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**MINUTES**

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

Moscow

May 05, 2021 No. 432/2021

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

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| **Timing and venue:** | May 21, 2021 at 00:30 p.m. - 01:30 p.m. |

**Date of Minutes:** May 24, 2021

**Members of the Board of Directors present at the meeting:** P.V. Grebtsov (Chairman of the Board of Directors), V.Yu. Zarkhin, V.A.Kapitonov, M.V. Korotkova, K.A.Mikhailik and B.B. Ebzeev.

**A quorum is present.**

**Members of the Board of Directors participated by sending a polling form:** D.L.Guryanov, A.S. Kolyada, A.Yu. Peretz, A.O.Romankov and L.V. Selivanova.

**In Attendance ​of Rosseti South PJSC:**

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| Deputy Business Area Director |

**AGENDA**

1. *On updating the Smart metering development program of Rosseti South PJSC.*
2. *On updating the Program for the modernization (renovation) of power grid facilities of Rosseti South PJSC.*
3. *On updating the Energy Saving and Energy Efficiency Program of Rosseti South PJSC.*

**Item No. 1: On updating the Smart metering development program of Rosseti South PJSC.**

**HEARD**: A.G. Muriy, Deputy General Director for Company Service Implementation with his a report on the item.

**SPOKE:** Member of the Board of Directors V.Yu. Zarkhin with his questions to the speaker.

The raised questions were answered by the Deputy General Director for Company Service Implementation A.G. Muriy, the Deputy Director General for Economics and Finance of the Company K.A.Iordanidi and member of the Board of Directors of the Company V.A. Kapitonov.

**RESOLUTION (put to vote):**

1. Approve the updated Smart metering development program of Rosseti South PJSC for 2020-2030 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

2. Declare the Smart metering development program in the power grids of Rosseti South PJSC for 2020-2021 and the forecast indicators for the period 2022-2030 approved by the decision of the Board of Directors of the Company on October 09, 2020 (Minutes of October 12, 2020 . No. 401/2020) to be no longer in force.

**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"** | A.Yu. Perets | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2: Concerning updating the Program for the modernization (renovation) of power grid facilities of Rosseti South PJSC.**

**HEARD**: Acting Deputy General Technical Director - Chief Engineer of the Company A.V. Koledin with a report on the issue.

**SPOKE:** Member of the Board of Directors V.Yu. Zarkhin with his questions to the speaker.

The questions raised were answered by the Acting Deputy Technical Support General Director - Chief Engineer of the Company A.V. Koledin and member of the Board of Directors, General Director of the Company B.B. Ebzeev.

**RESOLUTION (put to vote):**

1. Approve the Program of modernization (renovation) of power grid facilities of Rosseti South PJSC for the period 2020-2030. in accordance with Annex 2 to this Resolution of Company's Board of Directors.

2. Declare the Program for the modernization (renovation) of power grid facilities of Rosseti South PJSC for the period 2020-2026 approved by the Resolution of the Board of Directors of Rosseti South PJSC on April 21, 2020 (Minutes of April 22, 2020 No. 371/2020) to be no longer in force.

**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"** | A.Yu. Perets | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**ItemNo. 3 Concerning updating the Energy Saving and Energy Efficiency Program of Rosseti South PJSC.**

**HEARD**: Acting Deputy General Technical Director - Chief Engineer of the Company A.V. Koledin with a report on the issue.

**SPOKE:** Grebtsov P.V. , Chairman of the Board of Directors, Zarkhin V.Yu., member of the Board of Directors with questions to the speaker.

The acting Deputy General Technical Director - Chief Engineer  of the Company Koledin A.V., Deputy General Director for Economics and Finance of the Company Iordanidi K.A. and Deputy General Director for Investment Activity of the Company Kalashnikov N.V. answered the raised questions.

**RESOLUTION (put to vote):**

Instruct the Company's Sole Executive Body to provide:

1. Further development of the Energy Saving and Energy Efficiency Program of Rosseti South PJSC for the period 2017-2022, taking into account the comments submitted by the members of the Company's Board of Directors and its placing before the Company's Board of Directors within the shortest time period.

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 June 02, 2021

**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"** | A.Yu. Perets | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

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