

**Minutes of meeting No.37  
of Annual General Meeting of Shareholders of Public joint stock company of power  
industry and electrification of Kuban**

|   |  |
|---|--|
| Full business name and location of the Company:                                   | Public joint stock company of power industry and electrification of Kuban region<br>Krasnodar, Russian Federation  |
| Type of general meeting:  | Annual   |
| Form of meeting holding:  | meeting  |
| Date of making the list of persons entitled to participate in the general meeting | 6 <sup>th</sup> May 2016   |
| Date of the general meeting:  | 24 <sup>th</sup> June 2016   |
| Place of the holding the meeting:   | Kubanenergo PJSC, 2A Stavropolskaya str.,<br>Krasnodar   |
| Registration start-time:  | 09:00 a.m.   |
| Registration end-time:  | 10:42 a.m.   |
| Starting time of meeting:   | 10:00 a.m.   |
| Start time of vote counting   | 11:00 a.m.   |
| End time of vote counting:  | 11:45 a.m.   |
| Postal addresses for sending filled-in voting ballots:                            | ▪ Kubanenergo PJSC, 2A Stavropolskaya str., Krasnodar, Russian Federation 350033;<br>▪ “Registrar R.O.S.T” PJSC (Company’s registrar), POB 9, 18 Stromynka str., Moscow 107996 |
| Deadline of receiving voting ballots:   | 21 <sup>th</sup> June 2016   |
| Date of drawing up minutes of meeting:  | 27 <sup>th</sup> June 2016   |

The Annual General meeting of Kubanenergo PJSC shareholders (hereafter – the Meeting) is held upon the decision of Company’s Board of Directors dated 25.04.2016 (minutes of meeting No.236/2016 dd 27.04.2016), dated 17.05.2016 (minutes of meeting No.239/2016 dd 19.05.2016).

According to paragraph 1 of article 56 of the Federal Law “On Joint Stock Companies” and paragraph 5.1.1 of Regulation on the procedure of preparation and holding General meeting of Kubanenergo PJSC shareholders, the functions of ballot committee and registration of persons entitled to participate in General meeting of shareholders are fulfilled by Company’s registrar – “Registrar R.O.S.T” PJSC.

By **23 May 2016** the announcement on holding the annual General meeting of Kubanenergo shareholders had been sent to each person from the list of entitled to participate in annual General meeting of shareholders and published on the Company’s web-site.

By **3 June 2016** voting ballots had been sent to each person from the list of entitled to participate in annual General meeting of shareholders.

Date of making the list of persons entitled to participate in annual General meeting of Company’s shareholders – **6 May 2016**.

**Presidium of the meeting:**

**Chairperson** – **Mangarov Yuriy Nikolayevich**, Chairperson of Kubanenergo Board of Directors (paragraph 10.10 article 10 of Kubanenergo Charter) Chief adviser, Rosseti PJSC;

**Presidium members:**

- **Varlamov Nikolay Nikolayevich** – member of the Management Board, first deputy director general – Chief of Staff, Rosseti PJSC

- **Gavrilov Aleksandr Ilich** – Director General of Kubanenergo PJSC

- Alexeyenko Andrey Anatoliyevich – Deputy governor of the Krasnodar region

- **Krasnov Andrey Gennadiyevich** - Deputy head of Local office of Federal Agency for State Property Management in Krasnodar region

The meeting is attended by representatives of the Company’s auditor RSM RUS LLC: **Usanova Nadezhda Nikolayevna**, project manager, and **Popkov Artyom Sergeyeovich**, internal control division manager.

**Secretary of the meeting** – Russu Olga Vladimirovna – corporate secretary of Kubanenergo PJSC (performs functions of secretary of the meeting by the decision of Kubanenergo BoD of 17.05.2016, minutes of meeting No.239/2016 dated 19.05.2016)

The Chairperson called upon **Lopatina G.Yu.**, chairperson of ballot committee, representative of “Registrar R.O.S.T” PJSC, to announce the presence of quorum.

Chairperson of ballot committee **Lopatina G.Yu.:**

The quorum on all agenda items is present and is **99.6110% from the total amount of votes of persons entitled to participate in the Meeting.** The Meeting is quorate to adopt decisions on all items of the agenda.

