###  шапка2_Монтажная область 1

**Minutes of the Meeting of the Board of Directors No. 385/2020**

**of the Public Joint Stock Company**

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

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| --- | --- |
| Date of Meeting | April 24, 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 27, 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 convening of the General Meeting of Shareholders of the Company, determination of the format and date of the meeting.
2. On approval of the determination date (record date) established by the company in order to determine which persons are eligible to take part in the Annual General Meeting of Shareholders.
3. On determination of the type (types) of preferred shares, the owners of which have the voting rights on the items of the Agenda of the General Meeting of Shareholders of the Company.
4. Approval of the agenda of the Annual General Meeting of Shareholders of the Company.
5. On the approval of list of information (materials) provided to shareholders of the Company as part of preparation for holding the General Meeting of Shareholders of the Company and its submission procedure.
6. Approval of the date on which the voting ballots will be sent to the persons in order to determine which of them are eligible to take part in the Annual General Meeting of Shareholders of the Company, addresses where completed voting papers can be sent and the acceptance end date of the completed voting ballots.
7. Procedures for informing the shareholders of the Company about the Annual General Meeting of Shareholders of the Company, including approval of the form and message text.
8. Approval of the conditions of the contract with Company's registrar.

**Item No. 1:** **On convening of the General Meeting of Shareholders of the Company, determination of the format and date of the meeting.**

**The following solution was offered:**

1. *To convene the General Meeting of Shareholders of the Company in the form of absentee voting.*
2. *To determine the date of the General Meeting of Shareholders of the Company (closing date for acceptance of voting ballots) – May 29, 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 approval of the determination date (record date) established by the company in order to determine which persons are eligible to take part in the Annual General Meeting of Shareholders of the Company.**

**The following solution was offered:**

*To approve the determination date (record date) established by the company in order to determine which persons are eligible to take part in the Annual General Meeting of Shareholders of the Company – May 5, 2020.*

**The results of voting:**

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| --- | --- | --- | --- | --- | --- |
| 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 determination of the type (types) of preferred shares, the owners of which have the voting rights on the items of the Agenda of the General Meeting of Shareholders of the Company.**

**The following solution was offered:**

 *Because of the fact that the preferred shares did not issued by the Company, the decisions on determination of the type (types) of preferred shares, the owners of which have the voting rights on the items of the Agenda of the General Meeting of Shareholders of the Company shall not be made.*

**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:** **Approval of the agenda of the Annual General Meeting of Shareholders of the Company.**

**The following solution was offered:**

To approve the following agenda of the Annual General Meeting of Shareholders of the Company:

*1. Approval of the annual report of the Company.*

*2. Approval of the Annual Accounting Statements including the Profit and Loss Statements (profit and loss accounts) of the Company.*

*3.* *Approval of the allocation of profit of the Company based on the results of 2019.*

*4.* *Amount, deadline and mode of payment of dividends based on the results of 2019.*

*5. Election of the members of the Board of Directors (Supervisory Board) of the Company.*

*6.* *Election of the members of the Auditing Committee (auditor) of the Company.*

*7.* *Approval of the auditor of the Company.*

*8.* *On introducing 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.*

*9. Approval of the Regulations on the Board of Directors of the Company as amended.*

**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 the approval of list of information (materials) provided to shareholders of the Company as part of preparation for holding the General Meeting of Shareholders of the Company and its submission procedure.**

**The following solution was offered:**

*1. To determine that information (materials) submitted to the persons who have the right to participate in the annual General Meeting of Shareholders of the Company is:*

*the annual report of the Company and report of the Auditing Committee (Auditor) of the Company based on the results of its inspection (opinion on the fairness of data contained in the annual report of the Company);*

 *the annual Accounting (Financial) Statements, Auditor's Report and report of the Auditing Committee (Auditor) of the Company made up as a result of the audit of such statements;*

 *Audit Committee Report of the Company’s Board of Directors* *on the efficiency level and process quality of external audit;*

*the extract from the Meeting Minutes of the Board of Directors on the item on preliminary approval of the annual report of the Company for 2019 and recommendations to the Annual General Meeting of Shareholders on its approval;*

*the extracts from the Meeting Minutes of the Board of Directors with recommendations (proposals) on the items which are presented for the General Meeting of Shareholders of the Company consideration;*

 *foundation for the proposed distribution of net profit;*

 *information on the candidates for the Board of Directors of the Company, Auditing Committee of the Company or information on failure to provide indicated data by candidates, including information on the presence or absence of the written consent of the indicated candidates for nomination or election;*

 *information on the candidates for auditor of the Company which is sufficient for understanding their competencies and independence, including the name of self-regulatory organization of auditors to which the candidate for Company’s auditor belongs, description of procedures used in selecting of external auditors that provide their independence and objectivity, and also information on offered external auditors’ benefits for services of audit and non-audit nature (including information on compensation payments and other expenses related to engaging the auditor) and other material terms of the contracts concluded with the auditors of the Company;*

*recommendations of the Audit Committee of the Company’s Board of Directors in respect of the candidacy of the Company’s auditor;*

