

**DRAFT RESOLUTIONS
OF THE COMPANY'S ANNUAL GENERAL SHAREHOLDERS' MEETING TO BE HELD ON
10 JUNE 2021**

(approved by the Board of Directors of Unipro PJSC on 05 May 2021, Minutes No.301, dated 06 May 2021)

Agenda¹:

- 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 Unipro PJSC Policy on Remuneration of Board Members.**
- 9) Payment of remuneration to members of the Board of Directors of Unipro PJSC based on the results of 2020.**

Item 1: Approval of the Company's annual report and annual accounting (financial) statements for 2020.

RESOLUTION:

1. To approve the Company's annual report and annual accounting (financial) statements for 2020.

Item 2: Distribution of the Company's profit (including payment (announcement) of dividends) and loss for 2020.

RESOLUTION:

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

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

2. To pay dividends on Unipro PJSC ordinary shares for 2020 from Unipro PJSC retained profit for 2020 in the amount of RUB 0.126886029691 per one ordinary share (hereinafter referred to as 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. To approve 22 June 2021 as the date of determining the persons entitled to dividends.

Item 4: Approval of the Auditor of the Company.

RESOLUTION:

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

Item 5: Approval of the updated version of Unipro PJSC Articles of Association.

RESOLUTION:

¹ The items are included in the Meeting agenda in accordance with Article 47 of the Federal Law "On Joint-Stock Companies" and Unipro PJSC Articles of Association as well as due to the proposal received from the Company's shareholder holding more than 2 percent of the voting shares, Uniper SE.

1. To approve the updated version of Unipro PJSC Articles of Association.

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

RESOLUTION:

1. To approve the updated version of Unipro PJSC Regulation on the Procedure for Preparing and Holding the General Shareholders' Meeting.

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

RESOLUTION:

1. To approve the updated version of Unipro PJSC Regulation on the Board of Directors.

Item No. 8: Approval of Unipro PJSC Policy on Remuneration of Board Members.

RESOLUTION:

1. To approve Unipro PJSC Policy on Remuneration of Board Members.

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

RESOLUTION:

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.