NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN, ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT OR RELATED DOCUMENTS.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK INDEPENDENT ADVICE, INCLUDING AS TO ANY LEGAL, FINANCIAL OR TAX CONSEQUENCES, IMMEDIATELY FROM THEIR OWN BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.

25 November 2024

PJSC "RUSHYDRO"

("RusHydro")

NOTICE

to the holders of

RUB 15,000,000,000 6.80 per cent. Loan Participation Notes due 2024

issued on a limited recourse basis by RusHydro Capital Markets DAC (the "Issuer")

for the sole purpose of financing a loan to RusHydro

(ISIN: XS2082937967)

(the "Notes")

NOTICE IS HEREBY GIVEN that RusHydro is proposing to make direct payments to the holders of the Notes as set out below. *This proposal is aimed at those holders of the Notes who hold their Notes in non-Russian depositaries and clearing systems* (the "**Non-Russian Noteholders**"). Payments to such holders of the Notes who hold their Notes via Russian depository accounts (the "**Russian Noteholders**") shall be made separately through Russian depositaries in accordance with applicable mandatory Russian legislation.

To make direct payments to the Non-Russian Noteholders, RusHydro is required to obtain a Government Commission Approval (as defined below) and use type D accounts opened in Russian rubles with a Russian bank. To apply for the Government Commission Approval and open such type D accounts, RusHydro would first need to identify such Non-Russian Noteholders who are willing to receive payments under the Notes via a type D account (the "**Electing Noteholders**"). Accordingly, RusHydro hereby asks the Electing Noteholders to identify themselves and provide certain information about themselves and the Notes held by them.

For Non-Russian Noteholders who fail to make an election to receive payments under the Notes via a type D account as set out herein (the "**Non-Electing Noteholders**"), RusHydro will be required to transfer the amounts due to them to type C accounts pursuant to the Russian President's Decree No. 95 of 5 March 2022. By law, monies transferred to a type C account may only be used for a limited number of purposes (such as the payment of Russian taxes, etc.) and will not be available for transfer to the Non-Electing Noteholders' accounts of other types opened with Russian banks or outside Russia.

*Terms used but not otherwise defined in this Notice have the meanings given to them in the trust deed dated 25 November 2019 (the "**Trust Deed**") between the Issuer and BNY Mellon Corporate Trustee Services Limited as trustee (the "**Trustee**").*

Rationale

From February 2022 onwards the United States of America, the European Union, the United Kingdom and other nations have imposed sanctions against the Russian Federation and Russian persons in connection with events in Ukraine. Among other factors, on 24 March 2022, sanctions were imposed on RusHydro by the U.K. Office of Financial Sanctions Implementation (OFSI) resulting in an asset freeze. The sanctions, among other things, rendered nonfunctional the original framework and infrastructure for the servicing, delivery and settlement of eurobonds issued to finance borrowings by Russian entities, including the Notes.

On 9 May 2022, BNY Mellon Corporate Trustee Services Limited notified the Issuer and RusHydro of its inability to act as the Trustee in respect of the Notes. On 9 May 2022, TMF Management (Ireland) Limited resigned as the share trustee to the Issuer. On 4 July 2022, TMF Administration Services Limited, an Irish corporate services provider to the Issuer, unilaterally terminated with immediate effect the corporate services agreement with the Issuer. As a result, neither the Issuer, nor the Notes infrastructure established by the Trust Deed are fully functional at this time and the Noteholders are unlikely to receive any payments that may be made by RusHydro via said infrastructure pursuant to the Loan Agreement and the Trust Deed.

Pursuant to the Russian President's Decree No. 430 of 5 July 2022 (as amended) and implementing decisions of the Russian Central Bank entities who have payment obligations in relation to eurobonds (such as RusHydro in relation to the Notes) are required to make payments through Russian depositories to investors who hold such eurobonds via Russian depository accounts. Accordingly, in compliance with this mandatory requirement RusHydro shall pay the Russian Noteholders through Russian depositaries.

