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**Minutes of Board of Directors Meeting No. 151/2013**

**Open joint stock company**

**of power industry and electrification of Kuban (“Kubanenergo” JSC)**

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| --- | --- |
| Date of meeting | February 08, 2013 |
| Form of holding the meeting | Absentee voting (questionnaire) |
| Place of vote counting | Office 105, 2 Stavropolskaya St., Krasnodar (postal address of “Kubanenergo”, JSC) |
| Date of vote counting | 08.02.2013 17:00 |
| Date of drawing up minutes | February 11, 2013 |

**Number of Board of Directors Members:** 11

**Questionnaires were submitted by:** Budargin O.M., Goncharov V.A., Demidov A.V., Diyakov F.A., Murov A.E., Nikonov V.V., Prokhorov Ye.V., Romeiko D.I., Sultanov G.A.

**Questionnaires were not submitted by:** Likhov Kh.M., Yemelin A.S.,

According to requirements of paragraph 7.3 of Regulation on order of conveying and holding meetings of “Kubanenergo”, JSC Board of Directors approved by decision of annual General meeting of “Kubanenergo”, JSC shareholders dated 22.06.2012, minutes No.31, quorum for holding the meeting should count at least half of elected members of Board of Directors.

Quorum is present

**Agenda**

1. On convening extraordinary general meeting of Company’s shareholders.
2. On setting the price of placing the additional shares of the Company.
3. On proposition to extraordinary general meeting of Company’s shareholders to increase the authorized capital of the Company by offering additional shares

**Item 1:** On convening extraordinary general meeting of Company’s shareholders**.**

Decision:

1. To convene the extraordinary general meeting of IDGC of the South shareholders by absentee voting (by poll)
2. To set deadline for receiving the filled-in bulletins – 18.03.2013.
3. To decide the filled-in voting bulletins should be sent to the following addresses:

- Kubanenergo JSC, 2 Stvropolskaya street, Krasnodar, Russian Fedration 350033

- Registrar R.O.S.T. (Company’s registrar), 18 Stromynka street, Moscow, Russian Federation, 107996

4. To approve the agenda of extraordinary general meeting of shareholders:

1. On increase of the authorized capital of Kubanenergo JSC by offering additional shares.

5. To fix the date of drawing up the list of persons entitled to participate in general meeting of issuer’s shareholders: 08.02.2013.

6. Due to the fact that preferred shares were not issued by the Company, do not adopt the decision on the type (s) of preferred shares which owners have voting rights on the agenda of the extraordinary general meeting of shareholders.

7. To determine the information (materials) provided to the persons entitled to participate in the extraordinary general meeting of shareholders:

- recommendations of the BoD on increase of the authorized capital of Kubanenergo JSC by offering additional shares;

- draft decision on issue of the agenda of the extraordinary general meeting of shareholders

- information on average cost of transactions with shares of Kubanenergo at MICEX trades for the period from 01.02.2012 to 31.01.2013.

8. To decide that persons entitled to participate in extraordinary General meeting of Company’s shareholders can find the information about the meeting from 26.02.2013 to 18.03.2013, except weekends and holidays, from 10:00 to 15:00, at the following addresses:

- Kubanenergo JSC, 2 Stvropolskaya street, Krasnodar, Russian Fedration 350033

- Registrar R.O.S.T. (Company’s registrar), 18 Stromynka street, Moscow, Russian Federation, 107996

The specified information should also available from 07.03.2013 at Company’s website: <http://www.kubanenergo.ru>.

9. To approve the form and text of voting ballots for voting at extraordinary general meeting of shareholders, in accordance with annex 1 to the decision of the BoD.

10. To decide that the voting ballots should be sent by registered mail at the address specified in persons list who can take part in extraordinary meeting of shareholders or by giving against signature to everyone who can take part in extraordinary meeting of shareholders no later than 25.02.2013.

11. To approve the form and text of message on holding of extraordinary meeting of shareholders in accordance with Appendix 2 to present decision.

12. To decide that message on holding of extraordinary meeting of shareholders should be sent to every person from list of persons who can take part in extraordinary meeting of shareholders of the Company, should be published in newspaper “Kubanskie novosti”, should be published at the Company’s web-site: [www.kubanenergo.ru](http://www.kubanenergo.ru) no later than15.02.2013.

