**MINUTES**

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

Rostov-on-Don

April 05, 2021 No. 422/2021

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

**Members of the Board of Directors who took part in absentee voting:** P.V. Grebtsov, D.L. Guryanov, V.Yu. Zarkhin, V.A. Kapitonov, A.S. Kolyada, M.V. Korotkova, K.A. Mikhailik, A.Yu.Perets, A.O. Romankov, L.V. Selivanova and B.B. Ebzeev.

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

**A quorum is present.**

**Date of minutes preparation:** April 06, 2021.

**AGENDA**

1. *On authorization of an interested party transaction.*
2. *On introduction of alterations into the Resolution of the Board of Directors of
Rosseti South PJSC on Item No. 2 “On determining the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSCO "On early termination of powers of members of the Company's Board of Directors” (minutes dd. March 10, 2021 No. 418/2021)".*
3. *On introduction of alterations into the Resolution of the Board of Directors of
Rosseti South PJSC on Item No. 3 “On determining the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSCO "On early termination of powers of members of the Company's Board of Directors” (minutes dd. March 10, 2021 No. 418/2021)".*
4. *On approval of the restated Regulations for placement of temporarily disposable monetary resources of Rosseti South PJSC.*

**Item No.1: On authorization of an interested party transaction.**

**RESOLUTION:**

1. Determine that the price of the service under the Agreement for the provision of services for organizing the operation and development of the power grid complex between Rosseti South PJSC and Rosseti PJSC (hereinafter referred to as the "Contract"), which is an interested party transaction, for 2021 shall be no more than 81 326 580 (Eighty one million three hundred twenty six thousand five hundred and eighty) roubles 49 kopecks, besides VAT (20%) in the amount of not more than 16 265 316 (sixteen million two hundred sixty-five thousand three hundred and sixteen) roubles 10 kopecks, the total price of the service including VAT shall amount no more than 97 591 896 (ninety-seven million five hundred ninety-one thousand eight hundred ninety-six) rubles 59 kopecks.

 2. Provide authorization of transaction - an Agreement that is an interested party transaction, under the following essentials:

**Parties to the Agreement:**

Rosseti South PJSC (the Customer);

Rosseti PJSC (the Contractor).

**Scope of the Agreement:**

The Contractor shall undertake to provide the Customer with a service for organizing the functioning and development of the Customer's power grid complex (hereinafter referred to as the "Service") in accordance with the terms of the Agreement, and the Customer shall undertake to accept and pay for the Service in accordance with the terms of the Agreement.

**Agreement Price**

The price of the Service under the Agreement for 2021 shall amount no more than 81 326 580 (Eighty-one million three hundred twenty-six thousand five hundred and eighty) roubles 49 kopecks, plus VAT (20%) in the amount of no more than 16 265 316 (Sixteen million two hundred sixty-five thousand three hundred sixteen) roubles 10 kopecks, the total price of the Service including VAT shall amount not more than 97 591 896 (ninety-seven million five hundred ninety-one thousand eight hundred ninety-six) roubles 59 kopecks.

**The term for Service provision under the Agreement:**

Commencement of Service: January 01, 2021;

Termination of Service: December 31, 2021.

**Agreement duration period:**

The Agreement shall enter into force from the date of its signing by the Parties and shall be valid until December 31, 2021, and in terms of settlements - until the Parties fully fulfill their obligations.

The Agreement shall apply to the legal relations between the Parties arising from January 01, 2021.

**Persons interested in the transaction and grounds for interest:**

|  |  |
| --- | --- |
| **Stakeholder** | **Grounds for the person's interest****in the transaction** |
| PJSC Rosseti | The controlling entity of Rosseti South PJSC who is also a party to the transaction. |
| Grebtsov Pavel Vladimirovich | Member of the Board of Directors of Rosseti South PJSC, who is also a member of the Management Board of Rosseti PJSC. |

*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. When making a decision, the vote of the Chairman of the Board of Directors, Pavel Vladimirovich Grebtsov, as a person interested in the transaction is not taken into account.*

 *Boris Borisovich Ebzeev, a member of the Board of Directors, who is a person acting as the Single Executive Body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company, does not take part in voting on this item for one year.*

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.L. Guryanov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | A.O. Romankov | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | L.V. Selivanova | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | A.Yu. Perets | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2: On introduction of alterations into the Resolution of the Board of Directors of
Rosseti South PJSC on Item No. 2 “On determining the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSCO "On early termination of powers of members of the Company's Board of Directors” (minutes dd. March 10, 2021 No. 418/2021)".**

**RESOLUTION:**

On introduction of alteration into the Resolution of the Company's Board of Directors on Item No. 2 “On determining the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC "On early termination of powers of members of the Company's Board of Directors” (minutes dd. March 10, 2021 No. 418/2021)".

«1. Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC on the agenda item “On early termination of powers of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Early terminate of powers of the members of the Company's Board of Directors.

Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC on the agenda item “On election of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Elect the Company's Board of Directors in the following composition:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Pavel Viktorovich Goncharov  | Deputy General Director - Chief Engineer of Rosseti South PJSC  |
| 2 | Dmitry Olegovich Zhuravlev | Deputy General Director of Development and Technological Connection of Rosseti South PJSC, General Director of Energoservice of the South JSC  |
| 3 | Alexey Stanislavovich Dokuchaev | Head of the Security Division for the Rostov Region of the Security Department of Rosseti South PJSC  |
| 4 | Eduard Vitalievich Lednev  | Deputy General Director for Special Projects of Rosseti South PJSC. |
| 5 | Denis Vladimirovich Sobolev | Head of Logistics and Material Support Department of "Rosseti South" PJSC  |
| 6 | Azat Albertovich Azat Albertovich Nazmutdinov | Chief Expert of the Directorate for Smart Electricity Metering Development of the Service Implementation Department of Rosseti PJSC  |
| 7 | Urusov Azamat Makhametalievich | Chief Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of Rosseti PJSC |

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| P.V. Grebtsov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| D.L. Guryanov | **-** | **"FOR"** | A.O. Romankov | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 3: On introduction of alterations into the Resolution of the Board of Directors of
Rosseti South PJSC on Item No. 3 “On determining the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSCO "On early termination of powers of members of the Company's Board of Directors” (minutes dd. March 10, 2021 No. 418/2021)".**

**RESOLUTION:**

On introduction of alteration into the Resolution of the Company's Board of Directors on Item No. 3
 “On determining the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of PSKh Sokolovskoe
JSC "On early termination of powers of members of the Company's Board of Directors” (minutes dd. March 10, 2021 No. 418/2021)":

«1. Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of PSKh Sokolovskoe JSC on the agenda item “On early termination of powers of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Early terminate of powers of the members of the Company's Board of Directors.

Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of PSKh Sokolovskoe JSC on the agenda item
“On election of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Elect the Company's Board of Directors in the following composition:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Olga Nikolaevna Kalmykova | Head of the Human Resources and Organizational Design Department of Rosseti South PJSC |
| 2 | Larisa Nikolaevna Kuznetsova | Deputy Head of Corporate Governance and Shareholder Relations Department of Rosseti South PJSC |
| 3 | Shmakov Igor Vladimirovich  | Property Management Director - Head of Department of Rosseti South PJSC |
| 4 | Shosta Andrey Nikolaevich | Head of the Security Department of Rosseti South PJSC |
| 5 | Urusov Azamat Makhametalievich | Chief Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of Rosseti PJSC |

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| P.V. Grebtsov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| D.L. Guryanov | **-** | **"FOR"** | A.O. Romankov | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | A.Yu. Perets | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| B.B. Ebzeev | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 4: On approval of the restated Regulations for placement of temporarily disposable monetary resources of Rosseti South PJSC.**

**RESOLUTION:**

1. Approve the restated Regulation on placement of temporarily disposable monetary resources of Rosseti South PJSC according to Annex No. 1 to this Resolution of the Company's Board of Directors.

2. Approve the list of credit institutions and established limits of placement of temporarily disposable monetary resources of Rosseti South PJSC according to Annex No. 10 to this Resolution of the Company's Board of Directors.

3. The Regulations for the placement of temporarily disposable monetary resources of IDGC of the South PJSC and the list of credit institutions and the established limits for placement of temporarily disposable monetary resources for IDGC of the South PJSC, approved by the Resolution of the Company's Board of Directors dated September 30, 2019 (Minutes of 1 October 2019 No. 335/2019) shall be deemed null and void.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| P.V. Grebtsov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| D.L. Guryanov | **-** | **"FOR"** | A.O. Romankov | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | A.Yu. Perets | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| B.B. Ebzeev | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

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| **Chairman of the Board of Directors** |  | **P.V. Grebtsov** |
| **Corporate Secretary** | **E.N. Pavlova**  |