



## Minutes of Board of Directors Meeting No. 261/2017

### Public joint stock Company of power industry and electrification of Kuban

#### (Kubanenergo PJSC)

Date of meeting	30 January 2017
Form of holding the meeting	absentee voting (questionnaire)
Place of vote counting	office 105, building 1, 2A Stavropolskaya St., Krasnodar (postal address of Corporate Secretary of “Kubanenergo” PJSC)
Date of drawing up minutes	2 February 2017

#### Board of Directors Members: 11

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

#### Questionnaires were not submitted by:

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 approval of the budget for the 1<sup>st</sup> quarter 2017 costs.
2. On approval of the Anti-Corruption Policy of Rosseti PJSC and affiliated and subsidiary companies of Rosseti PJSC in the new edition.
3. On discussion of the report on approval of the draft of the adjusted Company's investment programme for 2016-2020 by the RF Ministry of Energy in the manner prescribed by the RF Government Decree dated December 01, 2009 No.977.
4. On discussion of the report presented by the Director General on selling of non-core assets in 2016.
5. On approval of the adjusted schedule for removal of injury causing equipment of Kubanenergo PJSC for 2017-2021.

#### Item 1

##### On approval of the cost estimates of Kubanenergo for the 1<sup>st</sup> quarter 2017

The following decision is proposed:

1. To approve the cost estimates of Kubanenergo for the 1<sup>st</sup> quarter 2017, in accordance with Appendix 1 to the present decision of the BoD.
2. To instruct Sole executive body of Kubanenergo PJSC to ensure that the BoD discusses the business plan of Kubanenergo for 2017 and estimates for 2018-2021 at its meeting.

Deadline: 28.02.2017

### **Voting results**

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

Thus, the majority of the BoD members participating in the meeting adopted the proposed decision on the first item.

### **Item 2**

#### **On approval of the restated Anti-Corruption Policy of Rosseti PJSC and affiliated and subsidiary companies of Rosseti PJSC**

The following decision is proposed:

1. To approve the restated Anti-Corruption Policy of Rosseti PJSC and affiliated and subsidiary companies of Rosseti PJSC, in accordance with Appendix 1 to the present decision of the BoD.
2. Starting from the date of adoption of this resolution, to acknowledge as invalid the Anti-corruption Policy of Rosseti PJSC and its affiliated and subsidiary companies that was approved by the BoD on 29.12.2014 (minutes of meeting No.201/2014 dd 30.12.2014).
3. To instruct the Sole executive body of the Company to:
  - 3.1 Ensure implementation of the restated Anti-Corruption Policy of Rosseti PJSC and affiliated and subsidiary companies at the Company and its subsidiaries.
  - 3.2. To prepare and approve in regulatory and administrative documents the Programme of Anti-corruption events of the Company for 2017.

Term: within one month after adoption of this decision.

- 3.3. To submit to the Company's BoD the information pertaining to implementation to paragraphs 3.1 and 3.2 of this resolution as a part of report on fulfillment of the BoD's decisions.

### **Voting results**

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

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

### **Item 3**

**On discussion of the report on approval of the draft of the adjusted Company's investment programme for 2016-2020 by the RF Ministry of Energy in the manner prescribed by the RF Government Decree dated December 01, 2009 No.977**

The following decision is proposed:

To take into consideration the report on approval of the draft of the adjusted Company's investment programme for 2016-2020 by the RF Ministry of Energy in the manner prescribed by the RF Government Decree dated December 01, 2009 No.977, in accordance with Appendix 3 to the present decision of the BoD.

**Voting results**

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

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

**Item 4**

**On discussion of the report presented by the Director General on selling of non-core assets in 2016**

The following decision is proposed:

1. To take into consideration the report presented by the Director General on selling of non-core assets in 2016, in accordance with Appendix 4 to the present decision of the BoD.

2. Confidential

3. Confidential

**Voting results**

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

Thus, the majority of the BoD members participating in the meeting adopted the proposed decision on the fourth item.

**Item 5**

**On approval of the adjusted schedule for removal of injury causing equipment of Kubanenergo PJSC for 2017-2021**

The following decision is proposed:

To approve the adjusted schedule for removal of injury causing equipment of Kubanenergo PJSC for 2017-2021, in accordance with Appendix 5 to the present decision of the BoD.

**Voting results**

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

Thus, the majority of the BoD members participating in the meeting adopted the proposed decision on the fifth item.

Chairperson

Mangarov Yu.N..

Corporate secretary

Russu O.V.