###  шапка2_Монтажная область 1

**Minutes of the Meeting of the Board of Directors No. 383/2020**

**of the Public Joint Stock Company**

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

|  |  |
| --- | --- |
| Date of Meeting | March 30, 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: | April 2, 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 the results of Anti-corruption monitoring of PJSC Kubanenergo according to the results of 2019.
2. On determination of PJSC Kubanenergo opinion on Agenda Item of the extraordinary General Meeting of Shareholders of JSC Energoservice of Kuban
3. On approval of the timed action plan of PJSC Kubanenergo for reducing of overdue receivables for electric power transmission services and settlements of disputes as of January 1, 2020.
4. On consideration of the report of the Chief Executive Officer (CEO) of the Company on compliance with Information Policy of the Company for 2019.
5. On consideration of plan of measures for development and improvement of internal audit of the Company.
6. On consideration of internal audit report concerning the implementation of programme and internal audit performance, including the results of self-evaluation of internal audit performance according to the results of 2019 and also implementation of measures for development and improvement of internal audit of the Company.
7. On consideration of the report concerning the performance of the Company’s investment projects included in the list of high interest objects of PJSC Kubanenergo for the fourth quarter of 2019.
8. On consideration of the report on Programme execution intended to reduce electrical energy losses in electric networks of PJSC Kubanenergo for 2019-2023.
9. On consideration of the Programme intended to reduce electrical energy losses in network group of PJSC Kubanenergo for the period 2020 - 2024.
10. On introducing amendments to the Regulation on maintaining the Insurance Coverage of PJSC Kubanenergo
11. On the approval of candidacies for the separate positions of the executive branch of the Company, elected by the Company’s Board of Directors.

**Item No. 1:** **On consideration of the results of A****nti-corruption monitoring of PJSC Kubanenergo according to the results of 2019.**

**The following solution was offered:**

*Take into consideration the report concerning the results of Anti-corruption monitoring of PJSC Kubanenergo according to the results of 2019* *in accordance with the Appendix No.1 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. 2:** **On determination of PJSC Kubanenergo opinion on Agenda Item of the extraordinary General Meeting of Shareholders of JSC Energoservice of Kuban.**

**The following solution was offered:**

*1. To assign the representatives of PJSC Kubanenergo on the extraordinary General Meeting of Shareholders of JSC Energoservice of Kuban to vote for adopting the following decision on Agenda Item concerning the election of the members of the Board of Directors of the Company:*

*1.1. To remove all members of the Board of Directors of JSC Energoservice of Kuban.*

*1.2. The following candidates shall be elected as the Board of Directors of JSC Energoservice of Kuban:*

|  |  |  |
| --- | --- | --- |
|  | ArmaganyanEdgar Garrievich | First Deputy General Director – Director of Sochi Electrical Networks branch of PJSC Kubanenergo |
|  | Nishchuk Oleg Fedorovich  | Deputy General Director for Implementation of Services of PJSC Kubanenergo |
|  | SkladchikovVladimir Andreevich | Deputy General Director for Development and Technological Connection of PJSC Kubanenergo |
|  | ShishiginIgor Nikolaevich | Deputy General Director on Technical Issues – Chief Engineer of PJSC Kubanenergo  |
|  | KorzhanevskiyViktor Anatolevich | Acting Deputy General Director for Investment Operations of PJSC Kubanenergo |
|  | KondratevAleksandr Andreevich | General Director of JSC Energoservice of Kuban |
|  | Davydkin Vladimir Aleksandrovich | Head of Department of Technological Connection and Infrastructure Development of PJSC Rosseti |

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

**Item No. 3:** **On approval of the timed action plan of PJSC Kubanenergo for reducing of overdue receivables for electric power transmission services and settlements of disputes as of January 1, 2020.**

**The following solution was offered:**

*1. To approve the timed action plan of the Company for reducing of overdue receivables for electric power transmission services and settlements of disputes as of January 1, 2020 in accordance with the Appendix No.2 to the present resolution of the Company’s Board of Directors.*

*2. Take into consideration the report on implementation of the timed action plan of PJSC Kubanenergo for reducing of overdue receivables for electric power transmission services and settlements of disputes as of October 1, 2019 in accordance with the Appendix No.3 to the present resolution of the Company’s Board of Directors.*

*3. Take into consideration the report of PJSC Kubanenergo concerning the performed work in relation to the receivables as of beginning of the fourth quarter (Q4) of 2019 as well as in relation to the newly formed overdue receivables in accordance with the Appendix No. 4 to the present resolution of the Board of Directors.*

