**MINUTES**

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

Rostov-on-Don

March 02, 2021 No. 416/2021

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

**Members of the Board of Directors who took part in absentee voting:** P.V. Grebtsov, D.L. Guryanov, V.Yu. Zarkhin, V.A. Kapitonov, A.S. Kolyada, M.V. Korotkova, K.A. Mikhailik, A.Yu.Perets, A.O. Romankov, L.V. Selivanova and B.B. Ebzeev.

**The polling forms were not provided and did not take part in the voting:** absent.

**A quorum is present.**

**Date of the minutes:** March 03, 2021

**AGENDA**

1. *On approval of the restated Risk Management Policy of Rosseti South PJSC*
2. *On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 1st half of 2021.*
3. *On approval of the insurer of Rosseti South PJSC.*
4. *On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the Q4 2020.*
5. *"On consideration of the report of the single Executive Body of the Company on approval of the investment program in the Ministry of Energy of Russia and the reasons for deviations of the approved investment program from the project approved by the Company's Board of Directors*

**Item No.1: On approval of the restated Risk Management Policy of Rosseti South PJSC**

**RESOLUTION:**

1. Approve the restated Risk Management Policy of Rosseti South PJSC in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

2. Declare the paragraph 1 of the Resolution of the Board of Directors of IDGC of the South PJSC on Item No. 3 "On approval of the restated Risk Management Policy of IDGC of the South PJSC" dated March 31, 2016 (Minutes No. 182 dated April 1, 2016/ 2016) to be not longer in force from the date hereof.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 2: On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 1st half of 2021.**

**RESOLUTION:**

1. Approve the budget of the Audit Committee of the Board of Directors of Rosseti South PJSC for the 1st 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 1st half of 221 in accordance with Annex 3 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 1st half of 2021 in accordance with Annex 4 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 1st half of 2021 in accordance with Annex 5 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 1st half of 2021 in accordance with Annex 6 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 3: On approval of the insurer of Rosseti South PJSC.**

**RESOLUTION:**

Approve the following candidate as the Insurer of the Company:

|  |  |  |
| --- | --- | --- |
| Insurance type | Insurance company | Insurance period (insurance policy issuance period) |
| Compulsory insurance of civil liability of the owner of a hazardous facility for causing harm as a result of an accident at a hazardous facility | VSK IJSC | from February 20, 2021 to February 19, 2020 |

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 4: On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the Q4 2020.**

**RESOLUTION:**

Take into account the report of the General Director on the provision of insurance coverage of the Company in the 4th quarter of 2020 in accordance with Annex 7 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 5: "On consideration of the report of the single Executive Body of the Company on approval of the investment program in the Ministry of Energy of Russia and the reasons for deviations of the approved investment program from the project approved by the Company's Board of Directors**

**RESOLUTION:**

Take note of the report of the Sole Executive body of Rosseti South
PJSC on the approval of changes to the investment program of Rosseti South PJSC approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @, as amended by order of the Ministry of Energy of Russia dated December 2 2019 No. 15 @, and information on the reasons for deviations of the approved investment program from the project approved by the decision of the Board of Directors of Rosseti South PJSC on February 25, 2020 (minutes
of February 28, 2020 No. 359/2020).

**Result of the vote:**

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

**The resolution was adopted.**

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