###  Minutes of the Meeting of the Board of Directors No. 418/2021

**of the Public Joint Stock Company**

###  Rosseti Kuban (PJSC Rosseti Kuban)

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| Date of Meeting | January 21, 2021 |
| Form of Meeting: | Absentee voting (by questionnaire) |
| Location of summing up the voting results: | room 202, building 2, 2А Stavropolskaya Str., Krasnodar (for postage to the Corporate Secretary of PJSC Rosseti Kuban) |
| Date on which the minutes were drawn up: | January 22, 2021 |

**Members of the Board of Directors:** 11 persons

**Members of the Board of Directors were submitted the checklists**: Gavrilov A.I. (Chairman of the Board of Directors), Alyushenko I.D., Varvarin A.V., Guryanov D.L., Logatkin A.V., Medvedev M.V., Sergeev S.V., Terekhov I.A., Shagina I.A., Yavorskiy V.K.

**Members of the Board of Directors were not submitted the checklists:** Varseev V. V.

In accordance with the Clause 7.3 “Regulations on the Board of Directors of Public Joint Stock Company of Power Industry and Electrification of Kuban” (passed by the decision of the Annual General Meeting of Shareholders of PJSC Kubanenergo, Minutes No. 43 of May 29, 2020) at least half of the number of elected members of the Board of Directors of the Company constitutes a quorum for a meeting of the Board of Directors.

**A quorum is present.**

**Agenda of the meeting of the Board of Directors:**

1. On convening of the General Meeting of Shareholders of the Company.
2. On determination of the offering price per additional shares of the Company.
3. On proposals for the extraordinary General Meeting of Shareholders of the Company regarding the item on increasing the charter capital of PJSC Rosseti Kuban by floating additional shares.

**Item No. 1:** **On convening of the General Meeting of Shareholders of the Company.**

**The following solution was offered:**

*1. To convene the Company’s General Meeting of Shareholders in the form of absentee voting.*

*2. To determine the date (the closing date for acceptance of voting ballots) for the extraordinary General Meeting of Shareholders – February 24, 2021.*

*3. To approve the next agenda item of the extraordinary General Meeting of Shareholders of the Company:*

1. On increasing the charter capital of PJSC Rosseti by the way of outstanding additional shares.

2. On early termination of authorities of the members of the Audit Committee of the Company.

3. On election of the Audit Committee of the Company.

*4. The following candidates shall be put on the list of nominees to elect the members of the Audit Committee of the Company:*

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| --- | --- | --- |
| No. | The nominee for inclusion in the voter list to elect the members of the Audit Committee of the Company (full name) | Occupation, principal place of employment of the nominee for inclusion in the voter list to elect the members of the Audit Committee of the Company |
| 1 | Kovaleva Svetlana Nikolaevna | Internal Audit Director – Head of Internal Audit Department of PJSC Rosseti |
| 2 | Tsarkov Viktor Vladimirovich | First Deputy Head of Internal Audit Department of PJSC Rosseti |
| 3 | Trishina Svetlana Mikhailovna | Deputy Head of Internal Audit Department – Head of Internal Audit and Control Department Subsidiary of Internal Audit Department of PJSC Rosseti |
| 4 | Roptanova Elena Mikhailovna  | Chief Expert of Internal Audit and Control Department of Subsidiary of Internal Audit Department of PJSC Rosseti |
| 5 | Venevtsev Konstantin Igorevich  | Chief Expert of Operational Audit Department of Internal Audit Department of PJSC Rosseti |

*5. To approve the determination date (record date) established by the company in order to determine which shareholders are eligible to take part in the extraordinary General Meeting of Shareholders of the Company – February 1, 2021;*

*6. Because of the fact that the preferred shares did not issued by the Company, the decisions on determination of the type (types) of preferred shares, the owners of which have the voting rights on the items of the Agenda of the General Meeting of Shareholders of the Company shall not be made.*

*7. To determine that information (materials) provided to persons who have the right to participate in the extraordinary General Meeting of Shareholders of the Company is:*

*- the extract from the Meeting Minutes of the Board of Directors with recommendations (proposals) on the items which are presented for the General Meeting of Shareholders of the Company consideration.*

*- the extract from the Meeting Minutes of the Board of Directors on the item regarding the price determination of floating additional shares;*

 *- information on the candidates for the Audit Committee of the Company or information on failure to provide indicated data by candidates, including information on the presence or absence of the written consent of the indicated candidates for nomination or election;*

