**MINUTES**

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

Rostov-on-Don

24.12.2020 №409/2020

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

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

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

**A quorum is present.**

**Date of the minutes:** 28.12.2020.

**AGENDA**

1. *On approval of the Credit Plan of Rosseti South PJSC for the 1st quarter of 2021.*
2. *On consideration of the Credit Policy Report of Rosseti South PJSC for the 3rd quarter of 2020.*
3. *On approval of the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2021.*
4. *On approval of the budget of the Internal Audit Department of Rosseti South PJSC for 2021.*
5. *On amendments to the Work Plan of the Internal Audit Department of the Company for 2020.*
6. *On amendments to the plan of measures for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024.*
7. *On consideration of the results of assessing the personal effectiveness of the General Director of Rosseti South PJSC for the 1st, 2nd, 3rd quarters of 2020.*

**Item No.1: On approval of the Credit Plan of Rosseti South PJSC for the 1st quarter of 2021.**

**RESOLUTION:**

Approve the Credit Plan of Rosseti South PJSC for the 1st quarter of 2021 in accordance with Annex No. 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.2: On consideration of the Credit Policy Report of Rosseti South PJSC for the 3rd quarter of 2020.**

**RESOLUTION:**

1. Take in consideration the report on the credit policy of the Company for the 3rd quarter of 2020 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

2. Note the excess of the maximum permissible limits on financial leverage, debt coverage and debt service coverage in relation to the values corresponding to the approved business plan.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.3: On approval of the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2021.**

**RESOLUTION:**

Approve the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2021 in accordance with Annex 3 to this Resolution of the Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.4: On approval of the budget of the Internal Audit Department of Rosseti South PJSC for 2021.**

**RESOLUTION:**

Approve the budget of the Internal Audit Department of Rosseti South PJSC for 2021 in accordance with Annex 4 to this Resolution of the Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.5: On amendments to the Work Plan of the Internal Audit Department of the Company for 2020.**

**RESOLUTION:**

Approve amendments to the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2020 in accordance with Annex 5 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.6: On amendments to the plan of measures for the development and improvement of the Company's internal audit activities for the period from 2020 to 2024.**

**RESOLUTION:**

Approve amendments to the plan of measures for the development and improvement of the Company's internal audit activities of Rosseti South PJSC for the period from 2020 to 2024 in accordance with Annex 6 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.7: On consideration of the results of assessing the personal effectiveness of the General Director of Rosseti South PJSC for the 1st, 2nd, 3rd quarters of 2020.**

**RESOLUTION:**

Approve the report on the results of assessing the personal effectiveness of the General Director of Rosseti South PJSC for the 1st, 2nd, 3rd quarters of 2020 in accordance with Annex 7 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

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