2 Stavropolskaya street, Krasnodar 350033

phone: (861) 268-59-13, fax (861) 268-24-93

teletype: 221292 KAHBA, telet@kuben.elektra.ru

**Minutes of Board of Directors Meeting No. 161/2013**

**Open joint stock company of power industry and electrification of Kuban (“Kubanenergo” JSC)**

|  |  |
| --- | --- |
| Date of meeting | April 22, 2013 |
| Form of holding the meeting | Absentee voting (questionnaire) |
| Place of vote counting | Office 105, building 1, 2 Stavropolskaya St., Krasnodar (postal address of “Kubanenergo”, JSC) |
| Date of vote counting | 26.04.2013, 17:00 |
| Date of drawing up minutes | 29 April 2013 |

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

**Questionnaires were submitted by:** Budargin O.M. (chairperson of Board of Directors), Goncharov V.A., Demidov A.V., Yemelin A.S., Diyakov F.A., Murov A.E., Prokhorov Ye.V., A.E., Romeiko D.I., Sultanov G.A.,

**Questionnaires were not submitted by:** Nikonov V.V., Likhov Kh.M.

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 annual General meeting of Company’s shareholders and on choosing he form of the meeting
2. On fixing the date of the annual General meeting of Company’s shareholders , registration time, listing persons participating in the meeting
3. On preliminary approval of annual report of the Company for 2012
4. On discussing the annual accounting statements for 2012, as well as on recommendations on distribution of profit and loss by the results of 2012 financial year
5. On recommendations regarding the amount of dividends and the procedure of its payment by the results of 2012
6. On discussion of candidature of Company’s auditor
7. On making the agenda of annual General meeting of Company shareholders
8. On choosing the date of making the list of persons entitled to participate in annual General meeting of Company shareholders
9. On determining the type (types) of preference shares, owners of which have voting right on agenda items of annual General meeting of Company shareholders
10. On determining the information (materials) provided to shareholders when preparing the annual General meeting of Company shareholders, and on procedure of its distribution
11. On approving the form and the text of voting ballots for voting at annual General meeting of shareholders
12. On the fixing the date of sending voting ballots to persons entitled to participate in the annual General meeting of shareholders, on providing addresses where the filled-in voting ballots should be sent, the deadline for receipt of filled-in ballots
13. On determining the order of informing shareholders on convening the annual General meeting of Company shareholders
14. On the election of the Secretary of the annual General meeting of shareholders
15. On approval of cost estimates related to preparation and holding the annual General meeting
16. On approving the terms of agreements with the registrar of the Company
17. On nominating candidatures of auditors of organizations, in which “Kubanenergo” JSC participates
18. On expressing “Kubanenergo” JSC opinion on agenda items of annual general meetings of shareholders of Company’s affiliates: “Recreation centre “Energetik” JSC, “Recreation centre “Plamya” JSC, “Energoservis Kuban” JSC
19. On taking into consideration the report on management in 2012 at affiliated and dependent companies of “Kubanenergo” JSC that are engaged in non-core business activity

**Item 1: On convening annual General meeting of Company’s shareholders and on choosing he form of the meeting.**

Decision:

To convene annual General meeting of Company’s shareholders in the form of a meeting (joint presence)

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 2: On fixing the date of the annual General meeting of Company’s shareholders , registration time, listing persons participating in the meeting.**

Decision:

1. Date of holding the General meeting of shareholders of the Company – June 17, 2013.

2. Time of holding the General meeting of shareholders of the Company – 10:00 a.m. by local time.

3. Place of holding the General meeting of shareholders of the Company – “Kubanenergo” JSC, 2 Stavropolskaya str., Krasnodar

4. Registration start-time for persons participating in general meeting of shareholders: 09:00 a.m. by local time.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 3: On preliminary approval of annual report of the Company for 2012**

Decision:

To approve preliminary the annual report of the Company for 2012. To recommend the annual General meeting of shareholders to approve annual report of the Company for 2012 in accordance with annex 1 to the decision of the BoD. **Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 4: On discussing the annual accounting statements for 2012, as well as on recommendations on distribution of profit and loss by the results of 2012 financial year**

Decision:

1. To submit for consideration and approval of annual General meeting of shareholders the annual accounting statements for 2012 (annex 2 to the decision of the BoD).

