cid:image001.png@01D51F9F.BAFAFE10**MINUTES**

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

Rostov-on-Don

May 31, 2021 No. 433/2021

**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 the Minutes:** June 01, 2021

**AGENDA**

*1. On consideration of the Report of the Sole Executive Body and Management Board of Rosseti South PJSC on organization and functioning of the internal control system and Report of the Sole Executive Body and Management Board of Rosseti South PJSC on organization, functioning and efficiency of the risk management system for 2020.*

*2. On consideration of the Report on compliance with the Company's Information Policy Regulations for 2020.*

*3. On approval of the Information Security Program of Rosseti South PJSC.*

*4. On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the Q1 2020.*

*5. On approval of the insurer of Rosseti South PJSC.*

**Item No. 1: On consideration of the Report of the Sole Executive Body and Management Board of Rosseti South PJSC on organization and functioning of the internal control system and Report of the Sole Executive Body and Management Board of Rosseti South PJSC on organization, functioning and efficiency of the risk management system for 2020.**

**RESOLUTION:**

Take note of the Report of the Sole Executive Body and Management Board of Rosseti South PJSC on organization and functioning of the internal control system for 2020 and the Report of the Sole Executive Body and Management Board of Rosseti South on organization, functioning and efficiency of the risk management system for 2020, in accordance with Annexes 1, 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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. 2: On consideration of the Report on compliance with the Company's Information Policy Regulations for 2020.**

**RESOLUTION:**

Take in consideration the report of the Single Executive Body on compliance with the Regulation on Information Policy of Rosseti South PJSC for 2020 in accordance with Annex No. 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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. 3: On approval of the Information Security Program of Rosseti South PJSC.**

**RESOLUTION:**

1. Consider FOCL-VL Management JSC as a corporate cybersecurity center when organizing processes for detecting, preventing, and responding to computer attacks against critical information infrastructure facilities owned by Rosseti South PJSC on the basis of ownership, lease or other legal basis.
2. Take note of the Information Security Program of Rosseti South PJSC.
3. Instruct the Single Executive Body of Rosseti South PJSC to provide:
   1. Inclusion of design and survey works provided for by the Program in the investment program of the Company in accordance with the Scenario conditions for the formation of investment programs approved by the Board of Directors, within the framework of available funding sources.
   2. Reconsideration of the Program following the results of determining the final amount of funding for the Program and funding sources with the addition of materials with a schedule for financing the development of IDP and implementation of activities.
   3. Implementation of the Program activities within the limits of expenses provided by the approved business plan of the Company and the approved investment program.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the Q1 2020.**

**RESOLUTION:**

Take into consideration the report of the Company's Single Executive Body in consideration on providing insurance coverage in Q1 2021 as per Annex 4 to this resolution of the Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 approval of the insurer of Rosseti South PJSC.**

**RESOLUTION:**

Approve the following candidate as the Insurer of the Company:

|  |  |  |
| --- | --- | --- |
| Insurance type | Insurance company | Insurance  period |
| Civil liability insurance, which may occur in the event of damage caused by deficiencies in work that affect the safety of capital construction projects | VSK IJSC | 12 months from the date of conclusion of the contract |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.**

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