



РОССЕТИ

КУБАНЬЭНЕРГО

ПУБЛИЧНОЕ АКЦИОНЕРНОЕ ОБЩЕСТВО
ЭНЕРГЕТИКИ И ЭЛЕКТРИФИКАЦИИ КУБАНИ
(ПАО «КУБАНЬЭНЕРГО»)

Minutes of Board of Directors Meeting No. 279/2017

Public joint stock Company of power industry and electrification of Kuban

(Kubanenergo PJSC)

Date of meeting	26 June 2017
Form of holding the meeting	absentee voting (questionnaire)
Place of vote counting	office 105, building 1, 2A Stavropolskaya St., Krasnodar (postal address of the Corporate Secretary of “Kubanenergo” PJSC)
Date of drawing up minutes	28 June 2017

Board of Directors Members: 11

Questionnaires were submitted by: Fadeev A.N. (Chairperson of the BoD), Balayeva S.A., Varvarin A.V., Gavrilov A.I., Gritsenko V.F., Yefimov A.L., Medvedev M.V., Osipova Ye.N., Tyurkin K.V., Khokholkova K.V., Shagina I.A.

Questionnaires were not submitted by: none

According to requirements of paragraph 7.3 of the Regulations for 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” PJSC shareholders on 20.06.2017, minutes No.39), the quorum for holding the meeting should count at least half of elected members of Board of Directors.

Quorum is present

Agenda

1. On expressing opinion of Kubanenergo PJSC on the agendas of the annual general shareholders' meetings of affiliated companies of Kubanenergo: “Recreation Centre “Energetik” JSC, “Energoservis Kuban” JSC.
2. On approval of the adjusted Plan for development of the production assets management system of Kubanenergo PJSC for 2016 -2018.
3. On approval of the Plan of activities of Kubanenergo PJSC aimed to reduce overdue accounts receivable for services related to transmission of electricity and settlement of disputes that occurred on 01.04.2017.
4. On approval of organizational structure of the executive office of Kubanenergo PJSC.
5. On introducing amendments to the Regulations on material incentives for the Director General of the Company.

Item 1

On expressing opinion of Kubanenergo PJSC on the agendas of the annual general shareholders' meetings of affiliated companies of Kubanenergo: “Recreation Centre “Energetik” JSC, “Energoservis Kuban” JSC

The following resolution is proposed:

1. To instruct representatives of Kubanenergo PJSC at the AGM of “Recreation Centre “Energetik” JSC:

1.1. to choose “FOR” when voting on the following resolution on agenda item “Election of the Company’s Board of Directors members”:

To elect the following persons to the Board of Directors of “Recreation Centre “Energetik” JSC:

1.	Ocheredko Olga Vyacheslavovna	Deputy General Director for Economics and Finance, Kubanenergo PJSC
2.	Golovakha Lyudmila Alekseevna	Deputy Director General, Chief of Staff, Kubanenergo PJSC
3.	Didenko Yekaterina Yevgenievich	Head of Corporate Governance and Shareholders Relations Department, Kubanenergo PJSC
4.	Belik Vyacheslav Alexandrovich	Head of HR and Organization Design Department, Kubanenergo PJSC
5.	Dzhafarov Emin Dzhakhangyr Ogly	Head of Legal Department, Kubanenergo PJSC

1.2. to choose “FOR” when voting on the following resolution on agenda item “Election of the Audit Commission”:

To elect the following persons to the Audit Commission of “Recreation Centre “Energetik” JSC:

1.	Karmiryman Anatoliy Viktorovich	Head of Internal Audit Department, Kubanenergo PJSC
2.	Yatsenko Ivan Alexandrovich	Deputy Head of Internal Audit Department, Kubanenergo PJSC
3.	Smirnov Vyacheslav Nikolaevich	Chief Specialist at Internal Audit Department, Kubanenergo PJSC

1.3. On the agenda item “Distribution of profit (including payment of dividends) and losses of the company based on the results of 2016 financial year” regarding the distribution of profits (losses) and payment of dividends, vote “FOR” the adoption of the following resolution:

1. To approve the following distribution of profit (losses) of the Company based on the results of 2016 financial year:

Indicator	(thousand rubles)
Undistributed profit (loss) of the reporting year	554
Distribute to:	
Reserve fund	28
Company development	0
Dividends	277
Recovery of deficit of prior years	249

2. To pay the dividends on ordinary shares of “Recreation Centre “Energetik” JSC base on the results of 2016 in the amount of 0.00696 rubles per one ordinary share of the Company in money. The dividend payment period is 25 business days from the date of drawing up the list of persons entitled to receive the dividends.

The date of drawing up the list of persons entitled to receive dividends: 20 July 2017.

2. To instruct representatives of Kubanenergo PJSC at the AGM of “Energoservis Kuban” JSC:

1.1. to choose “FOR” when voting on the following resolution on agenda item “Election of the Company’s Board of Directors members”:

To elect the following persons to the Board of Directors of “Energoservis Kuban” JSC:

1.	Armaganian Edgar Garrievich	First Deputy Director General – Director of Sochi electric grids, branch of Kubanenergo PJSC, Deputy Director General in charge of Sales Services, Kubanenergo PJSC
2.	Dvorniy Vladimir Viktorovich	Head of Department of Energy Saving and Increasing of Energy Efficiency, Kubanenergo PJSC

