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**MINUTES**

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

Rostov-on-Don

18.05.2020 №376/2020

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors who took part in absentee voting:** Sergeeva O.A., Grebtsov P.V., Dobin A.A., Zarkhin V.Yu., Kolyada A.S., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaydullin F G., Ebzeev B.B., Yuriev A.V.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the minutes:** 19.05.2020.

**AGENDA**

1. *On consideration of the report of internal audit of the Company on evaluation of efficiency of the internal control systems, risk management.*
2. *On implementation by the Single Executive Body of the Company of resolutions adopted at meetings of the Company's Board of Directors.*

**Item No.1: On consideration of the report of internal audit of the Company on evaluation of efficiency of internal control and risk management systems.**

**RESOLUTION:**

Take in consideration the report of internal audit of Rosseti South PJSC on the evaluation of efficiency of internal control and risk management systems for 2019 in accordance with Annex No. 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: On implementation by the Single Executive Body of the Company of resolutions adopted at meetings of the Company's Board of Directors.**

**RESOLUTION:**

1. Take in consideration the report of the Single Executive Body of the Company on the implementation in the 4th quarter of 2019 of the resolutions adopted at the meetings of the Company's Board of Directors, in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.

2. Declare to be no longer in force paragraph 2 of the Resolution of the Company's Board of Directors of 07.07.2017 (Minutes of 10.07.2017 No. 239/2017) on item No. 3 "On preliminary approval of the decision on the Company to perform a transaction related to the alienation of real estate, which constitutes fixed assets, the purpose of which is not the production, transmission, dispatching, distribution of electric and thermal energy - non-residential premises with a total area of 2,562.3 sq.m., located at the address: Bld. No. 48, Semashko lane, Leninsky district, Rostov-on-Don, Rostov region".

3. Note non-fulfillment of a number of instructions of the Company's Board of Directors.

4. Entrust the Single Executive Body of the Company to:

4.1. Ensure strict compliance with Resolution No. 1352 of the Government of the Russian Federation dated December 11, 2014 in terms of payment terms under contracts concluded with small and medium-sized businesses.

4.2. Provide information on measures taken to ensure timely payment of contracts concluded with small and medium-sized businesses within the framework of the next report on the implementation of decisions taken at the meetings of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **O.A. Sergeeva** |
| **Corporate Secretary** | **E.N. Pavlova** |