**MINUTES**

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

Rostov-on-Don

November 15, 2021 № 457/2021

**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:** November 17, 2021

**AGENDA**

1. *On consideration of the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for the 1st half of 2021.*
2. *On amendments to the Regulations on Material Incentives of the Company's General Director.*
3. *On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 2nd half of 2021.*
4. *On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the 3rd quarter of 2021.*

**Item No. 1: On consideration of the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for the 1st half of 2021.**

**RESOLUTION:**

Take into account the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for the 1st half of 2021, in accordance with Annexes 1-2 this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 amendments to the Regulations on Material Incentives of the Company's General Director.**

**RESOLUTION:**

Introduce amendments into the Regulations on Material Incentives for the General Director of Rosseti South PJSC, approved by the Resolution of the Company 's Board of Directors on June 14, 2011 (Minutes dated June 16, 2011 No. 67/2011) in accordance with Appendix 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"ABSTAINED"** |
| 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 budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 2nd half of 2021.**

**RESOLUTION:**

1. Approve the budget of the Audit Committee of the Board of Directors of Rosseti South PJSC for the 2nd half of 2021 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

2. Approve the budget of the HR and Remuneration Committee of the Board of Directors of Rosseti South PJSC for the 20nd half of 2021 in accordance with Annex 5 to this Resolution of the Company's Board of Directors.

3. Approve the budget of the Strategy Committee of the Board of Directors of Rosseti South PJSC for the 2nd half of 2021 in accordance with Annex 6 to this Resolution of the Company's Board of Directors.

4. Approve the budget of the Committee on Technological Connection to Power Grids of the Board of Directors of Rosseti South PJSC for the 2nd half of 2021 in accordance with Annex 7 to this Resolution of the Company's Board of Directors.

5. Approve the budget of the Reliability Committee of the Board of Directors of Rosseti South PJSC for the 2nd half of 2021 in accordance with Annex 8 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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. 4: On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the 3rd quarter of 2021.**

**RESOLUTION:**

Take in consideration the Report on the implementation of the Register of non-core assets of Rosseti South PJSC as of September 30, 2021 in accordance with Annex 9 to this Resolution of the Company's Board of Directors.

Approve the updated Register of non-core assets of Rosseti South PJSC as of September 30, 2021 in accordance with Annex 10 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **D.V. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |