



Minutes of Board of Directors Meeting No. 247/2016
Public joint stock Company of power industry and electrification of Kuban
(“Kubanenergo” PJSC)

Date of meeting	29 July 2016
Form of holding the meeting	absentee voting (questionnaire)
Place of vote counting	office 105, building 1, 2A Stavropolskaya St., Krasnodar (postal address of “Kubanenergo” PJSC)
Date of vote counting	29.07.2016, 5 p.m.
Date of drawing up minutes	1 August 2016

Board of Directors Members: 11

Questionnaires were submitted by: Mangarov Yu.N. (Chairperson of the BoD), Bobkov D.A., Bogashov A.Ye., Varvarin A.V., Gavrilov A.I., Gritsenko V.F., Yefimov A.L., Serov A.Yu., Sofyin V.V., Khokholkova K.V., Shmakov I.V.

Questionnaires were not submitted by: none

According to requirements of paragraph 7.3 of Regulations for the Board of Directors of Public joint stock Company of power industry and electrification of Kuban (approved by decision of annual General meeting of “Kubanenergo” PJSC shareholders dated 27.06.2016, minutes No.37), the 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 Shareholders
2. On determining the price of placement of additional shares of the Company
3. On submission of proposals to the extraordinary General Meeting of Shareholders concerning the increase of the authorized capital of Kubanenergo PJSC by placement of additional shares

Item 1

On convening extraordinary General Meeting of Shareholders

The following decision is proposed:

1. To convene extraordinary General meeting of shareholders in the form of absentee voting on 19.09.2016.
2. To set the deadline for receiving the voting bulletins for voting at extraordinary General meeting of shareholders: 19.09.2016.
3. To decide that the filled in bulletins should be sent to:
 - “Kubanenergo” PJSC, 2A Stavropolskaya str., Krasnodar;
 - “R.O.S.T. Registrar”, mail box 9, 18 Stromynka str, Moscow 107996 (the Company’s registrar);

Apart from that the owner of securities, exercising rights through a nominee holder or a foreign nominee, is entitled to take part in the Meeting personally or by instructing the nominee/foreign

nominee to vote in a certain way, if it is allowed by the contract between the owner and nominee/foreign nominee. Voting ballot signed with electronic signature shall be submitted by the owner of securities to the nominee/foreign nominee.

4. To approve the following agenda of the general meeting of participants (shareholders) of the issuer:

1. On increase of authorized capital of Kubanenergo PJSC by placements of additional shares.

5. To set the date of making the list of persons authorized to participate in the general meeting of participants (shareholders) of the issuer: **26.08.2016**

6. Taking into consideration that preferred shares of Company have not been issued, do not adopt the decisions on determining the type (-s) of preferred shares whose owners are entitled to vote on agenda items of Company's annual meeting of shareholders.

7. Information (materials) provided to persons entitled to participate in the annual general meeting of shareholders:

- recommendations of the Board of Directors on increase of the Company's authorized capital by placing additional shares;

- draft decision on the agenda of the Extraordinary General Meeting of Shareholders;

- information on the average prices of transactions in ordinary shares of the Company committed to the highest bidder MICEX Stock Exchange for the period from 22. 04.2016 till 21. 07.2016;

- draft of proxy that the shareholder may give to their representative and the procedure of its approval;

- information about the shareholders' agreements entered into during the year prior to the date of the general meeting of shareholders.

8. To determine that persons entitled to participate at annual General meeting Company's shareholders can find the information within the period of 24 May 2016 – 23 June 2016 (except weekends and holydays) from 9:00 a.m. to 15:00 p.m., as well as on June 24, 2016 at:

- “Kubanenergo” PJSC, 2A Stavropolskaya str., Krasnodar;
- “R.O.S.T. Registrar” mail box 9, 18 Stromynka str, Moscow 107996 (the Company's registrar);
- Official webpage of the Company www.kubanenergo.ru

If person/entity registered in registry of Company's shareholders is a nominee holder, the specified information will be sent by 27.08. 2016 in e-form (electronic documents with digital signature) to such nominee holder.

9. To approve the form and text of bulletins for voting at annual general meeting of shareholders of the Company, in accordance with Annex 1 to the resolution of the BoD.

10. To determine that voting bulletins should be sent by registered mail (hand out against receipt) to persons entitled to participate in the extraordinary general meeting of shareholders of the Company no later than 29.08.2016.

