

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	03.04.2020

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" – 8 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 2: "For" – 7 votes "Against" – (None) "Abstain" – 1 vote.</p> <p>Voting results on item 3: "For" – 8 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 4: "For" – 8 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 5: "For" – 8 votes "Against" – (None) "Abstain" – (None).</p> <p>Voting results on item 6: "For" – 7 votes "Against" – (None)</p>

“Abstain” – 1 vote.

Voting results on item 7:

“For” – 7 votes

“Against” – (None)

“Abstain” – 1 vote.

Voting results on item 8:

“For” – 8 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 9:

“For” – 8 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 10:

“For” – 8 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 11:

“For” – 8 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 12:

“For” – 8 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 13:

“For” – 8 votes

“Against” – (None)

“Abstain” – (None).

Voting results on item 14:

“For” – 8 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 shareholders on nominees to the Company’s management and control bodies to be elected during the annual General Shareholders’ Meeting for the results of 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 annual General Shareholders’ Meeting for results of 2019:

N o.	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, 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	Uwe Heinz Fip	Senior Vice President Gas Supply & Origination, Uniper Global Commodities 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

1.2. To express gratitude to the outgoing member of the Board of Directors of Unipro PJSC Eckhardt Rümmler for the highly efficient work on the Board of Directors of PJSC Unipro and to note the work of Eckhardt Rümmler.

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 annual General Shareholders' Meeting of Unipro PJSC following the results of 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-Cl. 1, Cl. 6 of Appendix 4.1 to the Listing Rules of Moscow Exchange PJSC approved by the Supervisory Board of Moscow Exchange PJSC on 10/09/2018 (Minutes No.7) (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 07/12/2017 (Minutes No.19 dated 07/12/2017).

The Company's Board of Directors recognized Oleg Vyacheslavovich Vyugin as an independent Director on 05/04/2018 (Minutes No. 257 dated 06/04/2018) 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).

Oleg Vyacheslavovich Vyugin was elected to the Board of Directors of Unipro PJSC at the Annual General Shareholders' Meeting on 14/06/2018 (Minutes No.20, dated 14/06/2018).

The Company's Board of Directors recognised Oleg Vyacheslavovich Vyugin as an independent Director on 14/06/2018 (Minutes No.261 dated 15/06/2018) 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 recognized Oleg Vyacheslavovich Vyugin as an independent Director on 05/04/2019 (Minutes No.272 dated 06/04/2019) 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 14/06/2019 (Minutes No.22, dated 14/06/2019).

The Company's Board of Directors recognized Oleg Vyacheslavovich Vyugin as an independent Director on 06/11/2019 (Minutes No.281 dated 08/11/2019) 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).

At the Extraordinary General Meeting of Shareholders of the Company on 03/12/2019 (Minutes No.23 dated 05/12/2019) Oleg Vyugin was re-elected to the new composition of the Board of Directors of Unipro PJSC.

Oleg Vyacheslavovich Vyugin was included in the list of candidates to the Company's Board of Directors at the Annual General Shareholders' Meeting at year-end 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 4.1 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 2019.

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 17/06/2015. The Agreement between Unipro PJSC and Rosneft Oil Company PJSC was signed on 18/06/2015. 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 10/06/2015 (Minutes No.214 dated 11/06/2015). 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 31/12/2020. 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 4.1 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 2019 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 4.1 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 Moscow Exchange PJSC as an independent Director.

Unipro PJSC and NCO NCC (JSC) entered into the Clearing Service Agreement on 07/02/2018, 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 underperformed 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 14/06/2018 (Minutes No.261 dated 15/06/2018), 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, as well as by the resolution of the Board of Directors dated 10/12/2019 (Minutes No.283 of 12/12/2019) Oleg Vyugin was re-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); furthermore, 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: Implementation status of the investment project "Recovery of Power Unit No.3 of Berezovskaya GRES Branch of Unipro PJSC".

Resolution on the Item:

3.1. To take into consideration the implementation status of the investment project "Recovery of Power Unit No.3 of Berezovskaya GRES Branch of Unipro PJSC".

Item 4: Unipro PJSC General Director's Annual Financial and Business Operations Report for 2019, including the Budget Execution Report.

Resolution on the Item:

4.1. To take into consideration Unipro PJSC CEO's Annual Financial and Business Operations Report for 2019, including the Approved Budget Execution Report in accordance with Annex No.1 to the Minutes.

Item 5: Approval of Unipro PJSC financial performance indicators for 2019.

Resolution on the Item:

5.1. To approve Unipro PJSC financial performance indicators (FPI) for calculating the year-end bonus for 2019 in accordance with Annex No.2 to the Minutes.

Item 6: Payments to the General Director of Unipro PJSC.

Resolution on the Item:

6.1. To pursuant to the provisions of Employment Contract No. 655/P dated 01/12/2017 (as amended), award a year-end bonus to M.G. Shirokov, General Director of the Company, for 2019 as per Annex No.3 to the Minutes and pay this bonus by 10 April 2020 at the latest.

Item 7: Approval of the amendments of the terms and conditions of the employment contract with the General Director of Unipro PJSC.

