



**КУБАНЬЭНЕРГО**

ПУБЛИЧНОЕ АКЦИОНЕРНОЕ ОБЩЕСТВО  
ЭНЕРГЕТИКИ И ЭЛЕКТРИФИКАЦИИ КУБАНИ  
(ПАО «КУБАНЬЭНЕРГО»)

**Minutes of the Board of Directors Meeting No. 286/2017  
Public joint stock Company of power industry and electrification of Kuban  
(Kubanenergo PJSC)**

Date of the meeting 30 August 2017  
Form of the meeting absentee voting (questionnaire)  
Place of vote counting office 105, building 1, 2A Stavropolskaya St.,  
Krasnodar (postal address of the Corporate Secretary of  
“Kubanenergo” PJSC)  
Date of drawing up minutes 31 August 2017

**Board of Directors Members: 11**

**Questionnaires were submitted by:** Fadeev A.N. (Chairperson of the BoD), Varvarin A.V., Gritsenko V.F., Yefimov A.L., Medvedev M.V., Osipova Ye.N., Tyurkin K.V., Khokholkova K.V., Shagina I.A.

**Questionnaires were not submitted by:** Balayeva S.A., Gavrilov A.I.

According to requirements of paragraph 7.3 of the 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 on 20.06.2017, minutes No.39), the quorum for holding the meeting should count at least half of elected members of Board of Directors.

**Quorum is present**

Agenda

1. Approval of scenario conditions for preparation of business plan of Kubanenergo PJSC for 2018-2022.
2. Approval of the results of implementation of key performance indicators of the general director of Kubanenergo PJSC in the 1<sup>st</sup> quarter of 2017.
3. Payment of special bonus to general director of Kubanenergo PJSC based on the results of 2016.
4. Setting the amount of payment for services of the Company’s auditor.
5. Discussion of a report of general director on insurance coverage in the 2<sup>nd</sup> quarter of 2017.
6. Implementation of resolutions of the Board of Directors taken on 25.07.2017 on agenda item #2 paragraph 3 (minutes of meeting 282/2017 dd 28.07.2017).
7. On approval of candidatures for particular positions at the executive office of the Company that are determined by the Company’s Board of Directors.
8. Preliminary approval of a decision on charity activity of Kubanenergo PJSC in 2017.

**Item 1**

**Approval of scenario conditions for preparation of business plan of Kubanenergo PJSC for 2018-2022**

The following resolution is proposed:

To approve the scenario conditions for preparation of business plan of Kubanenergo PJSC for 2018-2022, in accordance with Appendix No.1 to this decision of the Board of Directors of the Company.

**Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR			
Medvedev M.V.	-	FOR			

Thus, on the first issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

## **Item 2**

### **Approval of the results of implementation of key performance indicators of the general director of Kubanenergo PJSC in the 1<sup>st</sup> quarter of 2017**

The following resolution is proposed:

To postpone the discussion to a later date.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the second issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

## **Item 3**

### **Payment of special bonus to general director of Kubanenergo PJSC based on the results of 2016**

The following resolution is proposed:

To postpone the discussion to a later date.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the third issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

## **Item 4**

### **Setting the amount of payment for services of the Company's auditor**

The following resolution is proposed:

To decide to pay the Company's auditor "RSM Rus" LLC 1 614 104.40 (one million six hundred fourteen thousand one hundred four) rubles 40 kopecks, including VAT 18% - 246 219.32 (two hundred forty-six thousand two hundred nineteen) rubles 32 kopecks for the audit of the accounting (financial) statements under RAS (Russian Accounting Standards) and the audit of the consolidated financial statements of the Company in accordance with IFRS (International Financial Reporting Standards) in 2017.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the fourth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

## **Item 5**

### **Discussion of a report of general director on insurance coverage in the 2<sup>nd</sup> quarter of 2017**

The following resolution is proposed:

To take into consideration the report of general director on insurance coverage in the 2<sup>nd</sup> quarter of 2017, in accordance with Appendix No.2 to this decision of the Board of Directors of the Company.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the fifth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

## **Item 6**

### **Implementation of resolutions of the Board of Directors taken on 25.07.2017 on agenda item #2 paragraph 3 (minutes of meeting 282/2017 dd 28.07.2017)**

The following resolution is proposed:

To take into consideration the report on the reasons of failure to reach the parameters planned by the investment programme of the Company for the 1<sup>st</sup> quarter of 2017 (specified in paragraph 2 of the resolution of the BoD on item #2 from 25.07.2017 (minutes No.282/2017 dd 28.07.2017)), in accordance with Appendix No.3 to this decision of the Board of Directors of the Company.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the sixth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

## **Item 7**

### **Approval of candidatures for particular positions at the executive office of the Company that are determined by the Company's Board of Directors**

The following resolution is proposed:

1. To agree on the candidacy of Glushko Timur Igorevich for the post of Deputy General Director for Special Projects –Director of the branch of Kubanenergo PJSC Slavyanskiye electrical networks.
2. To agree on the candidacy of Dmitry Yuryevich Ryazantsev for the post of Deputy General Director of Kubanenergo PJSC.
3. To agree on the candidacy of Statuev Vladislav Andreevich for the post of Deputy General Director for Security, Kubanenergo PJSC.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the seventh issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

#### **Item 8**

#### **Preliminary approval of a decision on charity activity of Kubanenergo PJSC in 2017**

The following resolution is proposed:

To approve charity programme of Kubanenergo PJSC for 2017, in accordance with Appendix No.4 to this decision of the Board of Directors of the Company.

#### **Voting results**

Fadeev A.N.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR			

Thus, on the eighth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

**Chairperson of the BoD**

**Fadeev A.N.**

**Corporate secretary**

**Russu O.V.**