

## DRAFT RESOLUTIONS

### of annual general meeting of shareholders of “Kubanenergo” JSC held 10 June 2015

**ITEM 1:** On approval of Company’s annual report.

**DRAFT DECISION:**

To approve the annual report of the Company for 2014.

**ITEM 2:** On approval annual accounting report, including the profit and loss statement.

**DRAFT DECISION:**

To approve the annual accounting report of the Company for 2014.

**ITEM 3:** On approval of distribution of profit of the Company by the results of 2014.

**DRAFT DECISION:**

To approve the following profit distribution (losses) of the Company for 2014 fiscal year:

	(thousand rubles)
Undistributed profit (losses) of the reporting period:	(3 632 333)
To distribute for:	
Reserve fund	-
Profit for development	-
Dividends	-
Repayment of undistributed deficit of prior years	-

**ITEM 4:** On the amount, terms and form of paying the dividends by the results of 2014.

**DRAFT DECISION:**

Do not pay dividends on ordinary shares of the Company by the results of 2014.

**ITEM 5:** On election of Company’s Board of Directors (supervisory board) members.

**DRAFT DECISION:**

To elect the following persons to Company’s Board of Directors<sup>1</sup>:

Candidate	Position of the candidate as of the moment of nomination
Ziborova Tatiana Valentinovna	Deputy head of territorial administration of Federal Property Management Agency in Krasnodar region
Petukhova Inna Alexandrovna	Deputy head of territorial administration of Federal Property

<sup>1</sup> The Company’s BoD consists of 11 members among from candidates of list of candidates for election to “Kubanenergo” JSC Board of Directors approved by decision of Company’s BoD (Minutes No. 204/2015 dd. 06.03.2015)

	Management Agency in Krasnodar region
Artyukhov Roman Viktorovich	Deputy head of territorial administration of Federal Property Management Agency in Krasnodar region
Zavodskikh Yulia Aleksandrovna	Head of division of territorial administration of Federal Property Management Agency in Krasnodar region
Teplova Svetlana Nikolaevna	Deputy Head of division of territorial administration of Federal Property Management Agency in Krasnodar region
Markova Tatiana Vasilievna	Deputy Head of division of territorial administration of Federal Property Management Agency in Krasnodar region
Balaev Avla Eldarovich	Chief specialist of division of territorial administration of Federal Property Management Agency in Krasnodar region
Avilova Anastasiya Dmitrievna	Specialist-expert of division of territorial administration of Federal Property Management Agency in Krasnodar region
Petrova Kristina Sergeevna	Specialist-expert of division of territorial administration of Federal Property Management Agency in Krasnodar region
Baibakova Zhanna Viktorovna	1 <sup>st</sup> category specialist of division of territorial administration of Federal Property Management Agency in Krasnodar region
Sablina Xeniya Sergeevna	2 <sup>nd</sup> category specialist of division of territorial administration of Federal Property Management Agency in Krasnodar region
Bogach Yelena Viktorovna	Head of directorate for strategy planning at Department of strategic projects “Rosseti” JSC
<b>Varvarin Aleksandr Viktorovich</b>	Managing Director in charge of Corporate Relations and Legal Support, Russian Union of Industrialists and Entrepreneurs
Gavrilov Aleksandr Ilich	Director General of “Kubanenergo” JSC
Katayev Sergey Mikhailovich	Head of Department for production assets management, “Rosseti” JSC
Kislyakov Anton Mikhailovich	Head of Directorate for arrangement of daily operations at Legal department
Lavrova Marina Aleksandrovna	Head of directorate of Economics of subsidiaries and affiliates of Department of economic planning and allocation of funds of “Rosseti” JSC
Mangarov Yuriy Nikolaevich	Chief advisor at Rosseti” JSC
Niyazmetov Artur Kamilovich	Head of Directorate for arrangement of special projects at

	Special projects department, “Rosseti” JSC
Terebkov Fyodor Alekseyevich	Head of Directorate of capital markets and structured financing at Department of capital markets, “Rosseti” JSC
Kharin Andrei Nikolaevich	Deputy Director of Department of corporate management, pricing environment and auditing works in sector of Fuel and Energy Complex of RF Ministry of Energy
Khokholkova Kseniya Valerievna	Deputy head of directorate of registered capital – head of division of shareholders rights of Department of corporate management and interaction with shareholders and investors of “Rosseti” JSC

**ITEM 6:** On election of Company’s Auditing commission members.

**DRAFT DECISION:**

To elect the following persons to Auditing commission<sup>2</sup>:

	Candidate	Position of the candidate as of the moment of nomination
1.	Dzhaparidze Svetlana Arkadievna	Deputy head of territorial administration of Federal Property Management Agency in Krasnodar region
2.	Kramarenko Roman Anatolievich	Chief specialist-expert of division of territorial administration of Federal Property Management Agency in Krasnodar region
3.	Lebedeva Alina Igorevna	3 <sup>rd</sup> category specialist of division of territorial administration of Federal Property Management Agency in Krasnodar region
4.	Kim Svetlana Anatolievna	Leading specialist of directorate for inspection activity and internal audit at Department of internal audit and control of “Rosseti” JSC
5.	Shmakov Igor Vladimirovich	Head of directorate of control and risks at Department of internal audit of “Rosseti” JSC
6.	Kabizskina Yelena Alexandrovna	Deputy head of directorate for inspection activity and internal audit at Department of internal audit and control of “Rosseti” JSC
7.	Lukovkina Irina Pavlovna	Head of division for methodology at Directorate for control and risks at Department of Department of internal audit and control of “Rosseti” JSC

<sup>2</sup> Auditing commission consists of 5 members among from candidates of list of candidates for election to “Kubanenergo” JSC Board of Directors approved by decision of Company’s BoD (Minutes No. 204/2015 dd. 06.03.2015)

8.	Malyshev Sergey Vladimirovich	Leading specialist of inspection activity and internal audit at Department of internal audit and control of "Rosseti" JSC
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**ITEM 7:** On approval of Company's Auditor.