3.	Abusalimov Anatoliy Lachinovich	Deputy Head of Department of Energy Saving and Increasing of Energy Efficiency, Kubanenergo PJSC
4.	Nischyuk Oleg Fyodorovich	Deputy Head of Department for Selling of Services of Department for Selling of Services and Electricity Accounting, Kubanenergo PJSC
5.	Solod Grigoriy Viktorovich	Head of Department for Selling of Services of Department for Selling of Services and Electricity Accounting, Kubanenergo PJSC
6.	Tsyba Irina Alexandrovna	Head of Economics Department, Kubanenergo PJSC
7.	Lebedev Vladimir Alexandrovich	Director General of "Energoservis Kuban" JSC

1.2. to choose "FOR" when voting on the following resolution on agenda item "Election of the Audit Commission":

To elect the following persons to the Audit Commission of "Energoservis Kuban" JSC:

1.	Karmiryman Anatoliy Viktorovich	Head of Internal Audit Department, Kubanenergo PJSC
2.	Gaidar Dmitriy Viktorovich	Chief Specialist at Internal Audit Department, Kubanenergo PJSC
3.	Rebryaeva Viktoria Alexandrovna	Chief Specialist at Internal Audit Department, Kubanenergo PJSC

1.3. On the agenda item "Distribution of profit (including payment of dividends) and losses of the company based on the results of 2016 financial year" regarding the distribution of profits (losses) and payment of dividends, vote "FOR" the adoption of the following resolution:

1. To approve the following distribution of profit (losses) of the Company based on the results of 2016 financial year:

Indicator	(thousand rubles)
Undistributed profit (loss) of the reporting year	(9 013)
Distribute to:	0
Reserve fund	
Company development	0
Dividends	0
Recovery of deficit of prior years	0

The company will not pay dividends on ordinary shares of "Energoservis Kuban" JSC in 2016.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Balayeva S.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, on the first issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

Item 2

On approval of the adjusted Plan for development of the production assets management system of Kubanenergo PJSC for 2016 -2018

The following resolution is proposed:

1. To approve the adjusted plan for development of the production assets management system in Kubanenergo PJSC for 2016-2018, and having stated it in the wording in accordance with Appendix No.1 to this decision of the Board of Directors of the Company.

2. To entrust the Sole Executive Body of the Company to:

- ensure timely implementation of the adjusted plan for development of the production assets management system of Kubanenergo PJSC for 2016-2018;

- develop and approve in the internal organizational and administrative document of the Company, a resource plan to ensure implementation of the adjusted plan for the development of the management system of production assets of Kubanenergo PJSC for 2016-2018, taking into account the possibility of including the activities of the Plan in the Company's investment programme within the limits of the approved investment programme of the Company, with another adjustment in accordance with the RF Government Decree No.977 dd. 01.12.2009, providing positive economic effect;

Term: within 1 month from the date of adoption of this decision.

- annually, before the end of the first quarter of the year following the reporting year, submit for consideration by the Board of Directors of the Company the information on reviewing the report on implementation of the adjusted plan for development of the production assets management system in Kubanenergo PJSC for 2016-2018.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Balayeva S.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, on the second issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

Item 3

On approval of the Plan of activities of Kubanenergo PJSC aimed to reduce overdue accounts receivable for services related to transmission of electricity and settlement of disputes that occurred on 01.04.2017

The following resolution is proposed:

1. To approve the Plan of Activities of Kubanenergo PJSC aimed at reducing overdue accounts receivable according to Appendix No.2 to this decision of the Board of Directors of the Company.

2. To take into consideration the Report on implementation of the Plan of Activities of Kubanenergo PJSC aimed at reducing overdue accounts receivable according to Appendix No.3 to this decision of the Board of Directors of the Company.

3. To take into consideration the Report of Kubanenergo PJSC in the 1st quarter of 2017 on the work carried out with respect to the newly formed overdue receivables for electric power transmission services in accordance with Appendix No.4 to this decision of the Board of Directors.

4. To take into consideration the Report on implementation of the instructions of the Board of Directors dated March 31, 2017 ((Minutes of meeting No. 269/2017) regarding the securing of repayment in 2017 of 2 495 million rubles of overdue accounts receivable from the sum that established on 01.01.2017 with Appendix No.5 to this decision of the Board of Directors of the Company.

5. To note the violation of the order of the Board of Directors ((Minutes of meeting No.104/2011 of 12.01.2011) regarding the timing for submission to the Company's Board of Directors Plan of activities of Kubanenergo PJSC aimed to reduce overdue accounts receivable for services related to transmission of electricity and settlement of disputes that occurred as of the beginning of the quarter.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Balayeva S.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, on the third issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

Item 4

On approval of organizational structure of the executive office of Kubanenergo PJSC

The following resolution is proposed:

1. To approve the organizational structure of the executive body of the Company in accordance with Appendix No 6 to this decision of the Board of Directors of the Company and to bring it into effect, taking into account the terms provided by the legislation of the Russian Federation when changing and terminating employment contracts with employees.

2. From the date of introduction of the organizational structure of the executive body of the Company, the organizational structure of the executive apparatus of the Company approved by the decision of the Board of Directors of Kubanenergo PJSC as of May 23, 2017 (Minutes of meeting No.255/2017 of 26.05.2017) shall be rendered invalid.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Balayeva S.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, on the fourth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

Item 5

On introducing amendments to the Regulations on material incentives for the Director General of the Company

The following resolution is proposed:

It is proposed to postpone the discussion to a later date.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Balayeva S.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyurkin K.V.	-	FOR
Gavrilov A.I.	-	FOR	Khokholkova K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR			

Thus, on the fifth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

Chairperson

Mangarov Yu.N..

Corporate secretary

Russu O.V.