**MINUTES**

**of the Meeting of the Board of Directors, Rosseti South PJSC**

Rostov-on-Don

August 02, 2021 No. 446/2021

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors participated in absentee voting:** D.V. Krainsky, V.Yu. Zarkhin, V.A.Kapitonov, M.V. Korotkova, K.A. Mikhailik, A.V. Molsky, N.K. Ozhegina, E.V. Prokhorov, V.V. Rozhkov and B.B. Ebzeev

**The polling forms were not provided and did not take part in the voting:** A.A. Polinov.

**A quorum is present.**

**Date of the Minutes:** August 05, 2021

**AGENDA**

1. *On consideration of the Report of the Sole Executive Body of Rosseti South PJSC on implementation of the Q4 2021 resolutions adopted at meetings of the Company's Board of Directors*
2. *On authorization of an interested party transaction.*
3. *Concerning approval of the positions overlapping by the members of the Management Board of the Company in the management bodies of other organizations and other paid positions in other organizations.*
4. *On determining the amount of payment for the services of the auditor of Rosseti South PJSC.*
5. *On consideration of the Report of current situation in the activities of Rosseti South PJSC on consumer technological connection to the power grids for the Q1 2021.*

**Item No. 1: On consideration of the Report of the Sole Executive Body of Rosseti South PJSC on implementation of the Q4 2021 resolutions adopted at meetings of the Company's Board of Directors**

**RESOLUTION:**

Take in consideration the Report of the Sole Executive Body of Rosseti South PJSC on implementation of the Q4 2020 resolutions adopted at meetings of the Board of Directors of Rosseti South PJSC, in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No. 2: On authorization of an interested party transaction.**

**RESOLUTION:**

1. Determine the price of the loan agreement between FGC - Asset Management OJSC and Rosseti South PJSC, which is an interested party transaction in the amount determined in accordance with Annex No. 2 to the Resolution of the Company's Board of Directors.
2. Determine that the price of the loan agreement between FGC - Asset Management OJSC and Rosseti South PJSC, which is an interested party transaction, cannot amount to 10 percent or more of the book value of the assets of Rosseti South PJSC according to its financial statements as of the last reporting date.
3. Provide consent to the transaction - a loan agreement between FGC - Asset Management OJSC and Rosseti South PJSC, which is an interested party transaction, on material terms in accordance with Annex No. 2 to the Resolution of the Company's Board of Directors.
4. Persons who have an interest in this transaction and the reasons for their interest are listed in Annex No. 2 to the Resolution of the Company's Board of Directors.

*In accordance with Clause 3 of Article 83 of the Federal Law "On Joint-Stock Companies", a resolution on this item shall be adopted by the Company's Board of Directors by a majority of votes of directors not interested in the transaction.*

*A member of the Board of Directors, V.A. Kapitonov, who is a person interested in the transaction, as well as a member of the Board of Directors, B.B. Ebzeev, who is a person performing the functions of the Sole Executive Body (General Director), and a member of the Collegial Executive Body (Chairman of the Management Board) of the Company for one year.*

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | A.V. Molsky | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No.3: Concerning approval of the positions overlapping by the members of the Management Board of the Company in the management bodies of other organizations and other paid positions in other organizations.**

**RESOLUTION:**

1. Coordinate the approval of overlapping by a member of the Management Board of Rosseti South PJSC, Yulianna Khasanovna Dzhabrailova, the position of Control Officer of Rosseti Kuban PJSC, as well as the position of a member of the Management Board of Rosseti Kuban PJSC.

2. Coordinate the approval of overlapping by a member of the Management Board of Rosseti South PJSC Pavel Viktorovich Goncharov, the position of Assistant General Director of Rosseti Kuban PJSC.

3. Coordinate the approval of overlapping by a member of the Management Board of Rosseti South PJSC Oleg Valerievich Musinov the position of Assistant General Director of Rosseti Kuban PJSC.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No.4: On determining the amount of payment for the services of the auditor of Rosseti South PJSC.**

**RESOLUTION:**

Determine the amount of payment for the services of the auditor of Rosseti South PJSC for the provision of services for the audit of accounting (financial) statements for 2021 prepared in accordance with RAS, audit of consolidated financial statements prepared in accordance with IFRS for the year ending as of December 31, 2021 (audited period from January 01, 2021 to December 31, 2021), in the amount of 4 000 000 (four million) roubles 00 kopecks, including VAT (20%) 666 666 67 (six hundred sixty-six thousand six hundred sixty-six) roubles 67 kopecks.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No.5: On consideration of the Report of current situation in the activities of Rosseti South PJSC on consumer technological connection to the power grids for the Q1 2021.**

**RESOLUTION:**

Take in consideration the report on the current situation in the activities of Rosseti South PJSC for the technological connection of consumers to electrical networks for the Q1 2021 in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

2. Make a note of failure to achieve the target parameters of the business plan in terms of proceeds from technological connection services and volume of connected capacity, as well as the excess of the normative term for the execution of technological connection agreements of applicants of “Doing Business category.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

 *On the items 1, 2, 3 of agenda of the meeting of the Board of Directors of Rosseti South PJSC, a Special Opinion of Vitaly Yurievich Zarhin, Member of the Company's Board of Directors was received (Annex to the Minutes of the Company's Board of Directors).*

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| **Chairman of the Board of Directors** |  | **D.V. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |