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### **Minutes of Board of Directors Meeting No. 219/2015**

#### **Public joint stock Company of power industry and electrification of Kuban ("Kubanenergo" PJSC)**

Date of meeting	4 September 2015
Form of holding the meeting	absentee voting (questionnaire)
Place of vote counting	Office 105, building 1, 2A Stavropolskaya St., Krasnodar (postal address of "Kubanenergo", PJSC)
Date of vote counting	04.09.2015, 5 p.m.
Date of drawing up minutes	7 September 2015

#### **Board of Directors Members: 11**

**Questionnaires were submitted by:** Mangarov Yu.N. (chairperson), Bogach Ye.V., Varvarin A.V., Gavrilov A.I., Kataev S.M., Kislyakov A.M., Lavrova M.A., Terebkov F.A., Kharin A.N., Khokholkova K.V.

**Questionnaires were not submitted by:** Niyazmetov A.K.

According to requirements of paragraph 7.3 of Regulation on order of conveying and holding meetings of "Kubanenergo", JSC Board of Directors approved by decision of annual General meeting of "Kubanenergo", JSC shareholders dated 22.06.2012, minutes No.31, quorum for holding the meeting should count at least half of elected members of Board of Directors.

#### **Quorum is present**

##### Agenda

1. On approval of restated Regulations on Reliability Committee under the BoD of Kubanenergo PJSC.
2. On early termination of term of office of the Committee for Strategy Development, Investments and Reform under the BoD of Kubanenergo PJSC.
3. On expressing Company's opinion on agenda item of the extraordinary general meeting of shareholders of "Recreation Centre "Energetik" JSC.
4. On approval of amended Credit plan of Kubanenergo PJSC for the 3rd quarter of 2015.
5. On consideration of report prepared by the director general on provision of Company's insurance in the 2nd quarter of 2015.
6. On consideration of report prepared by the director general of Kubanenergo PJSC on implementation of resolutions adopted by the BoD in the 2nd quarter of 2015.
7. On consideration of report on implementation of the Plan of activities aimed at increase of efficiency and improvement of financial state of the Company in the 1st half of 2015.

#### **Item 1**

**On approval of restated Regulations on Reliability Committee under the BoD of Kubanenergo PJSC.**

The following decision is proposed:

To approve the restated Regulations on Reliability Committee under the BoD of Kubanenergo PJSC, in accordance with Annex 1 to the the resolution of the BoD.

### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
Varvarin A.V.	- FOR	Mangarov Yu.N.	- FOR
Gavrilov A.I.	- FOR	Terebkov F.A.	- FOR
Kataev S.M.	- FOR	Kharin A.N.	- FOR
Kislyakov A.M.	- FOR	Khokholkova K.V.	- FOR

Thus, the decision on the first item was unanimously adopted by the BoD members participating in the meeting.

### **Item 2**

#### **On early termination of term of office of the Committee for Strategy Development, Investments and Reform under the BoD of Kubanenergo PJSC.**

The following decision is proposed:

1. To early terminate the term of office of Palieva Svetlana Dmitrievna, Chief expert at Department for economics of affiliated companies, Russian Grids PJSC, at the Committee for Strategy, Development, Investments and Reform of Kubanenergo PJSC BoD.
2. To elect Lavrova Marina Alexandrovna, Head of Directorate of Economy of Affiliates at Department for economic planning and budgeting of Russian Grids JSC , to the Committee for Strategy, Development, Investments and Reform of Kubanenergo PJSC BoD

### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
Varvarin A.V.	- FOR	Mangarov Yu.N.	- FOR
Gavrilov A.I.	- FOR	Terebkov F.A.	- FOR
Kataev S.M.	- FOR	Kharin A.N.	- FOR
Kislyakov A.M.	- FOR	Khokholkova K.V.	- FOR

Thus, the decision on the second item was unanimously adopted by the BoD members participating in the meeting.

### **Item 3**

#### **On expressing Company's opinion on agenda item of the extraordinary general meeting of shareholders of "Recreation Centre "Energetik" JSC.**

The following decision is proposed:

1. To instruct representatives of Kubanenergo PJSC at the Extraordinary General Meeting of Shareholders of "Energoservis Kuban" JSC:

To choose "FOR" when voting on the following resolution:

- 1.1 To early terminate the terms of office of all members of the BoD of "Energoservis Kuban" JSC;
- 1.2 To elect the following persons to the Board of Directors of "Energoservis Kuban" JSC

	Name	Position
1.	Shetov Vladimir Khachimovich	Head of the Department of energy saving and energy efficiency, Kubanenergo PJSC

