

Review of internal documents of OJSC Kubanenergo

This review covers main internal documents of OJSC Kubanenergo which regulate the activity of its management and control bodies, as well as key procedures of corporate governance.

All documents in the review have been drafted in accordance with the legislation of the Russian Federation and the Charter of OJSC Kubanenergo.

All internal documents of OJSC Kubanenergo presented in the review are available on the Company's website www.kubanenergo.ru in the section «[About the Company / Constituent and in-house documents](#)».

Item No.	Name of the Document	Description	Information on Approval of the Internal Document by Management Bodies of the Company
1	The Regulation on the Procedure for Convening and Holding General Meeting of Shareholders of the Company	The document regulates the procedure for calling, preparation and holding of the shareholders' meetings, as well as interaction of meetings bodies.	Approved as amended by the decision of the annual General Meeting of Shareholders, Minutes No. 35 of 6/24/2014.
2	The Regulation on the Procedure for Convening and Holding Meetings of the Board of Directors of the Company	The document regulates the procedure for calling and holding of the meetings of the Board of Directors, as well as rights, obligations and responsibility of the Company members and the Corporate Secretary.	Approved as amended by the decision of the annual General Meeting of Shareholders, Minutes No. 31 of 6/22/2012.
3	The Regulation on the Management Board of the Company	The document regulates the order of formation of the Management Board, the procedure for calling and holding of its meetings, making decisions, as well as rights, obligations and responsibility of the Management Board members.	Approved as amended by the decision of the annual General Meeting of Shareholders, Minutes No. 23 of 6/6/2008.
4	The Regulation on the Revision Commission of the Company	The document determines the objectives, rules of procedure of the Audit Committee, regulates the issues of its interaction with the management bodies of the Company, as well as rights and obligations of the Revision Commission members.	Approved as amended by the decision of the annual General Meeting of Shareholders, Minutes No. 35 of 6/24/2014.
5	The Regulation on Payments of Remunerations and Compensations to the Members of the Board of Directors of the Company	The document sets the amount and the procedure for payment of remuneration and compensation to the members of the Board of Directors (except for the members of the Board of Directors occupying the position of General Director and/or a member of the Management Board).	Approved as amended by the decision of the annual General Meeting of Shareholders, Minutes No. 23 of 6/6/2008.
6	The Regulation on Payments of Remunerations and Compensations to Members of the Revision Commission of the Company	The document sets the amount and the procedure for payment of remuneration and compensation to the members of the Revision Commission.	Approved as amended by the decision of the annual General Meeting of Shareholders, Minutes No. 23 of 6/6/2008.
7	The Regulation on the Audit Committee of the Board of Directors of the Company	The document regulates the objectives, competence, rights and obligations of the Committee, as well as the procedure for calling and holding of its meetings.	Approved as amended by the decision of the Board of Directors, Minutes No. 142/2012 of 8/24/2012.
8	The Regulation on the Reliability Committee of the Board of Directors of the Company	The document regulates the objectives, competence, rights and obligations of the Committee, as well as the procedure for calling and holding of its meetings.	Approved as amended by the decision of the Board of Directors, Minutes No. 194/2014 as of 8/1/2014.
9	The Regulation on the	The document regulates the objectives,	Approved by the decision of

	Strategy, Development, Investments and Restructuring Committee of the Board of Directors of the Company	competence, rights and obligations of the Committee, as well as the procedure for calling and holding of its meetings.	the Board of Directors, Minutes No. 84/2010 of 2/5/2009.
10	The Regulation on the HR and Remuneration Committee of the Board of Directors of the Company	The document regulates the objectives, competence, rights and obligations of the Committee, as well as the procedure for calling and holding of its meetings.	Approved as amended by the decision of the Board of Directors, Minutes No. 194/2014 as of 8/1/2014.
11	The Regulation on the Technological Connection Committee of the Board of Directors of the Company	The document regulates the objectives, competence, rights and obligations of the Committee, as well as the procedure for calling and holding of its meetings.	Approved by the decision of the Board of Directors, Minutes No. 119/2011 of 10/14/2011.
12	The Corporate Governance Code of the Company	The document regulates obligations accepted by the Company to ensure the management transparency of the Company and adherence to the standards of the appropriate corporate management.	Approved as amended by the decision of the Board of Directors, Minutes No. 154/2013 of 3/6/2013.
13	The Regulation on the Information Policy of the Company	The document determines the disclosure rules and methods, the list of information and documents to be disclosed to shareholders, lenders, potential investors and other parties, as well as the procedure and terms for the disclosure and reporting of the information.	Approved as amended by the decision of the Board of Directors, Minutes No. 170/2013 of 8/16/2013.
14	The Regulation on Insider Information of the Company	The document defines such notions, as “insider”, “insider information” of the Company, determines the procedure of protection and prevention of misuse and dissemination of insider information, establishes monitoring of compliance with the legislation, responsibility for misuse and/or dissemination of insider information.	Approved as amended by the decision of the Board of Directors, Minutes No. 168/2013 of 8/2/2013.
15	The Regulation on the Dividend Policy of the Company	The document determines the system of relations and principles needed to calculate the amount of dividends, procedure and terms of dividend payments, as well as responsibility of the Company in relation to dividend payments.	Approved as amended by the decision of the Board of Directors, Minutes No. 95/2010 of 9/3/2010.
16	The Regulation on Corporate Secretary of the Board of Directors of the Company	The document determines the status, competence, rights and obligations of the Corporate Secretary of the Board of Directors of the Company, as well as determines the procedure for the appointment, sets the procedure of remuneration.	Approved by the decision of the Board of Directors, Minutes No. 38/2007 of 6/27/2007.
17	The Regulation on Interaction between OJSC Kubanenergo and Business Entities Shares of Which are Owned by OJSC Kubanenergo	The document: - regulates issues of exercise of shareholder’s rights, rights of participation in subsidiaries and affiliates by OJSC Kubanenergo, which are proved by shares, to ensure effective work of the Company’s representatives at the general meetings of shareholders/participants, in the boards of directors and revision commissions of the subsidiaries and affiliates of OJSC Kubanenergo; - determines general terms of corporate interaction between the Company and its subsidiaries and affiliates on various issues.	Approved by the decision of the Meeting of Shareholders, Minutes No. 69/2009 of 3/27/2009.
18	Internal Control Policy of the Company	The document determines the procedures, objectives and principles of internal control system organization, roles, responsibilities and relations of its participants, types and levels of internal control over business activities of the Company.	Approved by the decision of the Board of Directors, Minutes No. 196/2014 of 9/12/2014.

19	Internal Audit Policy of the Company	The documents determines objectives, principles and functions of internal audit, powers of internal auditors, responsibilities of the Company's managers and personnel, requirements for the internal auditors, control over their operation, and provision of reports.	Approved by the decision of the Board of Directors, Minutes No. 196/2014 of 9/12/2014.
20	Risk Management Policy of the Company	The documents determines risk management objectives, principles of the risk management system functioning, general approaches to risk identification, assessment and management, functions and responsibility of participants, procedure for assessing effectiveness of the risk management system.	Approved by the decision of the Board of Directors, Minutes No. 196/2014 of 9/12/2014.