



Minutes of Board of Directors Meeting No. 239/2016

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

Date of meeting	17 May 2016
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	17.05.2016, 5 p.m.
Date of drawing up minutes	19 May 2016

Board of Directors Members: 11

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

Questionnaires were not submitted by: Niyazmetov A.K. Terebkov F.A.

According to requirements of paragraph 7.3 of Regulation on the Board of Directors of Public joint stock Company of power industry and electrification of Kuban (approved by decision of annual General meeting of "Kubanenergo", JSC shareholders dated 11.06.2015, minutes No.36), the quorum for holding the meeting should count at least half of elected members of Board of Directors.

Quorum is present

Agenda

1. On selecting agenda items for the annual meeting of Shareholders of the Company.
2. O On taking into consideration the annual accounting report for 2015 including recommendation on allocation of profits and losses of the Company by the results of 2015 fiscal year.
4. On recommendations on dividend amount on shares, its paying by the results of 2014 and in terms of setting the date on which persons who are entitled to receive dividends are defined.
5. On consideration of Company's auditor candidate.
6. On determining the type (-s) of preferred shares whose owners are entitled to vote on agenda items of Company's annual meeting of shareholders.
7. D On determining the information list (materials) provided to Company's shareholders during the preparation of Annual General Meeting of Shareholders of the Company and receiving of specified information by shareholders.
8. On approving the form and text of bulletins for voting at annual general meeting of shareholders of the Company.
9. On setting the deadline of sending the voting bulletins to persons entitled to participate in annual general meeting of shareholders of the Company, specifying the address for sending the voting bulletins, deadline for receiving the filled-in voting bulletins.

10. On determining the procedure of informing shareholders on holding the annual general meeting of shareholders of the Company, including approving the form and text of message.
11. On electing secretary of annual general meeting of shareholders of the Company.
12. On approving cost estimate connected with preparation and holding of annual general meeting of shareholders of the Company.
13. On approving terms of Contract with registrar of the Company.
14. On consideration of the project of internal document of the Company: redrafted Regulation on Company's BoD.

Item 1

On selecting agenda items for the annual meeting of Shareholders of the Company

The following decision is proposed:

To approve the following agenda for the general meeting of participants (shareholders) of the issuer:

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.

Voting results

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

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

Item 2

On preliminary approval of annual report of the Company for 2015

The following decision is proposed:

To preliminary approve the annual report of the Company for 2015, in accordance with Annex 1 to the resolution of the Company's Board of Directors.

To recommend the annual general meeting of shareholders to approve the annual report.

Voting results

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

Kislyakov A.M. - **FOR**

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

Item 3

On taking into consideration the annual accounting report for 2015 including recommendation on allocation of profits and losses of the Company by the results of 2015 fiscal year

The following decision is proposed:

1. To submit annual accounting report of the Company for 2014 for consideration by Company's annual general meeting of shareholders, in accordance with Annex 2 to the resolution of the Company's Board of Directors.
2. To instruct the annual general meeting of shareholders of the Company to approve the following allocation of profits (losses) of the Company for 2015 fiscal 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

To instruct director general of Kubanenergo PJSC to take in account the parameters of distribution of profit (loss), approved by the AGM, when amending business-plan of the Company for 2016-2020

Voting results

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

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

Item 4

On recommendations on dividend amount on shares, its paying by the results of 2014 and in terms of setting the date on which persons who are entitled to receive dividends are defined

The following decision is proposed:

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.

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

Voting results

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

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

Item 5

On consideration of Company's auditor candidate

The following decision is proposed:

To offer the AGM to appoint "RSM RUS," LLC as Company's Auditor.

Voting results

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

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

Item 6

On determining the type(-s) of preferred shares whose owners are entitled to vote on agenda items of Company's annual meeting of shareholders

The following decision is proposed:

Taking into consideration that preferred shares of Company have not been issued, do not adopt the decisions on determining the type (-s) of preferred shares whose owners are entitled to vote on agenda items of Company's annual meeting of shareholders.

Voting results

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

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

Item 7

On determining the information list (materials) provided to Company's shareholders during the preparation of Annual General Meeting of Shareholders of the Company and receiving of specified information by shareholders

The following decision is proposed:

1. Information (materials) provided to persons entitled to participate in the annual general meeting of shareholders:

annual accounting statements, as well as auditors opinion, report of Company's Auditing Committee by the results of check of accounting statements;

abstract of decision of the BoD on issues related to approval of annual reports by the AGM and recommendations to the AGM on distribution of profit (loss) of the Company in 2015 fiscal year;

company's annual report;

abstract of decision of the BoD on issues related to preliminary approval Company's annual report 2015 and recommendations to AGM on its approval;

report of the Auditing Committee on reliability of data contained in the annual report;

information candidates to the Company's BoD;

information candidates to the Company's Auditing Committee;

information on Auditor;

information on presence or absence of written consent of candidates for election to the BoD and Auditing Committee;

recommendation of the BoD on the amount dividends on Company's shares, procedure of their payment and fixing the date of making the list of persons entitled to receive the dividends;

evaluation made by the Audit Committee under the Board of Directors of effectiveness of external audit;

evaluation made by the Audit Committee of the auditor proposed by the BoD;

current Regulations on the Board of Directors of the Company

draft Regulations on the Board of Directors of the Company in the new edition;

information on shareholders agreements concluded within the year up to the date of holding the AGM;

draft decisions of the Annual General Meeting of Shareholders;

driving details to get to the place of holding the AGM;

a sample of form of power of attorney that a shareholder can provide for its representative and procedure of its verification.