**DRAFT DECISION:**

To appoint "RSM Rus" LLC as Company's Auditor.

**ITEM 8:** On approving Company's restated Charter.

**DRAFT DECISION:**

To approve the Company's restated Charter.

**ITEM 9:** On approving restated Regulation on General meeting of shareholders.

**DRAFT DECISION:**

To approve the restated Regulation on General meeting of shareholders.

**ITEM 10:** On approving restated Regulation on Board of Directors.

**DRAFT DECISION:**

To approve the restated Regulation on Board of Directors.

**ITEM 11:** On approval of restated Regulations on the Company's Management Board

**DRAFT DECISION:**

To approve the restated Regulations on the Company's Management Board

**ITEM 12:** On approval of restated Regulations on the Auditing commission

**DRAFT DECISION:**

To approve the restated Regulations on the Auditing commission

**ITEM 13:** On approval of restated Regulations on Remunerations and compensations paid to members of Auditing commission

**DRAFT DECISION:**

To approve the restated Regulations on Remunerations and compensations paid to members of Auditing commission

**ITEM 14:** On approval of restated Regulations on Remunerations and compensations paid to members of the Company's Board of Directors

**DRAFT DECISION:**

1. To approve the restated Regulations on Remunerations and compensations paid to members of the Company's Board of Directors
2. To decide that the restated Regulation on Remunerations and compensations paid to members of the Company's Board of Directors is applicable to the members of the Board of Directors of the Company elected by current and future General Meetings of Shareholders.

**ITEM 15:** On approval of interested party transactions that Kubanenergo may conclude in the future in the normal course of business

**DRAFT DECISION:**

To approve transactions between "Kubanenergo" JSC, on one side, and "Energoservice Kuban" JSC (hereinafter – the Contractor), on the other side, classified as transactions of interest, that can be concluded as well as by the results of tender procedures in the future in the process of regular activity by "Kubanenergo" JSC (without limitation of the number of transactions, but with regard of the following conditions for particular transactions):

1.1. Transactions according to which the Contractor undertakes according assignment of Kubanenergo to perform design and survey work, to ensure approval of the technical/design and estimate documentation by relevant government bodies and local authorities, including getting a positive expert opinion on the project documentation, and on behalf of Kubanenergo exercise supervision of the construction project, and Kubanenergo shall accept the results of work and pay for the work performed. To determine that:

- The total maximum cost of such transactions cannot exceed 20 000 000 (twenty million) rubles 00 kopecks, including VAT (18%) in the amount of not more than 3,050,847 (three million fifty thousand eight hundred forty seven) rubles 46 kopecks, and the cost each transaction cannot exceed 7 000 000 (seven million) rubles 00 kopecks, including VAT (18%) in the amount of not more than 1,067,796 (one million sixty seven thousand seven hundred ninety six) rubles 61 kopecks;

- work completion time cannot exceed 6 months.

1.2. Transactions for which the Contractor according to assignment of Kubanenergo, undertakes to carry out the construction, reconstruction, complex modernization and reconstruction of facilities and submit the results of work to Kubanenergo, and Kubanenergo shall accept the results of work and pay for it. To determine that:

- The total maximum cost of such transactions cannot exceed 170,000,000 (one hundred seventy million) rubles 00 kopecks, including VAT (18%) amounting to maximum of 25,932,203 (twenty five million nine hundred thirty two thousand two hundred and three) rubles 39 kopecks and the cost of each transaction cannot exceed 63,000,000 (sixty three million) rubles, including VAT (18%) – not more than 9,610,169 (nine million six hundred and ten thousand one hundred sixty-nine) rubles 49 kopecks;

- work completion time cannot exceed 12 months.

1.3. Transactions under which the Contractor agrees to provide services aimed at energy saving and energy efficiency of use of energy sources (including the reduction of technological consumption (losses) of electricity during its transmission through the networks) by identifying and reducing losses in electric networks of Kubanenergo) and Kubanenergo pays "Energoservice Kuban" at the

expense of cost savings from payment for the consumption of energy resources (including costs for compensation of power losses) as a result of these actions. To determine that:

- The total maximum cost of such transactions cannot exceed 120 000 000 (one hundred and twenty million) rubles 00 kopecks, including VAT (18%) in the amount of not more than 18,305,084 (eighteen million three hundred and five thousand and eighty four) rubles 75 kopecks, and the cost of each transaction shall not exceed 120,000,000 (one hundred and twenty million) rubles 00 kopecks, including VAT (18%) in the amount of maximum 18,305,084 (eighteen million three hundred and five thousand and eighty four) rubles 75 kopecks;
- work completion time cannot exceed 12 months.