



РОССЕТИ



КУБАНЬЭНЕРГО

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

Minutes of the Board of Directors Meeting No. 291/2017
Public joint stock Company of power industry and electrification of Kuban
(Kubanenergo PJSC)

Date of the meeting 14 December 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 15 December 2017

Board of Directors Members: 11

Questionnaires were submitted by: Fadeev A.N. (Chairperson of the BoD), Varvarin A.V., Balayeva S.A., 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. Approval of composition of the Central Tender Committee of Kubanenergo PJSC
2. Discussion of a report of director general on provision of insurance of the Company in the 3rd quarter of 2017
3. Implementation of resolutions adopted by the Board of Directors on 03.10.2017 on item 2 paragraph 3 (minutes No.287/2017 dd 06.10.2017)
4. Approval of the Report on Achieving Key Performance Indicators (KPI) of Director General of Kubanenergo PJSC in the 1st quarter of 2017
5. Approval of the Report on Achieving Key Performance Indicators (KPI) of Director General of Kubanenergo PJSC in the 2nd quarter of 2017
6. Approval of an interested-party transaction: contract on implementation of construction, installation and commissioning work at facility of Krasnodarskiye electric networks, branch of Kubanenergo PJSC: “Construction of branch cable lines of 110kV Krasnodar CHP-Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation “Vostochnaya Promzona (electrical work)”. The contract is concluded between Kubanenergo PJSC and Elektrosetservice UNEG JSC
7. Approval of an interested-party transaction: contract on implementation of construction, installation and commissioning work at facility of Krasnodarskiye electric networks, branch of Kubanenergo PJSC: “Construction of branch cable lines of 110kV Krasnodar CHP-Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation “Vostochnaya Promzona (horizontal directional drilling)”. The contract is concluded between Kubanenergo PJSC and Elektrosetservice UNEG JSC”

Item 1

Approval of composition of the Central Tender Committee of Kubanenergo PJSC

The following resolution is proposed:

1. To exclude Zerova D.L., Head of Tendering Procedure Sector at Kubanenergo PJSC, executive secretary of the Committee (non-voting member), from the Central Tender Committee of 21.07.2016 (minutes No.246/2016 dd 22.07.2016).
2. To approve the new Central Tender Committee of Kubanenergo PJSC:

1	Ocheredko O.V.	Deputy Director General for Economic and Financial Affairs, Kubanenergo PJSC, chairperson of the Committee
2	Ryazancev D.Yu.	Deputy General Director, Kubanenergo PJSC, deputy chairperson of the Committee
3	Statuyev V.A.	Deputy Director General in charge of Security, Kubanenergo PJSC, deputy chairperson of the Committee
4	Golov A.V.	Deputy General Director in charge of Investment Activity, Kubanenergo PJSC, member of the Committee
5	Ivanova I.V.	Deputy Director General in charge of Corporate Governance, Kubanenergo PJSC, member of the Committee
6	Grebenyuk V.I.	Leading Expert of the Department of Planning, Control and Procurement Methodology at Directorate of Consolidated Planning, Regulation and Organization of Procurement at Procurement Department, Rosseti PJSC, member of the Committee
7	Chasov A.A.	Head of Tendering Procedure Sector, Kubanenergo PJSC, executive secretary of the Committee, (non-voting member)

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Gavrilov 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

Discussion of a report of director general on provision of insurance of the Company in the 3rd quarter of 2017

The following resolution is proposed:

To take into consideration the report of director general on provision of insurance of the Company in the 3rd quarter of 2017, as specified in Annex 1 to this resolution of the Board of Directors.

Voting results:

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Gavrilov 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

Implementation of resolutions adopted by the Board of Directors on 03.10.2017 on item 2 paragraph 3 (minutes No.287/2017 dd 06.10.2017)

The following resolution is proposed:

To take into consideration the information about the resolutions adopted by the Board of Directors on 03.10.2017 on item 2 paragraph 3 (minutes No.287/2017 dd 06.10.2017), as specified in Annex 3 to this resolution of the Board of Directors.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Gavrilov 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 the Report on Achieving Key Performance Indicators (KPI) of Director General of Kubanenergo PJSC in the 1st quarter of 2017

The following resolution is proposed:

To approve the Report on Achieving Key Performance Indicators (KPI) of Director General of Kubanenergo PJSC in the 1st quarter of 2017, as specified in Annex 4 to this resolution of the Board of Directors.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Gavrilov 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.

