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**MINUTES**

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

Rostov-on-Don

30.03.2020 №367/2020

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

**Members of the Board of Directors who took part in absentee voting:** Sergeeva O.A., Grebtsov P.V., Dobin A.A., Zarkhin V.Yu., Kolyada A.S., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaydullin F G., Ebzeev B.B., Yuriev A.V.

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

**A quorum is present.**

**Date of the minutes:** 06.04.2020.

**AGENDA**

1. *On approval of the Timed Action Plan of the Company for reduction of overdue receivables for electric power transmission services and settlement of disagreements that have arisen as of 01.01.2020.*
2. *On consideration of the internal audit information on the results of the assessment of the status of identification and sale of the Company's non-core assets in 2019.*
3. *On approval of the Action Plan for the development and improvement of internal audit activities of Rosseti South PJSC for the period from 2020 to 2024.*
4. *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 2019, as well as on implementation of the action plan for development and improvement of the Company's internal audit activity.*
5. *On approval of the report on the implementation of key performance indicators of the General Director of Rosseti South PJSC for the 3d quarter of 2019.*

**Item No.1: On approval of the Timed Action Plan of the Company for reduction of overdue receivables for electric power transmission services and settlement of disagreements that have arisen as of 01.01.2020.**

**RESOLUTION:**

1. Approve the Timed Action Plan of the Company's activities to reduce overdue receivables for electric power transmission services and to resolve disagreements as of 01.01.2020 in accordance with Annex No. 1 to this Resolution of the Company's Board of Directors.
2. Take in consideration the report on the implementation of the Company's Timed Action Plan approved by the Company's Board of Directors for reduction of overdue receivables for electric power transmission services and settlement of disagreements as of 01.10.2019 in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.
3. Take in consideration the report on the Company's work in relation to the newly formed overdue receivables for electric power transmission services in the 4th quarter of 2019, in accordance with Annex No. 3 to this Resolution of the Company's Board of Directors.
4. Take in consideration the Company's report on repayment during 2019 of overdue receivables established as of 01.01.2019 in accordance with Annex No. 4 to this Resolution of the Company's Board of Directors.
5. Note the deviation of actual repayment rates of overdue receivables from planned receivables, in accordance with Annex No. 5 to this Resolution of the Company's Board of Directors.
6. Instruct the Company's Sole Executive Body to provide:

6.1. Repayment in 2020 year of 5,706,5 million rubles of overdue receivables from the amount established as of 01.01.2020, including 2,931.9 million rubles in the I quarter of 2020 year, 963.5 million rubles in the II quarter of 2020 year, 727.6 million rubles in the III quarter of 2020 year, 1,083.5 million rubles in the IV quarter of 2020 year.

6.2. Quarterly submission within the framework of this question of information on the progress of execution of the order specified in paragraph 6.1. of this Resolution (cumulative from the beginning of the year).

6.3. Through corporate management methods, the repayment by VMES JSC in 2020 of 79 million rubles of overdue receivables for the services rendered for the transmission of electricity from the value, established as of 01.01.2020, including 27.7 million rubles in the first quarter of 2020, 17.6 million rubles in the II quarter of 2020, 8.6 million rubles in the III quarter of 2020, 25.1 million rubles in the IV quarter of 2020 and quarterly submission of information on the implementation of this order within the framework of this item (cumulative from the beginning of the year).

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"AGAINST"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** |  |  |  |

**The resolution was carried.**

**Item No.2: On consideration of the internal audit information on the results of the assessment of the status of identification and sale of the Company's non-core assets in 2019.**

**RESOLUTION:**

Take in consideration the Assessment Report No. 1040-07/2020/1 dated 31.01.2020 "Assessment of the progress in the implementation and sale of non-core assets in IDGC of the South PJSC in 2019" in accordance with Annex No. 6 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.3: On approval of the Action Plan for the development and improvement of internal audit activities of Rosseti South PJSC for the period from 2020 to 2024.**

**RESOLUTION:**

Approve the Action Plan for the development and improvement of internal audit activities in Rosseti South PJSC for the period from 2020 to 2024 in accordance with Annex No. 7 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** |  |  |  |

**The resolution was carried.**

**Item No.4: 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 2019, as well as on implementation of the action plan for development and improvement of the Company's internal audit activity.**

**RESOLUTION:**

Approve the report on the implementation of the internal audit plan of Rosseti South PJSC for 2019, including the results of the self-assessment of the quality of internal audit activities for 2019, as well as the implementation of the measures of the plan for the development and improvement of the Company's internal audit activities in 2019 in accordance with Annex No. 8 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** |  |  |  |

**The resolution was carried.**

**Item No.5: On approval of the report on the implementation of key performance indicators of the General Director of Rosseti South PJSC for the 3d quarter of 2019.**

**RESOLUTION:**

Approve the Report on the implementation of key performance indicators (KPI) of the General Director of Rosseti South PJSC for the 3d quarter of 2019 in accordance with Annex No. 9 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **O.A. Sergeeva** |
| **Corporate Secretary** | **E.N. Pavlova** |