As of the opening the Meeting registered shareholders and their representatives have in total more than half of distributed voting shares of the Company. According to article 58 of Federal Law “On Joint Stock Companies” and paragraph 11 of Company’s Charter the **quorum necessary for holding the meeting is present.**

**The Chairperson declares the meeting open.**

Registration of participants entitled to participate in the meeting will end with the discussion of the last agenda item.

In accordance with paragraph 4.13 of Order of FCSM RF (Federal Commission for the Securities Market of Russian Federation) No. 12-6/ПЗ-Н dated 02.02.2012 “On approval of regulations on extra requirements to the procedure of preparation, convening and holding general meeting of shareholders” persons registered for participation in the general meeting have right to vote on all agenda items starting from the opening of the meeting and till the beginning of voting counting, as the results of voting and decisions adopted by general meeting will be announced at the meeting.

In accordance with sub paragraph 2 of paragraph 4.13 of Order of FCSM RF (Federal Commission for the Securities Market of Russian Federation) No. 12-6/ПЗ-Н dated 02.02.2012 “On approval of regulations on extra requirements to the procedure of preparation, convening and holding general meeting of shareholders” after the last agenda item is discussed and the voting counting has not commenced the persons that did not vote till that moment will be given time to vote.

#### **Chairperson reports:**

By decision of Company’s BoD dated 17.05.2016 (minutes of meeting No.239/2016 dated 19.05.2016) the following agenda of annual General meeting of Kubanenergo PJSC shareholders was approved:

1. On approval of Company’s annual report.
2. On approval annual accounting (financial) report, including the profit and loss statement (income statement).
3. On approval of distribution of profit of the Company by the results of 2015.
4. On the amount, terms and form of paying the dividends by the results of 2015.
5. On election of Company’s Board of Directors (supervisory board) members.
6. On election of Company’s Auditing commission (controllers) members.
7. On approval of Company’s Auditor.
8. On approval of restated Regulations for the Board of Directors of the Public Joint-Stock Company of Power Industry and Electrification of Kuban.

The discussion of agenda commenced.

The first item of agenda of annual General meeting of Kubanenergo shareholders: **“On approval of Company’s annual report”.**

Gavrilov Aleksandr Ilich, director general of Kubanenergo PJSC, reports on this agenda item.

The second item of agenda of annual General meeting of Kubanenergo shareholders: **“On approval annual accounting (financial) report, including the profit and loss statement (income statement)”.**

Skiba Inna Viktorovna, Chief accountant – head of Department for accounting and tax reporting of

Kubanenergo PJSC, reports on this agenda item.

The third item of agenda of annual General meeting of Kubanenergo shareholders: **“On approval of distribution of profit of the Company by the results of 2015”**.

Gavrilov Aleksandr Ilich, director general of Kubanenergo PJSC, reports on this agenda item.

The fourth item of agenda of annual General meeting of Kubanenergo shareholders: **“On the amount, terms and form of paying the dividends by the results of 2015”**.

Gavrilov Aleksandr Ilich, director general of Kubanenergo PJSC, reports on this agenda item.

Ivanova Irina Viktorovna, deputy Director General in charge of corporate governance of Kubanenergo PJSC, reports on the following agenda items:

The fifth item of agenda of annual General meeting of Kubanenergo shareholders: **“On election of Company’s Board of Directors (supervisory board) members”**.

The sixth item of agenda of annual General meeting of Kubanenergo shareholders: **“On election of Company’s Auditing commission (controllers) members”**.

The seventh item of agenda of annual General meeting of Kubanenergo shareholders: **“On approval of Company’s Auditor”**.

The eighth item of agenda of annual General meeting of Kubanenergo shareholders: **“On approval of restated Regulations for the Board of Directors of the Public Joint-Stock Company of Power Industry and Electrification of Kuban”**.

**Chairperson reports:** The discussion of agenda items of annual General meeting and registration of persons entitled to participate in meeting are finished.

Dear shareholders, according to the procedure of holding the annual General meeting of Kubanenergo PJSC shareholders, you have 30 minutes for voting.

**Lopatina G.Yu.**, chairperson of ballot committee, representative of “Registrar R.O.S.T” PJSC, is called to explain the procedure of voting and filling-in the voting ballots.

**Lopatina G.Yu.**, chairperson of ballot committee, representative of “Registrar R.O.S.T” PJSC, explains the procedure of voting and filling-in the voting ballots.

