article 67.1 of the Civil Code of the Russian Federation, the Registrar acting as the Ballot Committee shall certify the list of participants and resolutions adopted at the Company's General Shareholders' Meeting.

Registrar's location: Moscow.

Registrar's address: 23 Pravdy Street, Moscow, 127015.

Registrar's authorized person: Konstantin Sergeevich Petrov acting by virtue of the Articles of Association.

Postal address for sending completed voting ballots: VTB Registrar JSC, P. O. Box 54, Moscow, 127137

The Ballot Committee's report on voting results is attached to these Minutes of the Annual General Shareholders' Meeting of Unipro PJSC.

In accordance with para. 2 Clause 8.2 of the Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting, the duties of the Chairman of the Annual General Shareholders' Meeting of Unipro PJSC are performed by the Deputy Chairman of the Board of Directors of the Company – A.G. Belova.

Chairman of the Meeting — A.G. Belova.

Secretary of the Meeting — E.A. Giganova.

Meeting Agenda:

- 1) Approval of the Company's annual report and annual accounting (financial) statements for 2020.
- 2) Distribution of the Company's profit (including payment (announcement) of dividends) and loss for 2020.
- 3) Election of members to the Company's Board of Directors.
- 4) Approval of the Auditor of the Company.
- 5) Approval of the updated version of Unipro PJSC Articles of Association.
- 6) Approval of the updated version of Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting.
- 7) Approval of the updated version of Unipro PJSC Regulation on the Board of Directors.
- 8) Approval of Policy on Remuneration of Board Members of Unipro PJSC.
- 9) Payment of remuneration to members of the Board of Directors of Unipro PJSC based on the results of 2020.

Reviewing and Resolving on the Meeting agenda items.

1. **Meeting agenda Item No. 1: Approval of the Company's annual report and annual accounting (financial) statements for 2020.**

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 1*.

The Meeting voted on Meeting agenda *Item No. 1* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 1* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	53 526 915 296	99.9835
AGAINST	41 338	0.0001
ABSTAINED	722 625	0.0014
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		8 045 817

Wording of adopted resolution:

1.1. To approve the Company's annual report and annual accounting (financial) statements for 2020 (*Annexes No. 1–2 to the Minutes*).

Based on the voting results, the resolution on this item was adopted by majority vote — 99.9835 % of all Meeting participants.

2. Meeting agenda Item No. 2: Distribution of the Company's profit (including payment (announcement) of dividends) and loss for 2020.

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 2*.

The Meeting voted on Meeting agenda *Item No. 2* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 2* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	53 528 212 022	99.9860
AGAINST	396 573	0.0007
ABSTAINED	166 077	0.0003
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		6 950 404

Wording of adopted resolution:

2.1. To approve the distribution of the Company's profit (including payment (announcement) of dividends) and loss for 2020 as follows:

	(RUB)
<i>Net profit (RAS) for 2020</i>	<i>15 040 092 644</i>
<i>Interim dividends for 9M 2020</i>	<i>7 000 000 000</i>
<i>Retained profit (loss) of the reporting period:</i>	<i>8 040 092 644</i>
<i>To be distributed to:</i>	
<i>Reserve fund</i>	-
<i>Dividends</i>	<i>8 000 000 000</i>
<i>Coverage of losses for the previous years</i>	-
<i>Accumulated profit</i>	<i>40 092 644</i>

2.2. To pay dividends on the ordinary shares of Unipro PJSC for 2020 from Unipro PJSC retained profit for 2020 in the amount of RUB 0,126886029691 per one 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. To approve 22 June 2021 as the date of determining the persons eligible to dividends.

Based on the voting results, the resolution on this item **was adopted** by majority vote — **99.9860%** of all Meeting participants.

3. Meeting agenda Item No. 3: Election of the members to the Company's Board of Directors.

Quorum:

In accordance with the applicable laws of the Russian Federation, the Company's Board of Directors was elected by cumulative voting.

Number of votes held by the persons entitled to take part in the General Meeting	567 438 355 313 11280378074/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	567 438 355 313 11280378074/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	481 821 525 684
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 3*.

The Meeting voted on Meeting agenda *Item No. 3* by *Ballots No. 2*.

Voting results:

The cumulative voting results on Meeting agenda *Item No. 3* are as follows:

N o.	Candidate's full name	Number of votes for cumulative voting
FOR — number of votes cast for each candidate		
1	Georgiy Levanovich Abdushelishvili	54 630 571 774
2	Anna Grigoryevna Belova	54 691 174 028
3	David Bryson	52 950 208 345
4	Dr. Sascha Fehlemann	52 946 861 527
5	Oleg Vyacheslavovich Vyugin	54 661 473 120
6	Uwe Heinz Fip	52 948 116 644
7	Reiner Hartmann	52 950 982 568
8	Prof. Dr. Klaus-Dieter Maubach	52 956 652 214
9	Maxim Gennadyevich Shirokov	52 991 194 298
FOR:		481 727 234 518
AGAINST:		3 701 241
ABSTAINED:		52 212 141
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		38 377 784

In accordance with the Company's Articles of Association, the number of members to be elected to the Board of Directors is 9.

