

Minutes of Board of Directors Meeting No. 273/2017
Public joint stock Company of power industry and electrification of Kuban
(Kubanenergo PJSC)

Date of meeting	11 May 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	12 May 2017

Board of Directors Members: 11

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

Questionnaires were not submitted by: Bobkov D.A.

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 the General Meeting of Shareholders and determining the form of the meeting
2. On setting the date, time and selecting the place of the annual General Meeting of Shareholders, time of the registration of persons participating in the annual General meeting of shareholders
3. On setting the date of making the list of persons entitled to participate in the annual General Meeting of Shareholders
4. On preliminary approval of the annual report for 2016
5. On taking into consideration accounting (financial) statements for 2016
6. On selecting agenda items for the annual meeting of Shareholders of the Company
7. On determining the type(s) of preferred shares whose owners are entitled to vote on agenda items of Company’s annual meeting of shareholders
8. On determining the information list (materials) provided to Company’s shareholders during the preparation of Annual General Meeting of Shareholders of the Company and receiving of specified information by shareholders
9. On setting the deadline of sending the voting bulletins to persons entitled to participate in annual general meeting of shareholders of the Company, specifying the address for sending the voting bulletins, deadline for receiving the filled-in voting bulletins
10. On determining the procedure of informing shareholders on holding the annual general meeting of shareholders of the Company, including approving the form and text of message.
11. On electing secretary of annual general meeting of shareholders of the Company.

Item 1

On convening the General Meeting of Shareholders and determining the form of the meeting

The following decision is proposed:

To convene the General Meeting of Shareholders in the form of joint presence.

Voting results

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

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

Item 2

On setting the date, time and selecting the place of the annual General Meeting of Shareholders, time of the registration of persons participating in the annual General meeting of shareholders

The following decision is proposed:

1. To determine the date of holding the General meeting of shareholders of the Company: 16 June 2017.
2. To determine the time of holding the General meeting of shareholders of the Company: 10:00 a.m. by local time.
3. To determine the place of holding the General meeting of shareholders of the Company: "Kubanenergo" PJSC, 2A Stavropolskaya str., Krasnodar, Krasnodar region, Russian Federation.
4. To determine the registration start-time for persons participating in general meeting of shareholders: 09:00 a.m. by local time.

Voting results

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

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

Item 3

On setting the date of making the list of persons entitled to participate in the annual General Meeting of Shareholders

The following decision is proposed:

To set the date of making the list of persons entitled to participate in the annual General Meeting of Shareholders: 23 may 2017.

Voting results

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

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

Item 4

On preliminary approval of the annual report for 2016

The following decision is proposed:

1. To preliminary approve the annual report of the Company for 2016, in accordance with Annex 1 to the resolution of the Company's Board of Directors, to approve the report on the interested-party transactions concluded within 2016, which is an Annex to the Annual report.
2. To recommend the annual general meeting of shareholders to approve the annual report for 2016.

Voting results

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

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

Item 5

On taking into consideration the accounting (financial) statements for 2016

The following decision is proposed:

To preliminary approve the accounting (financial) statements for 2016, in accordance with Annex 2 to the resolution of the Company's Board of Directors.

Voting results

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

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

Item 6

On selecting agenda items for the annual meeting of Shareholders of the Company

The following decision is proposed:

To approve the following agenda of the AGM:

1. On approval of the Company's annual report.
2. On approval annual accounting (financial) report, including the profit and loss statement (income statement).
3. On approval of distribution of profit of the Company by the results of 2016.
4. On the amount, terms and form of paying the dividends by the results of 2016.
5. On election of the Company's Board of Directors (supervisory board) members.
6. On election of the Company's Auditing commission (controllers) members.
7. On approval of the Company's Auditor.
8. On approval of the Company's restated Charter.
9. On approval of internal document: restated Regulations for the General Meeting of the Company Shareholders.

10. On approval of internal document: restated Regulations for the Board of Directors of the Company.
11. On approval of internal document: restated Regulations for the Auditing Committee of the Company.
12. On termination of membership of Kubanenergo PJSC in Association “ENRGOSTROY”.

Voting results

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

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

Item 7

On determining the type(s) of preferred shares whose owners are entitled to vote on agenda items of Company’s annual meeting of shareholders

The following decision is proposed:

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.

