**MINUTES**

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

Rostov-on-Don

July 30,2021 No. 445/2021

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

**Members of the Board of Directors participated in absentee voting:** D.V. Krainsky, V.Yu. Zarkhin, V.A.Kapitonov, M.V. Korotkova, K.A. Mikhailik, A.V. Molsky, N.K. Ozhegina, E.V. Prokhorov, V.V. Rozhkov and B.B. Ebzeev

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

**A quorum is present.**

**Date of the Minutes:** August 02, 2021

**AGENDA**

1. *On updating the Innovative Development Program of Rosseti South PJSC.*
2. *On approval of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and dispute settlement occurred as of April 01, 2021.*
3. *On consideration of the results of routine field audits of the Ministry of Energy of Russia.*
4. *On preliminary approval of a transaction related to the alienation of property constituting facilities under construction, which purpose is not the production, transmission, dispatching, distribution of electric and heat energy.*
5. *On updating the Energy Saving and Energy Efficiency Program of Rosseti South PJSC.*
6. *3. On expenditure of funds allocated for preparation and holding of the Annual General Meeting of Shareholders of Rosseti South PJSC.*

**Item No. 1: On updating the Innovative Development Program of Rosseti South PJSC.**

**RESOLUTION:**

1. Approve the Innovative Development Program of Rosseti South PJSC for the period 2020-2024 with a perspective until 2030 in accordance with Annex 1 hereto.

2. Declare the Innovative Development Program of Rosseti South PJSC for the period 2016-2020 with a perspective until 2025, approved by the Resolution of the Company's Board of Directors dated June 5, 2017 (Minutes dated June 5, 2017 No. 234/2017) to be no longer in force.

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

3.1. Ensure the implementation of the Innovative Development Program of Rosseti South PJSC for the period 2020-2024 with a prospect until 2030 within the funding limits provided for by the approved Investment Program of the Company, the project for adjusting the Investment Program and the Business Plan of the Company.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
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**The resolution was adopted.**

**Item No.2: On approval of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and dispute settlement occurred as of April 01, 2021.**

**RESOLUTION:**

Approve the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements occurred as of April 01, 2021 in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.

2. Take in consideration the report on implementation of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements occurred as of January 01, 2021, approved by the Resolution of the Company's Board of Directors on May 11, 2021No. 411/2020, in accordance with Annex 3 to this Resolution of the Board of the Company's Board of Directors.

3. Take in consideration the Activity Report of Rosseti South PJSC in Q1 of 2021 in relation to newly formed overdue receivables for power transmission services, in accordance with Annex No. 4 to this Resolution of the Company's Board of Directors.

4. Take into account the report on the repayment of overdue receivables by Rosseti South PJSC within the Q1 2021, as of January 01, 2021, in accordance with Annex 5 to this Resolution of the Company's Board of Directors.

5. Take into account the report on the repayment of overdue receivables by VMES JSC within the Q1 2021, as of January 01, 2021, in accordance with Annex 6 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No.3: On consideration of the results of routine field audits of the Ministry of Energy of Russia.**

**RESOLUTION:**

Take note of the information on the results of routine field audits of the implementation of investment projects provided for by the investment program of Rosseti South PJSC:

 - "Construction of 35/110 kv Dzhurakskaya Substation with two transformers with a capacity of at least 62.9 MVA each";

- “Construction of 110/35 kV Zarya Substation with two transformers with a capacity of at least 62.9 MVA”.

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No.4: On preliminary approval of a transaction related to the alienation of property constituting facilities under construction, which purpose is not the production, transmission, dispatching, distribution of electric and heat energy.**

**RESOLUTION:**

Approve making the transaction by Rosseti South PJSC, related to alienation of property constituting the facilities under construction, which purpose is not the production, transmission, dispatching, distribution of electric and heat energy - a share in ownership of the facilities under construction of the Kalmyk Wind Power Plant (hereinafter - Kalmyk WPP, property) under an agreement on gratuitous transfer (donation) of property to the ownership of the Priyutnoye District Municipal Formation of the Republic of Kalmykia (hereinafter referred to as the "Agreement"), under the following essentials:

- the composition of the alienated property in accordance with Annex x 7 hereto;

- the book (depreciated) value of the alienated property as of September 30, 2020 is 14 (fourteen) roubles 00 kopecks;

- method of property alienation: gratuitous transfer (donation) of property to the ownership of the Priyutnoye District Municipal Formation of the Republic of Kalmykia under the Agreement;

- Parties to the Agreement:

 Public Joint Stock Company Rosseti South (Grantor);

 Administration of Priyutnoye District Municipal Formation of the Republic of Kalmykia, acting on behalf of the Priyutnoye District Municipal Formation of the Republic of Kalmykia (Grantee)

- Scope of the Agreement:

The Grantor shall transfer free of charge into the Grantee's ownership a share in the ownership of the unfinished construction of Kalmyk WPP in accordance with Annex 1 to this Resolution, and the Grantee shall accept the property in the manner and on the terms determined by the Agreement.

- property transfer procedure:

According to article 556 of the Civil Code of the Russian Federation, the Grantor's obligation to transfer property is considered fulfilled at the time of state registration of the Grantee's freehold interest in the property in the Unified State Register of Immovable Property, documents on the transfer of property are not drawn up.

The Grantee's freehold interest in the property shall arise from the date of state registration of the Grantee's property right in the Unified State Register of Immovable Property.

The Grantor, along with the Grantee, shall submit to the body carrying out state registration of rights an application and documents required for state registration of the Grantee's freehold interest in the property, provided for by the Federal Law of July 13, 2015 No. 218-FZ "On state registration of real estate".

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No. 5: Concerning updating the Energy Saving and Energy Efficiency Program of Rosseti South PJSC.**

**RESOLUTION:**

1. Approve the updated Energy Saving and Energy Efficiency Program of Rosseti South PJSC for the period 2017-2022 in accordance with Annex 8 hereto.

2. Declared the Energy Saving and Energy Efficiency Program of IDGC of the South PJSC for 2017-2022, approved by the Resolution of the Company's Board of Directors on September 29, 2017 (Minutes of October 02, 2017 No. 247/2017) to be no longer in force.

3. Amend paragraph 2 of the Resolution of the Company's Board of Directors on May 21, 2021 (Minutes of May 24, 2021 No. 432/2021) on issue No. 3 “On updating the Energy Saving and Energy Efficiency Program of Rosseti South PJSC” and restate in its entirety to read as follows:

«2. Approval of the updated Energy Saving and Energy Efficiency Program of Rosseti South PJSC for the period 2017-2022 at a meeting of the Company's Board of Directors in absentia.

Deadline: no later than August 01, 2021.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No.6 On expenditure of funds allocated for preparation and holding of the Annual General Meeting of Shareholders of Rosseti South PJSC.**

**RESOLUTION:**

Take into consideration the report on expenditure of funds for preparation and holding the Annual General Meeting of Shareholders of Rosseti South PJSC in accordance with Annex No. 9 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

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| **Chairman of the Board of Directors** |  | **D.V. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |