**MINUTES**

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

Rostov-on-Don

27.12.2021 № 462/2021

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainsky (Chairman), I.D. Alyushenko, P.V. Grebtsov, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V.Korotkova, M.V.Nikitchanova, A.A. Polinov, E.V.Prokhorov and B.B. Ebzeev.

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

**A quorum is present.**

**Date of the Minutes:** 30.12.2021.

**AGENDA**

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| 1. *On approval of the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2022.*
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| 1. *On approval of the budget of the Internal Audit Department of Rosseti South PJSC for 2022.*
 |
| 1. *On approval of the Program for the divestment of non-core assets of Rosseti South PJSC in a new edition.*
 |
| 1. *On consideration of the report on acquisition of the electric power facilities, which approval is not required by the Board of Directors, for the 3rd quarter of 2021.*
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**Item No.1: On approval of the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2022.**

**RESOLUTION:**

Approve the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2022 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.2: On approval of the budget of the Internal Audit Department of Rosseti South PJSC for 2022.**

**RESOLUTION:**

Approve the budget of the Internal Audit Department of Rosseti South PJSC for 2022 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On approval of the Program for the divestment of non-core assets of Rosseti South PJSC in a new edition.**

**RESOLUTION:**

1. Approve the Program for the divestment of non-core assets of Rosseti South PJSC as amended in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

2. The Single Executive Body of Rosseti South PJSC ensure that a report on the implementation of the Register of non-core assets is submitted to the Board of Directors of Rosseti South PJSC on a quarterly basis, no later than 30 calendar days of the month following the reporting quarter.

3. Declare to be no longer in force the Program for the divestment of non-core assets of IDGC of the South PJSC, approved by the decision of the Board of Directors of IDGC of the South PJSC of 21.02.2018 (Minutes dated 26.02.2018 No. 261/2018).

4. Declare to be no longer in force clause 5 of the decision of the Board of directors of IDGC of the South PJSC of 21.02.2018 (Minutes of 26.02.2018 No. 261/2018) on item No. 1 "On approval of the Program for the divestment of non-core assets of IDGC of the South PJSC in a new edition" and clause 3 of the decision of the Board of directors of IDGC of the South JSC of 17.10.2014 (Minutes of 20.10.2014 No. 145/2014) on item No. 5 "On determining the cases (amounts) of transactions with the property of IDGC of the South JSC, subject to prior approval by the Board of Directors, in a new edition".

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 4: On consideration of the report on acquisition of the electric power facilities, which approval is not required by the Board of Directors, for the 3rd quarter of 2021.**

**RESOLUTION:**

Take in consideration the report on the acquisition of electric power facilities, which approval is not required by the Board of Directors, and on the compliance of the completed transactions with the Criteria for the adoption of decisions on projects for the consolidation of electric grid assets for the 3rd quarter of 2021 in accordance with Annex 4 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

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