*- draft decision regarding the agenda items of the extraordinary General Meeting of Shareholders of the Company;*

*- the model form of the power of attorney, which the shareholder may give to its representative, and procedure for its attestation;*

*- Information on shareholder's agreements concluded within a year up to the date of holding the General Meeting of Shareholders.*

*8. To establish that the persons who have the right to participate in the extraordinary General Meeting of Shareholders could obtain above-mentioned information (materials) for the period from February 4, 2021 to February 24, 2021, with the exception of weekends and public holidays, from 10 am until 3 pm Moscow time at the address:*

*- Russian Federation, Krasnodar, 2A Stavropolskaya St., PJSC Rosseti Kuban*

*- Russian Federation, Moscow, 18 Stromynka St., building 5B, JSC IRC - R.O.S.T. (registrar of the Company),*

*and for the period from February 4, 2021 on the Company’s website on the Internet at:* [*https://rosseti-kuban.ru/*](https://rosseti-kuban.ru/)*.*

*As part of preparation for the General Meeting of Shareholders of the Company and in case the nominee shareholder is the person who is recorded in the register of Shareholders of the Company, the information (materials) to be submitted to the persons who have the right to participate in the General Meeting of Shareholders, is to be sent up to February 4, 2021 in accordance with the legislation of the Russian Federation on securities in order to provide information and materials to the persons who exercise the securities rights.*

*9. To approve the form and the text of the voting papers at the extraordinary General Meeting of Shareholders of the Company in accordance with Appendices 1-2 to the present resolution.*

*For sending in e-form (in the form of electronic documents) by nominee shareholder, recorded in the register of shareholders, it is necessary to use the wording of the decisions specified in the voting ballots.*

*10. To define that the voting ballots are to be sent by regular letter at the address that is indicated in the list of persons who have the right to participate in the extraordinary General Meeting of Shareholders, not later than February 4, 2021.*

*Voting ballots (texts of the voting ballots) are sent to the registrar of JSC IRC - R.O.S.T. not later than February 4, 2021 for sending to nominee shareholders recorded in the register of the shareholders of the Company.*

*11. To determine that the voting ballots are to be sent at the address:*

*- 18 Stromynka St., building 5B, Moscow, 107076, Russian Federation, JSC IRC - R.O.S.T.*

*12. To determine the following website address on the Internet to fill in the e-form of voting ballots -* [*https://lk.rrost.ru/*](https://lk.rrost.ru/)*.*

*Shareholders who took part in the Annual General Meeting of Shareholders of the Company will be considered as shareholders, whose voting ballots will be received or filled in electronic form on the website on the Internet https://lk.rrost.ru/ up to February 24, 2021, as well as the shareholders who issued directions (instructions) for voting (in accordance with the legislation of the Russian Federation on securities), to those individuals who carry out accounting of share ownership rights of shareholders if the messages to announce their willingness are received up to February 24, 2021.*

*13. To approve the form and text of the notice of the extraordinary General Meeting of Shareholders of the Company in accordance with Appendix No.3 to the present resolution.*

*14. To inform the persons who have the right to participate at the extraordinary General Meeting of Shareholders of the Company,* *on conducting the extraordinary General Meeting of Shareholders of the Company: to publish information on the extraordinary General Meeting of Shareholders of the Company on the official website of the Company on the Internet at* [*https://rosseti-kuban.ru/*](https://rosseti-kuban.ru/) *not later than January 25, 2021.*

*The message text regarding the General Meeting of Shareholders is additionally sent in e-form to those shareholders of the Company who have provided the registrar with the information about e-mail addresses where such messages may be sent.*

*In case the nominee shareholder is the person who is recorded in the register of Shareholders of the Company, the information on the extraordinary General Meeting of Shareholders of the Company is to be sent in e-form (in the form of electronic documents* *signed by using an electronic signature) to the nominee shareholder up to January 25, 2021.*

*15. To elect as the secretary of the extraordinary General Meeting of Shareholders of the Company Russu Olga Vladimirovna – Corporate Secretary of the Company.*

*16. To approve the cost estimate related to the* *preparation and holding the extraordinary General Meeting of Shareholders of the Company in accordance with Appendix No 4 to the present resolution.*

*To assign the CEO of the Company to present a report to the Board of Directors on expenditure for holding the extraordinary General Meeting of Shareholders* *not later than two months after holding the extraordinary General Meeting of Shareholders.*