2. To recommend the annual General meeting of shareholders to approve the following distribution of profit and loss by the results of 2012 financial year:

|  |  |
| --- | --- |
| Indicator | (thousand rubles) |
| Undistributed profit (loss) of the reporting period: | (1 901 466) |
| Distribute to: Reserve fund  | - |
| Profit for development  | - |
| Dividends | - |
| Recovery of loss of past years | - |

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | ABSTAINED | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

Thus, the decision on the fourth item was adopted by majority of members of BoD.

**Item 5: On recommendations regarding the amount of dividends and the procedure of its payment by the results of 2012**

Decision:

To recommend the annual General meeting of shareholders to adopt the following decision:

- Dividends from ordinary shares are not to be paid by the results of 2012.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | ABSTAINED | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

Thus, the decision on the fifth item was adopted by majority of members of BoD.

**Item 6: On discussion of candidature of Company’s auditor**

Decision:

To recommend the annual General meeting of shareholders to approve “KMPG” CJSC as Company’s auditor

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | ABSTAINED | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

Thus, the decision on the sixth item was adopted by majority of members of BoD.

**Item 7: On making the agenda of annual General meeting of Company shareholders**

Decision:

1. On approval of Company’s annual report.
2. On approval annual accounting report, including the profit and loss statement.
3. On approval of distribution of profit of the Company by the results of 2012.
4. On the amount, terms and form of paying the dividends by the results of 2012.
5. On election of Company’s Board of Directors members.
6. On election of Company’s Auditing commission members.
7. On approval of Company’s Auditor.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 8: On choosing the date of making the list of persons entitled to participate in annual General meeting of Company shareholders**

Decision:

To decide that the date of making the list of persons entitled to participate in annual General meeting of Company shareholders is April 29, 2013.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 9: On determining the type (types) of preference shares, owners of which have voting right on agenda items of annual General meeting of Company shareholders**

Decision:

Due to the fact that preferred shares were not issued, decisions on determining the type (types) of preference shares, owners of which have voting right on agenda items of annual General meeting of Company shareholder, should not be adopted

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 10: On determining the information (materials) provided to shareholders when preparing the annual General meeting of Company shareholders, and on procedure of its distribution**

Decision:

1. To decided that the following information should be provided to shareholders when preparing the annual General meeting of Company shareholders, and on procedure of its distribution:

− annual financial statements, including the auditor, the Audit Committee of the Company for the audit of annual financial statements;

− Company's annual report;

− the Audit Commission on the reliability of the data contained in the Company's annual report;

− information about candidates to the Board of Directors of the Company;
− information about candidates to the Audit Committee of the Company;
− the information on the name of the Company's auditor;
− information about the presence or absence of written consent of the persons nominated for election to the Board of Directors and the Audit Committee of the Company;

− recommendation of the Board of Directors on distribution of profits and losses for the financial year;

− recommendation of the Board of Directors of the Company on the amount of dividends on the shares of the Company and its payment;

− the auditor's assessment of the Company, prepared by the Audit Committee of the Board of Directors of the Company;

− draft decisions of the Annual General Meeting of Shareholders.

2. To decide that persons entitled to participate at annual Genral meeting Company’s shareholders can find the information within the period of May 28, 2013 – June 16, 2013 (except weekends and holydays) from 9:00 a.m. to 15:00 p.m., as well as on June 17, 2013 at:

- “Kubanenergo” JSC, 2 Stavropolskaya str., Krasnodar;

- “R.O.S.T. Registrar” mail box 9, 18 Stromynka str, Moscow 107996 (the Company’s registrar).

