###  шапка2_Монтажная область 1

**Minutes of the Meeting of the Board of Directors No. 380/2020**

**of the Public Joint Stock Company**

 **of Power Industry and Electrification of Kuban (PJSC Kubanenergo)**

|  |  |
| --- | --- |
| Date of Meeting | March 6, 2020 |
| Form of Meeting: | Absentee voting (by questionnaire) |
| Location of summing up the voting results: | room 202, building 2, 2А Stavropolskaya Str., Krasnodar (for postage to the Corporate Secretary of PJSC Kubanenergo) |
| Date on which the minutes were drawn up: | March 6, 2020 |

**Members of the Board of Directors:** 11 persons

**Members of the Board of Directors were submitted the checklists**: Gavrilov A.I. (Chairman of the Board of Directors), Varvarin A.V., Kiryukhin S.V., Larionov D.V., Medvedev M.V., Osipova E.N., Rozhkov V.V., Sergeeva O.A., Khokholkova K.V., Shagina I.A., Yavorskiy V.K.

**Members of the Board of Directors were not submitted the checklists:** none.

In accordance with the Clause 7.3 “Regulations on the Board of Directors of Public Joint Stock Company of Power Industry and Electrification of Kuban” (passed by the decision of the Annual General Meeting of Shareholders of PJSC Kubanenergo, Minutes No. 42 of June 20, 2019) at least half of the number of elected members of the Board of Directors of the Company constitutes a quorum for a meeting of the Board of Directors.

**A quorum is present.**

**Agenda of the meeting of the Board of Directors:**

1. On consideration of shareholder proposals on placing agenda items of the Annual General Meeting of Shareholders of the Company and nomination of candidates to the Management and Supervisory Boards of the Company.
2. The determination of the date of the meeting of the Board of Directors on consideration of the issues surrounding the preparation for the Annual General Meeting of Shareholders of the Company.

**Item No. 1:** **On consideration of shareholder proposals on placing agenda items of the Annual General Meeting of Shareholders of the Company and nomination of candidates to the Management and Supervisory Boards of the Company.**

**The following solution was offered:**

*1. Include the following items on the agenda of the Annual General Meeting of Shareholders of the Company:*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Question formulation proposed by the shareholders (shareholder)** | **Decision formulation proposed by the shareholders (shareholder)** | **Full name of the shareholders (shareholder)** | **The quantity of the voting shares of the Company, owned by shareholder (shareholders)****(as a percentage)** |
| 1 | Approval of the annual report of the Company. | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |
| 2 | Approval of the Annual Financial Statements including the Profit and Loss Statements (profit and loss accounts) of the Company. | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |
| 3 | Approval of the allocation of profit of the Company based on the results of 2019.  | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |
| 4 | Amount, deadline and mode of payment of dividends based on the results of 2019. | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |
| 5 | Election of the members of the Board of Directors (supervisory board) of the Company. | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |
| 6 | Election of the members of the Auditing Committee (auditor) of the Company. | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |
| 7 | Approval of the auditor of the Company | is not submitted | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya)  | 6,22% |

*2. The following candidates shall be put on the list of nominees to elect the members of the Board of Directors of the Company:*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **№ No.** | **The nominee suggested by the shareholder (shareholders) for inclusion in the voter list to elect the members of the Board of Directors of the Company** | **Occupation, workplace of the candidate suggested by the shareholder (shareholders) for inclusion in the voter list to elect the members of the Board of Directors of the Company** | **Full name/name of the shareholder (shareholders) who suggested the nominee for inclusion in the voter list to elect the members of the Board of Directors of the Company** | **The quantity of the voting shares of the Company, owned by shareholder (shareholders)****(as a percentage)** |
| 11 | Alyushenko Igor Dmitrievich | Director of Situationally - Research Centre - Deputy Chief Engineer of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 22 | Varvarin Aleksandr Viktorovich | Vice-President –Managing Director of Corporate Relations Department and Legal Support of the Russian Union of Industrialists and Entrepreneurs (RSPP) | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 33 | Varseev Vasiliy Valerevich | Director of Security Department of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 44 | Gavrilov Aleksandr Ilich | The member of Krasnodar Regional Association “Regional Scientific and Technological Union of Energy Workers and Electricians” | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 55 | Guryanov Denis Lvovich | Director of Corporate Management Department of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 66 | Medvedev Mikhail Vladimirovich | Adviser to the Director-General of JSC “Avangard” | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 77 | Mikhailik Konstantin Aleksandrovich | Deputy General Director of operating activity of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 88 | Sergeev Sergey Vladimirovich | General Director of PJSC Kubanenergo | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 99 | Terekhov Ivan Andreevich | Head of Department of Insurance in the Strategy Department of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 110 | Shagina Irina Aleksandrovna | Director of the Department of Tariff Policy of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 111 | Yavorskiy Viktor Korneevich | Member of the Presidium of the Board of "OPORA RUSSIA" | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 112 | Ziborova Tatyana Valentinovna | Deputy Director of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |
| 13 | Gorgul Marianna Mikhailovna  | Head of Department of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |
| 114 | Repina Yanina Aleksandrovna | Chief Specialist-Expert of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |
| 115 | Svitenko Yuliya Gennadevna | Specialist Third Class of the Department of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |
| 116 | Maksimenko Aleksandr Valerevich  | Deputy Head of Department of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |

