**Statement of material fact**

**“On decisions adopted by the Issuer’s Board of Directors”**

**(disclosure of inside information)**

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| 1. General data | |
| 1.1 Full business name of the issuer | Public joint-stock company of Power Industry and Electrification of Kuban |
| 1.2. Abbreviated business name of the issuer | “Kubanenergo” PJSC |
| 1.3. Location of the issuer | Krasnodar, Russian Federation |
| 1.4. PSRN of the issuer | 1022301427268 |
| 1.5. TIN of the issuer | 2309001660 |
| 1.6. The issuer’s unique code assigned by the registering body | 00063-A |
| 1.7. Website used by the issuer for information disclosure | [www.kubanenergo.ru](http://www.kubanenergo.ru)  <http://www.e-disclosure.ru/portal/company.aspx?id=2827> |
| 1.8. Date of the event (material fact) that is disclosed in the statement (if applicable) | 07.03.2019 |
| 2. Statement content | |
| **2.1 Quorum of meeting of the issuer’s BoD and the results of voting on the proposed decisions**:  Number of the BoD members: 11 members  Members participated in the meeting: 11 members  Quorum necessary for holding the meeting of Kubanenergo PJSC Board of Directors is present*.*  Voting results**:**   |  |  |  |  | | --- | --- | --- | --- | | No. | Votes | | | | FOR | AGAINST | ABSTAINED | | **1** | **11** |  |  | | **2** | **11** |  |  | | |
| **Disclosure of insider information**  **Item No. 1 “Consideration of proposals put forward by the shareholders regarding inclusion of items in the agenda of the Annual General Meeting of the Company’s Shareholders and regarding nomination of candidates for the Company’s management and control bodies”** | |
| 2.2.1. Decision adopted by the issuer’s Board of Directors:  1. The following candidates shall be included on the list of nominees for election to the Board of Directors of the Company:   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **№ No.** | **Candidate proposed by the shareholder(s) for inclusion in the list of nominees for election to the Board of Directors of the Company** | **Employment of the candidate proposed by the shareholder(s) for inclusion in the list of nominees for election to the Board of Directors of the Company** | **Name(s) of the shareholder(s) proposing the candidate for inclusion in the list of nominees for election to the Board of Directors of the Company** | **Percentage of voting shares held by the shareholder(s) in the Company** | | 1 | Bobkov Dmitry Alexeyevich | Head of Communications Policy and PR Department, Rosseti PJSC | Rosseti PJSC | 92.78% | | 2 | Varvarin Alexander Viktorovich | Vice-president – Managing Director in charge of Corporate Relations and Legal Support, Russian Union of Industrialists and Entrepreneurs | Rosseti PJSC | 92.78% | | 3 | Gavrilov Alexander Ilyich | Director General of Kubanenergo PJSC | Rosseti PJSC | 92.78% | | 4 | Yefimov Alexander Leonidovich | Head of Department of Organizational Support, Rosseti PJSC | Rosseti PJSC | 92.78% | | 5 | Larionov Dmitry Vitaliyevich | Deputy Head of Department – Head of Division for Land and Property Regulations and Property Management, Rosseti PJSC | Rosseti PJSC | 92.78% | | 6 | Medvedev Mikhail Vladimirovich | Deputy Director General, Holding Intra Tool LLC | Rosseti PJSC | 92.78% | | 7 | Osipova Yelena Nikolayevna | Head of Financial Analysis and Liquidity Management Sector of the Treasury Department, Rosseti PJSC | Rosseti PJSC | 92.78% | | 8 | Selivanoova Lyudmila Vasilievna | Deputy Director General in charge of Public Authorities Relations, Rosseti PJSC | Rosseti PJSC | 92.78% | | 9 | Sergeyeva Olga Andreyevna | Member of the Management Board, Deputy Director General – Chief of Staff, Rosseti PJSC | Rosseti PJSC | 92.78% | | 10 | Khokholkova Kseniya Valerievna | Chief Expert at Directorate for Equity Capital and Information Disclosure under  Department  of Corporate Governance, Rosseti PJSC | Rosseti PJSC | 92.78% | | 11 | Yavorsky Viktor Korneyevich | Member of the Presidium, OPORA RUSSIA | Rosseti PJSC | 92.78% |   2. The following candidates shall be included in the list of nominees for election to the Auditing Commission of the Company:   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **№ No.** | **Candidate proposed by the shareholder(s) for inclusion in the list of nominees for election to the Auditing Commission** **of the Company** | **Employment of the candidate proposed by the shareholder(s) for inclusion in the list of nominees for election to the Auditing Commission** **of the Company** | **Name(s) of the shareholder(s) proposing the candidate for inclusion in the list of nominees for election to the Auditing Commission** **of the Company** | **Percentage of voting shares held by the shareholder(s) in the Company** | | 1 | Lelekova Marina Alexeyevna | Head of Department for Control and Inspection, Rosseti PJSC | Rosseti PJSC | 92.78% | | 2 | Kim Svetlana Anatolievna | Head of Directorate for Inspection Unit at Department for Control and Inspection, Rosseti PJSC | Rosseti PJSC | 92.78% | | 3 | Kabizskina Yelena Alexandrovna | Deputy Head of Inspection Unit at Department for Control and Inspection, Rosseti PJSC | Rosseti PJSC | 92.78% | | 4 | Yerandina Yelena Stanislavovna | Chief Expert at Control and Inspection Directorate Department for Control and Inspection, Rosseti PJSC | Rosseti PJSC | 92.78% | | 5 | Malyshev SergeyVladimirovich | Leading Expert of Inspection Unit at Department for Control and Inspection, Rosseti PJSC | Rosseti PJSC | 92.78% |   3. To dismiss the following proposals from the Company’s shareholder(s):   |  |  |  |  | | --- | --- | --- | --- | | **No.