

**Minutes of the Board of Directors Meeting No. 312/2018**  
**Public joint stock Company of power industry and electrification of Kuban**  
**(Kubanenergo PJSC)**

|                            |  |
|----------------------------|--|
| Date of the meeting        | 24 May 2018  |
| Form of the meeting        | Absentee (by filling in questionnaires)  |
| Place of vote counting     | office 105, building 1, 2A Stavropolskaya St.,<br>Krasnodar (postal address of the Corporate Secretary of<br>“Kubanenergo” PJSC) |
| Date of drawing up minutes | 25 May 2018  |

**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:**

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. Consideration of information on key events aimed to eliminate violations/errors, avoiding them in the future and implementation of recommendations given by Auditing Commission of Kubanenergo PJSC by the results of the first stage of audit of financial and operating activities of the Company for 2017.
2. Consideration of the reports of Committees of Company’s Board of Directors on performed works for 2017-2018 corporate year.
3. Nomination by the Company of candidates for auditing companies in which Kubanenergo PJSC participates.
4. Consideration of report of General Director of Kubanenergo PJSC on implementation of decisions adopted at the meetings of Company’s Board of Directors.
5. Regulations on Central Tender Committee of Kubanenergo PJSC.
6. Consideration of report on implementation of technological and pricing audit of investment projects of Kubanenergo PJSC.

**Item 1**

**Consideration of information on key events aimed to eliminate violations/errors, avoid them in future and implement recommendations given by the Auditing Commission of Kubanenergo PJSC by the results of the first stage of audit of financial and operating activities of the Company for 2017**

The following resolution is proposed:

1. To take note of information (report) on key events aimed to eliminate violations/errors, avoid them in future and implement recommendations given by the Auditing Commission of Kubanenergo PJSC by the results of the first stage of audit of financial and operating activities of

the Company for 2017, in accordance with Annex 1 to the present resolution of the Company's Board of Directors.

2. Instruct the CEO of Kubanenergo PJSC:

2.1. to ensure timely implementation of measures stipulated by the approved plan of remedial actions (Order of the Company No.127 of 12.02.2018).

2.2. Goal of the remedial actions:

- reduction of electricity losses
- reduction of overdue liabilities on technological connection
- reduction of the sum of disagreements on the volume of rendered services on electricity transmission
- improvement of claim-related work performance.

#### **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**

##### **Consideration of the reports of Committees of Company's Board of Directors on performed works for 2017-2018 corporate year.**

The following resolution is proposed:

To take note of reports of Committees of Company's Board of Directors on performed works for 2017-2018 corporate year, in accordance with Annexes 2-5 to the present resolution of the Company's 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**

##### **Nomination by the Company of candidates for auditing companies in which Kubanenergo PJSC participates**

The following resolution is proposed:

1. To nominate for approval by the AGM as Auditor of Recreation Centre "Energetik" JSC the following company: "Prestizh Audit" LLC (404<sup>th</sup> office, 1/4 Montazhnikov str., Krasnodar).

2. To nominate for approval by the AGM as Auditor of "Energoservis Kuban" JSC the following company: "Prestizh Audit" LLC (404<sup>th</sup> office, 1/4 Montazhnikov str., Krasnodar).

#### **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**

##### **Consideration of the report of General Director of Kubanenergo PJSC on implementation of decisions adopted at the meetings of Company's Board of Directors**

The following resolution is proposed:

To take note of the report of General Director of Kubanenergo PJSC on implementation of decisions adopted at the meetings of Company's Board of Directors in accordance with Annex 6 to this decision of Company's 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**

##### **Regulations on the Central Tender Committee of Kubanenergo PJSC**

The following resolution is proposed:

1. To consider as no longer valid the Regulations on the Central Tender Committee of Kubanenergo PJSC that was approved by the Company's Board of Directors on 21.07.2016 (minutes of meeting NO.246/20108 of 22.07.2016).
2. To instruct the CEO of the Company to approve and introduce the restated Regulations on the Central Tender Committee of Kubanenergo PJSC.

##### **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**

##### **Consideration of the report on implementation of technological and pricing audit of investment projects of Kubanenergo PJSC**

The following resolution is proposed:

To take note of the report on implementation of technological and pricing audit of investment projects of Kubanenergo PJSC in accordance with Annex 7 to this decision of Company's 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 sixth 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.**