



РОССЕТИ



КУБАНЬЭНЕРГО

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

Minutes of the Board of Directors Meeting No. 289/2017
Public joint stock Company of power industry and electrification of Kuban
(Kubanenergo PJSC)

Date of the meeting 13 November 2017
Form of the meeting postal voting (by filling in questionnaires)
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 13 November 2017

Board of Directors Members: 11

Questionnaires were submitted by: Fadeev A.N. (Chairperson of the BoD), Varvarin A.V., Balayeva S.A., Gavrillov 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:

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. Introduction of changes to the Decision on additional issue of securities of Kubanenergo PJSC
2. Introduction of changes to the Securities Prospectus of Kubanenergo PJSC
3. Approval of changes to the Decision on additional issue of securities of Kubanenergo PJSC
4. Approval of changes to the Securities Prospectus of Kubanenergo PJSC

Item 1

Introduction of changes to the Decision on additional issue of securities of Kubanenergo PJSC

The following resolution is proposed:

It is proposed to introduce the following changes to the Decision on additional issue of securities of Kubanenergo PJSC: ordinary registered uncertified shares with state registration number 1-02-00063-A dated 15.10.2016 (hereinafter – the Decision on additional issue of securities):

1. Paragraphs 1, 2 and 3 of the section “Procedure for determining the end date of the placement” of subclause 8.2. “Period of distribution of the securities” of clause 8 “Terms and method of placement of securities of the additional issue” shall be amended as follows:

“The end date for the placement of shares is the earliest of the following dates:

1) the date of placement of the last additionally issued share,
2) 468th (four hundred sixty eighth) day from the date of state registration of the additional securities issue (the “The deadline for the placement of shares”).”

2. Paragraph 7 of subclause 8.3 “Securities placement procedure” of clause 8 “Terms and method of placement of securities of the additional issue” shall be amended as follows:

The Offers may be submitted to the Issuer within 128 (one hundred twenty eight) days after the latest of the following acts done by the Issuer: posting invitations to make offers in the newswire,

posting invitations to make offers on the pages of the Internet at the following addresses: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827> (hereinafter referred to as the Offer collection period). The procedure for notifying potential purchasers on extension of the period during which offers for purchase of securities may be submitted: Notification of potential purchasers of the extension of the period during which offers for acquisition of placed securities may be submitted (hereinafter – Notification on extension of the deadline for submission of offers) shall be made no later than 5 (five) business days after the publication of information on registration of amendments to the Decision on the additional issue of securities and (or) Prospectus of the issuer’s securities that stipulate the extension of the specified period on the page of the registering authority on the Internet by publication by the issuer of such Notice on extension of the deadline for submission of offers on Internet pages at: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827>”

3. Subclause 9) of clause 11 “Procedure for disclosing information concerning the additional issue of securities” of the Decision on additional issue of securities shall be amended as follows:

“9) Procedure for disclosure of information on the possibility of concluding a Share purchase agreement outside the frameworks of the pre-emptive rights:

For the purpose of concluding an agreement to acquire the shares outside the frameworks of pre-emptive rights, the Issuer shall within 5 (five) days after the sole executive body has summed up the results of exercising the pre-emptive right to acquire additional shares, but not before the disclosure of the results of exercising the preemptive right to purchase the shares, publish in the news and on the Internet at the following websites: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827> an invitation to make offers (offer) to acquire placed securities (hereinafter - the invitation to make an offer) addressed to the general public. The procedure for notifying potential purchasers on extension of the period during which offers for purchase of securities may be submitted: Notification of potential purchasers of the extension of the period during which offers for acquisition of placed securities may be submitted (hereinafter – Notification on extension of the deadline for submission of offers) shall be made no later than 5 (five) business days after the publication of information on registration of amendments to the Decision on the additional issue of securities and (or) Prospectus of the issuer’s securities that stipulate the extension of the specified period on the page of the registering authority on the Internet by publication by the issuer of such Notice on extension of the deadline for submission of offers on Internet pages at: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827>.”

Voting results

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

Introduction of changes to the Securities Prospectus of Kubanenergo PJSC

The following resolution is proposed:

It is proposed to introduce the following changes to the Securities Prospectus of Kubanenergo PJSC, state registration number 1-02-00063-A dated 15.10.2016 (hereinafter – the Securities Prospectus of Kubanenergo PJSC):

1. Paragraph 7 of subclause “Procedure and terms of placement (starting date, end date of placement or procedure for determining them)” item b) “Basic information on the securities placed

by the issuer in respect of which the prospectus is registered.” of “Introduction of the Securities Prospectus” shall be amended as follows:

