**MINUTES**

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

Rostov-on-Don

03.06.2022 № 484/2022

**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, A.A. Polinov, E.V.Prokhorov and B.B. Ebzeev.

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

**A quorum is present.**

**Date of the Minutes:** 06.06.2022.

**AGENDA**

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| 1. On consideration of the RAS-based summary and IFRS-based consolidated business plans of the Rosseti South Group of Companies for 2021.
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| 1. On consideration of the proposals of the General Director of Rosseti South PJSC on the planned values of indicators of reliability and quality of services provided by the branches of Rosseti South PJSC for each year within the long-term period of tariff regulation for 2023-2027.
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| 1. On consideration of the results of the independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti South PJSC for the 2021-2022 corporate year.
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| 1. On consideration of the report on acquisition of the electric power facilities, which approval is not required by the Board of Directors, for the 4th quarter of 2021.
2. On the non-application of penalties, as well as the possibility of extending the deadlines for the execution of contracts and adjusting prices in 2022 in case of violations of obligations by the supplier (executor, contractor) due to the consequences of the introduction of restrictive measures against the Russian Federation by unfriendly foreign states.
3. On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 1st quarter of 2022.
4. On consideration of the report on the implementation of the Register of non-core assets of Rosseti South PJSC for the 1st quarter of 2022.
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**Item No. 1: On consideration of the RAS-based summary and IFRS-based consolidated business plans of the Rosseti South Group of Companies for 2021.**

**DECISION:**

Take into account the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for 2021, in accordance with Annexes 1-2 this Resolution 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"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**ItemNo 2: On consideration of the proposals of the General Director of Rosseti South PJSC on the planned values of indicators of reliability and quality of services provided by the branches of Rosseti South PJSC for each year within the long-term period of tariff regulation for 2023-2027.**

**DECISION:**

1. Take into consideration offers of the General Director of Rosseti South PJSC on planned values of indicators of reliability and quality of rendered services on branches of Rosseti South PJSC for each year within the long-term period of tariff regulation 2023-2027 according to the Annexes No. 3-5 to this Decision of the Company's Board of Directors.

2. Instruct the Company's General Director to ensure that the offers specified in paragraph 1 of this Decision of the Board of Directors is sent to the executive authorities of the constituent entities of the Russian Federation in the area of state regulation of tariffs.

**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"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On consideration of the results of the independent assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti South PJSC for the 2021-2022 corporate year.**

**DECISION:**

Take into account the report on the evaluation of the work of the Board of Directors and Committees of the Board of Directors of Rosseti South PJSC for the 2021-2022 corporate year, prepared by an independent organization VTB Registrar JSC, in accordance with Annex 6 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 | **-** | **"ABSTAINED"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 4: On consideration of the report on acquisition of the electric power facilities, which approval is not required by the Board of Directors, for the 4th quarter of 2021.**

**DECISION:**

Take in consideration the report on the acquisition of electric power facilities, which approval is not required by the Board of Directors, and on the compliance of the completed transactions with the Criteria for the adoption of decisions on projects for the consolidation of electric grid assets for the 4th quarter of 2021 in accordance with Annex 7 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"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.5: On the non-application of penalties, as well as the possibility of extending the deadlines for the execution of contracts and adjusting prices in 2022 in case of violations of obligations by the supplier (executor, contractor) due to the consequences of the introduction of restrictive measures against the Russian Federation by unfriendly foreign states.**

**DECISION:**

Instruct the General Director of Rosseti South PJSC to ensure:

1. Non-application of penalties in 2022 in connection with the violation by the supplier (executor, contractor) of the obligations stipulated by the contract due to the introduction of restrictive measures against the Russian Federation by unfriendly foreign states.

2. The possibility of changing the terms of the contract in 2022, if due to the introduction of restrictive measures against the Russian Federation by unfriendly foreign states, in the course of the execution of such a contract, circumstances arise that are beyond the control of the parties to the contract, making it impossible to fulfill it without changing the conditions.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.6: On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 1st quarter of 2022.**

**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 1st quarter of 2022 in accordance with Annex 8 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"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.7: On consideration of the report on the implementation of the Register of non-core assets of Rosseti South PJSC for the 1st quarter of 2022.**

**DECISION:**

1. Take in consideration the Report on the implementation of the Register of non-core assets of Rosseti South PJSC as of 31.03.2022 in accordance with Annex 9 to this Decision of the Company's Board of Directors.

2. Make changes to the Register of non-core assets of Rosseti South PJSC as of December 31, 2021 in accordance with Appendix 10 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 | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"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**  |