**MINUTES**

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

Rostov-on-Don

07.07.2020 №384/2020

**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., Perets A.Yu., Romankov A.O., Selivanova L.V., Ebzeev B.B.

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

**A quorum is present.**

**Date of the minutes:** 08.07.2020.

**AGENDA**

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

**Item No. 1: On the composition of the Company's Board of Directors Committees.**

**RESOLUTION:**

1.1. Determine the quantitative composition of the Audit Committee of the Company’s Board of Directors - 3 (Three) persons.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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

|  |  |  |
| --- | --- | --- |
| 1 | Grebtsov Pavel Vladimirovich | Deputy General Director for Economics and Finance of Rosseti South PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 2 | Kapitonov Vladislav Albertovich | Corporate Finance Director of Rosseti PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 3 | Korotkova Maria Vyacheslavna  | Director of MKS LLC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 4 | Zarkhin Vitaliy Yuryevich | Member of the Board of Directors, Rosseti South PJSC |

**Result of the vote:**

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

**The resolution was carried.**

1.3. Elect Maria Vyacheslavna Korotkova as Chairman of the Audit Committee of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

2.1. Determine the quantitative composition of the HR and Remuneration Committee of the Company's Board of Directors - 3 (Three) persons.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

2.2. Elect the following HR and Remuneration Committee of the Company's Board of Directors:[[2]](#footnote-3)

|  |  |  |
| --- | --- | --- |
| 1 | Romanovskaya Larisa Anatolyevna  | First Deputy General Director of Rosseti PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 2 | Erpsher Natalia Ilyinichna | Head of HR Selection and Development Office of HR Management Department of Rosseti PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 3 | Zarkhin Vitaliy Yuryevich | Member of the Board of Directors, Rosseti South PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 4 | Yulianna Khasanovna Dzhabrailova | Deputy General Director - Chief of Staff of Rosseti South PJSC |

**Result of the vote:**

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

**The resolution was carried.**

2.3. Elect Larisa Anatolyevna Romanovskaya as a Chairman of the HR and Remuneration Committee of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

3.1. Determine the quantitative composition of the Reliability Committee of the Company's Board of Directors - 5 (five) persons.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

3.2. Elect the following members of the Reliability Committee of the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| 1 | AlyushenkoIgor Dmitrievich  | Deputy Chief Engineer — Head Dispatcher of Rosseti PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 2 | Goncharov Pavel Viktorovich  | Deputy General Director for Technical Issues, Chief Engineer of Rosseti South PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 3 | Rybin Alexey Alexandrovich  | Deputy General Director for Economics and Finance of Rosseti South PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 4 | Smaga Mikhail Vladimirovich | Deputy Director (MSK) of Rosseti PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| 5 | Zarkhin Vitaliy Yuryevich | Member of the Board of Directors, Rosseti South PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

3.3. Elect Igor Dmitrievich Alushenko as a Chairman of the Reliability Committee of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"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"** |
| Korotkova M.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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

1. 3 members of the Audit Committee of the Company's Board of Directors with the largest number of votes will be considered elected. [↑](#footnote-ref-2)
2. 3 members of the HR and Remuneration Committee of the Company's Board of Directors with the largest number of votes will be considered elected. [↑](#footnote-ref-3)