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**MINUTES**

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

Rostov-on-Don

09.11.2020 №405/2020

**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:** none.

**A quorum is present.**

**Date of the minutes:** 10.11.2020.

**AGENDA**

1. *On implementation of the Program of innovative development of Rosseti South PJSC for 2019.*
2. *On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 3rd quarter of 2020.*
3. *On consideration of the results of routine field audit of the Ministry of Energy of Russia and approval of the corrective action plan.*
4. *On approval of the list of investment projects of Rosseti South PJSC subject to technological price audit in 2021.*
5. *On approval of the Credit Policy Regulation of Rosseti South PJSC as amended.*

**Item No.1: On implementation of the Program of innovative development of Rosseti South PJSC for 2019**

**RESOLUTION:**

Approve the report on implementation of the Program of innovative development of Rosseti South PJSC for 2019 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.2: On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 3rd quarter of 2020.**

**RESOLUTION:**

Take in consideration the progress report on the implementation of Rosseti South PJSC investment projects included in the list of priority objects for the 3rd quarter of 2020 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.3: On consideration of the results of routine field audit of the Ministry of Energy of Russia and approval of the corrective action plan.**

**RESOLUTION:**

1. Take in consideration the results of the field audit conducted by the Ministry of Energy of Russia on the implementation of investment projects "Reconstruction of the existing OHL-110 kV on wooden supports (OHL-110 kV of Kapustin Yar - Pologoe Zaymishche (No. 701) (approximate extent of the power line - 29.67 km)" and "Reconstruction of SS 110/35/6 kV of main transformer substation and OHL-110 kV "NZB - main transformer substation -1, 2" to close the 110 kV NEZ - NZB transit (stage 1) (the approximate length of the power transmission line is 3.2 km)".

2. The Single Executive Body of Rosseti South PJSC to ensure control over the implementation of corrective measures and prevention of detected violations in the future.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.4: On approval of the list of investment projects of Rosseti South PJSC subject to technological price audit in 2021.**

**RESOLUTION:**

Take in consideration the information of the General Director of the Company on the absence in the approved investment program for the period 2019-2023 and in the draft changes made in 2020 to the investment program of the Company for the period 2019-2023, investment projects with an estimated cost of 1.5 billion rubles or more subject to public technological and price audits.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.5: On approval of the Credit Policy Regulation of Rosseti South PJSC as amended.**

**RESOLUTION:**

1. Approve the Credit Policy Regulation of Rosseti South PJSC as amended in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

2. Establish that before the date of signing the annual financial statements of Rosseti South PJSC for 2020. The Credit Policy Regulation of Rosseti South PJSC, approved by the Resolution of the Board of Directors of Rosseti South PJSC of September 30, 2013 (Minutes of October 3, 2013 No. 116/2013), applies in terms of calculating the limits of the debt position and determining the credit worthiness group of Rosseti South PJSC.

From the date of signing the annual financial statements of Rosseti South PJSC for 2020, the calculation of the limits of the debt position and the determination of the credit worthiness group of the Company shall be carried out in accordance with the methodology provided for in the Credit Policy Regulation of Rosseti South PJSC as amended, in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

3. Declare to be no longer in force the Credit Policy Regulation of Rosseti South PJSC, approved by the decision of the Board of Directors of Rosseti South PJSC of September 30, 2013 (Minutes of October 3, 2013 No. 116/2013), from the date of signing the annual financial statements of Rosseti South PJSC for 2020.

4. Declare to be no longer in force paragraph 3 of the Resolution of the Board of Directors of Rosseti South PJSC (Minutes of July 2, 2020 No. 383/2020) on item No. 4 "On approval of the Credit Plan of Rosseti South PJSC for the 3rd quarter of 2020".

**Result of the vote:**

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

**The resolution was carried.**

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