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**MINUTES**

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

Rostov-on-Don

13.04.2022 № 474/2022

**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:** 15.04.2022.

**AGENDA**

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| 1. *On consideration of the report on the acquisition of electric power facilities, the approval of the acquisition of which is not required by the Board of Directors, for 2020.* |
| 1. *On consent to the transaction, which is an interested party transaction (contract for the provision of services for the organization of the functioning and development of the electric grid complex between Rosseti South PJSC and Rosseti PJSC).* 2. *On implementation of the Development Plan for the operational assets management system of Rosseti South PJSC in 2021.* 3. *On the consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for 2021.* |

**Item No.1: On consideration of the report on the acquisition of electricity generation facilities, the approval of the acquisition of which is not required by the Board of Directors, for 2020.**

**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 2020 in accordance with Annex 1 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.2: On consent to the transaction, which is an interested party transaction (contract for the provision of services for the organization of the functioning and development of the electric grid complex between Rosseti South PJSC and Rosseti PJSC).**

**DECISION:**

1. Determine that the price of the service under the Agreement for the provision of services for organizing the operation and development of the power grid complex between Rosseti South PJSC and Rosseti PJSC, which is an interested party transaction, for one year, shall be no more than 81 326 580 (Eighty one million three hundred twenty six thousand five hundred and eighty) RUB 49 kopecks, besides VAT (20%) in the amount of not more than 16 265 316 (sixteen million two hundred sixty-five thousand three hundred and sixteen) RUB 10 kopecks, the total price of the service including VAT shall amount no more than 97 591 896 (ninety-seven million five hundred ninety-one thousand eight hundred ninety-six) RUB 59 kopecks.

2. Provide consent to the transaction - an agreement for the provision of services for organizing the operation and development of the electric grid complex between Rosseti South PJSC and Rosseti PJSC (hereinafter referred to as the Agreement), which is an interested party transaction, on the following essential conditions:

**Parties to the Contract:**

ROSSETI South, PJSC (Customer);

ROSSETI, PJSC (Contractor).

**Subject matter of the Agreement:**

The Contractor shall undertake to provide the Customer with a service for organizing the functioning and development of the Customer's power grid complex (hereinafter referred to as the "Service") in accordance with the terms of the Contract, and the Customer shall undertake to accept and pay for the Service in accordance with the terms of the Contract.

**Contract Price:**

The price of the Service under the Agreement for one year shall amount no more than 81 326 580 (Eighty-one million three hundred twenty-six thousand five hundred and eighty) RUB 49 kopecks, plus VAT (20%) in the amount of no more than 16 265 316 (Sixteen million two hundred sixty-five thousand three hundred sixteen) RUB 10 kopecks, the total price of the Service including VAT shall amount not more than 97 591 896 (ninety-seven million five hundred ninety-one thousand eight hundred ninety-six) RUB 59 kopecks.

**The term for Service provision under the Contract:**

Commencement of Service: 01.01.2022;

Termination of Service: 31.12.2022.

**Contract duration period:**

The Contract comes into force from the moment of its signing by the Parties and is valid until 31.12.2022; in terms of settlements, the Contract shall be valid until the Parties fulfill their obligations completely.

The Contract shall apply to the legal relations between the Parties arising from January 01, 2022.

Persons interested in the transaction and grounds for interest:

|  |  |
| --- | --- |
| Stakeholder | Grounds for the person's interest in the transaction |
| PJSC Rosseti | The controlling entity of Rosseti South PJSC who is also a party to the transaction. |
| Grebtsov  Pavel Vladimirovich | a Member of the Management Board of Rosseti PJSC, a member of the Board of Directors of Rosseti South, PJSC |

*In accordance with Clause 3 of Article 83 of the Federal Law "On Joint-Stock Companies", a resolution on this item shall be adopted by the Company's Board of Directors by a majority of votes of directors not interested in the transaction.*

*At the time of sending the Questionnaire for absentee voting, including the text of this decision, to the members of the Company's Board of Directors, the persons interested in the transaction were the persons specified in this decision, including member of the Board of Directors P.V. Grebtsov, who did not take part in the voting on this issue.*

*As of the date of this meeting of the Company's Board of Directors, persons interested in the transaction were the Chairman of the Company's Board of Directors D.V. Krainsky and a member of the Company's Board of Directors A.A. Polinov, since April 11, 2022, who are simultaneously members of the Management Board of Rosseti PJSC. In this regard, the voting of the Chairman of the Company's Board of Directors D.V. Krainsky, who took part in this meeting of the Company's Board of Directors, is not taken into account when summing up the results of voting on this issue.*

*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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| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| V.Yu. Zarkhin | - | **"AGAINST"** | E.V. Prokhorov | **-** | **"FOR"** |
| A.I. Kazakov | - | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| O.Yu. Klinkov | - | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 3: On implementation of the Development Plan for the operational assets management system of Rosseti South PJSC in 2021.**

**DECISION:**

Take the Report on implementation of the Development Plan for the operational assets management system of Rosseti South PJSC in 2021 in accordance with Annex 2 to this Decision of the Board of Directors into consideration.

**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 the consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for 2021.**

**DECISION:**

1. Take in consideration the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for 2021 in accordance with Annex No. 3 to this Decision of the Company's Board of Directors.

2. Approve the timed action plan of Rosseti South PJSC for reduction of overdue receivables for the supplied electricity and settlement of disagreements which arose as of 01.01.2022, in accordance with Annex 4 to this Decision of the Company's Board of Directors.

3. Take in account the report on implementation of the timed action plan for reduction of overdue indebtedness for the supplied electricity and the settlement of disagreements which arose as of 01.10.2021, in accordance with Annex 5 hereto.

**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.**

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