

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

Rostov-on-Don

01.11.2022

№ 502/2022

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainskiy, M.A. Dokuchaeva, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V. Korotkova, K.Yu. Kravchenko, E.V. Nikitchanova, M.G. Tikhonova, A.A. Polinov, 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:** 03.11.2022.

**AGENDA**

1. *On determining the person authorized to exercise the rights and obligations of the employer in relation to the General Director of the Company.*
2. *On approval of the Report on the results of the investment program of Rosseti South PJSC for the 1st half of 2022.*
3. *On approval of the Communication Network Development Scheme of Rosseti South PJSC.*
4. *On approval of the list of investment projects of Rosseti South PJSC subject to technological price audit in 2023.*
5. *On consideration of the report on implementation of investment projects of Rosseti South PJSC entered in the list of priority facilities for the 3rd quarter of 2022.*

**ITEM NO.1: On determining the person authorized to exercise the rights and obligations of the employer in relation to the General Director of the Company.**

**DECIDED TO:**

Authorize Andrey Valerievich Ryumin, General Director of Rosseti PJSC, to exercise on behalf of the Company the rights and obligations of the employer in relation to Boris Borisovich Ebzeev, General Director of Rosseti South PJSC, including defining the terms and signing: an employment contract and additional agreements thereto; agreements related to termination of the employment contract; agreements related to compensation for housing costs.

**Result of the vote:**

D.V. Krainskiy	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

*On the first item of the agenda of this meeting, a special opinion of a member of the Board of Directors Zarkhin V.Yu. was received: "I think it would be better to transfer the powers of the Board of Directors".*

**ITEM NO. 2: On approval of the Report on the results of the investment program of Rosseti South PJSC for the 1st half of 2022.**

**DECIDED TO:**

1. Take in consideration the report on the results of Rosseti South PJSC investment program implementation for the 1st half of 2022 in accordance with Appendix 1 to this Decision of the Company's Board of Directors.

2. Prevent the implementation of unscheduled investment projects that are not included in the project to adjust the Company's investment program approved by the Board of Directors, except in cases provided for by separate decisions of the Board of Directors, as well as measures the need for which is due to the current legislation, with subsequent inclusion in the investment program in accordance with the Resolution of the Government of the Russian Federation dated December 1, 2009 No. 977.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"ABSTAINED"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.3: On approval of the Communication Network Development Scheme of Rosseti South PJSC.**

**DECIDED TO:**

1. Approve the Communication Network Development Scheme of Rosseti South PJSC in accordance with Appendix 2 to this Decision of the Company's Board of Directors.

2. The Single Executive Body of the Company:

2.1. Provide for the creation of means and communication lines for information exchange of technological and corporate governance systems of Rosseti South PJSC in the projects of new construction, technical re-equipment and reconstruction of power grid facilities, modernization of information collection and transmission systems.

2.2. Ensure interconnection of fragments of the communication network created under the programs of new construction, technical re-equipment and reconstruction of power grid facilities, modernization of information collection and transmission systems, creation of power metering systems, digital transformation, etc.

2.3. Provide financing of the facilities of the Communication Network Development Scheme of Rosseti South PJSC within the annual financing limit provided for by the Company's investment program and funds from non-tariff revenue for placement of fiber-optic lines on overhead lines.

2.4. Update the materials of the Communication Network Development Scheme of Rosseti South PJSC at least once every three years.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"ABSTAINED"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.4: On approval of the list of investment projects of Rosseti South PJSC subject to technological price audit in 2023.**

**DECIDED TO:**

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 investment program for the period 2023-2027 and changes made in 2022 to the approved investment program of the Company for the period 2019-2023 investment projects with an estimated value of 1.5 billion rubles and more subject to public technological and price audit.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.5: On consideration of the report on implementation of investment projects of Rosseti South PJSC entered in the list of priority facilities for the 3rd quarter of 2022.**

**DECIDED TO:**

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 2022 in accordance with Appendix 3 to this Decision of the Company's Board of Directors.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**Chairman of the Board of Directors**

**D.V. Krainsky**

**Corporate Secretary**

**E.N. Pavlova**