**MINUTES**

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

Rostov-on-Don

October 29, 2021 No. 455/2021

**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, 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:** October 29, 2021

**AGENDA**

1. *On termination of powers of a member of the Management Board and election of a member of the Management Board of the Company.*
2. *2. On approval of the Report on key performance indicators (KPIs) performance of the General Director of Rosseti South PJSC for 2020.*
3. *On approval of the List of organizations for placement of temporarily disposable monetary resources and the Formula for calculating the limits for the placement of temporarily disposable monetary resources for Rosseti South PJSC.*
4. *On approval of the a loan agreement signing.*

**Item No. 1: On termination of powers of a member of the Management Board and election of a member of the Management Board of the Company.**

**RESOLUTION:**

1. Terminate the powers of Timur Ulyumdzhievich Alaev, member of the Management Board of Rosseti South PJSC.

2. Elect Kirill Alexandrovich Iordanidi, Deputy General Director for Economics and Finance of Rosseti South PJSC, to the Management Board of Rosseti South PJSC

3. Authorize Boris Borisovich Ebzeev, General Director, Chairman of the Management Board of Rosseti South PJSC, to exercise the rights and obligations of the employer on behalf of the Company in relation to the members of the Management Board of Rosseti South PJSC.

**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 approval of the Report on key performance indicators (KPIs) performance of the General Director of Rosseti South PJSC for 2020.**

**RESOLUTION:**

1. Appove the Report on key performance indicators (KPIs) performance of the General Director of Rosseti South PJSC for 2020 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

2. Wrap-up of the KPIs "Effectiveness of innovative activities" performance for 2020 shall be carried out by a separate resolution of the Board of Directors of Rosseti South PJSC based on the results of the assessment carried out by the Collegial Body of the Rosseti Group of Companies on implementation and control of implementation of the Innovative Development Program of PJSC Rosseti and subsidiaries and affiliates PJSC Rosseti for 2016-2020 with a perspective until 2025 in accordance with the Methodology for calculating and assessing the implementation of the KPIs of the General Director of Rosseti South PJSC, approved by the Resolution of the Board of Directors of Rosseti South PJSC dated September 24, 2020 (Minutes dated September 25, 2020 No. 398/2020).

3. Instruct the General Director of Rosseti South PJSC to enhance control over the planning and implementation of actual costs associated with formation of reserves, including those below the materiality level on a regular basis.

4. Emphasize the underperformance of the KPIs “Electric power losse level” for 2020.

**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. 3: On approval of the List of organizations for placement of temporarily disposable monetary resources and the Formula for calculating the limits for placement of temporarily disposable monetary resources for Rosseti South PJSC.**

**RESOLUTION:**

1. Approve the List of organizations for placement of temporarily disposable monetary resources and the Formula for calculating the limits for placement of temporarily disposable monetary resources for Rosseti South PJSC according to Annex 2 to this Resolution of the Company's Board of Directors.

2. Declare the List of organizations for placement of temporarily disposable monetary resources and the formula for calculating the limits for placement of temporarily disposable monetary resources for Rosseti South PJSC, approved by the Resolution of the Company's Board of Directors on April 05, 2021 (Minutes dated April 06, 2021 No. 422/2021) be no longer in force.

**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.**

**Iten No. 4: On approval of the a loan agreement signing.**

**RESOLUTION:**

Approve signing of a loan agreement between FGC-Asset Management LLC and Rosseti South PJSC under the essential according to Annex 3 to this Resolution 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 | **-** | **"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. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |