**MINUTES**

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

Rostov-on-Don

20.04.2022 № 476/2022

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainsky (Chairman), I.D. Alyushenko, P.V. Grebtsov, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V.Korotkova, M.V.Nikitchanova, A.A. Polinov, E.V.Prokhorov and B.B. Ebzeev.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the Minutes:** 22.04.2022.

**AGENDA**

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| 1. *On the current situation in the activities of Rosseti South PJSC on the technological connection of consumers to electric networks based on the results of 12 months of 2021.*
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| 1. *On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021.*
2. *On consideration of the Internal Audit Report of Rosseti South PJSC on the assessment of the effectiveness of internal control and risk management systems.*
3. *On consideration of the internal audit information on the results of assessing the progress in identifying and selling non-core assets of Rosseti South PJSC in 2021.*
4. *On consideration of the information provided by the General Director of Rosseti South PJSC on the indicators of reliability level and quality of rendered services for all branches of Rosseti South PJSC subject to tariff regulation based on long-term parameters of activity for 2021.*
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**Item No.1: On the current situation in the activities of Rosseti South PJSC on the technological connection of consumers to electric networks based on the results of 12 months of 2021.**

**DECISION:**

1. 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 based on the results of 12 months of 2021 in accordance with Annex 1 to this Decision of the Company's Board of Directors.

2. Note the increase in the number of overdue TC contracts, including through the fault of the grid organization, and the failure to meet the KPI indicator "Compliance with the deadlines for the implementation of technological connection" at the end of 2021 (with a target value of ≤1.2, the actual value was 2.0).

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2:On consideration of the report on the organization, functioning and efficiency of the internal control system and the risk management system of the Company for 2021.**

**DECISION:**

Take into consideration the report on the organization, functioning and efficiency of the internal control and the risk management systems of Rosseti South PJSC for 2021 in accordance with Annex 2 to this Decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 3: On consideration of the Internal Audit Report of Rosseti South PJSC on the assessment of the effectiveness of internal control and risk management systems.**

**DECISION:**

1. Take into consideration the audit reports dated 28.02.2022 № 1040-07/2022/4 based on the results of assessing the effectiveness of the internal control system of Rosseti South PJSC for 2021, dated 28.02.2022 № 1040-07/2022/5 based on the results of the assessment of the risk management system effectiveness of Rosseti South PJSC for 2021, the conclusion of the internal auditor of Rosseti South PJSC based on the results of assessing the reliability and effectiveness of the internal control and risk management systems, the effectiveness of the Company's corporate governance in accordance with Annex 3 to this Decision of the Company's Board of Directors.

2. Provide a recommendation for to the Company's Sole Executive Body to enter the Internal Auditor's Opinion of Rosseti South PJSC based on the results of the assessed reliability and efficiency of the internal control system and the risk management system, the Company's corporate management, in a list of materials provided to persons entitled to participate in the Annual General Meeting of the Company's Shareholders

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 4: On consideration of the internal audit information on the results of assessing the progress in identifying and selling non-core assets of Rosseti South PJSC in 2021.**

**DECISION:**

Take into consideration the Assessment Report dated 31.01.2022 № 1040-07/2022/1 “Assessment of the progress in identifying and selling non-core assets in Rosseti South PJSC in 2021” in accordance with Annex 4 to this Decision of the Board of Directors.

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 5: On consideration of the information provided by the General Director of Rosseti South PJSC on the indicators of reliability level and quality of rendered services for all branches of Rosseti South PJSC subject to tariff regulation based on long-term parameters of activity for 2021.**

**DECISION:**

1. Take into consideration the information provided by the General Director of Rosseti South PJSC on the indicators of reliability level and quality of rendered services for all branches of the Company subject to tariff regulation on the basis of long-term parameters of activity regulation for 2021 in accordance with Annex 5 hereto.

2. Note the non-fulfillment of the planned values ​​of the quality indicator of the technological connection to the network for the branches Astrakhanenergo and Rostovenergo established by the executive authority of the constituent entities of the Russian Federation in the area of state regulation of tariffs.

3. Instruct the Company's General Director to ensure that the information specified in paragraph 1 of this Decision of the Board of Directors is sent to the executive authorities of the constituent entities of the Russian Federation in the area of state regulation of tariffs.

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

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