#### **Voting results:**

##### **Agenda item No.1: “On approval of Company’s annual report”**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |
| Quorum on this item (%)   | <b>99.6110</b>     |
| Quorum on this item was present. The voting was held by poll #1.  |                    |

| Voting  | Amount of votes    | % from participants in the voting |
|---------|--------------------|-----------------------------------|
| FOR     | <b>281 767 551</b> | <b>99.9999</b>                    |
| AGAINST | 0                  | 0.0000                            |

|  |     |        |
|--|-----|--------|
| ABSTAINED  | 230 | 0.0001 |
| Did not vote   |     | 0      |
| Votes that were not accounted as they were considered as invalid (including voting on this item) – |     | 3      |

**Resolution adopted on agenda item No.1:**

To approve the Company’s annual report for 2015.

**Agenda item No.2: “On approval annual accounting report, including the profit and loss statement (income statement)”**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |
| Quorum on this item (%)   | <b>99.6110</b>     |
| Quorum on this item was present. The voting was held by poll #1.  |                    |

**Voting results:**

|  | Amount of votes    | % from participants in the voting |
|--|--------------------|-----------------------------------|
| FOR  | <b>281 767 551</b> | <b>99.9999</b>                    |
| AGAINST  | 0                  | 0.0000                            |
| ABSTAINED  | 230                | 0.0001                            |
| Did not vote   |                    | 0                                 |
| Votes that were not accounted as they were considered as invalid (including voting on this item) – |                    | 3                                 |

**Resolution adopted on agenda item No.2:**

To approve the Company’s annual accounting report for 2015.

**Agenda item No.3: On approval of distribution of profit of the Company by the results of 2015**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |
| Quorum on this item (%)   | <b>99.6110</b>     |
| Quorum on this item was present. The voting was held by poll #1.  |                    |

**Voting results:**

|  | Amount of votes | % from participants in |
|--|-----------------|------------------------|
|--|-----------------|------------------------|

|  |                    |                |
|--|--------------------|----------------|
|  |                    | the voting     |
| FOR  | <b>281 767 551</b> | <b>99.9999</b> |
| AGAINST  | 200                | 0.0001         |
| ABSTAINED  | 30                 | 0.00001        |
|  |                    |                |
| Did not vote   |                    | 0              |
|  |                    |                |
| Votes that were not accounted as they were considered as invalid (including voting on this item) – |                    | 3              |

**Resolution adopted on agenda item No.3:**

To approve the following distribution of profit (losses) for 2015 financial year:

|  |                   |
|--|-------------------|
|  | (thousand rubles) |
| Undistributed profit (losses) of the reporting period: | 1 452 479         |
| To distribute for:                                     |                   |
| Reserve fund   | 72 624            |
| Profit for development                                 | -                 |
| Dividends  | 1 144 797         |
| Repayment of undistributed deficit of prior years      | 235 058           |

**Agenda item No.4: On the amount, terms and form of paying the dividends by the results of 2014**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |
| Quorum on this item (%)   | <b>99.6110</b>     |
|   |                    |
| Quorum on this item was present. The voting was held by poll #1.  |                    |

**Voting results:**

|  |                    |                                   |
|--|--------------------|-----------------------------------|
| Voting   | Amount of votes    | % from participants in the voting |
| FOR  | <b>281 767 446</b> | <b>99.9999</b>                    |
| AGAINST  | 335                | 0.0001                            |
| ABSTAINED  | 0                  | 0.0000                            |
|  |                    |                                   |
| Did not vote   |                    | 0                                 |
|  |                    |                                   |
| Votes that were not accounted as they were considered as invalid (including voting on this item) – |                    | 3                                 |

**Decision adopted on agenda item No.4:**

1. It is recommended by the results of 2015 to pay out dividends on ordinary shares of the Company in amount 4.047105 rubles in monetary form per one ordinary share of the Company.

The period of payment of dividends to a nominee holder and a trustee holder, being a professional participant of securities market, is limited to 10 business days; period for other holders registered in the registry of shareholders is limited to 25 business days from the dated of making the list of persons/entities entitled to receive dividends.

