**MINUTES**

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

Rostov-on-Don

28.02.2022 № 468/2022

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainsky (Chairman), I.D. Alyushenko, P.V. Grebtsov, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V.Korotkova, M.V.Nikitchanova, A.A. Polinov, E.V.Prokhorov and 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:** 03.03.2022.

**AGENDA**

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| 1. *On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 1st half of 2022.*
 |
| 1. *On approval of the Program for Guaranteeing and Improving the Quality of Internal Audit of Rosseti South PJSC in a new edition.*
 |
| 1. *On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the 4th quarter of 2021.*
 |
| 1. *On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the 4th quarter of 2021.*
 |
| 1. *On consideration of the results of anti-corruption monitoring of Rosseti South PJSC in 2021.*
 |
| 1. *On consideration of the report of the Single Executive Body on approval of the investment program in the Ministry of Energy of Russia and the reasons for deviations of the approved investment program from the project approved by the Board of Directors of Rosseti South PJSC.*
 |
| 1. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the issue on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the cost estimate of VMES JSC for the 1st quarter of 2022".*
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**Item No.1: On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 1st half of 2022.**

**DECISION:**

1. Approve the budget of the Audit Committee of the Board of Directors of Rosseti South PJSC for the 1st half of 2022 in accordance with Annex 1 to this Decision of the Company's Board of Directors.

2. Approve the budget of the Human Resources and Remuneration Committee of the Board of Directors of Rosseti South PJSC for the 1st half of 2022 in accordance with Annex No. 2 hereto.

3. Approve the budget of the Strategy Committee of the Board of Directors of Rosseti South PJSC for the 1st half of 2022 in accordance with Annex 3 to this Decision of the Company's Board of Directors.

4. Approve the budget of the Committee for Technological Connection to Power Grids of the Board of Directors of Rosseti South PJSC for the 1st half of 2022 in accordance with Annex No. 4 to this Decision of the Company's Board of Directors.

5. Approve the budget of the Reliability Committee of the Board of Directors of Rosseti South PJSC for the 1st half of 2022 in accordance with Annex 5 to this Decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.2: On approval of the Program for Guaranteeing and Improving the Quality of Internal Audit of Rosseti South PJSC in a new edition.**

**DECISION:**

1. Approve the Program for the Guarantee and Improvement of the Quality of Internal Audit of Rosseti South PJSC in a new edition (hereinafter referred to as the Guarantee Program) in accordance with Annex 6 to this Decision of the Company's Board of Directors.

2. The Internal Audit Department of Rosseti South PJSC shall ensure the application of the Guarantee Program in a new edition starting from the assessment for 2022.

3. Recognize as invalid paragraphs 1, 2 of the decision of the Board of Directors of IDGC of the South PJSC on dated 19.12.2016 (Minutes dated 21.12.2016 № 209/2016) on item No. 13 "Program for the Guarantee and Improvement of the Quality of Internal Audit of IDGC of the South PJSC"

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov  | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the 4th quarter of 2021.**

**DECISION:**

Take in consideration the report of the General Director of the Company on insurance protection in the 4th quarter of 2021 in accordance with Annex 7 to this Decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.4: On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the 4th quarter of 2021.**

**DECISION:**

1. Take in consideration the Report on the implementation of the Register of non-core assets of Rosseti South PJSC as of 31.12.2021 in accordance with Annex 8 to this Decision of the Company's Board of Directors.

2. Approve the updated Register of non-core assets of Rosseti South PJSC as of 31.12.2021 in accordance with Annex 9 to this Decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.5: On consideration of the results of anti-corruption monitoring of Rosseti South PJSC in 2021.**

**DECISION:**

Take in consideration the report on the results of the Company's Anti-Corruption Monitoring in 2021 in accordance with Annex No. 10 to this Decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.6: On consideration of the report of the Single Executive Body on approval of the investment program in the Ministry of Energy of Russia and the reasons for deviations of the approved investment program from the project approved by the Board of Directors of Rosseti South PJSC.**

**DECISION:**

Take into account the report of the single executive body of the Company on the approval of changes to the investment program of Rosseti South PJSC, approved by order of the Ministry of Energy of Russia dated November 15, 2018 No. 11a, as amended by Order of the Ministry of Energy of Russia dated December 23, 2020 No. No. 19a, and information on the reasons for the deviations of the approved investment program from the project approved by the decision of the Board of Directors of the Company on 25.02.2021 (Minutes dated 25.02.2021 № 415/2021), in accordance with Appendix 11 to this decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**ITEM NO.7: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the issue on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the cost estimate of VMES JSC for the 1st quarter of 2022".**

**DECISION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC on the agenda of the meeting "On approval of the cost estimate of VMES JSC for the 1st quarter of 2022" to vote FOR the adoption of the following decision:

"1. Approve the cost estimate of VMES JSC for the 1st quarter of 2022 in accordance with the Annex to this Resolution of the Company's Board of Directors".

2. General Director of VMES JSC:

2.1. Refine the parameters of the business plan of VMES JSC for 2022 and forecast indicators for 2023-2026, taking into account ensuring that the loan portfolio does not grow in the period 2022-2026 by optimizing investment and operating costs.

2.2. Ensure that the business plan of VMES JSC for 2022 and the forecast indicators for 2023-2026, modified taking into account clause 2.1 of this decision of the Company's Board of Directors, are submitted for consideration by the Board of Directors of Rosseti South PJSC.

Due date: until February 15, 2022.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

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| **Chairman of the Board of Directors** |  | **D.V. Krainsky** |
| **Corporate Secretary** | **E.N. Pavlova**  |