**MINUTES**

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

Rostov-on-Don

March 25, 2021 No. 420/2021

**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 generation:** March 25, 2021.

**AGENDA**

1. *On consideration of the results of anti-corruption monitoring of Rosseti South PJSC in 2020.*
2. *On the recommendation to the Company's Sole Executive Body to approve the Program of electric power dissipation actions in the Grid Complex of Rosseti South PJSC.*
3. *On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for Q4 2020.*
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 2020.*
5. *On review of the internal audit report on implementation of the work plan and results of the internal audit activity, including results of the self-assessment of the quality of the internal audit activity based on the results of 2020, as well as on implementation of the action plan for development and improvement of Rosseti South PJSC.*

**Item No.1: On consideration of the results of anti-corruption monitoring of Rosseti South PJSC in 2020.**

**RESOLUTION:**

Take note of the report on the results of the anti-corruption monitoring of Rosseti South PJSC at the end of 2020 in accordance with Annex 1 hereto.

**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 | **-** | **"FOR"** | 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. 2: On the recommendation to the Company's Sole Executive Body to approve the Program of electric power dissipation actions in the Grid Complex of Rosseti South PJSC.**

**RESOLUTION:**

1. Declare the Program of electric power dissipation measures in the Grid Complex of Rosseti South PJSC for 2020 and the period up to 2024, approved by the Resolution of the Board of Directors of Rosseti South PJSC on November 20, 2020 (Minutes No. 406/2020 dd. November 23, 2020) to be no longer in force.

2. Determine that the approval of the Program of electric power dissipation actions in the Grid Complex of Rosseti South PJSC for the planning period (hereinafter referred to as the "Program"), as well as consideration of reports on its implementation shall be fallen within the competence of the Sole Executive Body of Rosseti South PJSC unless the Program and reports on its implementation are submitted for approval by the Board of Directors of Rosseti South PJSC:

- if there are actions to reduce losses in terms of financial support of the Company for the period of planning the Program;

- in default of fulfillment of the target indicators of the level of electricity losses in the Company based on the results of the base period (base year preceding the current one);

- if by decision of Rosseti PJS, Rosseti South PJSC is entred into the list of subsidiaries and dependent companies of Rosseti PJS, which need to approve the Program by Resolution of the Board of Directors. "

3. Instruct the Sole Executive Body of Rosseti South PJSC to ensure the follow-up revision of the adjusted Program, if required, its adjustment based on the results of the formation of the draft investment program of the Company, planned to be sent to the Ministry of Energy of Russia for approval according to the procedure prescribed by the Government of the Russian Federation dated December 01, 2009 No. 977 and in accordance with the Scenario conditions for investment program formation and within the framework of available funding sources.

Term: annually until April 5.

**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 consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for Q4 2020.**

**RESOLUTION:**

To take into account the report on the progress of the investment projects of Rosseti South PJSC, entered into the list of priority facilities, for Q4 2020 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

**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 | **-** | **"FOR"** | 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 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 2020.**

**RESOLUTION:**

Take into consideration the report of the internal auditor of the Company dated January 27, 2021 No. 1040-07 / 2021/1 "Assessment of the progress and sale of non-core assets in Rosseti South PJSC in 2020" in accordance with Annex 3 hereto.

**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.5: On review of the internal audit report on implementation of the work plan and results of the internal audit activity, including results of the self-assessment of the quality of the internal audit activity based on the results of 2020, as well as on implementation of the action plan for development and improvement of Rosseti South PJSC.**

**RESOLUTION:**

Approve the report of the Internal Audit Department of Rosseti South PJSC on implementation of the work plan and the results of internal audit activities, including the results of self-assessment of the quality of internal audit activities at the end of 2020 and information on the implementation of the action plan for the development and improvement of the Company's internal audit activities, in accordance with the Annex 4 hereto.

**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 | **-** | **"FOR"** | 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**  |