

**Minutes of the Board of Directors Meeting No. 351/2019**  
**Public joint stock Company of power industry and electrification of Kuban**  
**(Kubanenergo PJSC)**

Date of the meeting	3 July 2019
Form of the meeting	Absentee (by filling in questionnaires)
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	5 July 2019

**Board of Directors Members: 11**

**Questionnaires were submitted by:** Gavrilov A.I. (Chairperson of the BoD), Varvarin A.V., Kiryukhin S.V., Larionov D.V., Medvedev M.V., Osipova Ye.N., Rozhkov V.V., Sergeeva O.A., Khokholkova K.V., Shagina I.A.

**Questionnaires were not submitted by:** Yavorsky.V.K.

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 the Annual General Meeting of Shareholders of Kubanenergo PJSC on 20.06.2019, minutes No.42), the quorum for holding the meeting should count at least half of elected members of Board of Directors.

**Quorum is present**

**Agenda**

1. Kubanenergo PJSC expresses its opinion on agenda items for the annual meetings of shareholders of affiliated companies – Recreation Centre “Energetik” JSC and “Energoservice of Kuban
2. Nomination by the Company of candidacies of auditors for organizations in which Kubanenergo PJSC participates
3. One-time bonus payment to the Director General of Kubanenergo PJSC for the implementation of a particularly important task
4. Preliminary approval of the decision on the Company’s transaction related to alienation of property constituting fixed assets that are not used for production, transmission, dispatching, distribution of electrical and thermal energy, located at: 309 Kalinina str., Labinsk, Krasnodar region

**Item 1**

**Kubanenergo PJSC expresses its opinion on agenda items for the annual meetings of shareholders of affiliated companies – Recreation Centre “Energetik” JSC and “Energoservice of Kuban**

The following resolution is proposed:

1. Instruct representatives of Kubanenergo PJSC at the AGM of “Recreation Centre “Energetik” JSC:

1.1. To choose “FOR” when voting on agenda item “Election of the Board of Directors”:

Elect the following persons to the Board of Directors of “Recreation Centre “Energetik” JSC:

1	Ocheredko Olga Vyacheslavovna	Deputy Director General for Economic and Financial Affairs, Kubanenergo PJSC
2	Golovakha Lyudmila Alekseevna	Deputy Director General, Chief of Staff, Kubanenergo PJSC
3	Didenko Yekaterina Yevgenievna	Head of the Corporate Governance and Shareholder Relations Department, Kubanenergo PJSC
4	Treputin Ivan Alexeevich	Head of HR and Organization Planning Department, Kubanenergo PJSC
5	Fidyaeva Vera Vasilievna	Head of Property Management Department, Kubanenergo PJSC

1.2. To choose “FOR” when voting on agenda item “Election of the Auditing Commission”:

Elect the following persons to the Auditing Commission of “Recreation Centre “Energetik” JSC:

1	Ochikov Sergey Ivanovich	Head of Internal Audit Department, Kubanenergo PJSC
2	Gaidar Dmitriy Vyacheslavovich	Chief Specialist of Internal Audit Department, Kubanenergo PJSC
3	Smirnov Vyacheslav Nikolaevich	Chief Specialist of Internal Audit Department, Kubanenergo PJSC

1.3. To choose “FOR” when voting on agenda item “Distribution of profit (as well as payment of dividends) by the results of 2018 financial year” in part pertaining to distribution of profit (losses) and payment of dividends:

“1. Approve the following to distribution of profit (losses) of the Company by the results of 2017 financial year:

Indicator	(thousand rubles)
Undistributed profit (loss) of the reporting period	(784)
To be distributed to: Reserve fund	-
Profit for development	-
Dividends	-
Recovery of losses of previous years	-

2. Dividends on ordinary shares of “Recreation Centre “Energetik” JSC shall not be paid out by the results of 2018.”

1.4. To choose “FOR” when voting on agenda item “Approval of the Company’s Charter in new edition”:

To approve the Company’s Charter in new edition.

2. Instruct representatives of Kubanenergo PJSC at the AGM of “Energoservis Kuban” JSC:

2.1. To choose “FOR” when voting on agenda item “Election of the Board of Directors”:

Elect the following persons to the Board of Directors of “Energoservis Kuban” JSC:

1	Armaganyan Edgar Garrievich	First Deputy Director General – Director of Sochi electric grids, branch of Kubanenergo PJSC
2	Nischyuk Oleg Fyodorovich	Deputy Director General for Implementation of Services, Kubanenergo PJSC
3	Dvorny Vladimir Viktorovich	Head of Department for Energy Saving and Increase of Energy Efficiency, Kubanenergo PJSC
4	Abusalimov ANatoliy Lachinovich	Deputy Head of Department for Energy Saving and Increase of Energy Efficiency, Kubanenergo PJSC

5	Solod Grigoriy Viktorovich	Head of Sector for Selling of Services at Department of Selling of Services and Accounting of Electric Energy, Kubanenergo PJSC
6	Didenko Yekaterina Yevgenievna	Head of the Corporate Governance and Shareholder Relations Department, Kubanenergo PJSC
7	Lebedev Vladimirovich Alexandrovich	Director General, Energoservis Kuban JSC