11. To approve the form and text of message on holding the annual general meeting of shareholders of the Company in accordance with Annex 1 to present resolution of Company's BoD.

12. To provide the posting of message on holding Company's annual general meeting of shareholders on web-site of the Company: www.kubanenergo.ru no later than 27.08.2016.

If person/entity registered in registry of Company's shareholders is a nominee holder, the specified information will be sent by 27.08.2016 in e-form (electronic documents with digital signature) to such nominee holder.

13. To elect Russu Olga Vladimirovna, corporate secretary of the Company for the position of secretary of Company's annual general meeting of shareholders.

14. To approve cost estimate connected with preparation and holding of annual general meeting of shareholders of the Company in accordance with Appendix 8 to present decision.

To instruct Director General of the Company to represent report to Company's BoD on expenditures on preparation and holding of annual general meeting of shareholders of the Company no later than two months after holding of annual general meeting of shareholders.

15. To approve the terms of service contract on holding of general meeting of security holders including performing of functions of counting commission with registrar of the Company in accordance with Annex 4 to present decision of Company's BoD.

16. To instruct Director General of the Company to sign service contract on organization in accordance with the conditions of Annex 4 to present decision of Company's BoD.

Voting results

Bobkov D.A.	-	FOR	Mangarov Yu.N.	-	FOR
Bogashov A.Ye.	-	FOR	Serov A.Yu.	-	FOR
Varvarin A.V.	-	FOR	Sofyin V.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Shmakov I.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, the decision on the first item was unanimously adopted by the BoD members participating in the meeting.

Item 2

On determining the price of placement of additional shares of the Company

The following decision is proposed:

1. To determine the price of placing one additional ordinary registered uncertified share of Kubanenergo PJSC (as well as the price for the persons included in the list of persons having the preemptive right to purchase additional shares) in accordance with Articles 36 and 77 of the Federal Law "On Joint Stock Companies": 100 (one hundred) rubles 00 kopecks.

To instruct the sole executive body of Kubanenergo PJSC to notify the Federal Agency for the Administration of State Property on the decision of the Company Board of Directors adopting the decision on determining the offering price of one ordinary registered uncertified share of Kubanenergo PJSC of additional issue placed by public subscription, including the persons included in the list of persons having the preemptive right to purchase additional shares of Kubanenergo PJSC, no later than three business days after the date of adoption of this resolution with provision of a copy of certificate of PJSC Moscow Exchange.

Voting results

Bobkov D.A.	-	FOR	Mangarov Yu.N.	-	FOR
Bogashov A.Ye.	-	FOR	Serov A.Yu.	-	FOR
Varvarin A.V.	-	FOR	Sofyin V.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Shmakov I.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, the decision on the second item was unanimously adopted by the BoD members participating in the meeting.

Item 3

On submission of proposals to the extraordinary General Meeting of Shareholders concerning the increase of the authorized capital of Kubanenergo PJSC by placement of additional shares

The following decision is proposed:

To propose the extraordinary General Meeting of Shareholders concerning the increase of the authorized capital of Kubanenergo PJSC by placement of additional shares:

“To increase authorized capital of Kubanenergo PJSC by placing additional ordinary registered uncertified shares in amount of 57 457 846 (fifty seven million four hundred fifty seven thousand eight hundred forty six) shares with par value of 100 (one hundred) rubles each for the total sum of 5 745 784 600 (five billion seven hundred forty five million seven hundred eighty four thousand six hundred) rubles, on the following conditions:

offering – public offering

placing price (including those from the list of persons with pre-emption right to acquire the additional shares) of one ordinary registered uncertified share was determined by the BoD of Kubanenergo PJSC on 29.07.2016 and amounts to 100 (one hundred) rubles 00 kopeks

method of payment for additional shares – in monetary terms in rubles of Russian Federation in cashless form by transferring to the account of Kubanenergo PJSC”

Voting results

Bobkov D.A.	-	FOR	Mangarov Yu.N.	-	FOR
Bogashov A.Ye.	-	FOR	Serov A.Yu.	-	FOR
Varvarin A.V.	-	FOR	Sofyin V.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Shmakov I.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, the decision on the third item was unanimously adopted by the BoD members participating in the meeting.

Chairperson

Mangarov Yu.N..

Corporate secretary

Russu O.V.