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**MINUTES**

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

Rostov-on-Don

30.06.2020 №383/2020

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

**Members of the Board of Directors who took part in absentee voting:** Grebtsov P.V., Guryanov D.L., Zarkhin V.Yu., Kapitonov V.A., Kolyada A.S., Korotkova M.V., Mikhailik K.A., Perets A.Yu., Romankov A.O., Selivanova L.V., Ebzeev B.B.

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

**A quorum is present.**

**Date of the minutes:** 02.07.2020.

**AGENDA**

1. *On authorization of an interested party transaction.*
2. *On approval of the Anti-Corruption Policy of Rosseti PJSC and subsidiaries and affiliates of Rosseti PJSC in a new edition as an internal document of the Company.*

*3. On approval of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements that occurred as of 01.04.2020.*

*4. On approval of the Loan Plan of Rosseti South PJSC for the 3rd quarter of 2020.*

**Item No.1: On authorization of an interested party transaction.**

**RESOLUTION:**

1. Determine the price of the loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction in the amount determined in accordance with Annex No. 1 to this Resolution.
2. Determine that the price of the loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction, cannot amount to 10 percent or more of the book value of the assets of Rosseti South PJSC according to its financial statements as of the last reporting date.
3. Provide consent to the transaction - a loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction, on material terms in accordance with Annex No. 1 to this Resolution.
4. Persons who have an interest in this transaction and the reasons for their interest are listed in Annex No. 1 to this Resolution.

*In accordance with Clause 3 of Article 83 of the Federal Law "On Joint Stock Companies", a decision on this item is made by the Company's Board of Directors by a majority of votes of directors not interested in the transaction. When making a decision, the vote of the Chairman of the Board of Directors, Pavel Vladimirovich Grebtsov, as a person interested in the transaction is not taken into account.*

*Boris Borisovich Ebzeev, a member of the Board of Directors, who is a person acting as the Single Executive Body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company, does not take part in voting on this item for one year.*

**Result of the vote:**

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| Mikhailik K.A. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |  |  |  |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: On approval of the Anti-Corruption Policy of Rosseti PJSC and subsidiaries and affiliates of Rosseti PJSC in a new edition as an internal document of the Company.**

**RESOLUTION:**

1. Approve the Anti-Corruption Policy of Rosseti PJSC and subsidiaries and affiliates of Rosseti PJSC in a new version as an internal document of Rosseti South PJSC in accordance with Annex No. 2 to this Resolution of the Board of Directors.

2. Ensure the implementation of the Anti-Corruption Policy of Rosseti PJSC and subsidiaries and affiliates of Rosseti PJSC in Rosseti South PJSC as a single document in the field of anti-corruption.

3. Declare to be no longer in force the Anti-Corruption Policy of Rosseti PJSC and subsidiaries and affiliates of Rosseti PJSC, approved by the Resolution of the Board of Directors of Rosseti South PJSC (Minutes dated 02.02.2017 No. 217/2017) from the date of adoption of this decision.

**Result of the vote:**

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| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.3: On approval of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements that occurred as of 01.04.2020.**

**RESOLUTION:**

1. Approve the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements that occurred as of 01.04.2020 in accordance with Annex No. 3 to this Resolution of the Company's Board of Directors.

2. Take in consideration the report on implementation of timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements that occurred as of 01.01.2020, approved by the decision of the Company's Board of Directors on 30.03.2020 (Minutes of 06.04.2020 No. 367/2020), according to Annex No. 4 to the present decision of the Company's Board of Directors.

3. Take in consideration the report on the work carried out by Rosseti South PJSC in the 1st quarter of 2020 in respect of newly formed overdue receivables for power transmission services, in accordance with Annex No. 5 to this Resolution of the Company's Board of Directors.

4. Take in consideration the report on repayment by Rosseti South PJSC in the 1st quarter of 2020 of overdue receivables as of 01.01.2020, in accordance with Annex No. 6 to this Resolution of the Company's Board of Directors.

5. Take in consideration the report on repayment by VMES JSC in the 1st quarter of 2020 of overdue receivables as of 01.01.2020 in accordance with Annex No. 7 to this Resolution of the Company's Board of Directors.

6. Note the implementation by Rosseti South PJSC according to the results of the 1st quarter of 2020 of the planned indicator of repayment of overdue receivables as of 01.01.2020 (with planned 2,931.9 million rubles, 3,674.6 million rubles were actually repaid).

7. Note the implementation by VMES JSC according to the results of the 1st quarter of 2020 of the planned indicator of repayment of overdue receivables as of 01.01.2020 (with planned 27.7 million rubles, 44.0 million rubles were actually repaid).

**Result of the vote:**

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| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.4: On approval of the Loan Plan of Rosseti South PJSC for the 3rd quarter of 2020.**

**RESOLUTION:**

1. Approve the Credit Plan of Rosseti South PJSC for the 3rd quarter of 2020 in accordance with Annex No. 8 to this Resolution of the Company's Board of Directors.

2. Declare to be no longer in force paragraph 4 of the Resolution of the Board of Directors of Rosseti South PJSC on December 24, 2019 (Minutes of December 25, 2019 No. 349/2019) on item No. 2 "On the approval of the business plan of IDGC of the South PJSC for 2020 and forecast indicators for 2021-2024".

3. Instruct the General Director of Rosseti South PJSC to ensure the development and approval by the Board of Directors of Rosseti South PJSC of the Prospective Development Plan in accordance with the requirements of the Regulation on the Company's Credit Policy.

Due date: December 31, 2020.

4. Until the approval of the Prospective Development Plan of Rosseti South PJSC, when conducting operations to attract debt financing, be guided by the parameters of credit plans approved by the Board of Directors of Rosseti South PJSC.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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