###  Minutes of the Meeting of the Board of Directors No. 420/2021

**of the Public Joint Stock Company**

###  Rosseti Kuban (PJSC Rosseti Kuban)

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| --- | --- |
| Date of Meeting | January 19, 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: | February 24, 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 approval the Risk Management Policy of PJSC Rosseti Kuban as amended.
2. On approval of the insurers of PJSC Rosseti Kuban.
3. On consideration of the report on approval of amendments to the Investment Programme of PJSC Rosseti Kuban for the period 2018-2022 approved by Order of the Ministry of Energy of the Russian Federation of December 1, 2017 No.21@ (taking into account amendments up to Order of the Ministry of Energy of the Russian Federation of December 2, 2019 No. 14@), to the Ministry of Energy of the Russian Federation.
4. On consideration of the report of the CEO on providing the Insurance Coverage in the Company for the fourth quarter (Q4) of 2020.
5. On introducing amendments to the work plan of Internal Audit Management for 2020.
6. On approval of the work plan of Internal Audit Management of PJSC Rosseti Kuban for 2021.
7. On approval of the amendments to the Plan of measures for development and improvement of internal audit of the Company for the period from 2020 to 2024.

**Item No. 1:** **On approval the** **Risk Management Policy of PJSC Rosseti Kuban as amended.**

**The following solution was offered:**

*1. To approve the Risk Management Policy of PJSC Rosseti Kuban as amended in accordance with Appendix 1 to the present resolution of the Company’s Board of Directors.*

*2. The decision of the Board of Directors of PJSC Kubanenergo on the item No. 9 “On approval of the Risk Management Policy of PJSC Kubanenergo” as amended (item 1 of the Meeting Minutes of the Board of Directors of PJSC Kubanenergo of March 18, 2016 No. 233/2016) from the date of adoption of the present resolution, is considered to be no longer in force.*

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

**Item No. 2:** **On approval of the insurers of PJSC Rosseti Kuban.**

**The following solution was offered:**

*1. To approve the following insurance companies acting as the Company’s Insurers:*

|  |  |  |
| --- | --- | --- |
| Type of insurance | Insurance company | duration of insurance (insurance policy period) |
| Liability insurance of directors and qualified persons | АО AlfaInsurance | from January 1, 2021 to December 31, 2021 |
| Voluntary Vehicle Insurance  | АО SOGAZ | from January 1, 2021 to December 31, 2021 |
| Compulsory Third Party insurance (CTP) | АО SOGAZ is a leader of the joint participant,Joint-Stock Insurance Company RESO-Guaranty is a member of the joint participant | from January 1, 2021 to December 31, 2021 |
| Property insurance of legal entities | АО SOGAZ is a leader of the joint participant,АО AlfaInsurance is a member of the joint participant | from January 1, 2021 to December 31, 2023 |

*2. It is necessary to notice the item for consideration by the Company’s Board of Directors later.*

**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 consideration of the report on approval of amendments to the Investment Programme of PJSC Rosseti Kuban for the period 2018-2022 approved by Order of the Ministry of Energy of the Russian Federation of December 1, 2017 No.21@ (taking into account amendments up to Order of the Ministry of Energy of the Russian Federation of December 2, 2019 No. 14@), to the Ministry of Energy of the Russian Federation.**

**The following solution was offered:**

*Take into consideration the report* *on approval of amendments to the Investment Programme of PJSC Rosseti Kuban for the period 2018-2022 approved by Order of the Ministry of Energy of the Russian Federation of December 1, 2017 No.21@ (taking into account amendments up to Order of the Ministry of Energy of the Russian Federation of December 2, 2019 No. 14@) in accordance with Appendix 2 to the present resolution of the Company’s Board of Directors.*

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

**Item No. 4:**  **On consideration of the report of the CEO on providing the Insurance Coverage in the Company for the fourth quarter (Q4) of 2020.**

**The following solution was offered:**

*Take into consideration the report of the CEO on providing the Insurance Coverage in the Company for the fourth quarter (Q4) of 2020 in accordance with Appendix 3 to the present resolution of the Company’s Board of Directors.*

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

**Item No. 5:** **On introducing** **amendments to the work plan of Internal Audit Management for 2020.**

**The following solution was offered:**

*To approve the amendments to the work plan of Internal Audit Management of PJSC Rosseti Kuban for 2020 in accordance with Appendix No.4 to the present resolution of the Company’s Board of Directors.*

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

**Item No. 6:** **On approval of the work plan of Internal Audit Management of PJSC Rosseti Kuban for 2021.**

**The following solution was offered:**

*To approve the work plan of Internal Audit Management of PJSC Rosseti Kuban for 2021 in accordance with Appendix No. 5* *to the present resolution of the Company’s Board of Directors.*

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

**Item No. 7:** **On approval of the amendments to the Plan of measures for development and improvement of internal audit of the Company for the period from 2020 to 2024.**

**The following solution was offered:**

*To approve the amendments to the Plan of measures for development and improvement of internal audit of PJSC Rosseti Kuban for the period from 2020 to 2024 in accordance with Appendix No.6 to the present resolution of the Company’s Board of Directors.*

**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 seventh 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**