

**Excerpt from the minutes No.37/2016  
of meeting of Audit Committee  
of the Board of Directors of Kubanenergo PJSC**

<b>Form of the meeting</b>	joint presence
<b>Date of the meeting</b>	15.04.2016
<b>The meetings starts</b>	10:00 a.m.
<b>The meeting ends</b>	12:00 p.m.
<b>Place of the meeting</b>	office A5-048, Belovezhskaya street 4A, Moscow
<b>Deadline for submission of voting ballots</b>	19.04.2016: 09:59 a.m.
<b>Date of making the minutes of the meeting</b>	20.04.2016

Number of members of the Audit Committee: 3 persons

Members of the Committee that attended the meeting: Lavrova M.A. (the chairperson), Khokholkova K.V.

Members of the Committee that sent voting ballots: Kislyakov A.M.

**The quorum is present.**

**Persons invited to the meeting:**

1. **Lelekova Marina Alexeyevna** – Head of the Control and Auditing Activity Department, Rosseti PJSC, the Committee Expert
2. **Skiba Inna Viktorovna** – Chief accountant – Head of Department of Financial Records, Accounts and Tax Returns, Kubanenergo PJSC
3. **Yatsenko Ivan Alexandrovich** – Deputy Head of Internal Audit and Control Department, Kubanenergo PJSC
4. **Lopatkina Nataliya Sergeevna** – Audit Director, RSM RUS, LLC
5. **Usanova Nadezhda Nikolaevna** – Project Manager, RSM RUS, LLC
6. **Popkov Artyom Sergeevich** – Manager, RSM RUS, LLC

**Secretary of the Committee:** Gura Yu.Yu.

**Item 4: Preliminary consideration of the nomination of the external auditor of the Company to audit the accounting (financial) statements of the Company for 2016**

Skiba I.V. made a report on the 4<sup>th</sup> item of the agenda.

Lavrova M.A. and Lelekova M.A made a speech during the discussion.

By the results of the discussion of the information members of the Committee were proposed to adopt the following **resolution**:

To recommend to the Board of Directors of the Company to propose the Annual General Meeting of Shareholders of the Company to approve the Company's Auditor RSM RUS, LLC. (4 Pudovkina street, Moscow, 119285, Russia), recognized as the winner of an open one-stage tender without prequalification of bidders (Minutes of the Procurement Commission from 14.04.2014 v 5/552r).

**Voting results of the members that attended the meeting:**

“FOR” – Lavrova M.A., Khokholkova K.V.

“AGAINST” – no

“ABSTAINED” – no

**Voting results of the members that submitted the voting ballots:**

“FOR” – Kislyakov A.M. “AGAINST” – no

“ABSTAINED” – no

Thus, the decision of the fourth item was unanimously adopted by the members of the Audit Committee

Secretary of the Committee

Gura Yu.Yu.