*4. Take into consideration the progress report on the Board assignments of March 29, 2019 (Minutes No.334/2019) with regards to ensuring of overdue receivables repayment in 2019 in the amount of 2,942 million rubles from the value of receivables as of January 1, 2019 in accordance with the Appendix No. 5 to the present resolution of the Company’s Board of Directors.*

*5.* *It is necessary to notice the deviation of actual figures of overdue receivables repayment from planned figures in accordance with the Appendix No. 6 to the present resolution of the Board of Directors.*

*6. To assign the chief executive officer (CEO):*

*6.1. To ensure the overdue receivables repayment in 2020 in the amount of 2,006,5 million rubles from the value of receivables as of January 1, 2020 including 546,9 million rubles* *in the first quarter of 2020, 82,8 million rubles in the second quarter of 2020, 44,5 million rubles in the third quarter of 2020, and 1,332,3 million rubles in the fourth quarter of 2020.*

*6.2.* *To provide the quarterly information submission under this item concerning the implementation of the instruction specified in Clause 6.1. of the present resolution (year-to-date).*

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

**Item No. 4:**  **On consideration of the report of the Chief Executive Officer (CEO) of the Company on compliance with Information Policy of the Company for 2019.**

**The following solution was offered:**

*Take into consideration the report of the Chief Executive Officer (CEO) of the Company on compliance with Information Policy of the Company for 2019* *in accordance with the Appendix No.7 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 fourth 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 plan of measures for development and improvement of internal audit of the Company.**

**The following solution was offered:**

*To approve the plan of measures for development and improvement of internal audit of PJSC Kubanenergo for the period 2020-2024 (hereinafter referred to as the Plan) in accordance with the Appendix No.8 to the present resolution.*

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

**Item No. 6:** **On consideration of internal audit report concerning the implementation of programme and internal audit performance, including the results of self-evaluation of internal audit performance according to the results of 2019 and also implementation of measures for development and improvement of internal audit of the Company.**

**The following solution was offered:**

*To approve the report on implementation of the internal audit planning of PJSC Kubanenergo for 2019 including the results of self-evaluation of internal audit performance according to the results of 2019 in accordance with the Appendix No. 9 to the present resolution.*

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

**Item No. 7:** **On consideration of the report concerning the performance of the Company’s investment projects included in the list of high interest objects of PJSC Kubanenergo for the fourth quarter of 2019.**

**The following solution was offered:**

*1. Take into consideration the report concerning the performance of the Company’s investment projects included in the list of high interest objects of PJSC Kubanenergo for the fourth quarter of 2019* *in accordance with the Appendix No. 10 to the present resolution of the Company’s Board of Directors.*

 *2.* *To assign the chief executive officer of PJSC Kubanenergo to enhance monitoring and provide the elimination of admitted delays in the control stages of master schedules and network schedules of high interest investment projects in the first quarter (Q1) 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 seventh Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 8:** **On consideration of the report on Programme execution intended to reduce electrical energy losses in electric networks of PJSC Kubanenergo for 2019-2023.**

**The following solution was offered:**

*Take into consideration the report on Programme execution intended to reduce electrical energy losses in electric networks of PJSC Kubanenergo for 2019-2023 based on the results of the first quarter, six and nine months of 2019 in accordance with the Appendices No. 11-13 to the present resolution of the 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 eighth Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 9:**  **On consideration of the Programme intended to reduce electrical energy losses in network group of PJSC Kubanenergo for the period 2020 - 2024.**

**The following solution was offered:**

 *1. To approve the Programme intended to reduce electrical energy losses in network group of PJSC Kubanenergo for the period 2020 – 2024 (hereinafter referred to as the Programme) in accordance with the Appendix No. 14 to the present resolution.*

 *2. To assign the CEO of the Company to provide the implementation of the Programme measures if the sources of funding are available as part of expenses, stipulated by the business plan and investment programme of the Company.*

 *3.* *The Programme intended to reduce electrical energy losses in electric networks of PJSC Kubanenergo for 2019-2013 should be declared to be no longer in force passed by the Company’s Board of Directors of May 16, 2019 (Minutes of May 17, 2019 No.343/2019).*

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

**Item No. 10:** **On introducing amendments to the Regulation on maintaining the Insurance Coverage of PJSC Kubanenergo.**

**The following solution was offered:**

*To introduce amendments to the Regulation on maintaining the Insurance Coverage of PJSC Kubanenergo passed by the Company’s Board of Directors (Minutes of December 18, 2017 No.292/2017) in accordance with the Appendix No.15 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 tenth Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 11:** **On the approval of candidacies for the separate positions of the executive branch of the Company, elected by the Company’s Board of Directors.**

**The following solution was offered:**

*To agree on the candidacy of Korzhanevskiy Viktor Anatolevich for the position of Deputy General Director for Investment Operations of PJSC Kubanenergo.*

**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 eleventh 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**