**MINUTES**

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

Rostov-on-Don

06.06.2022 № 485/2022

**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:** 09.06.2022.

**AGENDA**

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| 1. On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 1st quarter of 2022.
2. On approval of the Report on the results of the investment program of Rosseti South PJSC for 2021.
3. On approval of the List of organizations for placement of temporarily disposable monetary resources and the Formula for calculating the limits for the placement of temporarily disposable monetary resources of Rosseti South PJSC.
4. On amendments to the Standard for Transactions with Promissory Notes of Third Parties.
5. On consideration of the Credit Policy Report of Rosseti South PJSC for the 1st quarter of 2022.
6. On determination of position of Rosseti South PJSC (representatives of Rosseti South PJSC) on agenda of the Meeting of the Board of Directors of VMES JSC "On consideration of the Credit Policy Report of VMES JSC for the 1st quarter of 2022".
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**Item No.1: On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 1st quarter of 2022.**

**DECISION:**

Take in consideration the Report of the Single Executive Body of Rosseti South PJSC on implementation in the 1st quarter of 2022 decisions adopted at meetings of the Board of Directors of Rosseti South PJSC, in accordance with Annex 1 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 Report on the results of the investment program of Rosseti South PJSC for 2021.**

**DECISION:**

1. Take in consideration the report on the results of Rosseti South PJSC investment program implementation for 2021 in accordance with Annex 2 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:**

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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 approval of the List of organizations for placement of temporarily disposable monetary resources and the Formula for calculating the limits for placement of temporarily disposable monetary resources for Rosseti South PJSC.**

**DECISION:**

1. Approve the List of organizations for placement of temporarily disposable monetary resources and the Formula for calculating the limits for placement of temporarily disposable monetary resources for Rosseti South PJSC according to Annex 3 to this Decision of the Company's Board of Directors.

2. Declare the List of organizations for placement of temporarily disposable monetary resources and the formula for calculating the limits for placement of temporarily disposable monetary resources for Rosseti South PJSC, approved by the Resolution of the Company's Board of Directors on 29.10.2021 (Minutes dated 29.10.2021 № 455/2021) be no longer in force.

**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 amendments to the Standard for Transactions with Promissory Notes of Third Parties.**

**DECISION:**

Outline Annex 1 to the Standard for the implementation of IDGC of the South PJSC transactions with bills of exchange of third parties, approved by the decision of the Company's Board of Directors on 07.02.2020 (Minutes dated 10.02.2020 № 357/2020), as amended in accordance with Annex 4 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 Credit Policy Report of Rosseti South PJSC for the 1st quarter of 2022.**

**DECISION:**

Take in consideration the report on the credit policy of Rosseti South PJSC for the 1st quarter of 2022 in accordance with Annex 5 to this Resolution 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 determination of position of Rosseti South PJSC (representatives of Rosseti South PJSC) on agenda of the Meeting of the Board of Directors of VMES JSC "On consideration of the Credit Policy Report of VMES JSC for the 1st quarter of 2022".**

**DECISION:**

Instruct the representatives of Rosseti South PJSC on agenda of the meeting of the Board of Directors of VMES JSC "On consideration of the Credit Policy Report of VMES JSC for the 1st quarter of 2022" to vote FOR the adoption of the following decision:

Take in consideration the Credit Policy Report of VMES JSC for the 1st quarter of 2022 in accordance with Annex to this Resolution 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.**

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