 *the Articles of Association of the Company as at present in force, draft amendments to the Articles of Association of the Company, comparison table of amendments with explanations;*

*Regulation on the Board of Directors of the Company as at present in force, draft regulation on the Board of Directors of the Company as amended, comparison table of amendments with explanations;*

 *the report on interested parties’ transactions made in 2019 including the report of the Auditing Committee conforming the fairness of data contained in the report;*

 *information on shareholder's agreements concluded within a year up to the date of holding the General Meeting of Shareholders;*

 *information on who proposed each agenda item of the Annual General Meeting of Shareholders;*

 *draft conclusions and explanatory notes on agenda items of the General Meeting of Shareholders;*

 *the model form of the power of attorney, which the shareholder may give to its representative, and procedure for its attestation..*

*2. To establish that the persons who have the right to participate in the Annual General Meeting of Shareholders could obtain information on the item of the Agenda of the Annual General Meeting of Shareholders for the period from May 8, 2020 to May 29, 2020, with the exception of weekends and public holidays, from 10 am until 3 pm Moscow time at the address:*

*- Russian Federation, Krasnodar, 2А Stavropolskaya Str., PJSC Kubanenergo,*

*and from May 8, 2020 on the Company’s web page on the Internet at:*

[*www.kubanenergo.ru*](http://www.kubanenergo.ru)

*As part of preparation for the General Meeting of Shareholders of the Company and in case the nominee shareholder is the person who is recorded in the register of Shareholders of the Company, the information (materials) to be submitted to the persons who have the right to participate in the General Meeting of Shareholders, is to be sent up to May 8, 2020 in accordance with the legislation of the Russian Federation on securities in order to provide information and materials to the persons who exercise the securities rights.*

**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:** **Approval of the date on which the voting ballots will be sent to the persons in order to determine which of them are eligible to take part in the Annual General Meeting of Shareholders of the Company, addresses where completed voting papers can be sent and the acceptance end date of the completed voting ballots.**

**The following solution was offered:**

*1. To define that the voting ballots are to be sent by regular letter at the address that is indicated in the list of persons who have the right to participate in the Annual General Meeting of Shareholders, not later than May 8, 2020.*

*Voting ballots (texts of the voting ballots) are sent to the registrar of* *JSC IRC - R.O.S.T. not later than May 8, 2020 for sending to nominee shareholders recorded in the register of the shareholders of the Company.*

*2. To define that completed voting ballots can be sent at the address:*

*- 107996, Russian Federation, Moscow, 18 Stromynka Str., building 5B, JSC IRC - R.O.S.T.*

*3. To define the following website on the Internet where the e-forms of the voting ballots are filled in -* [*https://lk.rrost.ru/*](https://lk.rrost.ru/)*.*

 *4. The shareholders who took part in the Annual General Meeting of Shareholders of the Company will be considered as shareholders, whose voting ballots will be received or filled in electronic form on the website on the Internet* [*https://lk.rrost.ru/*](https://lk.rrost.ru/) *up to May 29, 2020,* *and also the shareholders who issued directions (instructions) for voting (in accordance with the legislation of the Russian Federation on securities), to those individuals who carry out accounting of share ownership rights of shareholders if the messages to announce their willingness are received up to May 29, 2020.*

*5. To assign the chief executive officer (CEO) of the Company to provide direction of voting ballots to the shareholders of the Company in accordance with 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 sixth Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 7:** **Procedures for informing the shareholders of the Company about the Annual General Meeting of Shareholders of the Company, including approval of the form and message text.**

**The following solution was offered:**

*1. To approve the form and message text on holding the* *Annual General Meeting of Shareholders of the Company in accordance with the Appendix No.1 to the present resolution of the Board of Directors.*

*2. To inform the persons, who have the right to participate in the Annual General Meeting of Shareholders of the Company, on holding the Annual General Meeting of Shareholders of the Company: to publish the information on holding the Annual General Meeting of Shareholders of PJSC Kubanenergo on the official website on the Internet at:* [*www.kubanenergo.ru*](http://www.kubanenergo.ru)*, not later than April 28, 2020.*

*The message text regarding the Annual General Meeting of Shareholders is additionally sent in e-form to those shareholders of the Company who have provided the registrar with the information about e-mail addresses where such messages may be sent.*

*In case the nominee shareholder is the person who is recorded in the register of Shareholders of the Company, the information on holding the Annual General Meeting of Shareholders of the Company is to be sent in e-form (in the form of electronic documents) to the nominee shareholder up to April 28, 2020.*

**The results of voting:**

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| --- | --- | --- | --- | --- | --- |
| 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:** **Approval of the conditions of the contract with Company's registrar.**

**The following solution was offered:**

*1. To approve the terms and conditions of the contract for the provision of services on organization, convention and holding the General Meeting of security holders, including performing the duties of tellers and distribution of materials by means of the registrar of the Company in accordance with the Appendix 2 to the present resolution of the Company’s Board of Directors.*

*2. To assign the General Director of the Company to* *sign the contract for the provision of services on organization, convention and holding the General Meeting of security holders, including performing the duties of tellers and distribution of materials by means of the registrar of the Company in accordance with the Appendix 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 eighth 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**