Item 5

Approval of the Report on Achieving Key Performance Indicators (KPI) of Director General of Kubanenergo PJSC in the 2nd quarter of 2017

The following resolution is proposed:

To approve the Report on Achieving Key Performance Indicators (KPI) of Director General of Kubanenergo PJSC in the 2nd quarter of 2017, as specified in Annex 5 to this resolution of the Board of Directors.

Voting results

Fadeev A.N.	-	FOR	Medvedev M.V.	-	FOR
Gavrilov 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 fifth issue, the proposed decision was unanimously adopted by the members of the Board of Directors participating in the meeting.

Item 6

Approval of an interested-party transaction: contract on implementation of construction, installation and commissioning work at facility of Krasnodarskiye electric networks, branch of Kubanenergo PJSC: “Construction of branch cable lines of 110kV Krasnodar CHP-Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation “Vostochnaya Promzona (electrical work)””. The contract is concluded between Kubanenergo PJSC and Elektrosetservice UNEG JSC

The following resolution is proposed:

1. To determine the price of contract between Kubanenergo PJSC and Elektrosetservice UNEG JSC on implementation of construction, installation and commissioning work at facility of Krasnodarskiye electric networks, branch of Kubanenergo PJSC: “Construction of branch cable lines of 110kV Krasnodar CHP- Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation “Vostochnaya Promzona (electrical work)””: 399 105 195 (three hundred ninety nine million one hundred and five thousand one hundred ninety five) rubles 88 kopecks, including 18% VAT: 60 880 453 (sixty million eight hundred eighty eight thousand four hundred fifty three) rubles 61 kopeks.
2. To approve the conclusion of the interested-party transaction, namely the contract between Krasnodarskiye electric networks, branch of Kubanenergo PJSC and Elektrosetservice UNEG JSC on implementation of construction, installation and commissioning work, on the following conditions:

Subject of the Contract:

The Contractor shall, under the instructions of the Customer and in accordance with the approved Project Documentation, transferred by the Customer to the Contractor for the performance of work, the Summary Statement of the Cost of Performance of Works and the Schedule of the Performance of Work under the Contract, carry out construction, installation and commissioning work at Krasnodarskiye Electric Networks, branch of Kubanenergo PJSC: “Construction of branch cable lines of 110kV Krasnodar CHP- Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation “Vostochnaya Promzona (electrical work)” and deliver the results of the work to the Customer, and the Customer undertakes to accept and pay for the services rendered in accordance with the procedure stipulated by the Contract.

The result of the fulfillment of obligations under the Contract is the commissioning of the facility, confirmed by the acceptance certificate issued by the acceptance commission.

Price of the Contract:

The price of the Contract is formed on the basis of a summary of the cost of works, formed on the basis of a consolidated estimate in the structure of the examined project documentation, and amounts to 399 105 195 (three hundred ninety nine million one hundred and five thousand one hundred ninety five) rubles 88 kopecks, including 18% VAT: 60 880 453 (sixty million eight hundred eighty eight thousand four hundred fifty three) rubles 61 kopeks.

Other essential terms of the Contract:

Contract time:

The Contract shall be effective from the date of its signing and shall remain in effect until the Parties fully fulfill their obligations.

Terms of payment:

The Customer, on the basis of the invoice delivered by the Contractor, pays to the Contractor an advance payment of 30% of the total sum of the contract within 30 (thirty) calendar days from the date of signing the Contract, but not earlier than the date on which the Contractor submits an

irrevocable unconditional bank guarantee for the return of the advance. Other payments shall be performed accordance with the Contract.

Persons interested in the transaction, and reasons for such interest:

1. The Company's controlling entity is Rosseti PJSC, which is the controlling entity of Elektrosetservice UNEG JSC, which is the party to the transaction.

