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**MINUTES**

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

Rostov-on-Don

10.08.2020 №390/2020

**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:** 11.08.2020

**AGENDA**

*1. On approval of the Activity Plan of the Board of Directors of Rosseti South PJSC for the corporate year 2020-2021.*

*2. On the implementation of investment projects of Rosseti South PJSC, included in the list of priority objects, for the 1st quarter of 2020.*

*3. On spending funds allocated for preparation and holding of the annual General Meeting of Shareholders of Rosseti South PJSC.*

*4. On approval of the Company's insurer.*

*5. On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the 2nd quarter of 2020.*

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

**Item No. 1: On approval of the Activity Plan of the Board of Directors of Rosseti South PJSC for the corporate year 2020-2021.**

**RESOLUTION:**

Approve the Activity Plan of the Board of Directors of Rosseti South PJSC for the corporate year 2020-2021 in accordance with Appendix 1 to this Resolution 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. | **-** | **"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.**

**Item No. 2: On the implementation of investment projects of Rosseti South PJSC, included in the list of priority objects, for the 1st quarter of 2020.**

**RESOLUTION:**

Take in consideration the progress report on the implementation of Rosseti South PJSC investment projects included in the list of priority objects for the 1st quarter of 2020 in accordance with Appendix 2 to this Resolution 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.**

**Item No. 3: On spending funds allocated for preparation and holding of the annual General Meeting of Shareholders of Rosseti South PJSC.**

**RESOLUTION:**

Take in consideration the report on expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders of Rosseti South PJSC in accordance with Appendix 3 to this Resolution 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.**

**Item No. 4: On approval of the Company's insurer.**

**RESOLUTION:**

Approve the following candidate as the Insurer of the Company:

|  |  |  |
| --- | --- | --- |
| Insurance type | Insurance company | Insurance period |
| Voluntary health insurance | JSC AlfaStrakhovanie | 12 months from the date of conclusion of the contract |

**Result of the vote:**

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

**Item No. 5: On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the 2nd quarter of 2020.**

**RESOLUTION:**

Take in consideration the report of Rosseti South PJSC on the provision of insurance protection in the 2nd quarter of 2020 in accordance with Appendix 4 to this Resolution 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. | **-** | **"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.**

**Item No. 6: On the composition of the Company's Board of Directors Committees.**

**RESOLUTION:**

1.1. Determine the number of members of the Strategy Committee of the Board of Directors of the Company - 7 (seven) persons.

**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.**

1.2. Elect the following members of the Strategy Committee of the Company's Board of Directors[[1]](#footnote-2):

|  |  |
| --- | --- |
| 1 | Pavel Vladimirovich Grebtsov |

**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"** | Perets A.Yu. | **-** | **"FOR"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |
| --- | --- |
| 2 | Asthik Artashesovna Bashindzhagyan |

**Result of the vote:**

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

|  |  |
| --- | --- |
| 3 | 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.**

|  |  |
| --- | --- |
| 4 | Alexander Yurievich Korneev |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 | Maria Vyacheslavna Korotkova |

**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 | Andrey Vladimirovich Morozov |

**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"** |  |  |  |

**No resolution have been taken.**

|  |  |
| --- | --- |
| 7 | Egor Vyacheslavovich Prokhorov |

**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.**

|  |  |
| --- | --- |
| 8 | Alexey Alexandrovich Rybin |

**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.**

|  |  |
| --- | --- |
| 9 | Alexander Viktorovich Shevchuk |

**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"** |  |  |  |

**No resolution have been taken.**

1.3. Elect Pavel Vladimirovich Grebtsov as a Chairman of the Strategy Committee 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. | **-** | **"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.**

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

1. The 7 members of the Strategy Committee of the Company's Board of Directors who have obtained the largest number of votes in voting will be considered elected. [↑](#footnote-ref-2)