**MINUTES**

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

Rostov-on-Don

February 25, 2021 No. 415/2021

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

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

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

**A quorum is present.**

**Date of the Minutes:** February 25, 2021.

**AGENDA**

1. *On approval of amendments to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @, as amended by order of the Ministry of Energy of Russia dated December 23, 2020 No. 19 @.*
2. *On the determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda item of the meeting of the Board of Directors of VMES JSC “On approval of the draft investment program of VMES JSC for the period 2022-2026. and the draft amendments to the investment program of VMES JSC for the period 2019-2021, approved by order of the Volgograd Region Tariff Regulation Committee dated December 20, 2019 No. 44/95 @, as amended by the order of the Volgograd Region Tariff Regulation Committee dated December 17, 2020 No. 47/30 @ ".*

**Item No. 1: On approval of the amendamants to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @, as amended by order of the Ministry of Energy of Russia dated December 23, 2020 No. 19 @.**

**RESOLUTION:**

1. To approve the draft amendments to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @, as amended by order of the Ministry of Energy of Russia dated December 23, 2020 No. No. 19 @ ", in accordance with the Annex to this Resolution of the Company Board of Directors.

2. Entrust the Sole Executive Body of the Company to:

2.1. Ensure approval of amendments to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @, as amended by order of the Ministry of Energy of Russia dated December 23, 2020 No. 19 @ ", In the Ministry of Energy of Russia in the manner established by the Decree of the Government of the Russian Federation of December 1, 2009 No. 977 "On investment programs of electric power industry entities".

2.2. Submit a report on implementation of clause 2.1 of this Resolution for consideration by the Company's Board of Directors, stating the reasons for deviations of the approved investment program from the draft investment program approved by the Company 's Board of Directors (if any), within 30 working days after the approval of amendments to the investment program of PJSC Rosseti Yug for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11 @, as amended by order of the Ministry of Energy of Russia dated December 23, 2020 No. 19 @ ", in the procedure established by the Government of the Russian Federation dated December 1, 2009 No. 977 "On investment programs of electric power industry entities".

**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"** | A.Yu. Perets | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| B.B. Ebzeev | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2: On the determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda item of the meeting of the Board of Directors of VMES JSC “On approval of the draft investment program of VMES JSC for the period 2022-2026. and the draft amendments to the investment program of VMES JSC for the period 2019-2021, approved by order of the Volgograd Region Tariff Regulation Committee dated December 20, 2019 No. 44/95 @, as amended by the order of the Volgograd Region Tariff Regulation Committee dated December 17, 2020 No. 47/30 @ ".**

**RESOLUTION:**

Instruct representatives of Rosseti South PJSC on the agenda item of the meeting of the Board of Directors of JSC VMES "On approval of the draft investment program of VMES JSC for the period 2022-2026. and the draft amendments to the investment program of VMES JSC for the period 2019-2021, approved by order of the Volgograd Region Tariff Regulation Committee dated December 20, 2019 No. 44/95 @, as amended by the order of the Volgograd Region Tariff Regulation Committee dated December 17, 2020 No. 47/30 @" vote "FOR" the adoption of the following resolution:

1. Approve the draft investment program of VMES JSC for the period 2022-2026. and draft amendments to the investment program of
VMES JSC for 2019-2021, approved by order of the Volgograd Region Tariff Regulation Committee dated December 20, 2019 No. 44/95 @, as amended by order of the Volgograd Region Tariff Regulation Committee dated 17 December 2020 No. 47/30 @, in accordance with the Annex to this Resolution of the Company's Board of Directors.

2. Entrust the Sole Executive Body of the Company to:

2.1. Ensure approval of the draft investment program of
VMES JSC for the period 2022-2026. and draft amendments to the investment program of VMES JSC for 2019-2021, approved by order of the Volgograd Region Tariff Regulation Committee dated
December 20, 2019 No. 44/95 @, as amended by order of the Volgograd Region Tariff Regulation Committee dated 17 December
2020 No. 47/30 @, in the Ministry of Energy of Russia and the Committee for Tariff Regulation of the Volgograd Region, respectively, in accordance with the procedure established by the Resolution of the Government of the Russian Federation dated December 1, 2009 No.
977 "On investment programs of electric power industry entities."

2.2. Submit a report on implementation of clause 2.1 of this Resolution for consideration by the Company's Board of Directors, indicating the reasons for deviations of the approved investment program from the draft investment program approved by the Company's Board of Directors (if any), within 30 working days after the approval of the draft investment program of VMES JSC for the period 2022-2026 and the draft amendments to the investment program of VMES JSC for 2019-2021, approved by the order of the Committee for Tariff Regulation of the Volgograd Region dated December 20, 2019 No. 44/95 @, as amended by order of the Tariff Regulation Committee of the Volgograd Region dated December 17, 2020 No. 47/30 @, according to the procedure established by the Government of the Russian Federation dated December 1, 2009
No. 977 "On investment programs of subjects of the electric power industry entities."

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

**The resolution was adopted.**

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