RusHydro intends to make direct payments to the holders of the Notes, including the Non-Russian Noteholders, as specified in and pursuant to the Russian President's Decree No. 529 of 8 August 2022 and the Russian Central Bank's implementing decision (together the "**Type D Account Regulations**") that allow persons who have payment obligations in relation to eurobonds (such as RusHydro in relation to the Notes) to open special type D accounts in Russian rubles with Russian banks to make payments in respect of eurobonds held at non-Russian depositories and clearing systems (each such account opened with the Bank (as defined below) in the name of an individual Electing Noteholder, a "**Type D Account**").

Pre-Conditions to direct payment to the Electing Noteholders

Payments under the Type D Account Regulations are subject to prior approval of the Russian Government Commission for Control over Foreign Investments in the Russian Federation (the "**Government Commission**").RusHydro is proposing to apply for an approval of the Government Commission of its direct payments to the Electing Noteholders (the "**Government Commission Approval**") and to open Type D Accounts in favour of the Electing Noteholders and to use such accounts to make payments due to the Electing Noteholders at maturity of the Notes.

Pursuant to the Type D Account Regulations, type D accounts are opened in favour of specific recipients. Accordingly, to take advantage of the payment option allowed by the Type D Account Regulations, RusHydro needs to identify the Electing Noteholders and receive from them such

information as may be required by (i) the Government Commission to issue the Government Commission Approval and (ii) a Russian bank selected by RusHydro to carry out the settlements with the Electing Noteholders (the "**Bank**").

The approval by RusHydro of the relevant funds transfer to an Electing Noteholder is conditional upon receipt of the originals of the Election Documents on behalf of such Electing Noteholder as set out in section "*Noteholder to make a direct payment election*" below.

Risk factors

The Type D Account Regulations are worded in general terms and give little or no guidance on important specific questions, including, without limitation, as to (i) the timing and procedure for obtaining the Government Commission Approval and (ii) the exact scope of identifying information and documents that may be required by the Bank to carry out the payments to the Non-Russian Noteholders. In response to RusHydro's request for clarifications, the Russian Central Bank has indicated to RusHydro that Russian banks have discretion in determining the scope of identifying information and documents they require to process payments to investors from type D accounts.

The implementation of the proposed direct settlement with the Electing Noteholders involves discretion, and requires consent and cooperation, of third parties over which RusHydro has no control, including without limitation the Government Commission and the Bank. Delays on the part of the Government Commission or its failure to issue the Government Commission Approval or delays or failure by the Bank to transfer the payments may result in the direct payment arrangement not achieving the desired result in full or in part. Although RusHydro would take reasonable steps to ensure that the proposed direct settlements are completed and the relevant amounts are transferred to the Electing Noteholders as soon as reasonably possible, no assurance can be given that this will be achievable.

Similarly, given the existing complex international sanctions regimes, no assurance can be given that the Bank will be able to make transfers to the Electing Noteholders' banks or that the Electing Noteholders' banks will accept payments from the Bank and make the transferred funds available to the respective Electing Noteholders.

Noteholder to make a direct payment election

To elect to receive the monies due to a holder of the Notes at maturity of the Notes directly from RusHydro in accordance with the Type D Account Regulations ("**Direct Payment Election**"), an Electing Noteholder should deliver, or arrange to have delivered on its behalf, to RusHydro *scans* of the following documents:

(i) proof of holding of the Notes (as set out below);

(ii) a completed and duly executed Direct Payment Election Notice;

(iii) a completed and duly executed Deed of Assignment and Waiver;

(iv) a completed and duly executed Notice of Assignment and Waiver (substantially in the form set out in Schedule 1 to the Deed of Assignment and Waiver); and

(v) evidence of authority of the persons executing the documents indicated under items (ii) through (iv) above on behalf of the Electing Noteholder, as appropriate,

by no later than 11:00 a.m. (London time) / 14:00 p.m. (Moscow time) on 6 December 2024, to the attention of the Corporate Finance Department at the following email addresses: office@rushydro.ru, MikhaylovAA@rushydro.ru.

