### шапка2_Монтажная область 1

### Minutes of the Meeting of the Board of Directors No 381/2020

**of the Public Joint Stock Company**

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

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| --- | --- |
| Date of Meeting: | March 10, 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 11, 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 introducing amendments and additions to the Regulation on Financial Incentives and Benefits Package of top managers of the Company.
2. On introducing amendments to the Appendix No. 6 “The list of affiliated persons of the Customers, purchase of goods, works and services which shall not be governed by the Federal Law No. 223-FZ” to the Common Procurement Standard of PJSC Rosseti (Regulation on the procurement).
3. The reporting on the technological connection of small and medium-sized enterprises at third quarter end 2019 and implementation of measures to increase the access to electrical grid.
4. Technological connection of generation facilities for the third quarter 2019.
5. On consideration of the report on volume contraction of current agreements with non-compliance with deadlines for the fulfilment of the obligation at third quarter end 2019.

6. On the approval of KPI progress report of General Director of PJSC Kubanenergo for the first quarter (Q1) and the second quarter (Q2) of 2019.

**Item No. 1:** **On introducing amendments and additions to the Regulation on Financial Incentives and Benefits Package of top managers of the Company.**

**The following solution was offered:**

*1.* *To approve the amendments and additions to the Regulation on Financial Incentives and Benefits Package of top managers of the Company (hereinafter referred to as the Regulation), passed by the Company’s Board of Directors of April 16, 2015 (Minutes of April 17, 2015 No. 207/2015), in accordance with the Appendix No. 1 to the present resolution of the Company’s Board of Directors.*

*2. To fix the date of coming into force of the amendments and additions to the Regulation specified in Clause 1 of the present resolution of the Company’s Board of Directors – from January 1, 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.

**Item No. 2:** **On introducing amendments to the Appendix No. 6 “The list of affiliated persons of the Customers, purchase of goods, works and services which shall not be governed by the Federal Law No. 223-FZ” to the Common Procurement Standard of PJSC Rosseti (Regulation on the procurement).**

**The following solution was offered:**

*To introduce amendments to the Appendix No. 6 “The list of affiliated persons of the Customers, purchase of goods, works and services which shall not be governed by the Federal Law No. 223-FZ” to the Common Procurement Standard of PJSC Rosseti (Regulation on the procurement) as to shortlisting of AO Energetik Holiday Facility».*

**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. 3:** **The reporting on the technological connection of small and medium-sized enterprises at third quarter end 2019 and implementation of measures to increase the access to electrical grid.**

**The following solution was offered:**

*Take into consideration the information on the reporting on the technological connection of small and medium-sized enterprises at third quarter end 2019 and implementation of measures to increase the access to electrical grid in accordance with the Appendix No. 2 to the present resolution of the Company’s Board of Directors.*

**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. 4:** **Technological connection of generation facilities for the third quarter 2019.**

**The following solution was offered:**

*Take into consideration the information on the bottom line of* *technological connection of generation facilities for the third quarter 2019 in accordance with the Appendix No. 3 to the present resolution of the Company’s Board of Directors.*

**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. 5:** **On consideration of the report on volume contraction of current agreements with non-compliance with deadlines for the fulfilment of the obligation at third quarter end 2019.**

**The following solution was offered:**

*Take into consideration the report on volume contraction of current agreements with non-compliance with deadlines for the fulfilment of the obligation at third quarter end 2019 in accordance with the Appendix No. 4 to the present resolution of the Company’s Board of Directors.*

**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. 6:** **On the approval of KPI progress report of General Director of PJSC Kubanenergo for the first quarter (Q1) and the second quarter (Q2) of 2019.**

**The following solution was offered:**

*1.* *In order to achieve the consistency as to the calculation parameters of goal-oriented and actual values of KPI “Consolidated Net Debt/EBITDA”:*

*- take into consideration the resolution of the Board of Directors of PJSC Rosseti of December 27, 2019 No. 390 as to the Clause 1.4 concerning the acceptance of the project implementation on construction of electric grids objects in accordance with the Project Brief “Implementation of the dry-cargo territory in the seaport Taman”. “Railways, development of the current public railway infrastructure towards the dry-cargo territory in the seaport Taman” are the objective factors for recording the loan proceeds which were found in order to implement this project according to the results of 2017 and 2018 for calculating a KPI based on actual values;*

*- to decompose the goal-oriented values of KPI “Consolidated Net Debt/EBITDA” passed by the Company’s Board of Directors of December 30, 2019 No. 372/2019 into the first, second, third and fourth quarters of 2019 as amended “≤ 3,0”.*

*2. To approve the KPI progress reports of General Director of PJSC Kubanenergo for the first and second quarters of 2019 in accordance with the Appendices No. 5 and 6 to the present resolution of the Company’s Board of Directors.*

**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**