

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 Energostroiteley 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:	http:// www.unipro.energy http://www.e-disclosure.ru/portal/company.aspx?id=7878
1.8. Date of occurrence of the event (material fact) about which the message was drawn up	08.11.2019

2. Notice Contents
<p>2.1. The quorum for holding a meeting of the Board of Directors is at least half of the number of elected members of the Board of Directors. The quorum for resolving on the agenda items of the Board of Directors is present.</p> <p>Voting results on item 1: "For" – 9 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 2: "For" – 9 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 3: "For" – 9 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 4: "For" – 9 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 5: "For" – 9 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 6: "For" – 9 votes "Against" – (None) "Abstain" – (None).</p>

Voting results on item 7:

“For” – 9 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 8:

“For” – 9 votes

“Against” – (None)

“Abstain” – (None).

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

Item 1: Consideration of proposals of the Company's shareholders on nominees to the Company's Board of Directors to be elected during the extraordinary General Shareholders' Meeting of the Company on 03 December 2019.

Resolution on the Item:

1.1. To include the following candidates proposed by the Company shareholders into the list of candidates for voting in election to the Company's Board of Directors at the Extraordinary General Shareholders' Meeting of the Company on 03 December 2019:

No.	Full name of the candidate	Position
1	Georgiy Levanovich Abdushelishvili	Managing Director - Senior Partner of Vector of Leadership JSC
2	Anna Grigoryevna Belova	Professor of Higher School of Management, Higher School of Economics
3	David Bryson	Chief Operating Officer Asset Operations, Uniper SE
4	Dr. Patrick Wolff	General Counsel and Chief Compliance Officer, Uniper SE
5	Oleg Vyacheslavovich Vyugin	Professor of School of Finance, Faculty of Economic Sciences, Higher School of Economics
6	Günter Eckhardt Rümmler	Member of the Management Board, Uniper SE
7	Reiner Hartmann	Head of Moscow Representative Office, Uniper Global Commodities SE
8	Andreas Schierenbeck	CEO, Uniper SE
9	Maxim Gennadyevich Shirokov	Chief Executive Officer, Unipro PJSC

Item 2: Recognition of the nominee member of the Board of Directors as independent.

Resolution on the Item:

2.1. To recognise Oleg Vyacheslavovich Vyugin as an independent candidate to the Board of Directors of Unipro PJSC for election at the Extraordinary Shareholders' Meeting of Unipro PJSC on 03 December 2019 despite the presence of the formal criterion of his association with the Company's material counterparties, namely Rosneft Oil Company PJSC and NCO NCC (JSC), pursuant to Sub-CI. 1, CI. 6 of Appendix 4 to the Listing Rules of Moscow Exchange PJSC approved by the Supervisory Board of Moscow Exchange PJSC on 09 July 2019 (Minutes No. 6) (the Listing Rules) due to the following circumstances:

2.1.1. Oleg Vyacheslavovich Vyugin was elected to the Board of Directors of Unipro PJSC for the first time at the Extraordinary General Shareholders' Meeting on 07 December 2017 (Minutes No. 19 dated 07 December 2017).

Oleg Vyacheslavovich Vyugin was elected to the Board of Directors of Unipro PJSC at the Annual General Shareholders' Meeting on 14 June 2018 (Minutes No. 20, dated 14 June 2018).

The Company's Board of Directors recognised Oleg Vyacheslavovich Vyugin as an independent Director on 14 June 2018 (Minutes No. 261 dated 15 June 2018) despite the presence of the formal

criterion of his relation to the Company's material counterparties, namely Rosneft Oil Company PJSC and NCO NCC (JSC).

The Company's Board of Directors recognised Oleg Vyacheslavovich Vyugin as an independent nominee member of the Board of Directors on 04 April 2019 (Minutes No. 272 dated 05 April 2019) despite the presence of the formal criterion of his relation to the Company's material counterparties, namely Rosneft Oil Company PJSC and NCO NCC (JSC).

Oleg Vyacheslavovich Vyugin was elected to the Board of Directors of Unipro PJSC at the Annual General Shareholders' Meeting on 14 June 2019 (Minutes No. 22, dated 14 June 2019).

Oleg Vyacheslavovich Vyugin was included in the list of candidates to the Company's Board of Directors at the Extraordinary General Shareholders' Meeting on 03 December 2019.

In the course of evaluation of compliance of Oleg Vyacheslavovich Vyugin with the criteria for independence of members of the Board of Directors established by the Listing Rules, it was found that Oleg Vyacheslavovich Vyugin was related to the Company's material counterparties – Rosneft Oil Company PJSC and NCO NCC (JSC).

