

The Auditing Committee of “Kubanenergo”, JSC

Minutes No. 6 of the meeting of the Auditing Committee of “Kubanenergo”, JSC

Moscow

January 25, 2013

Quantitative composition of the Auditing Committee specified by the Charter of the Company – 5 persons

Members of the Auditing Committee of “Kubanenergo”, JSC submitted the written opinion (filled in and signed questionnaires) on the agenda items of the meeting of the Auditing Committee of the Company: Alimuradova I.A, Yakubovich Ya.B., Bogashov A.E.

Quorum, necessary for making decisions on all the agenda items of the Auditing Committee meeting, is present. The decision on the agenda items of the Auditing Committee meeting should be adopted by a majority of votes of the members of the Auditing Committee of the Company.

Agenda:

1. On audit (inspection) of business activity of Kubanenergo JSC by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445.
2. On terms of the audit (inspection) of business activity of the Company by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445.
3. On plan of the audit (inspection) of business activity of the Company by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445.
4. On inviting specialists (experts) for the audit (inspection) of business activity of the Company by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445.
5. On submitting to Holding IDGC JSC a copy of Conclusion (certificate) on the results of the audit (inspection) for 2012.

Voting results and adopted decisions

Item 1:

On audit (inspection) of business activity of Kubanenergo JSC by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445

Voting results:

“FOR”: (Alimuradova I.A, Yakubovich Ya.B., Bogashov A.E.) – 3 persons

“AGAINST”: no.

“ABSTAINED”: no.

Resolution:

To perform the audit (inspection) of business activity of Kubanenergo JSC by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445 as a planned annual audit of business activity of the Company in 2012, in accordance with schedule of Auditing committee of Kubanenergo for 2012-2013 that was approved by Company Auditing Committee (annex 1 to the minutes of meeting No.3 dated 01.08.2012.)

Item 2:

On terms of the audit (inspection) of business activity of Kubanenergo JSC by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4449

Voting results:

“FOR”: (Alimuradova I.A, Yakubovich Ya.B., Bogashov A.E.) – 3 persons

“AGAINST”: no.

“ABSTAINED”: no.

Resolution:

To approve the period of performing the audit (inspection) of business activity of Kubanenergo JSC by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445 as a planned annual audit of business activity of the Company in 2012, in accordance with schedule of Auditing committee of Kubanenergo for 2012-2013 that was approved by Company Auditing Committee (annex 1 to the minutes of meeting No.3 dated 01.08.2012.)

Item 3:

On plan of the audit (inspection) of business activity of the Company by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445

Voting results:

“FOR”: (Alimuradova I.A, Yakubovich Ya.B., Bogashov A.E.) – 3 persons

“AGAINST”: no.

“ABSTAINED”: no.

Resolution:

To make analysis by paragraphs 1.1-1.6 of the plan of the audit (inspection) of business activity of the Company by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445 as a planned annual audit of business activity of the Company in 2012, in accordance with schedule of Auditing committee of Kubanenergo for 2012-2013:

- Audit of annual accounting (financial) report for 2012
- Audit of validity of data in annual report and disclosure on information on Company’s activity in accordance with demands of Federal Financial Markets Service
- Analysis of production indicators for 2021

- Analysis of financial condition of the Company and key financial indicators for the reporting period.

Audit by paragraph 2 of the plan of the audit of business activity of Kubanenergo JSC:

2.1 Analysis of efficiency of activity of companies in the sphere of provision of economic security;

2.2 Analysis and evaluation of risks of possible abuse when implementing the HR policy

should not be performed as this sphere of activity is beyond authorities of the Auditing Committee that were determined by federal law No.208—FZ “On joint stock companies”, Charter and Regulations on Auditing Committee of the Company.

Item 4:

On inviting specialists (experts) for the audit (inspection) of business activity of the Company by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445.

Voting results:

“FOR”: (Alimuradova I.A, Yakubovich Ya.B., Bogashov A.E.) – 3 persons

“AGAINST”: no.

“ABSTAINED”: no.

Resolution:

To perform the audit (inspection) of business activity of Kubanenergo JSC by the demand of Company shareholder –Holding IDGC JSC dated December 27, 2012 No.AM-4445 without inviting specialists (experts) due to the following reasons:

According to Regulations on payment of remunerations and reimbursements to members of Auditing Committee of Kubanenergo, the invited specialists that are not members of the Committee should be paid remuneration on the basis of contracts concluded with them by the Company; the terms of such contracts are determined by the Board of Directors.

Introduction of the issue “On approving terms of contract with experts (specialists) invited to participate in audit of Kubanenergo JSC” to the agenda of BoD meeting is unreasonable as the expenses for payment of remuneration to the invited specialists included in expert group, specified in Requirements, will equal not less than 1.4 million rubles (in accordance with paragraph 3.1 and 4 of Regulations on payments to members of Auditing Committee of Kubanenergo JSC, the remuneration paid to an invited expert is 20 minimal monthly tariff wages of an employees of first grade). Such expenses are paid form the profit and are not included in the business plan.

Item 5:

On submitting to Holding IDGC JSC a copy of Conclusion (certificate) on the results of the audit (inspection) for 2012

Voting results:

“FOR”: (Alimuradova I.A, Yakubovich Ya.B., Bogashov A.E.) – 3 persons

“AGAINST”: no.

“ABSTAINED”: no.

Resolution:

To submit to Holding IDGC JSC a copy of Conclusion (certificate) on the results of the audit (inspection) for 2012 within 3 days from the adoption of the Conclusion (certificate) at the meeting of Company Auditing Committee in accordance with paragraph 8.6 of Regulations of Auditing Committee of Kubanenergo JSC.

Chairperson of the Auditing Committee
of “Kubanenergo”, JSC

_____ Alimuradova I.A.

Secretary of the Auditing Committee of
“Kubanenergo”, JSC

_____ Yakubovich Ya.B.