Resolution on the Item:

7.1. To approve the amendments to the employment contract with Shirokov M.G., General Director of Unipro PJSC, as per Annex No.4 to the Minutes effective from 01/01/2020.

7.2. To authorize Andreas Schierenbeck, Chairman of the Board of Directors, to sign an additional agreement to Employment Contract No.655/P dated 01/12/2017 with Shirokov M.G., General Director, as per Annex No.5 to the Minutes.

Item 8: Approval of the conclusion of additional agreement No.1 to the Credit Facility Agreement No.35/18-P dated September 14, 2018, concluded between Unipro PJSC and Gazprombank (Joint Stock Company).

Resolution on the Item:

8.1. To pursuant to Clause 12.1, Sub-clause 32, paragraph h) of PJSC Articles of Association whereby approval of agreements covering the loans to be raised by the Company from third parties, provided that the amount of the loan to be raised net of interest charges exceeds an equivalent of EUR 15 mln, falls within the competence of the Board of Directors, approve additional agreement No.1 to Credit Facility Agreement No.35/18-R dated 14/09/2018 between Unipro PJSC and Gazprombank (Joint Stock Company) on the material terms as per Annex No.6 to the Minutes.

8.2. 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.

Item 9: Approval of the conclusion of additional agreement No.1 to the Master Agreement on Revolving Framework Credit Facility with Differentiated Interest Rates No.6946 dated September 17, 2018, concluded between Unipro PJSC and Sberbank PJSC.

Resolution on the Item:

9.1. To pursuant to Clause 12.1, Sub-clause 32, paragraph h) of Unipro PJSC Articles of Association whereby approval of agreements covering the loans to be raised by the Company from third parties, provided that the amount of the loan to be raised net of interest charges exceeds an equivalent of EUR 15 mln, falls within the competence of the Board of Directors, approve additional agreement No.1 to Master Agreement on Revolving Framework Credit Facility with Differentiated Interest Rates No.6946 dated 17/09/2018 on the material terms as per Annex No.7 to the Minutes.

9.2. 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.

Item 10: Approval of the conclusion of additional agreement No.1 to the Overdraft Facility Agreement No.188/18-P dated September 14, 2018, concluded between Unipro PJSC and Gazprombank (Joint-Stock Company).

Resolution on the Item:

10.1. To pursuant to Clause 12.1, Sub-clause 32, paragraph h) of PJSC Articles of Association whereby approval of agreements covering the loans to be raised by the Company from third parties, provided that the amount of the loan to be raised net of interest charges exceeds an equivalent of EUR 15 mln, falls within the competence of the Board of Directors, approve additional agreement No.1 to Overdraft Facility Agreement No.188/18-R dated 14/09/2018 between Unipro PJSC and Gazprombank (Joint Stock Company) on the material terms as per Annex No.8 to the Minutes.

10.2. 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.

Item 11: Approval of the conclusion of the Credit Facility Agreement between Unipro PJSC and Mizuho Bank (Moscow) Joint-Stock Company.

Resolution on the Item:

11.1. To pursuant to Clause 12.1, Sub-clause 32, paragraph h) of PJSC Articles of Association whereby approval of agreements covering the loans to be raised by the Company from third parties, provided that the amount of the loan to be raised net of interest charges exceeds an equivalent of EUR 15 mln, falls within the competence of the Board of Directors, approve the Credit Facility Agreement between Unipro PJSC and Mizuho Bank (Moscow) Joint Stock Company on the material terms as per Annex No.9 to the Minutes.

11.2. 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.

Item 12: Performance Report of the Audit Committee of the Board of Directors of Unipro PJSC for 2019.

Resolution on the Item:

12.1. To take in consideration the Performance Report of the Audit Committee of the Board of Directors of Unipro PJSC for 2019 in accordance with Annex No.10 to the Minutes.

Item 13: Performance Report of the Appointment and Remuneration Committee of the Board of Directors of Unipro PJSC for 2019.

Resolution on the Item:

13.1. To take into consideration the Performance Report for 2019 by the Appointment and Remuneration Committee of the Board of Directors of Unipro PJSC in accordance with Annex No.11 to the Minutes.

Item 14: Performance evaluation of Unipro PJSC Board of Directors and Committees of Unipro PJSC Board of Directors in business year 2019-2020.

Resolution on the Item:

14.1. In accordance with the Report on the evaluation of the performance of the Company's Board of Directors and the Committees of the Company's Board of Directors, the Company's Corporate Secretary in 2019-2020 business year in accordance with Annex No.12 to the Minutes and in accordance with the Report of PricewaterhouseCoopers Consulting LLC on an external evaluation of the Board of Directors and Board Committees of Unipro PJSC in accordance with Annex No.13 to the Minutes, the performance of the Company's Board of Directors and the committees of the Company's Board of Directors, the Company's Corporate Secretary for the business year of 2019-2020 is acknowledged as efficient.

14.2. To take into consideration the recommendations regarding improving the activity of members of the Board of Directors after evaluation results.

2.3. Date of the meeting of the Issuer's Board of Directors during which the resolutions were passed: 02 April 2020.

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: 03 April 2020, Minutes No. 287.

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: 03 April 2020 L. S.