**MINUTES**

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

Rostov-on-Don

14.02.2022 № 466/2022

**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, E.V.Prokhorov 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:** 17.02.2022.

**AGENDA**

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| 1. *On approval of the organizational structure of the executive office of Rosseti South PJSC.*
 |
| 1. *On determining the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2022".*
 |
| 1. *On approval of the insurer of Rosseti South PJSC.*
 |
| 1. *On approval of the Innovation Policy of Rosseti South PJSC.*
 |
| 1. *On approval of the Regulations on the procedure for the development and implementation of the Innovative Development Program of Rosseti South PJSC in a new edition.*
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**Item No.1: On approval of the organizational structure of the executive office of Rosseti South PJSC.**

**DECISION:**

1. Approve the organizational structure of the executive office of Rosseti South PJSC in accordance with Annex 1 to this Decision of the Company's Board of Directors and put it into effect taking into account the deadlines stipulated by the legislation of the Russian Federation when changing and terminating employment contracts with employees.

2. From the date of entry into force of the organizational structure of the executive office of Rosseti South PJSC, in accordance with the Annex to this Decision of the Company's Board of Directors, the organizational structure of the executive office of the Company, approved by the decision of the Company's Board of Directors on 29.06.2020 (minutes dated 30.06.2020 № 382/2020) shall be deemed invalid.

**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"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2: On determining the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2022".**

**DECISION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values​ of key performance indicators (KPIs) of the General Director of VMES JSC for 2022" to vote "FOR" adoption of the following decision:

"1. Approve the target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2022 in accordance with the Appendix to this Resolution of the Company's Board of Directors.

2. Due to the presence of objective reasons, not to take into account the growth in the costs of maintenance, repairs and wages when assessing the implementation of the annual key performance indicator "Reduction of unit operating costs (costs)" in accordance with the procedure for calculating the indicator (clause 2.4) established in Methodology for calculating and evaluating the fulfillment of key performance indicators of the General Director of VMES JSC, approved by the decision of the Board of Directors of VMES JSC dated 24.02.2021 (Minutes dated 24.02.2021 № 42/2021), starting from 2022, with additional justifications.

**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"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 3: On approval of the insurer of Rosseti South PJSC.**

**DECISION:**

Approve the following candidates as the Insurers of the Company:

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| --- | --- | --- |
| Insurance type | Insurance company | Insurance period (insurance policy issuance period) |
| Third Party Liability Insurance (TPLI) | JSC AlfaStrakhovanie | 01.03.2022 - 28.02.2023 |
| Compulsory insurance of civil liability of the owner of a hazardous facility for causing harm as a result of an accident at a hazardous facility | SOGAZ JSC | 20.02.2022 - 19.02.2023 |

**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"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.4: On approval of the Innovation Policy of Rosseti South PJSC.**

**DECISION:**

1. Approve the Innovation Policy of Rosseti South PJSC in accordance with Appendix 2 to this decision of the Company's Board of Directors.

2. Recognize invalid the decision of the Board of Directors of IDGC of the South JSC dated 11.06.2014 (minutes dated 16.06.2014 No. 135/2014) on item No. 14 “On approval of the internal document of IDGC of the South JSC: Policy of innovative development, energy saving and energy efficiency improvement.

**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"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.5: On approval of the Regulations on the procedure for the development and implementation of the Innovative Development Program of Rosseti South PJSC in a new edition.**

**DECISION:**

1. Approve the Regulations on the procedure for the development and implementation of the Innovative Development Program of Rosseti South PJSC in a new edition in accordance with Appendix 3 to this decision of the Company's Board of Directors.

2. Recognize as invalid the Regulations on the procedure for the development and implementation of the Innovative Development Program of IDGC of the South PJSC, approved by the decision of the Board of Directors of IDGC of the South PJSC on 25.02.2016 (minutes dated 29.02.2016 №177/2016).

**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"** |  |  |  |
| 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**  |