**MINUTES**

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

Rostov-on-Don

21.12.2020 №407/2020

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

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

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

**A quorum is present.**

**Date of the minutes:** 24.12.2020.

**AGENDA**

1. *On special award of the General Director of Rosseti South PJSC.*
2. *On introducing amendments to the Regulations on Material Incentives of the Company's General Director.*
3. *On approval of the report on the implementation of the key performance indicator (KPI) "Innovation Efficiency" of the General Director of Rosseti South PJSC for 2019.*

**Item No.1: On special award of the General Director of Rosseti South PJSC.**

**RESOLUTION:**

In accordance with paragraph 3.5 of the Regulations on Material Incentives of the General Director of the Company pay the General Director of Rosseti South PJSC Boris Borisovich Ebzeev special bonus for 2018 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.2: On introducing amendments to the Regulations on Material Incentives of the Company's General Director.**

**RESOLUTION:**

Introduce amendments to the Regulations on Material Incentives of the General Director of the Company, approved by the Resolution of the Company's Board of Directors on June 14, 2011 (Minutes of June 16, 2011 No. 67/2011), in accordance with Annex 2 to this Resolution of the Company's Board of Directors, extending these amendments from January 1, 2021.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.3: On approval of the report on the implementation of the key performance indicator (KPI) "Innovation Efficiency" of the General Director of Rosseti South PJSC for 2019.**

**RESOLUTION:**

Approve the report on the implementation of the KPI "Innovation Efficiency" of the General Director of Rosseti South PJSC for 2019 in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

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