The specified information is also available at Company’s web-site from the 6th of June 2013.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 11: On approving the form and the text of voting ballots for voting at annual General meeting of shareholders**

Decision:

To approve the form and the text of voting ballots for voting at annual General meeting of shareholders in accordance with annex 3, 4, 5 to the decision of the BoD.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 12: On the fixing the date of sending voting ballots to persons entitled to participate in the annual General meeting of shareholders, on providing addresses where the filled-in voting ballots should be sent, the deadline for receipt of filled-in ballots**

Decision:

1. To set that the voting ballots should be sent by registered mail (handed out for signature) persons, entitled to participate in the annual General meeting of shareholders, no later than May 27, 2013.
2. The filled-in voting ballots should be sent to one of the following addresses:

- “Kubanenergo” JSC, 2 Stavropolskaya str., Krasnodar;

- “R.O.S.T. Registrar” mail box 9, 18 Stromynka str, Moscow 107996 (the Company’s registrar).

1. To decide that when determining the quorum and summarizing the results only those votes are accounted that were represented by voting ballots sent to the Company no later than June 14, 2013.
2. To instruct sole executive body to ensure that persons entitled to participate in the annual General meeting of shareholders received the voting ballots in accordance with the decisions.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 13: On determining the order of informing shareholders on convening the annual General meeting of Company shareholders**

Decision:

1. To approve the form and the text of the announcement on convening the annual General meeting of Company shareholders in accordance with annex 6 to the decision of the BoD.

2. To inform persons entitled to participate in the annual General meeting of shareholders on the annual General meeting of Company shareholders by sending to them a registered mail (or handing out personally), as well as to publish the announcement on convening the annual General meeting of Company shareholders in “Kubanskiye novosti” newspaper and corporate website by May 17, 2013.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 14: On the election of the Secretary of the annual General meeting of shareholders**

Decision:

To appoint Russu Olga Vladimirovna, corporate secretary of the Company, as the Secretary of the annual General meeting of shareholders

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 15: On approval of cost estimates related to preparation and holding the annual General meeting**

Decision:

1. To approve the cost estimates related to preparation and holding the annual General meeting, in accordance with annex 7 to the decision of the BoD.

2. Sole executive body within two months after the meeting should provide the BoD with information on expenditures related to preparation and holding the annual General meeting.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 16: On approving the terms of agreements with the registrar of the Company**

Decision:

1. To approve terms of contract with the registrar on preparation to the annual General meeting of shareholders and on functioning as counting board, in accordance with annex 7 to the decision of the BoD.

2. To instruct director general to sign the abovementioned contract with the registrar on the terms specified in annex 8 to the BoD decision.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 17: On nominating candidatures of auditors of organizations, in which “Kubanenergo” JSC participates**

Decision:

1. To nominate for approval by the annual General meeting of shareholders the candidature of “Centre of audit, consulting and expertizes” as the auditor of “Recreation centre “Energetik” JSC.

2. To nominate for approval by the annual General meeting of shareholders the candidature of Auditing company “Bona Dea” LLC as the auditor of “Recreation centre “Plamya” JSC

3. To nominate for approval by the annual General meeting of shareholders the candidature of Auditing company “Bona Dea” LLC as the auditor of “Energoservis Kuban” JSC

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | ABSTAINED | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

Thus, the decision on the seventeenth item was adopted by majority of members of BoD.

**Item 18: On expressing “Kubanenergo” JSC opinion on agenda items of annual general meetings of shareholders of Company’s affiliates: “Recreation centre “Energetik” JSC, “Recreation centre “Plamya” JSC, “Energoservis Kuban” JSC**

Decision:

1. To instruct representatives at the annual General meeting of shareholders of “Recreation centre “Energetik” JSC:

1.1. On the issue “On electing members of Company Board of Directors” to vote “FOR” the following decision:

To elect Board of Directors of “Recreation centre “Energetik” JSC in the following composition:

|  |  |  |
| --- | --- | --- |
|  | Name | Position  |
| 1 | **Belik Vyacheslav Alexandrovich** |  Head of Personnel Management and Organization Design Department of Kubanenergo JSC |
| 2 | Konevets Kirill Sergeevich  | Head of legal department of Kubanenergo JSC  |
| 3 | Didenko Yekaterina Evgenievna  | Head of department for corporate management and interaction with shareholders of Kubanenergo JSC |
| 4 | Shashkov Aleksandr Vladimirovich  | Head of department of economics Kubanenergo JSC |
| 5 | Golubeva Olga Vladimirovna  | Chief specialist at division for analysis and control of corporate management at department for corporate management and interaction with shareholders of “Russian Grids” JSC  |