Wording of adopted resolution:

3.1. To elect the following members to the Company's Board of Directors:

- 1) Georgiy Levanovich Abdushelishvili

- 2) Anna Grigoryevna Belova
- 3) David Bryson
- 4) Dr. Sascha Fehleemann
- 5) Oleg Vyacheslavovich Vyugin
- 6) Uwe Heinz Fip
- 7) Reiner Hartmann
- 8) Prof. Dr. Klaus-Dieter Maubach
- 9) Maxim Gennadyevich Shirokov.

4. Meeting agenda Item No. 4: Approval of the Auditor of the Company.

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 4*.

The Meeting voted on Meeting agenda *Item No. 4* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 4* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	53 519 116 288	99.9690
AGAINST	7 682 424	0.0143
ABSTAINED	1 742 320	0.0033
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		7 184 044

Wording of adopted resolution:

4.1. To approve PricewaterhouseCoopers Audit Joint Stock Company as the Auditor of the Company.

Based on the voting results, the resolution on this item **was adopted** by majority vote — **99.9690%** of all Meeting participants.

5. Meeting agenda Item No. 5: Approval of the updated version of Unipro PJSC Articles of Association

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 5*.

The Meeting voted on Meeting agenda *Item No. 5* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 5* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	53 514 308 793	99.9600
AGAINST	7 446 982	0.0139
ABSTAINED	6 777 121	0.0127
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		7 192 180

Wording of adopted resolution:

5.1. To approve the updated version of Unipro PJSC Articles of Association (*Annex No. 3 to the Minutes*).

Based on the voting results, the resolution on this item **was adopted** by majority vote — **99.9600%** of all Meeting participants.

6. Meeting agenda Item No. 6: Approval of the updated version of Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting.

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 6*.

The Meeting voted on Meeting agenda *Item No. 6* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 6* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	53 515 973 385	99.9631
AGAINST	7 366 523	0.0138
ABSTAINED	5 219 535	0.0097
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		7 165 633

Wording of adopted resolution:

6.1. To approve the updated version of Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting (*Annex No. 4 to the Minutes*).

Based on the voting results, the resolution on this item **was adopted** by majority vote — **99.9631%** of all Meeting participants.

7. Meeting agenda Item No. 7: Approval of the updated version of Unipro PJSC Regulation on the Board of Directors.

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 7*.

The Meeting voted on Meeting agenda *Item No. 7* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 7* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	53 513 028 755	99.9576
AGAINST	7 644 345	0.0143
ABSTAINED	7 907 795	0.0148
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		7 144 181

Wording of adopted resolution:

7.1. To approve the updated version of Unipro PJSC Regulation on the Board of Directors (*Annex No. 5 to the Minutes*).

Based on the voting results, the resolution on this item **was adopted** by majority vote — **99.9576%** of all Meeting participants.

8. Meeting agenda Item No. 8: Approval of Policy on Remuneration of Board Members of Unipro PJSC.**Quorum:**

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 8*.

The Meeting voted on Meeting agenda *Item No. 8* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 8* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
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FOR	53 507 448 784	99.9472
AGAINST	9 835 002	0.0184
ABSTAINED	11 308 657	0.0211
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		7 132 633

Wording of adopted resolution:

8.1. To approve Policy on Remuneration of Board Members of Unipro PJSC. (*Annex No. 6 to the Minutes*).

Based on the voting results, the resolution on this item **was adopted** by majority vote — **99.9472%** of all Meeting participants.

9. Meeting agenda Item No. 9: Payment of remuneration to members of the Board of Directors of Unipro PJSC based on the results of 2020.

Quorum:

Number of votes held by the persons entitled to take part in the General Meeting	63 048 706 145 44925042874/49130625974
Number of votes attached to the Company's voting shares calculated subject to the provisions of Clause 4.24 of Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia	63 048 706 145 44925042874/49130625974
Number of votes held by the persons taking part in the General Meeting on this item	53 535 725 076
Quorum (%)	84.9116

The Meeting had a quorum for Meeting agenda *Item No. 9*.

The Meeting voted on Meeting agenda *Item No. 9* by *Ballots No. 1*.

Voting results:

The voting results on Meeting agenda *Item No. 9* are as follows:

Voting options	Votes cast for each voting option	As a share of meeting participants (%)
FOR	52 899 547 970	98.8117
AGAINST	618 003 149	1.1544
ABSTAINED	10 630 585	0.0198
Number of votes disregarded due to ballot invalidation or for other reasons provided for by Regulation on the General Shareholders' Meetings No. 660-P dated 16 November 2018 approved by the Central Bank of Russia		7 543 372

Wording of adopted resolution:

9.1. To pay the annual variable remuneration on the results of 2020 to members of the Board of Directors of the Company, except for those specified in clause 11.7 of the Regulation on the Board of Directors of the Company, by 15.07.2021 and in the amount according to the formula specified in clause 11.2 of the Regulation on the Board of Directors of the Company, taking the ratio (actual EBITDA / EBITDA plan) in the value equal to 1.0.

Based on the voting results, the resolution on this item **was adopted** by majority vote — **98,8117%** of all Meeting participants.

A.G. Belova
Chairman of
the Annual General Shareholders' Meeting
Unipro PJSC

E.A. Giganova
Secretary
of the Annual General Shareholders' Meeting
Unipro PJSC