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
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Shagina I.A.	-	FOR

Thus, on the sixth issue, the proposed decision was unanimously adopted by the members of the Board of Directors having the voting right in accordance with the Federal Law "On Joint Stock Companies".

Item Approval of an interested-party transaction: contract on implementation of construction, installation and commissioning work at facility of Krasnodarskiye electric networks, branch of Kubanenergo PJSC: "Construction of branch cable lines of 110kV Krasnodar CHP- Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation "Vostochnaya Promzona (horizontal directional drilling)". The contract is concluded between Kubanenergo PJSC and Elektrosetservice UNEG JSC'

The following resolution is proposed:

1. To determine the price of contract between Kubanenergo PJSC and Elektrosetservice UNEG JSC on implementation of construction, installation and commissioning work at facility of Krasnodarskiye electric networks, branch of Kubanenergo PJSC: "Construction of branch cable lines of 110kV Krasnodar CHP- Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation "Vostochnaya Promzona (horizontal directional drilling)", (hereinafter referred to as the contract for construction, installation and commissioning works on the facility of of Krasnodarskiye electric networks, branch of Kubanenergo PJSC): 133 498 408 (one hundred thirty three million four hundred ninety eight thousand four hundred and eight) rubles 63 kopecks, including 18% VAT: 20 364 164 (twenty million three hundred sixty four thousand one hundred sixty four) rubles 03 kopecks.

2. To approve the conclusion of the interested-party transaction, namely the contract between Krasnodarskiye electric networks, branch of Kubanenergo PJSC and Elektrosetservice UNEG JSC on implementation of construction, installation and commissioning work, on the following conditions:

Subject of the Contract:

The Contractor shall, under the instructions of the Customer and in accordance with the approved Project Documentation, transferred by the Customer to the Contractor for the performance of work, the Summary Statement of the Cost of Performance of Works and the Schedule of the Performance of Work under the Contract, carry out construction, installation and commissioning work at Krasnodarskiye Electric Networks, branch of Kubanenergo PJSC: "Construction of branch cable lines of 110kV Krasnodar CHP- Equipment (KTETs-ZIP), Modular Building (OBD) – Severnaya (4 cable lines of 100kV, L=2.5km) and Loris – Pashkovskaya (dual circuit power line of 110kV, L=0.7km) to 220kV substation "Vostochnaya Promzona (horizontal directional drilling)" and deliver the results of the work to the Customer, and the Customer undertakes to accept and pay for the services rendered in accordance with the procedure stipulated by the Contract.

The result of the fulfillment of obligations under the Contract is the commissioning of the facility, confirmed by the acceptance certificate issued by the acceptance commission.

Price of the Contract:

The price of the Contract is formed on the basis of a summary of the cost of works, formed on the basis of a consolidated estimate in the structure of the examined project documentation, and amounts to 133 498 408 (one hundred thirty three million four hundred ninety eight thousand four hundred and eight) rubles 63 kopecks, including 18% VAT: 20 364 164 (twenty million three hundred sixty four thousand one hundred sixty four) rubles 03 kopecks.

Other essential terms of the Contract:

Contract time:

The Contract shall be effective from the date of its signing and shall remain in effect until the Parties fully fulfill their obligations.

Terms of payment:

The Customer, on the basis of the invoice delivered by the Contractor, pays to the Contractor an advance payment of 30% of the total sum of the contract within 30 (thirty) calendar days from the date of signing the Contract, but not earlier than the date on which the Contractor submits an irrevocable unconditional bank guarantee for the return of the advance. Other payments shall be performed accordance with the Contract.

Persons interested in the transaction, and reasons for such interest:

1. The Company's controlling entity is Rosseti PJSC, which is the controlling entity of Elektrosetservice UNEG JSC, which is the party to the transaction.

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
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Yefimov A.L.	-	FOR	Shagina I.A.	-	FOR

Thus, on the seventh issue, the proposed decision was unanimously adopted by the members of the Board of Directors having the voting right in accordance with the Federal Law "On Joint Stock Companies".

Chairperson of the BoD

Fadeev A.N.

Corporate secretary

Russu O.V.