**MINUTES**

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

Rostov-on-Don

30.12.2021 № 464/2021

**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:** 30.12.2021.

**AGENDA**

1. *On approval of the Procurement Plan of Rosseti South PJSC for 2022.*
2. *On consideration of the Busines Plan Perfomance Report of Rosseti South PJSC for 9 months of 2021.*
3. *On approval of the Report on the results of the investment program of Rosseti South PJSC for 9 months of 2021.*
4. *On approval of the Development Plan for the production asset management system of Rosseti South PJSC for 2020-2022 in a new edition.*
5. *On approval of the Company's Insurer.*
6. *On payment of a lump sum bonus for the performance of a particularly important task to the Director General of Rosseti South PJSC.*
7. *On approval of the report on the implementation of the key performance indicator (KPI) "Innovation Efficiency" of the General Director of Rosseti South PJSC for 2020.*
8. *On determining the amount of bonuses for the General Director of Rosseti South PJSC based on the results of the implementation of the KPI "Innovation Efficiency" for 2020.*

**Item No.1: On approval of the Procurement Plan of Rosseti South PJSC for 2022.**

**RESOLUTION:**

Approve the Procurement Plan of Rosseti South PJSC for 2022 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**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.2: On consideration of the Busines Plan Perfomance Report of Rosseti South PJSC for 9 months of 2021.**

**RESOLUTION:**

1. Take in consideration the report on the execution of the Business Plan of Rosseti South PJSC for 9 months of 2021 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

2. Following the results of the Company's work for 9 months of 2021 take note of non-fulfillment of planned indicators in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

**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 | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On approval of the Report on the results of the investment program of Rosseti South PJSC for 9 months of 2021.**

**RESOLUTION:**

1. Take in consideration the Report on the results of Rosseti South PJSC investment program implementation for 9 months of 2021 in accordance with Annex 4 to this Resolution of the Company's Board of Directors.
2. Prevent the implementation of unscheduled investment projects that are not included in the project to adjust the Company's investment program approved by the Board of Directors, except in cases provided for by separate decisions of the Board of Directors, as well as measures the need for which is due to the current legislation, with subsequent inclusion in the investment program in accordance with the Resolution of the Government of the Russian Federation dated December 1, 2009 No. 977.

**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 | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.4: On approval of the Development Plan for the production asset management system of Rosseti South PJSC for 2020-2022 in a new edition.**

**RESOLUTION:**

1. Approve the Development Plan for the plant assets management system in Rosseti South PJSC for 2020-2022 as amended in accordance with Annex 5 to this Resolution of the Company's Board of Directors.

2. Instruct the Single Executive Body of the Company to ensure submission to the Company's Board of Directors of the report on the implementation of the Development Plan for the plant assets management system in Rosseti South PJSC for 2020-2022 annually in the 1st quarter of the year following the reporting year.

**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.5: On approval of the Company's insurer.**

**RESOLUTION:**

Approve the following candidate as the Insurer of the Company:

|  |  |  |
| --- | --- | --- |
| **Insurance type** | **Insurance company** | **Insurance period**  |
| Voluntary personal insurance | JSC AlfaStrakhovanie | from January 01, 2022 to December 31, 2024 |

**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 payment of a lump sum bonus for the performance of a particularly important task to the Director General of Rosseti South PJSC.**

**RESOLUTION:**

In accordance with cl. 4.3.3 of the Regulations on material incentives for the General Director of Rosseti South PJSC, pay a one-time bonus to the General Director of Rosseti South PJSC Boris Borisovich Ebzeev for performing a particularly important task - organizing actions for the successful and prompt acquisition by Rosseti South PJSC of functions of a guaranteeing supplier on the territory of the Republic of Kalmykia in accordance with Annex 6 to this Resolution of the Company's Board of Directors.

**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 | **-** | **"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 approval of the report on the implementation of the key performance indicator (KPI) "Innovation Efficiency" of the General Director of Rosseti South PJSC for 2020.**

**RESOLUTION:**

Approve the report on the implementation of the KPI "Innovation Efficiency" of the General Director of Rosseti South PJSC for 2020 in accordance with Annex 7 to this Resolution of the Company's Board of Directors.

**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 | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.8: On determining the amount of bonuses for the General Director of Rosseti South PJSC based on the results of the implementation of the KPI "Innovation Efficiency" for 2020.**

**RESOLUTION:**

Determine the amount of the annual bonus of the General Director of Rosseti South PJSC for the results of the implementation of the KPI "Innovation Efficiency" for 2020 in accordance with Annex 8 to this Resolution of the Company's Board of Directors.

**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 | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **D.V. Krainsky** |
| **Corporate Secretary** | **E.N. Pavlova**  |