Acceptable proof of holding referred to under item (i) above are documents allowing to clearly identify the Electing Noteholder as the Direct Participant or the end-holder (beneficial holder) of specific Notes, including (a) statements of account from the relevant Direct Participant (as defined below), screenshots from Euroclear or Clearstream, Luxembourg identifying the relevant person as a Direct Participant and identifying the Notes held by them, along with evidence indicating in whose favour the Notes are held by the relevant Direct Participant and (b) evidence that the Notes are held by a particular end-holder (beneficial holder) through a Direct Participant and, if applicable, through an Intermediary or Intermediaries (in each case including the amount of the Notes held and the names and account numbers of the relevant end-holders (beneficial holders) and the Intermediary or Intermediaries along the entire holding chain from the relevant end-holder (beneficial holder) to the respective Direct Participant). A "**Direct Participant**" means a person that is shown in the records of the clearing and settlement systems of Euroclear or Clearstream, Luxembourg as a holder of Notes. An "**Intermediary**" means a depositary, broker, dealer, commercial bank, trust or asset management company or other nominee or custodian that directly or indirectly holds any Notes through a Direct Participant for the benefit of an end-holder (beneficial holder).

Documents listed under items (ii) through (iv) above shall together be referred to as the "**Election Documents**". Forms of the Election Documents are available upon request to be sent to the following email addresses: MikhaylovAA@rushydro.ru, GavrilovAA@rushydro.ru, KolbaOV@rushydro.ru.

Originals of the Election Documents shall be delivered by hand or sent by an internationally recognized courier service to the following addresses:

PJSC "RusHydro"

7 Malaya Dmitrovka Street

Moscow 127006

Russian Federation

Attention: Corporate Finance Department

or

JSC «Institute Hydroproject», Branch in the Kyrgyz Republic

Office 1105, Business Centre "Russia"

19 Razzakova Street

Bishkek 720040

Kyrgyz Republic

Attention: PJSC "RusHydro" (Corporate Finance Department)

The approval by RusHydro of the relevant funds transfer to an Electing Noteholder is conditional on receipt of the Election Documents on behalf of such Electing Noteholder at the addresses stated above.

RusHydro reserves the right to request further information and documents from the Electing Noteholders if such information and documents are required by the Government Commission or the Bank.

Only those Non-Russian Noteholders who hold the Notes as of 22 November 2024 may submit a Direct Payment Election Notice.

Any and all currency conversion, exchange, transfer or other bank fees (including fees charged by any intermediary or correspondent banks) in connection with the transfer of the relevant funds from an Electing Noteholder's Type D Account to such Electing Noteholder's account in any currency other than Russian rubles are subject to the discretion of, and special arrangements between an Electing Noteholder with, the Bank and shall be borne by the Electing Noteholders and not RusHydro.

Direct Payment Election Notice irrevocable

Direct Payment Election Notices will be irrevocable.

Responsibility to consult advisers

Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate in connection with this Notice and the proposed direct redemption and settlement arrangements, and each Noteholder must make its own decision as to whether to make the Direct Payment Election.

None of RusHydro or its respective directors, officers, employees, affiliates, advisers or agents makes any recommendation as to whether Noteholders should consent to the proposed direct redemption and settlement arrangements, or refrain from taking any action in relation to same with respect to their Notes, and none of them has authorised any person to make any such recommendation.

Noteholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial and/or legal consequences of consenting to the proposed direct redemption and settlement arrangements and making the Direct Payment Election. None of RusHydro or its respective directors, officers, employees, affiliates, advisers or agents has made or will make any assessment of the merits of the proposed direct redemption and settlement arrangements or of the impact of the Direct Payment Election on the interests of Noteholders either as a class or as individuals. Noteholders are liable for their own taxes and have no recourse to RusHydro with respect to taxes arising in connection with the proposed direct redemption and settlement arrangements.