

**MINUTES**

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

Rostov-on-Don

07.08.2020 №389/2020

**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:** 10.08.2020.

**AGENDA**

*1. On determining the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2020".*

*2. On the implementation of clause 3.1 of the Resolution of the Board of Directors of Rosseti South PJSC on item No. 7 "On the consideration of the report on the implementation of the Company's business plan for 2019" (Minutes No. 379/2020 of May 29, 2020).*

*3. On the annulment of certain resolutions of the Company's Board of Directors.*

*4. On the consideration of the report of the Strategy Committee of the Board of Directors of Rosseti South PJSC on the performed work in the 2019-2020 corporate year.*

**Item No.1: On determining the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2020".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values​ of key performance indicators (KPIs) of the General Director of VMES JSC for 2020" to vote "FOR" adoption of the following decision:

Approve the target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2020 in accordance with the annex to this resolution of the Company's Board of Directors.

*In accordance with Clause 18.10 of Article 18 of the Company's Charter, a resolution on this item is made by a two-thirds majority vote of the members of the Board of Directors of the Company participating in the meeting.*

**Result of the vote:**

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

**The resolution was carried.**

**Item No.2: On the implementation of clause 3.1 of the Resolution of the Board of Directors of Rosseti South PJSC on item No. 7 "On the consideration of the report on the implementation of the Company's business plan for 2019" (Minutes No. 379/2020 of May 29, 2020).**

**RESOLUTION:**

Take in consideration the measures taken by Rosseti South PJSC to ensure that the planned level of payment for the provided electric power transmission services is achieved in 2019 and the measures taken in relation to the responsible persons who have failed to fulfill the measures planned to ensure the planned indicator, in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.3: On the annulment of certain resolutions of the Company's Board of Directors.**

**RESOLUTION:**

1. Declare to be no longer in force:

- Resolution of the Board of Directors of IDGC of the South JSC of February 9, 2009 (Minutes of February 11, 2009 No. 22/2009) on item No. 16 "On approval of the Regulation on internal control procedures of IDGC of the South JSC";

- clause 1 of the Resolution of the Board of Directors of IDGC of the South JSC of June 8, 2011 (Minutes of June 9, 2011 No. 66/2011) on item No. 3 "On approval of regulations on control environment and risks of business processes", "Commercial accounting and implementation of electricity transmission services", "Procurement management", "Implementation of technological interconnection services", "Operational Activities";

- clause 2.6, clause 2.7 and clause 2.8 of the Resolution of the Board of Directors of IDGC of the South JSC of September 8, 2014 (Minutes of September 8, 2014 No. 142/2014), on item No. 2 "On approval of the risk management policy of IDGC of the South JSC in a new version";

- Resolution of the Board of Directors of IDGC of the South JSC of October 17, 2014 (Minutes of October 20, 2014 No. 145/2014) on item No. 2 "On approval of the Register of key operational risks of IDGC of the South JSC";

- Resolution of the Board of Directors of IDGC of the South PJSC of July 8, 2016 (Minutes of July 11, 2016 No. 193/2016) on item No. 3 "On amending the Resolution of the Board of Directors of IDGC of the South PJSC of September 4, 2014. (Minutes of September 8, 2014 No. 142/2014) on item No. 2 "On approval of the risk management policy of IDGC of the South JSC in a new version".

2. Instruct the sole executive body of Rosseti South PJSC to ensure quarterly provision to the Board of Directors of the Company of information on the management of critical and significant functional risks as part of the materials on the consideration of the report on the execution of the Company's business plan for the corresponding quarter, starting from the reporting for the 2nd quarter of 2020.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.4: On the consideration of the report of the Strategy Committee of the Board of Directors of Rosseti South PJSC on the performed work in the 2019-2020 corporate year.**

**RESOLUTION:**

Take in consideration the report of the Strategy Committee of the Board of Directors of Rosseti South PJSC on the work done in 2019-2020 corporate year in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

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| **Chairman of the Board of Directors** |  | **P.V. Grebtsov** |
| **Corporate Secretary** | **E.N. Pavlova** |