

GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is the supreme governing body of PJSC Inter RAO in accordance with the Company’s Charter and the Federal Law “On Joint-Stock Companies” and ensures shareholders exercise their rights to manage the Company. The purview, timeframe, and procedure for preparing for and holding the General Shareholders Meeting are defined in the Company’s Charter and the Regulation on the General Meeting of Shareholders of PJSC Inter RAO.

The Annual General Meeting of Shareholders of PJSC Inter RAO was held in the form of a meeting (joint attendance) on May 21, 2018.¹

Total number of individuals included in the last list of individuals who were entitled to participate in the issuer’s General Meeting of Shareholders (as of April 27, 2018): 398,026, including 2,199 legal entities and 395,827 individuals and joint accounts.

The Company held its General Meeting of Shareholders using e-voting technology. This opportunity was available to shareholders from the time they were sent a message about the General Meeting of Shareholders until the discussion of the agenda items was completed at the Meeting itself. In 2018, 324 shareholders took advantage of this opportunity compared with 20 shareholders a year prior.

Statistics show that the number of shareholders participating in voting has decreased by 9 p.p. over the past five years. The Company primarily attributes this to a significant increase in free-float, the participation of foreign investors, and legislative amendments that took effect during the same period to introduce a cascade voting system into Russian practice. This decrease occurred despite measures taken by the Company to notify shareholders about the Annual General Meeting of Shareholders and to introduce the recommendations of the Code on the opening of a forum to discuss agenda items, a hotline on issues concerning the meeting of shareholders, interaction with agencies that provide recommendations on voting at the meeting, and the preparation of information materials.

Having identified this problem, the Company is analyzing new opportunities for engagement with shareholders in order to increase their involvement in the Company’s activities within the framework of their rights. Inter RAO believes that the further introduction of remote technologies and improvements to the financial and computer literacy of citizens will help to increase the number of people participating in the meeting.

¹ Minutes No. 18 dated May 21, 2018.
² All the materials of the General Meetings of Shareholders, including resolutions, minutes, and reports on voting, are available on the Company’s website in the “Annual Meetings of Shareholders” section: <http://www.interrao.ru/investors/meetings/2018/AGSM2018/>

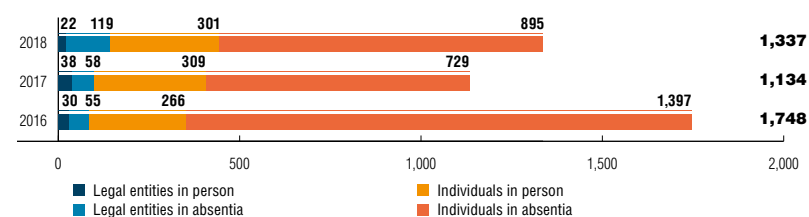
The following items were considered at the annual General Meeting of Shareholders in 2018:²

1. Approval of the Company’s Annual Report.
2. Approval of the Company’s annual accounting (financial) statements.
3. Distribution of the Company’s profits and losses.
4. Payment (declaration) of dividends for 2017.
5. Payment of remuneration to members of the Company’s Board of Directors.
6. Payment of remuneration to members of the Company’s Audit Commission.
7. Election of members to the Company’s Board of Directors.
8. Election of members to the Company’s Revision Commission.
9. Approval of the Company’s auditor.

The Company did not hold any Extraordinary General Meetings of Shareholders in 2018.

Starting from April 2, 2018, the register of PJSC Inter RAO securities owners is maintained by JSC VTB Registrar. Information about this company is provided in the ‘Appendix. Contacts.’

PARTICIPATION IN THE ANNUAL GENERAL MEETINGS OF SHAREHOLDERS



QUORUM AT THE ANNUAL GENERAL MEETINGS OF SHAREHOLDERS