** | **Names(s) of the shareholder(s) who submitted a proposal on inclusion of the issue in the agenda of the annual General Shareholders Meeting or candidate in the list of voting on the election to the management and control body of the company** | **Wording of the proposal from the shareholder (shareholders)** | **Reason for dismissing the inclusion of the shareholder’s (shareholders’) proposed issue in the agenda or candidate in the list of voting on the election to the management and control body of the company (according to clause 5 Article 53 of FL “On Joint Stock Companies”)** | | 1 | Russian Federation represented by Interregional Territorial Administration of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea (Interregional Territorial Administration of Rosimushchestvo in the Krasnodar region and the Republic of Adygea) | Rosimushchestvo proposes the following agenda items:  1. Approval of the Company’s annual report.  2. Approval of the Company’s annual financial report, including the profit and loss statement (income statement).  3. Approval of distribution of profit of the Company by the results of 2018.  4. On the amount, terms and form of paying of dividends by the results of 2018.  5. Election of the Company’s Board of Directors (supervisory board) members.  6. Election of the Company’s Auditing commission (controllers) members  7. Approval of the Company’s Auditor.  In addition, in order to ensure the interests of the Russian Federation as a shareholder of the Company, Rosimushchestvo offers the following candidates for election to the Board of Directors:  1. Ziborova Tatiana Valentinovna, Deputy Head of Local Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea  2. Gorgul Marianna Mikhailovna, Deputy Head of Local Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea  3. Repina Yanina Alexandrovna, Chief Specialist-Expert of Sector in Local Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea  4. Khakonova Zarina Muratovna, Leading Specialist-Expert of Sector in Local Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea  5. Maximanko Alexander Valeriyevich Deputy Head of Sector in Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea  To the Auditing Commission:  1. ALexeyeva Marina Georgievna, Deputy Head of Sector in Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea  2. Repnikova Natalia Alexeyevna, Leading Specialist-Expert of Sector in Local Office of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea | According to paragraph 1 of article 53 of the Federal Law “On Joint-Stock Companies” proposals on agenda items to the annual general meeting of shareholders and candidates for the company’s board of directors, collegial executive body, auditing committee, etc. must be submitted to the company no later than 30 days after the end of the reporting year, unless a later date is established by the company’s charter. In accordance with paragraph 13.1 of article 13 of the Charter of the Company, such proposals must be received by the Company no later than 60 days after the end of the reporting year.  According to paragraph 2.5 of the Regulations on General Meetings of Shareholders, approved by the Bank of Russia on 16.11.2018 by order N 660-P, the date of receipt of proposals on the agenda of the general meeting or the requirement to convene an extraordinary general meeting (the date of submission of the requirement to convene an extraordinary general meeting) is the date of receipt of the postal item by the addressee, if the proposal on agenda item or the requirement to convene an extraordinary general meeting is sent as a simple letter or other simple mail.  The proposals of the Interregional Territorial Administration of the Federal Agency for State Property Management in the Krasnodar region and the Republic of Adygea were received by the Company later than the date established by paragraph 1 of article 53 of the Federal Law “On Joint Stock Companies” and paragraph 13.1 of article.13 of the Charter of the Company. |   It is decided that within three days upon adoption of the decision, the shareholder(s) that submitted an agenda item or proposed a candidate will receive a substantiated decision of the Company stating its refusal to include the proposed item or candidate to the list of nominees for election to certain governing body of the Company*.* | |
| **Disclosure of insider information**  **Item No. 2 “Setting the date of the meeting of the Board of Directors for consideration of matters related to preparation to the Annual General Meeting of the Company’s Shareholders”** | |
| 2.2.2. Decision adopted by the issuer’s Board of Directors:  To determine the date of meeting of the Company’s Board of Directors to discuss the issues related to preparation for the AGM (including the issues of determining the date, place and time of the AGM, the beginning of registration of persons participating in the AGM, approving the agenda of the AGM, approving the date of determining persons entitled to participate in the Annual General Meeting of Shareholders, approving the form and text of ballots for voting at the AGM, etc.): not later than 17 April 2019. | |
| 2.3. Date of holding the meeting of the Board of Directors which adopted the resolutions:  **6 March 2019.**  2.3. Date of holding the meeting of the Board of Directors which adopted the resolutions:**7 March 2019, minutes No.332/2019.** | |

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| 3. Signature | | |
| 3.1 Head of Corporate Governance and Shareholder Relations Department (by power of attorney No.119/10-1406 of 19.12.2018) | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  (signature) | Didenko Ye.Ye. |
| 3.2 Date: 7 March 2019 | seal |  |