

**MINUTES**  
**of the Board meeting of ROSSETI South, PJSC**

Rostov-on-Don

02.08.2023

№ 537/2023

**The meeting format:** absentee (by poll)**Members of the Board of Directors who participated in the absentee voting:** Krainski D.V., Dokuchaeva M.A., Zarkhin V.Yu., Kazakov A.I., Klinkov O.Yu., Korotkova M.V., Kravchenko K.Yu., Nikitchanova E.V., Tikhonova M.G., Polinov A.A., Ebzeev B.B.**Questionnaires not provided:** none.**A quorum is present.****Date of the minutes:**03.08.2023**AGENDA**

1. *On the composition of the Audit Committee of the Board of Directors of ROSSETI South, PJSC.*
2. *On approval of the Anti-Corruption Policy of ROSSETI South, PJSC*
3. *On consideration of the report on the execution of instructions of the Board of Directors of ROSSETI South, PJSC for the Q1 of 2023.*
4. *On the current situation in the activities of PJSC Rosseti South regarding technological connection of consumers to power grids for 3 months of 2023.*

**ISSUE № 1: On the composition of the Audit Committee of the Board of Directors of ROSSETI South, PJSC.****RESOLUTION:**

1. Determine the quantitative composition of the Audit Committee of the Board of Directors of ROSSETI South, PJSC – 3 (three) people.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"AGAINST"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

**The resolution was approved.**

2. Elect the Audit Committee of the Board of Directors of Rosseti South PJSC in the following composition:

No.	Full name of the candidate	Position
1.	Zarkhin Vitali Yurievich	Member of the Board of Directors of ROSSETI South, PJSC

**Voting results:**

Krainski D.V.	-	"ABSTRAINED"	Klinkov O. Yu.	-	"AGAINST"
Dokuchaeva M.A.	-	"ABSTRAINED"	Kravchenko K.Yu.	-	"ABSTRAINED"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"ABSTRAINED"
Korotkova M.V.	-	"ABSTRAINED"	Tikhonova M.G.	-	"ABSTRAINED"

Kazakov A.I. - "ABSTRAINED" Ebzeev B.B. - "ABSTRAINED"  
 N.V. Paramonova - "ABSTRAINED"

**No decision have been taken**

No.	Full name of the candidate	Position
2.	Korotkova Maria Viacheslavovna	Director for Development of Technoinnovation LLC, Member of the Board of Directors of ROSSETI South, PJSC

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

**The resolution was approved.**

No.	Full name of the candidate	Position
3.	Kazakov Alexander Ivanovich	Member of the Board of Directors of ROSSETI South, PJSC

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

**The resolution was approved.**

No.	Full name of the candidate	Position
4.	Nikitchanova Ekaterina Vladimirovna	Deputy Director – Head of the Expert Center Non-profit partnership "Russian Institute of Directors"

**Voting results:**

Krainski D.V.	-	"ABSTRAINED"	Klinkov O. Yu.	-	"AGAINST"
Dokuchaeva M.A.	-	"ABSTRAINED"	Kravchenko K.Yu.	-	"ABSTRAINED"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"ABSTRAINED"	Tikhonova M.G.	-	"ABSTRAINED"
Kazakov A.I.	-	"ABSTRAINED"	Ebzeev B.B.	-	"ABSTRAINED"
N.V. Paramonova	-	"ABSTRAINED"			

**No decision have been taken**

No.	Full name of the candidate	Position
5.	Ulyanov Anton Sergeevich	Internal Audit Director – Head of the Internal Audit Department of PJSC ROSSETI

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"AGAINST"	Nikitchanova E.V.	-	"ABSTRAINED"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"

Kazakov A.I. - "IN FAVOR" Ebzeev B.B. - "IN FAVOR"  
N.V. Paramonova - "IN FAVOR"

**The resolution was approved.**

3. Elect Maria Vyacheslavna Korotkova as the Chairman of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

Krainski D.V. - "IN FAVOR" Klinkov O. Yu. - "IN FAVOR"  
Dokuchaeva M.A. - "IN FAVOR" Kravchenko K.Yu. - "IN FAVOR"  
Zarkhin V.Yu. - "IN FAVOR" Nikitchanova E.V. - "IN FAVOR"  
Korotkova M.V. - "IN FAVOR" Tikhonova M.G. - "IN FAVOR"  
Kazakov A.I. - "IN FAVOR" Ebzeev B.B. - "IN FAVOR"  
N.V. Paramonova - "IN FAVOR"

**The resolution was approved.**

**ISSUE № 2: On approval of the Anti-Corruption Policy of ROSSETI South, PJSC  
RESOLUTION:**

1. Approve the Anti-Corruption Policy of ROSSETI South, PJSC in accordance with Appendix 1 to this Resolution of the Board of Directors of the Company.

2. Recognize as invalid cl. 1 and 2 of the Decision of the Board of Directors of the Company dated June 30, 2020 (minutes dated July 2, 2020 No. 383/2020) on issue No. 2 "On approval of the Anti-Corruption Policy of Rosseti PJSC and a subsidiary of Rosseti PJSC» in a new edition as an internal document of the Company.

**Voting results:**

Krainski D.V. - "IN FAVOR" Klinkov O. Yu. - "IN FAVOR"  
Dokuchaeva M.A. - "IN FAVOR" Kravchenko K.Yu. - "IN FAVOR"  
Zarkhin V.Yu. - "IN FAVOR" Nikitchanova E.V. - "IN FAVOR"  
Korotkova M.V. - "IN FAVOR" Tikhonova M.G. - "IN FAVOR"  
Kazakov A.I. - "IN FAVOR" Ebzeev B.B. - "IN FAVOR"  
N.V. Paramonova - "IN FAVOR"

**The resolution was approved.**

**ISSUE № 3: On consideration of the report on the execution of instructions of the Board of Directors of ROSSETI South, PJSC for the Q1 of 2023.  
RESOLUTION:**

1. Take into consideration the report of the single executive body of Rosseti South, PJSC on the implementation in the Q1 of 2023 of decisions taken at the meetings of the Board of Directors of Rosseti South, PJSC according to Appendix 4 to this Resolution of the Board of Directors of the Company.

**Voting results:**

Krainski D.V. - "IN FAVOR" Klinkov O. Yu. - "IN FAVOR"  
Dokuchaeva M.A. - "IN FAVOR" Kravchenko K.Yu. - "IN FAVOR"  
Zarkhin V.Yu. - "IN FAVOR" Nikitchanova E.V. - "IN FAVOR"  
Korotkova M.V. - "IN FAVOR" Tikhonova M.G. - "IN FAVOR"  
Kazakov A.I. - "IN FAVOR" Ebzeev B.B. - "IN FAVOR"  
N.V. Paramonova - "IN FAVOR"

**The resolution was approved.**

**ISSUE № 4: On the current situation in the activities of PJSC Rosseti South regarding technological connection of consumers to power grids for 3 months of 2023.  
RESOLUTION:**

1. To take note of the report on the current situation regarding technological connection of consumers to power grids of Rosseti South, PJSC, for 3 months 2023 according to Appendix 3 to this Resolution of the Board of Directors of the Company.

2. The Company's management shall take measures to implement investment measures in relation to overdue GC contracts.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

**The resolution was approved.**

**Chairman of the Board of Directors**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**