

**MINUTES**

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

Rostov-on-Don

14.10.2020 №402/2020

**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:** 16.10.2020.

**AGENDA**

1. *On recommendation to the Company's Single Executive Body on the conclusion of compensation agreements.*

**Item No.1: On recommendation to the Company's Single Executive Body on the conclusion of compensation agreements.**

**RESOLUTION:**

1. Recommend to the Single Executive Body of the Company to conclude compensation agreements (property form) between Rosseti South PJSC and Stroyservice LLC, developed on the basis of Annexes 1 and 2 to this Resolution of the Company's Board of Directors, taking into account paragraph 2 of this Resolution.

2. Draw management's attention to the following:

2.1. For the purposes of obtaining tax benefits in accordance with Clause 11.2 of Art. 251 of the Tax Code of the Russian Federation, the Applicant for Reconstruction should be an organization identified by the Ministry of Energy of Russia as a state customer when making budget investments in the form of capital investments in objects included in the Program. When determining the tax base in this case, income is not taken into account in the form of the results of work on the transfer, reorganization of fixed assets owned by the taxpayer on the right of ownership or operational management performed by third-party organizations in connection with the creation or reconstruction of another object capital construction (facilities) or linear objects of state or municipal ownership, financed in whole or in part from the budgets of the budget system of the Russian Federation.

2.2. Compensation agreements and their annexes shall be drawn up in a proper manner (specification of facilities, estimated cost of reconstruction, value of property to be transferred as a result of reconstruction, etc.).

2.3. It is necessary to conclude a technical supervision agreement for the reconstruction of electric grid facilities owned by Rosseti South PJSC.

2.4. Since the Applicant - Stroyservice LLC does not belong to the category of Applicants specified in paragraph 2.1, provide in the compensation agreement for the obligation of the Applicant to reimburse Rosseti South PJSC for the costs associated with the payment of mandatory payments determined by the Tax Code of the Russian Federation (income tax, VAT, etc.).

**Result of the vote:**

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