2. To fix that the dated of making the list of persons/entities entitled to receive dividends – 13 July 2016.

**Agenda item No.5: On election of Company’s Board of Directors (supervisory board) members**

|  |                      |
|--|----------------------|
| Number of cumulative votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>3 111 549 430</b> |
| Number of cumulative votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | 3 111 549 430        |
| Number of cumulative votes participated in the meeting   | <b>3 099 445 624</b> |
| Quorum (%)   | <b>99.6110</b>       |
| Quorum on this item was present. The voting was held by poll #2.   |                      |

Voting pattern

| No.                              | Candidate                       | Number of votes for cumulative voting |
|----------------------------------|---------------------------------|---------------------------------------|
| “FOR” – votes per each candidate |                                 |                                       |
| 1.                               | Ziborova Tatiana Valentinovna   | 229 104 895                           |
| 2.                               | Molchanova Olesya Anatolievna   | 970                                   |
| 3.                               | Dzhaparidze Svetlana Arkadievna | 1 075                                 |
| 4.                               | Markova Tatiana Vasilievna      | 970                                   |
| 5.                               | Kramarenko Roman ANatolievich   | 1 270                                 |
| 6.                               | Balaev Avla Eldarovich          | 1 075                                 |
| 7.                               | Ryzhova Anastasiya Nikolaevna   | 970                                   |
| 8.                               | Avilova Anastasiya Dmitrievna   | 1 020                                 |
| 9.                               | Sizintseva Xenia Igorevna       | 2 825                                 |
| 10.                              | Kurash Konstantin Vladimirovich | 2 880                                 |
| 11.                              | Sablina Kseniya Sergeyevna      | 2 985                                 |
| 12.                              | Bobkov Dmitry Alexeyevich       | 260 924 097                           |
| 13.                              | Bogashov Alexander Evgenievich  | 260 922 292                           |
| 14.                              | Varvarin Aleksandr Viktorovich  | 260 924 702                           |
| 15.                              | Gavrilov Aleksandr Ilyich       | 261 038 558                           |
| 16.                              | Gritsenko Vladimir Fyodorovich  | 260 925 507                           |
| 17.                              | Yefimov Alexander Leonidovich   | 260 924 542                           |
| 18.                              | Mangarov Yuri Nikolaevich       | 260 922 987                           |
| 19.                              | Serov Alexey Yurievich          | 260 924 435                           |
| 20.                              | Sofyin Vladimir Vladimirovich   | 260 924 892                           |
| 21.                              | Khokholkova Kseniya Valerievna  | 260 924 897                           |
| 22.                              | Shmakov Igor Vladimirovich      | 260 926 717                           |
| AGAINST all candidates           |                                 | 0                                     |
| ABSTAINED                        |                                 | 19 855                                |
| Did not vote                     |                                 | 0                                     |

|  |       |
|--|-------|
| Votes that were not accounted as they were considered as invalid (including voting on this item) – | 5 038 |
|--|-------|

**Decision adopted on agenda item No. 5:**

To elect the following persons to Board of Directors:

1. Bobkov Dmitry Alexeyevich
2. Bogashov Alexander Evgenievich
3. Varvarin Aleksandr Viktorovich
4. Gavrilov Aleksandr Ilyich
5. Gritsenko Vladimir Fyodorovich
6. Yefimov Alexander Leonidovich
7. Mangarov Yuri Nikolaevich
8. Serov Alexey Yurievich
9. Sofyin Vladimir Vladimirovich
10. Khokholkova Kseniya Valerievna
11. Shmakov Igor Vladimirovich

**Agenda item No.6: On election of members of Company's auditing committee.**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |
| Quorum on this item (%)   | <b>99.6110</b>     |
| Quorum on this item was present. The voting was held by poll #3.  |                    |

