**MINUTES**

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

Rostov-on-Don

16.03.2022 № 470/2022

**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:** 18.03.2022.

**AGENDA**

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| 1. *On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 4th quarter of 2021.*
 |
| 1. *On approval of the information policy regulation of Rosseti South PJSC as amended.*
 |
| 1. *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 2021, as well as on implementation of the action plan for development and improvement of Rosseti South PJSC.*
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| 1. *On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 4th quarter of 2021.*
 |
| 1. *On consideration of the Report on the execution of the calendar plans for putting the Rosseti South PJSC's investment program facilities into operation and the report on conducting a public technological and price audit of the Rosseti South PJSC's investment projects, containing the results of a consolidated analysis of the conducted audits and conclusions on the results of public and expert discussions.*
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**Item No.1: On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 4th quarter of 2021.**

**DECISION:**

1. Take in consideration the Report of the Single Executive Body of Rosseti South PJSC on implementation in the 4th quarter of 2021 decisions adopted at meetings of the Board of Directors of Rosseti South PJSC, in accordance with Annex 1 to this Decision of the Company's Board of Directors.
2. Note the failure to comply with the instruction of the Company's Board of Directors dated 11.05.2021 (Minutes № 430/2021 dated 13.05.2021) to ensure the achievement of the planned indicator of overdue receivables repayment for electric power transmission services and settlement of disputes between Rosseti South PJSC and VMES JSC on results of 2021.
3. Note the failure to comply with the instructions of the Company's Board of Directors dated 12.11.2021 (minutes № 456/2021 dated 15.11.2021) to ensure the achievement of the planned indicator “electricity loss level” at the end of 2021.
4. Recognize as invalid paragraph 4 of the decision of the Company's Board of Directors dated 06.10.2015 (minutes dated 09.10.2015 No. 168/2015) on item No. 2 “On consideration of the report of the single executive body of the Company on the implementation of the decisions taken at meetings of the Company's Board of Directors in the 2nd quarter of 2015".
5. Recognize as invalid paragraph 3 of the decision of the Company's Board of Directors dated 05.04.2016 (minutes dated 07.04.2016 No.183/2016) on item No. 4 “On consideration of the report of the single executive body of the Company on the implementation of the decisions taken at meetings of the Company's Board of Directors in the 4th quarter of 2015".
6. Recognize as invalid paragraph 3 of the decision of the Company's Board of Directors dated 09.03.2021 (minutes dated 10.03.2021 № 418/2021) on item No. 5 “On approval of the Plan for maintaining efficiency and developing the internal control system and risk management system of Rosseti South PJSC”.

**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 approval of the information policy regulation of Rosseti South PJSC as amended.**

**DECISION:**

1. Approve the Regulations on the information policy of Rosseti South PJSC in a new edition in accordance with Appendix 2 to this decision of the Board of Directors of the Company.

2. Recognize as invalid the Regulations on the information policy of IDGC of the South PJSC, approved by the decision of the Company's Board of Directors dated 29.03.2018 (Minutes No. 266/2018 dated 30.03.2018).

**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 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 2021, as well as on implementation of the action plan for development and improvement of Rosseti South PJSC.**

**DECISION:**

Approve the report of the Internal Audit Department of Rosseti South PJSC on the implementation of the work plan and the results of internal audit activities for 2021, including the results of self-assessment of the quality of internal audit activities following the results of 2021, the implementation of the action plan for the development and improvement of the Company's internal audit activities in 2021, and an action plan for the professional development of internal auditors in Rosseti South PJSC in accordance with Appendix 3 to this decision of the Board of Directors of the Company.

**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 consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 4th quarter of 2021.**

**DECISION:**

Take in consideration the progress report on the implementation of Rosseti South PJSC investment projects included in the list of priority objects for the 4th quarter of 2021 in accordance with Annex 4 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 | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 5: "On consideration of the Report on the execution of the calendar plans for putting the Rosseti South PJSC's investment program facilities into operation and the report on conducting a public technological and price audit of the Rosseti South PJSC's investment projects, containing the results of a consolidated analysis of the conducted audits and conclusions on the results of public and expert discussions".**

**DECISION:**

Take into account the information provided by the General Director of the Companyon the absence of the investment projects with an estimated cost of 1.5 billion rubles or more, subject to public technological and price audit in the approved investment program for the period 2019-2023 and in the draft investment program for the period 2022-2027.

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