1. *The following candidates shall be put on the list of nominees to elect the members of the Auditing Committee of the Company:*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **The nominee suggested by the shareholder (shareholders) for inclusion in the voter list to elect the members of the Auditing Committee of the Company** | **Occupation, workplace of the candidate suggested by the shareholder (shareholders) for inclusion in the voter list to elect the members of the Auditing Committee of the Company** | **Full name /****name of the shareholder (shareholders) who suggested the nominee for inclusion in the voter list to elect the members of the Auditing Committee of the Company** | **The quantity of the voting shares of the Company, owned by shareholder (shareholders)****(as a percentage)** |
| 11 | Lelekova MarinaAlekseevna | Director of the Internal Control and Risk Management Department of PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 22 | Kim Svetlana Anatolevna | Head of Supervisory Activities Department of the Internal Control and Risk Management Departmentof PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 33 | KabizskinaElena Aleksandrovna | Chief Expert of Supervisory Activities Department of the Internal Control and Risk Management Departmentof PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 44 | Skrynnikova Lyudmila Stanislavovna | Chief Expert of Supervisory Activities Department of the Internal Control and Risk Management Departmentof PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 55 | Malyshev Sergey Vladimirovich | Lead Expert of the of Supervisory Activities Department of the Internal Control and Risk Management Departmentof PJSC Rosseti | Public Joint Stock Company Rossiyskie Seti | 93,44% |
| 66 | Alekseeva Marina Georgievna | Deputy Head of Department of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |
| 77 | Repnikova Natalya Alekseevna | Chief Specialist-Expert of Department of Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya | The Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in Krasnodar Region and the Republic of Adygeya (Interregional Territorial Administration of Rosimushchestvo in Krasnodar Region and the Republic of Adygeya) | 6,22% |

**The results of voting:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Gavrilov A.I. | - | **“FOR”** | Sergeeva О.А. | - | **“FOR”** |
| Varvarin А.V. | - | **“FOR”** | Rozhkov V.V. | - | **“FOR”** |
| Kiryukhin S.V. | - | **“FOR”** | Shagina I.А. | - | **“FOR”** |
| Larionov D.V. | - | **“FOR”** | Khokholkova К.V. | - | **“FOR”** |
| Medvedev М.V. | - | **“FOR”** | Yavorskiy V.К. | - | **“FOR”** |
| Osipova Е.N. | - | **“FOR”** |  |  |  |

Thus, regarding the first Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

.

**Item No. 2:** **The determination of the date of the meeting of the Board of Directors on consideration of the issues surrounding the preparation for the Annual General Meeting of Shareholders of the Company.**

**The following solution was offered:**

 *To determine the date of the meeting of the Board of Directors of the Company on consideration of the issues surrounding the preparation for the Annual General Meeting of Shareholders of the Company (including the questions concerning the determination of date, place and time for holding the Annual General Meeting of Shareholders, registration start time for persons participating in the Annual General Meeting of Shareholders of the Company; approval of the agenda of the Annual General Meeting of Shareholders; approval of the determination date (record date)established by the company in order to determine which shareholders are eligible to take part in the Annual General Meeting of Shareholders; approval of the form and text of the voting ballots at the Annual General Meeting of Shareholders of the Company and so on) – not later than May 6, 2020.*

**The results of voting:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Gavrilov A.I. | - | **“FOR”** | Sergeeva О.А. | - | **“FOR”** |
| Varvarin А.V. | - | **“FOR”** | Rozhkov V.V. | - | **“FOR”** |
| Kiryukhin S.V. | - | **“FOR”** | Shagina I.А. | - | **“FOR”** |
| Larionov D.V. | - | **“FOR”** | Khokholkova К.V. | - | **“FOR”** |
| Medvedev М.V. | - | **“FOR”** | Yavorskiy V.К. | - | **“FOR”** |
| Osipova Е.N. | - | **“FOR”** |  |  |  |

Thus, regarding the first Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

.

**Chairman of the Board of Directors А.I. Gavrilov**

**Corporate Secretary O.V. Russu**