2. To instruct representatives at the annual General meeting of shareholders of “Recreation centre “Plamya” JSC:

2.1. On the issue “On electing members of Company Board of Directors of “Recreation centre “Plamya” JSC” to vote “FOR” the following decision:

To elect Board of Directors of “Recreation centre “Plamya” JSC in the following composition:

|  |  |  |
| --- | --- | --- |
|  | Name | Position |
|  | **Belik Vyacheslav Alexandrovich** |  Head of Personnel Management and Organization Design Department of Kubanenergo JSC |
|  | Borschov Andrey Vladimirovich  | Head of Security department of Kubanenergo JSC |
|  | Konevets Kirill Sergeevich  | Head of legal department of Kubanenergo JSC  |
|  | Didenko Yekaterina Evgenievna  | Head of department for corporate management and interaction with shareholders of Kubanenergo JSC |
|  | Storchai Margarita Aleksandrovna  | Chief expert of division for standards and methodology at department for corporate management and interaction with shareholders of “Russian Grids” JSC |

3. To instruct representatives at the annual General meeting of shareholders of “Energoservis Kuban” JSC :

3.1. On the issue “On electing members of Company Board of Directors” to vote “FOR” the following decision:

To elect Board of Directors of “Energoservis Kuban” JSC in the following composition:

|  |  |  |
| --- | --- | --- |
|  | Name | Position |
|  | Lyashko Andrey Vladimirovich | Deputy director general in charge of development and selling of services of “Kubanenergo” JSC |
|  | Shashkov Aleksandr Vladimirovich  | Head of department of economics Kubanenergo JSC |
|  | Zinchenko Pavel Vasilyevich  |  Deputy General Director for Technical Issues – Chief Engineer |
|  | Konevets Kirill Sergeevich  | Head of legal department of Kubanenergo JSC  |
|  | Ovchenkov Sergey Leonidovich  | Director general of “Energoservis Kuban” JSC  |
|  | Akhrimenko Dmitriy Olegovich  | First deputy head of department at department for corporate management and interaction with shareholders of “Russian Grids” JSC» |
|  | Bulavintsev Aleksey Sergeevich  | Head of sector for organization of electric energy metering at department of transport of electric energy and energy saving at “Russian Grids” JSC  |

4. To instruct representatives at the annual General meeting of shareholders of “Recreation centre “Energetik” JSC on the issue “On electing members of company’s Auditing commission” to vote “FOR” the following decision:

To elect Auditing Committee of “Recreation centre “Energetik” JSC in the following composition:

|  |  |  |
| --- | --- | --- |
|  | Name | Position |
| 1 | Golubova Irma Aleksandrovna | Head of sector for internal control and risks management at “Kubanenergo” JSC  |
| 2 | Sher Irina Aleksandrovna | Chief specialist of sector for internal control and risks management at “Kubanenergo” JSC |
| 3 | Smirnov Vyacheslav Nikolaevich  | Leadign expert at sector for internal control and risks management at “Kubanenergo” JSC  |

5. To instruct representatives at the annual General meeting of shareholders of “Recreation centre “Plamya” JSC on the issue “On electing members of company’s Auditing commission” to vote “FOR” the following decision:

To elect Auditing Committee of “Recreation centre “Plamya” JSC in the following composition:

|  |  |  |
| --- | --- | --- |
|  | Name | Position |
| 1 | Shamanina Svetlana Vladimirovna  | Chief specialist of sector for internal control and risks management at “Kubanenergo” JSC |
| 2 | Sher Irina Aleksandrovna | Chief specialist of sector for internal control and risks management at “Kubanenergo” JSC |
| 3 | Smirnov Vyacheslav Nikolaevich  | Leadign expert at sector for internal control and risks management at “Kubanenergo” JSC  |

