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**MINUTES**

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

Moscow

06.03.2020 №362/2020

**Meeting format:** in person and in absentia (including through videoconferencing).

**Date of the minutes:** 10.03.2020.

**Members of the Board of Directors present at the meeting:** Sergeeva O.A. (Chairman of the Board of Directors), Grebtsov P.V., Zarkhin V.Yu., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaidullin F.G., Ebzeev B.B., Yuryev A.V.

**A quorum is present.**

**Members of the Board of Directors who took part by sending a polling form:** Dobin A.A., Kolyada A.S.

**Invited persons of the Company:** Deputy General Director for Services Muriy A.G., Deputy General Director for Special Projects Lednev E.V., Deputy General Director for Economics and Finance Rybin A.A. and other representatives of the Company's management.

**AGENDA**

1. *On approval of the Smart metering development program of Rosseti South PJSC for 2020-2030.*
2. *On approval of the Program "Digital Transformation of Rosseti South PJSC for 2020-2030".*

**Item No.1:On approval of the Smart metering development program of Rosseti South PJSC for 2020-2030.**

**HEARD:** Muriy A.G., Deputy General Director for Services.

**RESOLUTION (adopted at the meeting):**

1. Approve the Smart metering development program for the Company's electric networks for 2020-2021 and take in consideration the forecast indicators for 2022-2030 in accordance with Annex No. 1 (hereinafter - the Program) to this Resolution of the Company's Board of Directors.

2. Instruct the Single Executive Body of the Company to ensure:

- financing of the Program activities within the limits of the investment program and business plan of the Company;

- submission to the Company's Board of Directors of the updated Program, taking into account the provision in full of financing sources, including by improving the effectiveness of the Program's activities in accordance with the Concept "Digital Transformation 2030", reducing costs and increasing revenue, reducing the level of overdue receivables and considering all possible options for financing the Program's activities.

Due date: 14.03.2020;

- annual, no later than the end of the 2nd quarter, submission of a report on the implementation of the Program for consideration by the Company's Board of Directors, as well as its updating.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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 approval of the Program "Digital Transformation of Rosseti South PJSC for 2020-2030".**

**HEARD:** Lednev E.V., Deputy General Director for Special Projects.

**RESOLUTION (adopted at the meeting):**

1. Approve the Program "Digital Transformation of Rosseti South PJSC for 2020-2030" in accordance with Annex No. 2 to this Resolution.
2. Take in consideration the lack of sources of financing for the implementation of the "Smart metering development program of Rosseti South PJSC for 2020-2030" in the amount of 7.3 billion rubles.

3. Instruct the Single Executive Body of Rosseti South PJSC to provide:

- financing of the activities of the Program "Digital Transformation of Rosseti South PJSC for 2020-2030" within the limits of the investment program and business plan of the Company;

- the effectiveness of projects of the Program "Digital Transformation of Rosseti South PJSC for 2020-2030", taking into account the implementation of the principles for assessing the economic efficiency of the implementation of digital technologies, approved by the Concept of Rosseti PJSC - Digital Transformation 2030;

- introducing changes to the Program "Digital Transformation of Rosseti South PJSC for 2020-2030" with subsequent submission for approval by the Board of Directors of Rosseti South PJSC in case of changes in the initial parameters and indicators of the Program "Digital Transformation of Rosseti South PJSC for 2020-2030";

- annual, no later than the end of the 2nd quarter, submission to the Board of Directors of Rosseti South PJSC a consolidated report on the implementation of measures provided for by the Program "Digital Transformation of Rosseti South PJSC for 2020-2030", as well as its updating.

**Result of the vote:**

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

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