2. Persons entitled to participate at annual General meeting Company's shareholders can find the information within the period of 24 May 2016 – 23 June 2016 (except weekends and holidays) from 9:00 a.m. to 15:00 p.m., as well as on June 24, 2016 at:

- "Kubanenergo" PJSC, 2A Stavropolskaya str., Krasnodar;

- "R.O.S.T. Registrar" mail box 9, 18 Stromynka str, Moscow 107996 (the Company's registrar);

- Official webpage of the Company www.kubanenergo.ru

If person/entity registered in registry of Company's shareholders is a nominee holder, the specified information will be sent by 24 May 2016 in e-form (electronic documents with digital signature) to such nominee holder.

To establish that the mentioned information (materials) shall be available to persons entitled to participate in the Annual General Meeting of Shareholders of the Company on the day of the Annual General Meeting of Shareholders at the place of the meeting.

Voting results

Bogach Ye.V. - **FOR** Mangarov Yu.N. - **FOR**

Varvarin A.V. - **FOR** Kharin A.N. - **FOR**

Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Kataev S.M.	-	FOR	Lavrova M.A.	-	FOR
Kislyakov A.M.	-	FOR			

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

Item 8

On approving the form and text of bulletins for voting at annual general meeting of shareholders of the Company

The following decision is proposed:

To approve the form and text of bulletins for voting at annual general meeting of shareholders of the Company, in accordance with Annexes 3-5 to the resolution of the BoD.

Voting results

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

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

Item 9

On setting the deadline of sending the voting bulletins to persons entitled to participate in annual general meeting of shareholders of the Company, specifying the address for sending the voting bulletins, deadline for receiving the filled-in voting bulletins

The following decision is proposed:

1. To determine that voting bulletins should be sent by registered mail (hand out against receipt) to persons entitled to participate in annual general meeting of shareholders of the Company no later than 3 June 2016.

2. To determine that filled-in voting bulletins can be sent at one of the following addresses:
- "Kubanenergo" PJSC, 2A Stavropolskaya street, Krasnodar, Russian Federation 350033;
- "Registrar ROST" JSC, post office box 9, 18, Stromynka street, Moscow 107996.

In addition, the owner of the securities, the rights of which are considered by a nominal holder or foreign nominee holder is entitled to attend the Meeting personally or by giving instructions to the nominal holder or foreign nominal holder to vote in a certain way, if it is stipulated by the contract concluded with the nominal holder or foreign nominal holder. Electronic document on voting signed with digital signature should be sent by security holder to nominal holder or foreign nominal holder.

3. For the purposes of quorum and summing up the results of voting only those votes will be accounted that were submitted via voting bulletins to the Company no later than 21 June 2016.

4. To instruct sole executive body of the Company to provide sending of voting bulletins to Company's shareholders in accordance with present decision of Company's BoD.

Voting results

Bogach Ye.V.	-	FOR	Mangarov Yu.N.	-	FOR
Varvarin A.V.	-	FOR	Kharin A.N.	-	FOR

Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Kataev S.M.	-	FOR	Lavrova M.A.	-	FOR
Kislyakov A.M.	-	FOR			

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

Item 10

On determining the procedure of informing shareholders on holding the annual general meeting of shareholders of the Company, including approving the form and text of message

The following decision is proposed:

1. To approve the form and text of message on holding the annual general meeting of shareholders of the Company in accordance with Annex 6 to present resolution of Company's BoD.
2. To provide the posting of message on holding Company's annual general meeting of shareholders on web-site of the Company: www.kubanenergo.ru no later than 24 May 2016.

If person/entity registered in registry of Company's shareholders is a nominee holder, the specified information will be sent by 24 May 2016 in e-form (electronic documents with digital signature) to such nominee holder.

Voting results

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

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

Item 11

On electing secretary of annual general meeting of shareholders of the Company

The following decision is proposed:

To elect Russu Olga Vladimirovna, corporate secretary of the Company for the position of secretary of Company's annual general meeting of shareholders.

Voting results

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

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

Item 12

On approving cost estimate connected with preparation and holding of annual general meeting of shareholders of the Company

The following decision is proposed:

1. To approve cost estimate connected with preparation and holding of annual general meeting of shareholders of the Company in accordance with Appendix 8 to present decision.
2. To instruct Director General of the Company to represent report to Company's BoD on expenditures on preparation and holding of annual general meeting of shareholders of the Company no later than two months after holding of annual general meeting of shareholders.

Voting results

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

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

Item 13

On approving terms of Contract with the registrar of the Company

The following decision is proposed:

1. To approve the terms of service contract on holding of general meeting of security holders including performing of functions of counting commission with registrar of the Company in accordance with Annex 8 to present decision of Company's BoD.
2. To instruct Director General of the Company to sign service contract on organization, calling and holding of general meeting of security holders including the performance of the functions of the counting commission with the registrar of the Company in accordance with the conditions of Annex 8 to present decision of Company's BoD.

Voting results

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

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

Item 14

On consideration of the project of internal document of the Company: redrafted Regulation on Company's BoD

The following decision is proposed:

To offer to annual meeting of shareholders of "Kubanenergo" PJSC to approve the redrafted Regulation on Company's BoD in accordance with Appendix 9 to present decision of Company's BoD.

Voting results

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

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

Chairperson

Mangarov Yu.N..

Corporate secretary

Russu O.V.