2.2. To choose “FOR” when voting on agenda item “Election of the Auditing Commission”:  
Elect the following persons to the Auditing Commission of “Energoservis Kuban” JSC:

1	Ochikov Sergey Ivanovich	Head of Internal Audit Department, Kubanenergo PJSC
2	Smirnov Vyacheslav Nikolaevich	Chief Specialist of Internal Audit Department, Kubanenergo PJSC
3	Rodionov Andrey Anatolievich	Chief Specialist of Internal Audit Department, Kubanenergo PJSC

2.3. To choose “FOR” when voting on agenda item “Distribution of profit (as well as payment of dividends) by the results of 2017 financial year” in part pertaining to distribution of profit (losses) and payment of dividends:

“1. Approve the following to distribution of profit (losses) of the Company by the results of 2018 financial year:

Indicator	(thousand rubles)
Undistributed profit (loss) of the reporting period	1 269
To be distributed to: Reserve fund	-
Profit for development	634.5
Dividends	634.5
Recovery of losses of previous years	-

2. To pay out dividends on the Company’s ordinary shares by the results of 2018 in amount of 6345 rubles per one ordinary share of the Company in monetary form.

The deadline for payment of dividends is 25 business days after preparing the list of persons entitled to dividends.

The date of preparing the list of persons entitled to dividends: 18 July 2019.”

#### **Voting results**

Gavrilov A.I.	-	FOR	Sergeeva O.A.	-	FOR
Varvarin A.V.	-	FOR	Rozhkov V.V.,	-	FOR
Kiryukhin S.V.	-	FOR	Shagina I.A.	-	FOR
Larionov D.V.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Yavorsky.V.K.	-	FOR
Osipova Ye.N.	-	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**

#### **Nomination by the Company of candidacies of auditors for organizations in which Kubanenergo PJSC participates**

The following resolution is proposed:

1. Propose the AGM of “Recreation Centre “Energetik” JSC to appoint “PrestizhAudit” LLC (404<sup>th</sup> office, 1/4 Montazhnikov str., Krasnodar) as its auditor.

2. Propose the AGM of “Energoservis Kuban” JSC to appoint “PrestizhAudit” LLC (404<sup>th</sup> office, 1/4 Montazhnikov str., Krasnodar) as its auditor

#### **Voting results**

Gavrilov A.I.	-	FOR	Sergeeva O.A.	-	FOR
Varvarin A.V.	-	FOR	Rozhkov V.V.,	-	FOR
Kiryukhin S.V.	-	FOR	Shagina I.A.	-	FOR
Larionov D.V.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Yavorsky.V.K.	-	FOR
Osipova Ye.N.	-	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**

##### **One-time bonus payment to the Director General of Kubanenergo PJSC for the implementation of a particularly important task**

The following resolution is proposed:

In accordance with paragraph 4.3.3 of the Regulations on material incentives for the Director General of Kubanenergo PJSC, it is advised to pay Alexander Gavrilov, who was in the position of Director General of Kubanenergo PJSC as of 03.06.2019, a one-time bonus for performing a task of particular importance: ensuring a reliable and high-quality power supply to the facilities of the Russian Investment Forum in 2019, in accordance with Appendix No. 1 to this decision of the Board of Directors of the Company.

#### **Voting results**

Gavrilov A.I.	-	FOR	Sergeeva O.A.	-	FOR
Varvarin A.V.	-	FOR	Rozhkov V.V.,	-	FOR
Kiryukhin S.V.	-	FOR	Shagina I.A.	-	FOR
Larionov D.V.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Yavorsky.V.K.	-	FOR
Osipova Ye.N.	-	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**

##### **Preliminary approval of the decision on the Company’s transaction related to alienation of property constituting fixed assets that are not used for production, transmission, dispatching, distribution of electrical and thermal energy, located at: 309 Kalinina str., Labinsk, Krasnodar region**

The following resolution is proposed:

1. Take note of the information on the results of the auction for the sale of property constituting fixed assets that are not used for production, transmission, dispatching, distribution of electrical and thermal energy, located at: 309 Kalinina str., Labinsk, Krasnodar region (hereinafter – Property).
2. Ensure the holding of an extra auction for the sale of the Property under the conditions determined by the decision of the Board of Directors of the Company (Minutes No. 322/2018 of 10.12.2018) in accordance with the requirements of the Procedure for Organizing the Sale of Non-Core Assets of Kubanenergo PJSC approved by the decision of the Board of Directors of Kubanenergo PJSC (Minutes No.300/2018 of 22.02.2018).

3. Recommend to the Sole Executive Body of Kubanenergo PJSC, when conducting an extra auction for the sale of the Property, to extend the term for publishing information on tenders - no less than 60 (sixty) business days before the date of the sale.

**Voting results**

Gavrilov A.I.	-	FOR	Sergeeva O.A.	-	FOR
Varvarin A.V.	-	FOR	Rozhkov V.V.,	-	FOR
Kiryukhin S.V.	-	FOR	Shagina I.A.	-	FOR
Larionov D.V.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Yavorsky.V.K.	-	FOR
Osipova Ye.N.	-	FOR			

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

**Chairperson of the BoD**

**Gavrilov A.I.**

**Corporate secretary**

**Russu O.V.**