2.	Piletsky Viktor Georgievich	Head of the Department of services selling and energy accounting, Kubanenergo PJSC
3.	Chepachenko Andrey Alexandrovich	Head of Information security service, Kubanenergo PJSC
4.	Tsyba Irina Alexandrovna	Head of the Department of economics, Kubanenergo PJSC
5.	Gorbachev Sergey Ivanovich	Director general of "Energoervis Kuban" JSC
6.	Ozhereliev Alexey Alexandrovich	Head of Directorate for arrangement of activity of governance board, Rosseti PJSC
7.	Nekhaev Sergey Viktorovich	Chief expert at Directorate of balance and loss analyses at the Department of balance and energy accounting, Rosseti PJSC

#### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
Varvarin A.V.	- FOR	Mangarov Yu.N.	- FOR
Gavrilov A.I.	- FOR	Terebkov F.A.	- FOR
Kataev S.M.	- FOR	Kharin A.N.	- FOR
Kislyakov A.M.	- FOR	Khokholkova K.V.	- FOR

Thus, the decision on the third item was unanimously adopted by the BoD members participating in the meeting.

#### **Item 4**

##### **On approval of amended Credit plan of Kubanenergo PJSC for the 3<sup>rd</sup> quarter of 2015.**

The following decision is proposed:

To approve the amended Credit plan of Kubanenergo PJSC for the 3<sup>rd</sup> quarter of 2015, in accordance with Annex 2 to the resolution of the BoD.

#### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
Varvarin A.V.	- FOR	Mangarov Yu.N.	- FOR
Gavrilov A.I.	- FOR	Terebkov F.A.	- FOR
Kataev S.M.	- FOR	Kharin A.N.	- FOR
Kislyakov A.M.	- FOR	Khokholkova K.V.	- FOR

Thus, the decision on the fourth item was unanimously adopted by the BoD members participating in the meeting.

#### **Item 5**

##### **On consideration of report prepared by the director general on provision of Company's insurance in the 2<sup>nd</sup> quarter of 2015.**

The following decision is proposed:

1. To take into consideration the report prepared by the director general on provision of Company's insurance in the 2<sup>nd</sup> quarter of 2015, in accordance with Annex 3 to the resolution of the BoD.
2. To pay attention to the fact that the Regulations on Insurance of Kubanenergo PJSC in 2013-2015 were violated, as the construction and assembly works under contractor's agreement were not insured in the reporting quarter.

3. To instruct Director General of the Company:

- to ensure implementation of requirements specified in the Regulations on Insurance of Kubanenergo PJSC in 2013-2015;
- to ensure that the existing construction and assembly works under contractor's agreements as well as the planned contract are insured;
- to enhance monitoring of implementation of contractors' liabilities on insurance of risks during construction and assembly works.

#### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
Varvarin A.V.	- FOR	Mangarov Yu.N.	- FOR
Gavrilov A.I.	- FOR	Terebkov F.A.	- FOR
Kataev S.M.	- FOR	Kharin A.N.	- FOR
Kislyakov A.M.	- FOR	Khokholkova K.V.	- FOR

Thus, the decision on the fifth item was unanimously adopted by the BoD members participating in the meeting.

#### **Item 6**

##### **On consideration of report prepared by the director general of Kubanenergo PJSC on implementation of resolutions adopted by the BoD in the 2<sup>nd</sup> quarter of 2015.**

The following decision is proposed:

1. To take into consideration the report prepared by the director general of Kubanenergo PJSC on implementation of resolutions adopted by the BoD in the 2<sup>nd</sup> quarter of 2015, in accordance with Annex 4 to the resolution of the BoD.
2. To ensure the Board of Directors receives the prepared and signed by the general director reports on implementation of resolutions taken by the Company's BoD.

#### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
Varvarin A.V.	- FOR	Mangarov Yu.N.	- FOR
Gavrilov A.I.	- FOR	Terebkov F.A.	- FOR
Kataev S.M.	- FOR	Kharin A.N.	- FOR
Kislyakov A.M.	- FOR	Khokholkova K.V.	- FOR

Thus, the decision on the sixth item was unanimously adopted by the BoD members participating in the meeting.

#### **Item 7**

##### **On consideration of report on implementation of the Plan of activities aimed at increase of efficiency and improvement of financial state of the Company in the 1<sup>st</sup> half of 2015.**

The following decision is proposed:

1. To take into consideration the report on implementation of the Plan of activities aimed at increase of efficiency and improvement of financial state of the Company in the 1<sup>st</sup> half of 2015, in accordance with Annex 5 to the resolution of the BoD.
2. Trade secret.

#### **Voting results**

Bogach Ye.V.	- FOR	Lavrova M.A.	- FOR
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Varvarin A.V. - FOR

Mangarov Yu.N. - FOR

Gavrilov A.I. - FOR

Terebkov F.A. - FOR

Kataev S.M. - FOR

Kharin A.N. - FOR

Kislyakov A.M. - FOR

Khokholkova K.V. - FOR

Thus, the decision on the seventh item was unanimously adopted by the BoD members participating in the meeting.

Chairperson

Mangarov Yu.N..

Corporate secretary

Russu O.V.