Voting results

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

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

Item 8

On determining the information list (materials) provided to Company’s shareholders during the preparation of Annual General Meeting of Shareholders of the Company and receiving of specified information by shareholders

The following decision is proposed:

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

- Annual accounting statements, as well as auditors opinion, report of Company’s Auditing Committee by the results of check of accounting statements;
- Abstract of decision of the BoD on issues related to approval of annual reports by the AGM and recommendations to the AGM on distribution of profit (loss) of the Company in 2016 fiscal year;
- Company’s annual report that includes interested-party transactions concluded within the reporting year
- Abstract of decision of the BoD on issues related to preliminary approval Company’s annual report 2016 and recommendations to AGM on its approval;
- Report of the Auditing Committee on reliability of data contained in the annual report;

- Information candidates to the Company's BoD, including the company that nominated a candidate;
- Information candidates to the Company's Auditing Committee, including the company that nominated a candidate;
- Information on Auditor;
- Information on presence or absence of written consent of candidates for election to the BoD and Auditing Committee;
- draft of the Company's restated Charter;
- draft revision of the restated Regulations for the General Meeting of Shareholders of the Company;
- draft of the Regulations for the Board of Directors of the Company in a new version;
- draft revision of the restated Regulations for the Audit Commission of the Company;
- charter of the Company in the current version;
- regulations on the General Meeting of Shareholders of the Company in the current version;
- draft Regulations on the Board of Directors of the Company in the new edition;
- regulations for the Audit Commission of the Company in the current version;
- table of amendments and additions to the Company's Charter;
- table of amendments and additions to the Regulations for the General Meeting of Shareholders of the Company;
- summary table of amendments and additions to the Regulations for the Board of Directors of the Company;
- table of amendments and additions to the Regulations for the Auditing Committee of the Company;
- recommendations of the Board of Directors of the Company on the amount of the dividend on the Company's shares, the procedure for its payment and determining the date of drawing up the list of persons entitled to receive the dividends;
- conclusion of the Audit Committee of the Board of Directors of Kubanenergo on the level of efficiency and quality of the external audit process;
- recommendations of the Audit Committee of the Board of Directors of Kubanenergo on the candidacy of the auditor;
- draft resolutions of the annual General Meeting of Shareholders of the Company;
- information on shareholder agreements concluded within a year before the date of the general meeting of shareholders;
- details of how to get to the place of holding the AGM;
- a sample of the form of power of attorney that a shareholder can provide for its representative and procedure of its verification;
- information on who proposed each issue to the agenda of the annual General Meeting of Shareholders.

2. Persons entitled to participate at AGM can find the information within the period of 26 May 2017 – 16 June 2017 (except weekends and holidays) from 9:00 a.m. to 15:00 p.m., as well as on June 16, 2017 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 26 May 2016 in e-form (electronic documents with digital signature) to such nominee holder.

To establish that the mentioned information (materials) shall be available to persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of the Annual General Meeting of Shareholders at the place of the meeting: Kubanenergo PJSC, 2A Stavropolskaya str., Krasnodar..

Voting results

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

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

Item 9

On setting the deadline of sending the voting bulletins to persons entitled to participate in annual general meeting of shareholders of the Company, specifying the address for sending the voting bulletins, deadline for receiving the filled-in voting bulletins

The following decision is proposed:

1. To determine that voting bulletins should be sent by registered mail (hand out against receipt) to persons entitled to participate in annual general meeting of shareholders of the Company no later than 26 May 2017.

If a person registered in the Company's shareholder register is a nominal holder of shares, voting ballots should be sent to the clients of the nominal holder included in the list of persons entitled to participate in the General Meeting of Shareholders not later than 26 May 2017.

2. To determine that the filled-in voting bulletins can be sent at one of the following addresses:

- "Kubanenergo" PJSC, 2A Stavropolskaya street, Krasnodar, Russian Federation 350033;
- "Registrar ROST" JSC, post office box 9, 18, Stromynka street, Moscow 107996.

In addition, the owner of the securities, the rights of which are considered by a nominal holder or foreign nominee holder is entitled to attend the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a certain way, if it is stipulated by the contract concluded with the nominal holder or foreign nominal holder. Electronic document on voting signed with digital signature should be sent by security holder to nominal holder or foreign nominal holder.

3. For the purposes of quorum and summing up the results of voting only those votes will be accounted that were submitted via voting bulletins to the Company no later than 13 June 2017.

4. To instruct sole executive body of the Company to provide sending of voting bulletins to Company's shareholders in accordance with present decision of Company's BoD.

Voting results

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

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

Item 10

On determining the procedure of informing shareholders on holding the annual general meeting of shareholders of the Company, including approving the form and text of message

The following decision is proposed:

1. To approve the form and text of message on holding the annual general meeting of shareholders of the Company in accordance with Annex 3 to present resolution of Company's BoD.

2. 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 16 May 2017.

If person/entity registered in registry of Company's shareholders is a nominee holder, the specified information will be sent by 16 May 2017 in e-form (electronic documents with digital signature) to such nominee holder.

Voting results

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

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

Item 11

On electing secretary of annual general meeting of shareholders of the Company

The following decision is proposed:

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

Voting results

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

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

Chairperson

Mangarov Yu.N..

Corporate secretary

Russu O.V.