“The Offers may be submitted to the Issuer within 128 (one hundred twenty eight) days after the latest of the following acts done by the Issuer: posting invitations to make offers in the newswire, posting invitations to make offers on the pages of the Internet at the following addresses: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827> (hereinafter referred to as the Offer collection period). The procedure for notifying potential purchasers on extension of the period during which offers for purchase of securities may be submitted: Notification of potential purchasers of the extension of the period during which offers for acquisition of placed securities may be submitted (hereinafter – Notification on extension of the deadline for submission of offers) shall be made no later than 5 (five) business days after the publication of information on registration of amendments to the Decision on the additional issue of securities and (or) Prospectus of the issuer’s securities that stipulate the extension of the specified period on the page of the registering authority on the Internet by publication by the issuer of such Notice on extension of the deadline for submission of offers on Internet pages at: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827>”

2. The section “Procedure for determining the end date of the placement” of item b) “Basic information on the securities placed by the issuer in respect of which the prospectus is registered:” of “Introduction of the Securities Prospectus” shall be amended as follows:

“The end date for the placement of shares is the earliest of the following dates:

- 1) the date of placement of the last additionally issued share,
- 2) 468th (four hundred sixty eighth) day from the date of state registration of the additional securities issue (the “The deadline for the placement of shares”).”

3. Paragraphs 1, 2 and 3 of the section “Procedure for determining the end date of the placement” of subclause 8.8.2. “Period of distribution of the securities” of clause 8.8 “Terms and method of placement of securities of the additional issue” of chapter VIII “Information on the placed securities, as well as on the amount, terms, conditions and procedure for their placement” of the Securities Prospectus shall be amended as follows:

“The end date for the placement of shares is the earliest of the following dates:

- 1) the date of placement of the last additionally issued share,
- 2) 468th (four hundred sixty eighth) day from the date of state registration of the additional securities issue (the “The deadline for the placement of shares”).”

4. Paragraph 7 of subclause 8.8.3 “Procedure of securities placement” of clause 8.8 “Terms and method of placement of securities of the additional issue” of chapter VIII “Information on the placed securities, as well as on the amount, terms, conditions and procedure for their placement” of the Securities Prospectus shall be amended as follows:

“The Offers may be submitted to the Issuer within 128 (one hundred twenty eight) days after the latest of the following acts done by the Issuer: posting invitations to make offers in the newswire, posting invitations to make offers on the pages of the Internet at the following addresses: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827> (hereinafter referred to as the Offer collection period). The procedure for notifying potential purchasers on extension of the period during which offers for purchase of securities may be submitted: Notification of potential purchasers of the extension of the period during which offers for acquisition of placed securities may be submitted (hereinafter – Notification on extension of the deadline for submission of offers) shall be made no later than 5 (five) business days after the publication of information on registration of amendments to the Decision on the additional issue of securities and (or) Prospectus of the issuer’s securities that stipulate the extension of the specified period on the page of the registering authority on the Internet by publication by the issuer of such Notice on extension of the deadline for submission of offers on Internet pages at: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827>”

5. Subclause 9) of clause 8.11 “Procedure for disclosing information concerning the additional issue of securities” of chapter VIII “Information on the placed securities, as well as on the amount,

terms, conditions and procedure for their placement” of the Securities Prospectus shall be amended as follows:

“9) Procedure for disclosure of information on the possibility of concluding a Share purchase agreement outside the frameworks of the pre-emptive rights:

For the purpose of concluding an agreement to acquire the shares outside the frameworks of pre-emptive rights, the Issuer shall within 5 (five) days after the sole executive body has summed up the results of exercising the pre-emptive right to acquire additional shares, but not before the disclosure of the results of exercising the preemptive right to purchase the shares, publish in the news and on the Internet at the following websites: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827> an invitation to make offers (offer) to acquire placed securities (hereinafter - the invitation to make an offer) addressed to the general public. The procedure for notifying potential purchasers on extension of the period during which offers for purchase of securities may be submitted: Notification of potential purchasers of the extension of the period during which offers for acquisition of placed securities may be submitted (hereinafter – Notification on extension of the deadline for submission of offers) shall be made no later than 5 (five) business days after the publication of information on registration of amendments to the Decision on the additional issue of securities and (or) Prospectus of the issuer’s securities that stipulate the extension of the specified period on the page of the registering authority on the Internet by publication by the issuer of such Notice on extension of the deadline for submission of offers on Internet pages at: <http://kubanenergo.ru/> and <http://www.e-disclosure.ru/portal/company.aspx?id=2827>.”

Voting results:

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

Approval of changes to the Decision on additional issue of securities of Kubanenergo PJSC

The following resolution is proposed:

To approve the changes to the Decision on additional issue of securities of Kubanenergo PJSC – ordinary registered uncertified shares with state registration number 1-02-00063-A dated 15.10.2016, in accordance with Appendix 2 to this resolution of the Company’s Board of Directors.

Voting results

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

Approval of changes to the Securities Prospectus of Kubanenergo PJSC

The following resolution is proposed:

To approve the changes to the Securities Prospectus of Kubanenergo PJSC – ordinary registered uncertified shares with state registration number 1-02-00063-A dated 15.10.2016, in accordance with Appendix 2 to this resolution of the Company’s Board of Directors.

Voting results

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

Chairperson of the BoD

Fadeev A.N.

Corporate secretary

Russu O.V.