13. To elect Russu Olga Vladimirovna, corporate secretary of the Company for the position of secretary of extraordinary meeting of shareholders of the Company.

14. To approve estimate of expenditures on preparing and holding of extraordinary meeting of shareholders of the Company in accordance with Appendix 3 to present decision.

15. To approve contract conditions with registrar of the Company on preparing and holding of extraordinary meeting of shareholders of the Company in accordance with Appendix 4 to present decision.

16. To instruct sole executive body of the Company to sign contract with registrar of the Company on conditions specified in Appendix 4 to present decision.

**Voting results**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR |  | Nikonov V.V. | - | FOR |
| Goncharov V.A. | - | FOR |  | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR |  | Romeiko D.I. | - | FOR |
| Dyakov F.A. | - | FOR |  | Sultanov G.A. | - | FOR |
| Murov A.E. | - | FOR |  |  |  |  |

Thus, the decision on the first item was unanimously adopted by members of BoD.

**Item 2:** On determining the price of placing additional shares of the Company.

Decision:

1. To determine the price of placing (including by persons put in the list of persons who have preemptive right of purchasing of placing additional shares) of one additional share: 121 (one hundred twenty one) rubles 82 kopecks. The price is determined on the basis of weighted average of prices of transactions involving ordinary shares of “Kubanenergo” JSC committed at the auction of “MICEX Stock Exchange” CJSC during the annual period from 01.02.2012 to 31.01.2013.
2. To instruct the sole executive body of “Kubanenergo” JSC to inform Federal Agency for the Administration of State Property on adopted by Company’s BoD decision on determining the price of placing one additional nominal non-certificated share of “Kubanenergo” JSC from additional share issue, placed public offering, including persons included in list of persons having the preemptive right to purchase additional shares of “Kubanenergo” JSC, no later than three working days from the date of adopting current decision with a copy of the certificate on trading on “MICEX” CJSC.

**Voting results**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR |  | Nikonov V.V. | - | FOR |
| Goncharov V.A. | - | FOR |  | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR |  | Romeiko D.I. | - | FOR |
| Dyakov F.A. | - | FOR |  | Sultanov G.A. | - | FOR |
| Murov A.E. | - | FOR |  |  |  |  |

Thus, the decision on the second item was unanimously adopted by members of BoD.

**Item 3:** On suggestion to extraordinary meeting of shareholders of the Company on increasing of authorized capital of “Kubanenergo” JSC by placing additional shares**.**

Decision:

To suggest to extraordinary meeting of shareholders of the Company on item “On increasing of authorized capital of “Kubanenergo” JSC by placing additional shares” to adopt the following decision:

To increase authorized capital of “Kubanenergo” JSC by placing additional nominal non-certificated shares in the amount of 214 877 270 (two hundred fourteen million eight hundred seventy seven thousand two hundred seventy) items with nominal value 100 (one hundred) rubles each on total amount 21 487 727 000 (twenty one billion four hundred eighty seven million seven hundred twenty seven thousand) rubles on the following conditions:

1. Placing type – public offering;
2. Price of placing (including ) including by persons put in the list of persons who have preemptive right of purchasing of placing additional shares) of one additional share: 121 (one hundred twenty one) rubles 82 kopecks. The price is determined on the basis of weighted average of prices of transactions involving ordinary shares of “Kubanenergo” JSC committed at the auction of “MICEX Stock Exchange” CJSC during the annual period from 01.02.2012 to 31.01.2013;
3. Payment method of additional shares - additional shares shall be paid in cash in the currency of the Russian Federation in cashless form by their transferring to the account of “Kubanenergo” JSC;
4. Additional issue of shares is considered as void if the share of non-distributed shares is 75% from the total amount of offered securities of the additional issue.

**Voting results**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR |  | Nikonov V.V. | - | FOR |
| Goncharov V.A. | - | FOR |  | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR |  | Romeiko D.I. | - | FOR |
| Dyakov F.A. | - | FOR |  | Sultanov G.A. | - | FOR |
| Murov A.E. | - | FOR |  |  |  |  |

Thus, the decision on the third item was unanimously adopted by members of BoD.

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| --- | --- |
| Chairperson | Budargin O.M. |
|  |  |
| Corporate Secretary | Russu O.V. |