

Minutes of the Board of Directors Meeting No. 333/2019
Public joint stock Company of power industry and electrification of Kuban
(Kubanenergo PJSC)

Date of the meeting 13 March 2019
Form of the meeting Absentee (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 14 March 2019

Board of Directors Members: 11

Questionnaires were submitted by: Sergeeva O.A. (Chairperson of the BoD), Varvarin A.V., Gavrilov A.I., Gritsenko V.F., Medvedev M.V., Osipova Ye.N., Selivanova L.V., Tyukanko A.S., 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 28.05.2018, minutes No.40), the quorum for holding the meeting should count at least half of elected members of Board of Directors.

Quorum is present

Agenda

1. On Concept “Digital Transformation 2030”
2. On convening Extraordinary General Meeting of Shareholders
3. On determining the price of offering additional shares of the Company
4. On submission of proposals to the Extraordinary General Meeting of Shareholders concerning the increase of the authorized capital of Kubanenergo PJSC by offering of additional shares

Item 1

On Concept “Digital Transformation 2030”

The following resolution is proposed:

1. It is decided to join the Concept “Digital Transformation 2030” approved by the resolution of the Board of Directors of Rosseti PJSC on 21.12.2018 (minutes of meeting No.336 of 21.12.2018), in accordance with Annex 1 to the present resolution of the Company’s Board of Directors.
2. Director General of Kubanenergo PJSC shall ensure preparation of the Programme of Digital Transformation of Kubanenergo PJSC for the purpose of development of Rosseti’s concept “Digital Transformation 2030” and its submission for the review of the Board of Directors of Kubanenergo PJSC.

Deadline: 2nd quarter of 2019

Voting results

Sergeeva O.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyukanko A.S.	-	FOR
Gavrilov A.I.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Shagina I.A.	-	FOR

Selivanova L.V. - 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 convening Extraordinary General Meeting of Shareholders

The following resolution is proposed:

1. Convene the Extraordinary General Meeting of Shareholders in the form of absentee voting.
2. Set the date of the Extraordinary General Meeting of Shareholders (deadline for submission of voting ballots): 17.04.2019.
3. The filled-in voting bulletins should be sent to one of the following addresses:
Kubanenergo PJSC, 2A Stavropolskaya street, Krasnodar 3350033, Russian Federation
Independent Registrar Company (IRC) – R.O.S.T. (Registrar of the Company), mail box 9, 18 Stromynka street, Moscow 107996.

Apart from that the owner of securities, exercising rights through a nominee holder or a foreign nominee, is entitled to take part in the Meeting personally or by instructing the nominee/foreign nominee to vote in a certain way, if it is allowed by the contract between the owner and nominee/foreign nominee. Voting ballot signed with electronic signature shall be submitted by the owner of securities to the nominee/foreign nominee.

4. Approve the following agenda of the EGM:

1. Increase of the authorized capital of Kubanenergo PJSC by offering additional shares
5. Set the date of making the list of persons authorized to participate in the General Meeting of Shareholders: **24.03.2019**
6. 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 the Extraordinary General Meeting of Shareholders of the Company.
7. Decide that following information (materials) will be provided to persons entitled to participate in the Extraordinary General Meeting of Shareholders:
 - recommendations of the Board of Directors concerning the increase of the Company's authorized capital by offering additional shares
 - draft resolution on agenda of the Extraordinary General Meeting of Shareholders of the Company
 - extract from the minutes of meeting of the Board of Directors concerning the price of additional shares
 - information on shareholder agreements concluded within a year before the date of the General Meeting of Shareholders
 - sample of the power of attorney that a shareholder can provide for its representative and procedure of its verification
8. Decide that persons entitled to participate in the Extraordinary General Meeting may find the information concerning the agenda of the Meeting within the period of 18 March 2019 – 17 April 2019 (except weekends and holidays) from 9:00 a.m. to 15:00 p.m. at:
 - Kubanenergo PJSC, 2A Stavropolskaya street, Krasnodar 3350033, Russian Federation
 - Independent Registrar Company (IRC) – R.O.S.T. (Registrar of the Company), mail box 9, 18 Stromynka street, Moscow 107996
 - Official webpage of the Company www.kubanenergo.ru (starting from 18.03.2019)

If a person registered in the register of company shareholders is a nominal holder of shares, the information (materials) to be provided to the persons entitled to participate in the general meeting of shareholders when preparing for the general meeting of shareholders shall be provided by 18.03.2019 in compliance with the rules of the Russian laws on securities for the provision of information and materials to entities exercising rights under securities.

9. Approve the form and content of ballots for voting at the Extraordinary General Meeting of Shareholders of the Company, as specified in Annex 2 to the present resolution

Use the wording of decisions specified in the voting ballots for sending in electronic form (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders.

