### шапка2_Монтажная область 1

**Minutes of the Meeting of the Board of Directors No. 386/2020**

**of the Public Joint Stock Company**

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

|  |  |
| --- | --- |
| Date of Meeting | April 28, 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 30, 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 preliminary approval of the annual report of the Company for 2019.
2. On consideration of the annual accounting (financial) report for 2019.
3. Recommendations on the allocation of profit (loss) of the Company based on the results of 2019.
4. Recommendations on the dividends amount on shares of the Company for 2019, terms and conditions of its payment and proposals for the Annual General Meeting of Shareholders concerning the date on which the persons who have the right to receive dividends are determined.
5. On consideration of the candidacy of the auditor of the Company.
6. On inclusion of the candidates in the voter list to elect the members of the Board of Directors of PJSC Kubanenergo at the Annual General Meeting of Shareholders of PJSC Kubanenergo.
7. On consideration of the draft amendments to the Articles of Association of the Company requiring appeal to the Ministry of Justice of the Russian Federation with application for a permit to include the word derived from the official name “the Russian Federation” or “Russia” to the new corporate name of the Company.
8. On consideration of the draft Regulation on the Board of Directors of the Company as amended.
9. Approval of the form and text of the voting ballots at the Annual General Meeting of Shareholders, and also formulations of decisions on the items of the Agenda of the General Meeting of Shareholders that have to be sent in e-form (in the form of electronic documents) by nominee shareholder recorded in the register of shareholders of the Company.
10. On election of the secretary of the annual General Meeting of Shareholders of the Company.
11. Approval of cost estimate related to the preparation and holding the Annual General Meeting of Shareholders of the Company.
12. Approval of the report on interested parties’ transactions made by the Company in 2019.

**Item No. 1:** **On preliminary approval of the annual report of the Company for 2019.**

**The following solution was offered:**

*To approve preliminary the annual report of the Company for 2019 and recommend to the annual General Meeting of Shareholders of the Company to approve the annual report in accordance with the Appendix No. 1 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 first Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 2:** **On consideration of the annual accounting (financial) report for 2019.**

**The following solution was offered:**

*To approve preliminary and submit the annual Accounting (Financial) Statements of the Company for 2019 for approval by the Annual General Meeting of Shareholders of the Company in accordance with the Appendix No. 2 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 second Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 3:**  **Recommendations on the allocation of profit (loss) of the Company based on the results of 2019.**

**The following solution was offered:**

|  |  |
| --- | --- |
| *To recommend the annual General Meeting of Shareholders of the Company to approve the following allocation of profit (loss) of the Company for 2019 reporting year:* | |
| **Name** | | (thousand of rubles) | |
| Retained Earnings (uncovered losses) of the reporting period: | | 2,428,011 | |
| Distribute into: Reserve fund | | 121,401 | |
| Profit for development | | 1,669,696 | |
| Dividends | | 636,914 | |
| Repayment of losses for past years | | 0 | |

**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:** **Recommendations on the dividends amount on shares of the Company for 2019, terms and conditions of its payment and proposals for the Annual General Meeting of Shareholders concerning the date on which the persons who have the right to receive dividends are determined.**

**The following solution was offered:**

To recommend the annual General Meeting of Shareholders to adopt the following decision:

*1. To pay dividends on ordinary shares of the Company based on the results of 2019 in the amount of 1,90318 rubles per one ordinary share of the Company in money.*

*2. Dividend payment deadline to the nominee shareholder and trust manager (professional participant of the security market) is not more than 10 business days, other shareholders entered into the Register – 25 business days from* *the date of making a list of persons entitled to receive dividends.*

*2. To define the date of making a list of persons entitled to receive dividends – July 15, 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 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** **the candidacy of the auditor of the Company.**

**The following solution was offered:**

*To propose the Annual General Meeting of Shareholders to approve LLC Ernst &Young for the position of the Company’s auditor.*

**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 inclusion of the candidates in the voter list to elect the members of the Board of Directors of PJSC Kubanenergo at the Annual General Meeting of Shareholders of PJSC Kubanenergo.**

**The following solution was offered:**

The following candidate shall be put on the list of nominees for voting on elections to the Board of Directors of PJSC Kubanenergo at the Annual General Meeting of Shareholders of PJSC Kubanenergo in accordance with the Clause 7 of the Article 53 of the Federal Law “on Stock Companies”:

*- Logatkin Andrey Vyacheslavovich, Director of the Department of International Cooperation 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 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 draft amendments to the Articles of Association of the Company requiring appeal to the Ministry of Justice of the Russian Federation with application for a permit to include the word derived from the official name “the Russian Federation” or “Russia” to the new corporate name of the Company.**

**The following solution was offered:**

To propose the annual General Meeting of Shareholders of the Company to adopt the following draft resolution:

*to introduce amendments to the Articles of Association of the Company related to the change of the corporate name of the Company to Public Joint Stock Company Rosseti Kuban in accordance with the Appendix published on the official website of the Company on the Internet at* *<http://kubanenergo.ru/. (Appendix> No. 3 to the present resolution).*

*To appeal to the Ministry of Justice of the Russian Federation with application for a permit to include the word derived from the official name “the Russian Federation” or “Russia” to the new corporate name of the Company.*

*The present amendments to the Articles of Association of the Company are effective as of the time of entering the registration details into the unified state register of legal entities upon receipt of the required permission of the Ministry of Justice of the Russian Federation for changing the name of the Company.*

**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 draft Regulation on the Board of Directors of the Company as amended.

**The following solution was offered:**

*To propose the annual General Meeting of Shareholders of the Company to approve the Regulation on the Board of Directors of the Company as amended (Appendix No.4 to the present resolution of the Board of Directors of the Company).*

**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:** **Approval of the form and text of the voting ballots at the Annual General Meeting of Shareholders, and also formulations of decisions on the items of the Agenda of the General Meeting of Shareholders that have to be sent in e-form (in the form of electronic documents) by nominee shareholder recorded in the register of shareholders of the Company**.

**The following solution was offered:**

*1. To approve the form and text of the voting ballots at the Annual General Meeting of Shareholders of the Company in accordance with the Appendices 5-7 to the present resolution.*

*2.* *For sending in e-form (in the form of electronic documents) by nominee shareholder, recorded in the register of shareholders, it is necessary to use the wording of the decisions specified in the voting ballots.*

**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 election of the secretary of the annual General Meeting of Shareholders of the Company.**

**The following solution was offered:**

*To elect as the Secretary of the annual General Meeting of Shareholders of the Company Russu Olga Vladimirovna – the Corporate Secretary of the Company.*

**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:** **Approval of cost estimate related to the preparation and holding the Annual General Meeting of Shareholders of the Company.**

**The following solution was offered:**

*1. To approve the cost estimate related to the preparation and holding the Annual General Meeting of Shareholders of the Company in accordance with the Appendix No. 8 to the present resolution.*

*2.* *To assign the General Director of the Company to present a report to the Board of Directors on expenditure for holding the Annual General Meeting of Shareholders in accordance with the form and Appendix No. 9 to the present resolution of the Company's Board of Directors not later than two months after holding the Annual General Meeting of Shareholders.*

**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.

**Item No. 12:** **Approval of the report on interested parties’ transactions made by the Company in 2019.**

**The following solution was offered:**

*To approve the report on interested parties’ transactions made by the Company in 2019 in accordance with the Appendix No. 10 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 twelfth 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**