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**MINUTES**

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

Rostov-on-Don

24.07.2020 №387/2020

**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., Romankov A.O., Selivanova L.V., Ebzeev B.B.

The polling forms were not provided and did not take part in the voting: **Perets A.Yu.**

**A quorum is present.**

**Date of the minutes:** 27.07.2020.

**AGENDA**

*1. On the approval of the report on the results of the investment program of Rosseti South PJSC for the 1st quarter of 2020.*

*2. 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 the 1st quarter of 2020.*

*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 the 1st quarter of 2020.*

*4. On the composition of the Company's Board of Directors Committees.*

**Item No.1: On the approval of the report on the results of the investment program of PJSC Rosseti South for the 1st quarter of 2020.**

**RESOLUTION:**

1. Take in consideration the report on the results of Rosseti South PJSC investment program implementation for the 1st quarter of 2020 in accordance with Appendix 1 to this Resolution of the Company's Board of Directors.
2. Note:
   1. Deviations from the planned parameters of the investment program of Rosseti South PJSC, approved by Order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @ (taking into account the changes made by the Order of the Ministry of Energy of Russia dated December 2, 2019 No. 15 @), based on the results of the 1st quarter of 2020 in accordance with Appendix 2 to this Resolution of the Company's Board of Directors.
   2. Risk of negative adjustment of required gross revenues due to project financing by regional authorities.
3. Entrust the Single Executive Body of the Company to:
   1. Ensure implementation of the investment program in the planned scope.

3.2. Submit to the Board of Directors a report on the measures taken as part of the consideration of the report on the results of the implementation of the investment program of Rosseti South PJSC for the 1 half year of 2020.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: 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 the 1st quarter of 2020.**

**RESOLUTION:**

Take in consideration the information on the absence of transactions for the acquisition of electric power facilities, the approval of which is not required by the Board of Directors, for the 1st quarter of 2020.

**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. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.3: On the consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on working with receivables for the 1st quarter of 2020.**

**RESOLUTION:**

1. Take in consideration the report on the results of energy sales activities, including the report on work with receivables for the 1st quarter of 2020 in accordance with Appendix 3 to this Resolution of the Company's Board of Directors.

2. Note the results of energy sales activities of Rosseti South PJSC in the 1st quarter of 2020 in accordance with Appendix 4 to this Resolution of the Company's Board of Directors.

3. Instruct the General Director of Rosseti South PJSC to provide the Company's Board of Directors with information on the measures taken by the Company to ensure that the planned indicators on the level of payment for electricity delivered on the retail market are achieved in the 1st quarter of 2020, as well as information on the measures taken in relation to responsible persons who have failed to fulfill the activities planned to ensure the planned indicators.

3. Due date - August 1, 2020.

4. Note the low information content of the presented information on the state of operation with receivables for electricity supplied in the retail market.

5. Instruct the General Director of Rosseti South PJSC to submit to the Company's Board of Directors within the framework of the issue "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 the 2nd quarter of 2020" information in comparison with the same period of the previous year on the coverage of overdue debts with measures, aimed at reducing it, on the results of judicial and forced collection of debts, restrictions on electricity consumption for non-payment and work with law enforcement authorities.

**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"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 4: On the composition of the Company's Board of Directors Committees.**

**RESOLUTION:**

1.1. Determine the number of members of the Committee for technological connection to electricity networks of the Company's Board of Directors as 5 (five) persons.

**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. | **-** | **"ABSTAINED"** | Selivanova L.V. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

1.2. Elect the following members of the Committee for technological connection to electricity networks of the Company's Board of Directors[[1]](#footnote-2):

|  |  |
| --- | --- |
| 1 | Alexey Valerievich Molsky |

**Result of the vote:**

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

**The resolution was carried.**

|  |  |
| --- | --- |
| 2 | Oleg Yurievich Klinkov |

**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. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |
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| 3 | Dmitry Olegovich Zhuravlev |

**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. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |
| --- | --- |
| 4 | Yuri Vyacheslavovich Ivanov |

**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. | **-** | **"ABSTAINED"** | Selivanova L.V. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |
| --- | --- |
| 5 | Vitaliy Yuryevich Zarkhin |

**Result of the vote:**

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

**The resolution was carried.**

|  |  |
| --- | --- |
| 6 | Anton Gennadievich Muriy |

**Result of the vote:**

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

**The resolution was carried.**

1.3. Elect Alexey Valerievich Molsky as a Chairman of the Committee for technological connection to electricity networks of the Company's Board of Directors.

**Result of the vote:**

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

1. The 5 members of the Committee for technological connection to electricity networks of the Company's Board of Directors who received the largest number of votes in the voting will be considered elected. [↑](#footnote-ref-2)