6. To instruct representatives at the annual General meeting of shareholders of “Energoservis Kuban” JSC on the issue “On electing members of company’s Auditing commission” to vote “FOR” the following decision:

To elect Auditing Committee of “Energoservis Kuban” JSC in the following composition:

|  |  |  |
| --- | --- | --- |
|  | Name | Position |
| 1 | Golubova Irma Aleksandrovna | Head of sector for internal control and risks management at “Kubanenergo” JSC  |
| 2 | Shamanina Svetlana Vladimirovna  | Chief specialist of sector for internal control and risks management at “Kubanenergo” JSC |
| 3 | Smirnov Vyacheslav Nikolaevich  | Leadign expert at sector for internal control and risks management at “Kubanenergo” JSC  |

7. To instruct representatives at the annual General meeting of shareholders of “Recreation centre “Energetik” JSC:

On the issue “On distribution of profit (including on payment of dividends) and losses of the Company by the results of 2012 financial year” to vote “FOR” the adoption of the following decision:

To approve the following distribution of profit (loss) by the results of 2012 financial year:

|  |  |
| --- | --- |
| Indicator | (thousand rubles) |
| Undistributed profit (loss) of the reporting period: | 86 |
| Distribute to: Reserve fund  | - |
| Profit for development  | 86 |
| Dividends | - |
| Recovery of loss of past years | - |

Dividends from ordinary shares of “Recreation centre “Energetik” JSC by the results of 2012 are not to be paid out.

8. To instruct representatives at the annual General meeting of shareholders of “Recreation centre “Plamya” JSC:

On the issue “On distribution of profit (including on payment of dividends) and losses of the Company by the results of 2012 financial year” to vote “FOR” the adoption of the following decision:

To approve the following distribution of profit (loss) by the results of 2012 financial year:

|  |  |
| --- | --- |
| Indicator | (thousand rubles) |
| Undistributed profit (loss) of the reporting period: | 1 651 |
| Distribute to: Reserve fund  | - |
| Profit for development  | - |
| Dividends | - |
| Recovery of loss of past years | - |

9. To instruct representatives at the annual General meeting of shareholders of “Energoservis Kuban” JSC :

On the issue “On distribution of profit (including on payment of dividends) and losses of the Company by the results of 2012 financial year” to vote “FOR” the adoption of the following decision:

To approve the following distribution of profit (loss) by the results of 2012 financial year:

|  |  |
| --- | --- |
| Indicator | (thousand rubles) |
| Undistributed profit (loss) of the reporting period: | 6 279 |
| Distribute to: Reserve fund  | - |
| Profit for development  | 6 279 |
| Dividends | - |
| Recovery of loss of past years | - |

Dividends from ordinary shares of “Energoservis Kuban” JSC by the results of 2012 are not to be paid out.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

**Item 19: On taking into consideration the report on management in 2012 at affiliated and dependent companies of “Kubanenergo” JSC that are engaged in non-core business activity**

Decision:

1. To take into consideration the report on management in 2012 at affiliated and dependent companies of “Kubanenergo” JSC that are engaged in non-core business activity, in accordance with annex 9 to the decision of the BoD.

2. To instruct director general of the Company by 15.06.2013 to organize and fulfill the necessary activities on approving the business-plan of “Recreation centre “Energetik” JSC for 2012, that should ensure the breakeven activity and development of the company and ensure that the indicators of the business plan are achieved.

**Voting results:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Budargin O.M. | - | FOR | Murov A.E. | - | FOR |
| Goncharov V.A. | - | FOR | Prokhorov Ye.V. | - | FOR |
| Demidov A.V. | - | FOR | Romeiko D.I. | - | FOR |
| Yemelin A.S. | **-** | FOR | Sultanov G.A. | - | FOR |
| Diyakov F.A. | **-** | FOR |  |  |  |

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

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