Voting pattern

| # | Candidate                       | FOR         |         | AGAINST    |         | ABSTAINED   |         | INVALID |        |
|---|---------------------------------|-------------|---------|------------|---------|-------------|---------|---------|--------|
|   |                                 | Votes       | %       | Votes      | %       | Votes       | %       | Votes   | %      |
| 1 | Malyshev Sergey Vladimirovich   | 260 930 775 | 92.6049 | 20 830 275 | 7.3927  | 1 775       | 0.0006  | 4 959   | 0.0018 |
| 2 | Kabizskina Yelena Alexandrovna  | 260 929 421 | 92.6044 | 20 827 780 | 7.3918  | 1 775       | 0.0006  | 8 808   | 0.0031 |
| 3 | Kim Svetlana Anatolievna        | 260 928 393 | 92.6041 | 20 827 888 | 7.3919  | 1 775       | 0.0006  | 9 728   | 0.0035 |
| 4 | Kirillov Artyom Nikolaevich     | 260 927 145 | 92.6036 | 20 830 280 | 7.3927  | 2 025       | 0.0007  | 8 334   | 0.0030 |
| 5 | Slesareva Yelena Yurievna       | 260 925 015 | 92.6029 | 20 830 325 | 7.3927  | 1 775       | 0.0006  | 10 669  | 0.0038 |
| 6 | Schegrinets Roman Vladimirovich | 20 838 324  | 7.3956  | 0          | 0.0000  | 260 923 937 | 92.6025 | 5 523   | 0.0020 |
| 7 | Yerokhno naastasiya             | 20 837 486  | 7.3953  | 113        | 0.00004 | 260 923 687 | 92.6024 | 6 498   | 0.0023 |

|   |                            |       |        |            |        |             |         |        |        |
|---|----------------------------|-------|--------|------------|--------|-------------|---------|--------|--------|
|   | Vasilievna                 |       |        |            |        |             |         |        |        |
| 8 | Shkuratova Mariya Igorevna | 4 921 | 0.0017 | 20 827 743 | 7.3918 | 260 923 937 | 92.6025 | 11 183 | 0.0040 |

|               |   |
|---------------|---|
| Did not vote: | 0 |
|---------------|---|

**Decision adopted on agenda item No. 6:**

To elected the following persons to Company’s Auditing committee:

1. Kabizskina Yelena Aleksandrovna
2. Kim Svetlana Anatolievna
3. Kirillov Artyom Nikolaevich
4. Malyshev Sergei Vladimirovich
5. Slesareva Yelena Yurievna

**Agenda item No.7: On approval of Company’s Auditor.**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |
| Quorum (%)  | <b>99.6110</b>     |
| Quorum on this item was present. The voting was held by poll #1.  |                    |

Voting results

|                               | Amount of votes    | % from participants in the voting |
|-------------------------------|--------------------|-----------------------------------|
| FOR                           | <b>281 767 041</b> | <b>99.9997</b>                    |
| AGAINST                       | 0                  | 0.0000                            |
| ABSTAINED                     | 740                | 0.0003                            |
| Did not vote                  |                    | 0                                 |
| Votes considered as invalid – |                    | 3                                 |

**Decision adopted on agenda item No. 7:**

To appoint “RSM RUS” LLC as the Company’s auditor.

**Agenda item No.8: On approval of restated Regulations for the Board of Directors of the Public Joint-Stock Company of Power Industry and Electrification of Kuban.**

|   |                    |
|---|--------------------|
| Number of votes the persons, included in the list of persons entitled to participate in general meeting, had                      | <b>282 868 130</b> |
| Number of votes provide by voting shares determined with regard of paragraph 4.20 of Order of FFMS dated 02.02.2012 No. 12-6/ПЗ-Н | <b>282 868 130</b> |
| Number of votes participated in the meeting   | <b>281 767 784</b> |

|  |                |
|--|----------------|
| Quorum (%)   | <b>99.6110</b> |
| Quorum on this item was present. The voting was held by poll #1. |                |

Voting results

|                               | Amount of votes    | % from participants in the voting |
|-------------------------------|--------------------|-----------------------------------|
| FOR                           | <b>260 938 388</b> | <b>92.6076</b>                    |
| AGAINST                       | 20 827 625         | 7.3918                            |
| ABSTAINED                     | 1 768              | 0.0006                            |
| Did not vote                  |                    | 0                                 |
| Votes considered as invalid – |                    | 3                                 |

**Decision adopted on agenda item No.10:**

To approve the restated Regulations for the Board of Directors of the Public Joint-Stock Company of Power Industry and Electrification of Kuban

**Annexes:**

- Minutes of meeting of ballot committee on the results of voting at annual general meeting of shareholders of open joint stock company of power industry and electrification of Kuban region dated 24.06.2016 on 8 pages;
- Restated Charter of the Company on 37 pages;
- Restated Regulation on Company’s Board of Directors on 16 pages;

**Chairperson of annual General meeting**

**Mangarov Yu.N.**

**Secretary of annual General meeting**

**Russu O.V.**