2.1.2. Pursuant to Clause 2 of Annex 4 to the Listing Rules, Rosneft Oil Company PJSC is recognised as a material counterparty of the Company, since the amount of the Company's obligations arising out of contractual relations between Unipro PJSC and Rosneft Oil Company PJSC exceeds 2% of the Company's consolidated revenue (income) for 2018.

Oleg Vyacheslavovich Vyugin is a member of the Board of Directors of Rosneft Oil Company PJSC, therefore, in accordance with Subclause 1, Clause 6 of Annex 4.1 to the Listing Rules, he is a person related to the Company's material counterparty.

Oleg Vyacheslavovich Vyugin was elected to the Board of Directors of Rosneft Oil Company PJSC as an independent Director on 17 June 2015. The Agreement between Unipro PJSC and Rosneft Oil Company PJSC was signed on 18 June 2015. Prior to making the agreement with Rosneft Oil Company PJSC, the Company analysed the proposals of the other independent gas producing companies, as well. Rosneft Oil Company PJSC was selected as the company that offered the best market conditions.

Rosneft Oil Company PJSC does not influence and is unable to influence the decisions made by the Company. The influence on the financial and business operations of the Company is limited to the provisions of the Agreement made by the companies.

Conclusion of the Agreement did not require any approval by the Board of Directors of Rosneft Oil Company PJSC, so Oleg Vyacheslavovich Vyugin could not influence the decision to make this Agreement.

The Agreement between Unipro PJSC and Rosneft Oil Company PJSC was approved by the Company's Board of Directors on 10 June 2015 (Minutes No. 214 dated 11 June 2015). Oleg Vyacheslavovich Vyugin could not influence the decision to make this Agreement, since he was not a member of the Board of Directors of Rosneft Oil Company PJSC at the time.

The Agreement between Unipro PJSC and Rosneft Oil Company PJSC is valid till 31 December 2020. As of now, the Company has not made any additional agreements to the Agreement with Rosneft Oil Company PJSC.

When signing additional agreements to the existing agreement or in case new contractual obligations arise between Unipro PJSC and Rosneft Oil Company PJSC, if such contracts will require approval by the Company's Board of Directors, Vyugin Oleg Vyacheslavovich undertakes to abstain from voting on such issues.

2.1.3. Pursuant to Clause 2 of Annex 4 to the Listing Rules, NCO NCC (JSC) is recognised as a material counterparty of the Company, since the total amount of the Company's obligations (including the deposits placed) arising out of contractual relations between Unipro PJSC and NCO NCC (JSC) exceeds 2% of consolidated revenue (income) for 2018 earned by NCO NCC (JSC).

Oleg Vyacheslavovich Vyugin is a member of the Board of Directors of Moscow Exchange PJSC controlling NCO NCC (JSC), and therefore, in accordance with Subclause 1, Clause 6 of Annex 4 to the Listing Rules, he is a person related to the Company's material counterparty.

Oleg Vyacheslavovich Vyugin was elected to the Board of Directors of Moscow Exchange PJSC as an independent Director on 26 April 2018.

Unipro PJSC and NCO NCC (JSC) entered into the Clearing Service Agreement on 07 February 2018, under which NCO NCC (JSC) acts as the Company's central counterparty for the Company's transactions in the deposit market. NCO NCC (JSC) being the Company's central counterparty only acts as an intermediary in relations between the parties, while banks, brokers, and other traders act as borrowers.

NCO NCC (JSC) does not influence and is unable to influence the decisions made by the Company. The influence on the financial and business operations of the Company is limited to the provisions of the Agreement made by the companies. As per the Agreement between Unipro PJSC and NCO NCC (JSC), the maximum compensation of NCO NCC (JSC) is limited to the maximum applicable fee of the central counterparty under performed transactions.

The Agreement required approval by neither the Board of Directors of Unipro PJSC, nor the Supervisory Board of Moscow Exchange PJSC, so Oleg Vyacheslavovich Vyugin could not influence the decision to make the Agreement.

In case of making additional agreements to the existing Agreement or if new contractual obligations arise between Unipro PJSC and NCO NCC (JSC), provided that such agreements require approval by the Company's Board of Directors, Oleg Vyacheslavovich Vyugin undertakes to abstain from voting on such issues.

2.1.4. Oleg Vyacheslavovich Vyugin complies with all criteria for determination of independence of members of the Board of Directors established by the Listing Rules, except for the criterion of relation to the Company's material counterparty.