*17. To approve the terms and conditions of the contract for the provision of services on organization, convention and holding the General Meeting of security holders, including performing the duties of tellers and distribution of materials by means of the registrar of the Company in accordance with the Appendix 5 to the present resolution.*

*18. To assign the CEO of the Company to sign the contract with the registrar under the terms and conditions stipulate in Appendix No.5 to the present resolution.*

**The results of voting:**

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| --- | --- | --- | --- | --- | --- |
| Gavrilov A.I. | - | **“FOR”** | Medvedev M.V. | - | **“FOR”** |
| Alyushenko I. D | - | **“FOR”** | Sergeev S.V. | - | **“FOR”** |
| Varvarin А.V. | - | **“FOR”** | Terekhov I.A. | - | **“FOR”** |
| Guryanov D.L. | - | **“FOR”** | Shagina I.A. | - | **“FOR”** |
| Logatkin A.V. | - | **“FOR”** | Yavorskiy V.К. | - | **“FOR”** |

Thus, regarding the first Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 2:** **On determination of the offering price per additional shares of the Company.**

**The following solution was offered:**

1. *To determine the offering price per one ordinary additional share of PJSC Rosseti Kuban (for people on the list holding the preemptive right to purchase outstanding additional shares) amounted to 100 rubles (one hundred rubles) in accordance with Sections 36 and 77 of Federal Law “On Joint Stock Companies”.*
2. *To assign the CEO of PJSC Rosseti Kuban to notify the Federal Agency for State Property Management on decision taken by the Company’s Board of Directors on determination of the offering price per one ordinary additional share of PJSC Rosseti Kuban* *of additional issue by public subscription including the persons on the list holding the preemptive right to purchase outstanding additional shares of PJSC Rosseti Kuban not later than three business days from the date of adoption of the present decision attaching a copy of the certificate of Public Joint-Stock Company "Moscow Exchange MICEX-RTS".*

**The results of voting:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Gavrilov A.I. | - | **“FOR”** | Medvedev M.V. | - | **“FOR”** |
| Alyushenko I. D | - | **“FOR”** | Sergeev S.V. | - | **“FOR”** |
| Varvarin А.V. | - | **“FOR”** | Terekhov I.A. | - | **“FOR”** |
| Guryanov D.L. | - | **“FOR”** | Shagina I.A. | - | **“FOR”** |
| Logatkin A.V. | - | **“FOR”** | Yavorskiy V.К. | - | **“FOR”** |

Thus, regarding the second Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Item No. 3:** **On proposals for the extraordinary General Meeting of Shareholders of the Company regarding the item on increasing the charter capital of PJSC Rosseti Kuban by floating additional shares**.

**The following solution was offered:**

*Propose the extraordinary General Meeting of Shareholders of the Company to make the following decision regarding the item “On increasing the charter capital of PJSC Rosseti Kuban”:*

*“To increase the charter capital of PJSC Rosseti Kuban by floating additional ordinary shares in the quantity of 69,583,132 units (sixty nine million five hundred and eighty three thousand one hundred and thirty two) at nominal value of 100 (one hundred) rubles per share for a total amount at nominal value of 6,958,313,200 (six billion nine hundred and fifty eight million three hundred and thirteen thousand two hundred) rubles under the following terms and conditions:*

*- method of floating - by public subscription;*

*- the offering price per one ordinary share (including the preemptive right to purchase floating additional shares) amounted to 100 (one hundred) rubles 00 kopeck;*

*- payment method for additional shares – additional shares are paid by monetary funds in rubles of the Russian Federation in a non-cash form”.*

**The results of voting:**

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| --- | --- | --- | --- | --- | --- |
| Gavrilov A.I. | - | **“FOR”** | Medvedev M.V. | - | **“FOR”** |
| Alyushenko I. D | - | **“FOR”** | Sergeev S.V. | - | **“FOR”** |
| Varvarin А.V. | - | **“FOR”** | Terekhov I.A. | - | **“FOR”** |
| Guryanov D.L. | - | **“FOR”** | Shagina I.A. | - | **“FOR”** |
| Logatkin A.V. | - | **“FOR”** | Yavorskiy V.К. | - | **“FOR”** |

Thus, regarding the third Agenda Item of the meeting, the resolution **was adopted unanimously** by the Board of Directors participating in the meeting.

**Chairman of the Board of Directors А.I. Gavrilov**

**Corporate Secretary O.V. Russu**