10. Determine that voting ballots should be sent by registered mail (handed out against receipt) to the persons entitled to participate in the Extraordinary General Meeting of Shareholders of the Company by 27.03.2019.

Voting ballots for voting by electronic means (in the form of electronic documents) shall be sent to the Registrar by 27.03.2019 so that they further submit them to nominal holders registered in the registry of the Company's shareholders.

11. Approve the form and text of the message on holding the Extraordinary General Meeting of Shareholders of the Company in accordance with Annex 3 to present resolution of Company's BoD.

12. Decided that the announcement on convening the EGM shall be posted on the Company's webpage www.kubanenergo.ru by 17.03.2019.

The text of the message on holding the Extraordinary General Meeting of Shareholders of the Company shall be additionally sent in electronic form to the shareholders that provided the Company or the Registrar with their e-mails.

If the person registered in the shareholder register of the Company is a nominal holder of shares, a notice of the General Shareholders Meeting is sent no later than 17 March 2019 in accordance with the rules of the legislation of the Russian Federation on securities to provide information and materials to those exercising securities rights.

13. Appoint Russu Olga Vladimirovna, Corporate Secretary of the Company for the position of the Secretary of the Company's Extraordinary General Meeting of Shareholders.

14. Approve the costs estimates related to the preparation and conduct of the Extraordinary General Meeting of Shareholders of the Company, in accordance with Annex 4 to the present resolution.

The Director General of the Company shall, not later than two months after the Extraordinary General Meeting of Shareholders of the Company, submit to the Board of Directors a report on the expenditure of the funds allocated for preparation and conduct of the Extraordinary General Meeting of Shareholders

15. The Director General of the Company shall, not later than two months after the Extraordinary General Meeting of Shareholders of the Company, submit to the Board of Directors a report on the expenditure of the funds allocated for preparation and conduct of the Extraordinary General Meeting of Shareholders.

16. Instruct the General Director of the Company to sign a contract with the Company's registrar on terms and conditions specified in Annex 5 to the present resolution.

Voting results

Sergeeva O.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyukanko A.S.	-	FOR
Gavrilov A.I.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Shagina I.A.	-	FOR
Selivanova L.V.	-	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 determining the price of offering additional shares of the Company

The following resolution is proposed:

1. Determine the price of offering of one additional ordinary registered uncertified share of Kubanenergo PJSC (as well as the price for the persons included in the list of persons having the preemptive right to purchase the additional shares) in accordance with Articles 36 and 77 of the Federal Law "On Joint Stock Companies": 100 (one hundred) rubles 00 kopecks.

2. Instruct the Chief Executive Officer of Kubanenergo PJSC to notify the Federal Agency on Administration of State Property about the decision of the Company's Board of Directors pertaining to determining the offering price of one ordinary registered uncertified share of Kubanenergo PJSC of additional issue placed by public subscription, including the persons from in the list of persons having the preemptive right to purchase additional shares of Kubanenergo PJSC, no later than three business days after the date of adoption of this resolution with provision of a copy of certificate of Moscow Exchange PJSC.

Voting results

Sergeeva O.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyukanko A.S.	-	FOR
Gavrilov A.I.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Shagina I.A.	-	FOR
Selivanova L.V.	-	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 submission of proposals to the Extraordinary General Meeting of Shareholders concerning the increase of the authorized capital of Kubanenergo PJSC by offering of additional shares

The following resolution is proposed:

Propose the Extraordinary General Meeting of Shareholders concerning the increase of the authorized capital of Kubanenergo PJSC by placement of additional shares:

“It is decided to increase the authorized capital of Kubanenergo PJSC by offering additional ordinary registered uncertified shares in amount of 37 477 392 (Thirty-seven million four hundred seventy-seven thousand three hundred ninety-two) pieces with par value of 100 (one hundred) rubles each for the total sum of 3 747 739 200 (three billion seven hundred forty-seven million seven hundred thirty-nine thousand two hundred) rubles, on the following essential conditions:

- placement method: public offering
- offering price of one additional ordinary registered uncertified share (including with respect to the persons included on the list of the persons having the preemptive right to acquire placed additional shares): 100 (one hundred) rubles 00 kopecks.
method of payment for additional shares: payment for additional shares is made in cash in Russian rubles by bank transfer”

Voting results

Sergeeva O.A.	-	FOR	Osipova Ye.N.	-	FOR
Varvarin A.V.	-	FOR	Tyukanko A.S.	-	FOR
Gavrilov A.I.	-	FOR	Tyurkin K.V.	-	FOR
Gritsenko V.F.	-	FOR	Khokholkova K.V.	-	FOR
Medvedev M.V.	-	FOR	Shagina I.A.	-	FOR
Selivanova L.V.	-	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

Sergeeva O.A.

Corporate secretary

Russu O.V.