2.1.5. Oleg Vyacheslavovich Vyugin conscientiously performs the duties of a member of the Company's Board of Directors. He takes an active part in meetings of the Company's Board of Directors and votes in accordance with the long-term plans of the Company representing the interests of all shareholders.

2.1.6. By the resolution of the Board of Directors dated 14 June 2019 (Minutes No. 276 dated 17 June 2019), Oleg Vyacheslavovich Vyugin was elected to the Audit Committee of the Company's Board of Directors and the Appointment and Remuneration Committee of the Company's Board of Directors. Oleg Vyacheslavovich Vyugin has extensive experience as an independent member of committees of boards of directors with several Russian public companies, which facilitates effective work and comprehensive consideration of issues by the committees of the Board of Directors of Unipro PJSC.

2.1.7. Oleg Vyacheslavovich Vyugin is a laureate of the 12th National Award 'Director of the Year' in the nomination 'Independent Director' and 'Chairman of the Board of Directors: Contribution into the Development for Corporate Governance' according to the Independent Directors Association (2017); further more, he is one of the TOP-25 best chairpersons of the board of directors according to the Independent Directors Association (2018).

2.1.8. In view of the foregoing, Unipro PJSC Board of Directors has every reason to believe that the relation of Oleg Vyacheslavovich Vyugin to the Company's material counterparties Rosneft Oil Company PJSC and NCO NCC (JSC) is of formal nature and believes that many years of experience, high professional training and personal responsibility, goodwill, and unbiased position based on the principles of legality, justice, and equal treatment of all shareholders of the Company enable him to take unbiased decisions that fully meet the interests of the Company and its shareholders irrespective of the influence of any other persons.

Item 3: Recommendations to the General Shareholders' Meeting of the Company on the amount of dividends on ordinary shares based on the results of nine months of 2019 and the date of determining the persons eligible to dividends.

Resolution on the Item:

3.1. To recommend that the Company's Extraordinary General Shareholders' Meeting resolve on the payment of dividends on the ordinary shares of Unipro PJSC following the results of 9 months 2019 from the retained profit of Unipro PJSC for 9 months 2018 in the amount of RUB 0.111025275979 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.

3.2. To recommend that the Company's Extraordinary General Shareholders' Meeting set 15 December 2019 as the date of determining the persons eligible to dividends.

Item 4: Consideration of issues to be discussed on the extraordinary General Meeting of Shareholders of Unipro PJSC.

Resolution on the Item:

4.1 To approve the form and content of the voting ballots for the Company's Extraordinary General Shareholders' Meeting to be held on 03 December 2019 in accordance with Annex No. 1 to the Minutes.

4.2. To approve the draft resolutions of the Company's Extraordinary General Shareholders' Meeting to be held on 03 December 2019 in accordance with Annex No. 2 to the Minutes.

4.3. To elect Ekaterina Alexeyevna Giganova, Head of the Corporate Policy Department of Unipro PJSC, as the Secretary of the Extraordinary General Shareholders' Meeting.

Item 5: Approval of the Information Policy of Unipro PJSC.

Resolution on the Item:

5.1. To approve Information Policy of Unipro PJSC in accordance with Annex No. 3 to the Minutes.

5.2. To delegate control over the compliance of Unipro PJSC Information Policy of Unipro PJSC to the Audit Committee of the Board of Directors of Unipro PJSC.

Item 6: Approval of a new version of the Regulation on the Audit Committee of the Board of Directors of Unipro PJSC.

Resolution on the Item:

6.1. To approve a new version of the Regulation on the Audit Committee of the Board of Directors of Unipro PJSC in accordance with Annex No. 4 to the Minutes.

Item 7: Approval of a new version of the Regulation on the Appointment and Remuneration Committee of the Board of Directors of Unipro PJSC.

Resolution on the Item:

7.1. To approve a new version of the Regulation on the Appointment and Remuneration Committee of the Board of Directors of Unipro PJSC in accordance with Annex No. 5 to the Minutes.

Item 8: Review of the factors influencing the financial performance of Uniper SE (EBITDA) and Unipro PJSC (EBITDA) in 2019 when calculating the employees' annual bonuses.

Resolution on the Item:

8.1. To rule out the factors when summing up the financial performance of Uniper SE (EBITDA) and Unipro PJSC (EBITDA) in 2019 in accordance with Annex No. 6 to the Minutes.

2.3. Date of the meeting of the Issuer's Board of Directors during which the resolutions were passed: 06 November 2019.

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: 08 November 2019, Minutes No. 281.

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: 08 November 2019 L. S.