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**MINUTES**

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

Rostov-on-Don

27.05.2020 №378/2020

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

**Members of the Board of Directors who took part in absentee voting:** Sergeeva O.A., Grebtsov P.V., Dobin A.A., Zarkhin V.Yu., Kolyada A.S., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaydullin F G., Ebzeev B.B., Yuriev A.V.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the minutes:** 29.05.2020.

**AGENDA**

1. *On determining the position of the Company on the agenda of meetings of the Boards of Directors of Recreation centre "Energetik" JSC, Agricultural enterprise Sokolovskoe JSC, Energoservice of the South JSC and VMES JSC.*
2. *On determining the position of the Company on the agenda of the annual General Meetings of Shareholders of Recreation centre "Energetik" JSC, Agricultural enterprise Sokolovskoe JSC, Energoservice of the South JSC and VMES JSC.*
3. *On the work of the Company's Corporate Secretary.*
4. *On approval of the Company's Credit Plan for the 2nd quarter of 2020 in a new version.*

**Item No.1: On determining the position of the Company on the agenda of meetings of the Boards of Directors of Recreation centre "Energetik" JSC, Agricultural enterprise Sokolovskoe JSC, Energoservice of the South JSC and VMES JSC.**

**RESOLUTION:**

1. Instruct the representatives of Rosseti South PJSC in the Board of Directors of Recreation centre "Energetik" JSC on the agenda of the meeting of the Board of Directors of Recreation centre "Energetik" JSC "On recommendations on the amount of dividends on the Company's shares for 2019, procedure for their payment and proposals to the annual General Meeting of Shareholders on the date, to which persons entitled to receive dividends" are determined to vote FOR the adoption of the following decision:

Recommend the following resolution to the Annual General Meeting of Shareholders of the Company:

"Dividends on ordinary shares of the Company at the end of 2019 shall not be paid".

2. Instruct the representatives of Rosseti South PJSC in the Board of Directors of Agricultural enterprise Sokolovskoe JSC on the agenda of the meeting of the Board of Directors of Agricultural enterprise Sokolovskoe JSC "On recommendations on the amount of dividends on the Company's shares for 2019, procedure for their payment and proposals to the annual General Meeting of Shareholders on the date, to which persons entitled to receive dividends" are determined to vote FOR the adoption of the following decision:

Recommend the following resolution to the Annual General Meeting of Shareholders of the Company:

"Dividends on ordinary shares of the Company at the end of 2019 shall not be paid".

3. Instruct the representatives of Rosseti South PJSC in the Board of Directors of Energoservice of the South JSC on the agenda of the meeting of the Board of Directors of Energoservice of the South JSC "On recommendations on the amount of dividends on the Company's shares for 2019, procedure for their payment and proposals to the annual General Meeting of Shareholders on the date, to which persons entitled to receive dividends" are determined to vote FOR the adoption of the following decision:

Recommend the following resolution to the Annual General Meeting of Shareholders of the Company:

"Dividends on ordinary shares of the Company at the end of 2019 shall not be paid".

4. Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC on the agenda of the meeting of the Board of Directors of VMES JSC "On recommendations on the amount of dividends on the Company's shares for 2019, procedure for their payment and proposals to the annual General Meeting of Shareholders on the date, to which persons entitled to receive dividends" are determined to vote FOR the adoption of the following decision:

Recommend the following resolution to the Annual General Meeting of Shareholders of the Company:

"Dividends on ordinary shares of the Company at the end of 2019 shall not be paid".

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | Selivanova L.V. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Shaidullin F.G. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Sergeyeva O.A. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: On determining the position of the Company on the agenda of the annual General Meetings of Shareholders of Recreation centre "Energetik" JSC, Agricultural enterprise Sokolovskoe JSC, Energoservice of the South JSC and VMES JSC.**

**RESOLUTION:**

* 1. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Recreation centre "Energetik" JSC on the item "On election of members of the Company's Board of Directors" to vote FOR the adoption of the following decision:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Dzhabrailova  Yulianna Khasanovna | Deputy General Director - Chief of Staff of Rosseti South PJSC |
| 2 | Iordanidi  Kirill Alexandrovich | Head of the Economics Department of Rosseti South PJSC |
| 3 | Kalmykova  Olga Nikolaevna | Head of the Human Resources and Organizational Design Department of Rosseti South PJSC |
| 4 | Kirichenko  Tatiana Sergeevna | Chief Specialist of the Corporate Governance and Shareholder Relations Department of Rosseti South PJSC |
| 5 | Khokholkova  Ksenia Valerievna | Chief Expert of the Securities and Information Disclosure Department of the Corporate Governance Department of Rosseti PJSC |

* 1. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC on the item "On election of members of the Company's Board of Directors" to vote FOR the adoption of the following decision:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Gassan  Roman Vladimirovich | Acting Head of Property Management of Rosseti South PJSC |
| 2 | Iordanidi  Kirill Alexandrovich | Head of the Economics Department of Rosseti South PJSC |
| 3 | Kislenko  Roman Konstantinovich | Head of the Security Department of Rosseti South PJSC |
| 4 | Kuznetsova  Larisa Nikolaevna | Deputy Head of Corporate Governance and Shareholder Relations Department of Rosseti South PJSC |
| 5 | Kharchenko  Evgeniya Alexandrovna | Leading expert of the Department for Management, Board of Directors and Shareholder and Investor Relations of the Department of Corporate Governance of Rosseti, PJSC |

* 1. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Energoservice of the South JSC on the item "On election of members of the Company's Board of Directors" to vote FOR the adoption of the following decision:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of  nomination |
| 1 | Goncharov  Pavel Viktorovich | Deputy General Director - Chief Engineer of Rosseti South PJSC |
| 2 | Zhuravlev  Dmitry Olegovich | Deputy General Director of Development and Technological Connection of Rosseti South PJSC, General Director of Energoservice of the South JSC |
| 3 | Kislenko  Roman Konstantinovich | Head of the Security Department of Rosseti South PJSC |
| 4 | Lednev  Eduard Vitalievich | Deputy General Director for Special Projects of Rosseti South PJSC |
| 5 | Nazmutdinov  Azat Albertovich | Chief Expert of the Directorate for Smart Electricity Metering Development of the Service Implementation Department of Rosseti PJSC |
| 6 | Sobolev  Denis Vladimirovich | Head of Logistics and Material Support Department of Rosseti South PJSC |
| 7 | Sokolov  Dmitry Vladimirovich | Chief Expert of the Corporate Relations Office of the Corporate Governance Department of Rosseti PJSC |

1.4. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of VMES JSC on the item "On election of members of the Company's Board of Directors" to vote FOR the adoption of the following decision:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Boris Borisovich Ebzeev | General Director of Rosseti South PJSC |
| 2 | Oleg Valerievich Musinov | Deputy General Director for Corporate Governance of Rosseti South JSC |
| 3 | Alexey Alexandrovich Rybin | Deputy General Director for Economics and Finance of Rosseti South PJSC |
| 4 | Saukh  Maxim Mikhailovich | Head of the Corporate Relations Office of the Corporate Governance Department of Rosseti PJSC |
| 5 | Sizov  Vyacheslav Viktorovich | General Director of VMES JSC |

2.1. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Recreation centre "Energetik" JSC on the item "On election of members of the Company's Internal Audit Commission" to vote FOR the adoption of the following decision:

Elect the Company's Internal Audit Commission:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Menshenin  Alexey Evgenievich | Head of the Internal Control and Anti-Corruption Activities Department of Rosseti South PJSC |
| 2 | Tikhonova  Emilia Konstantinovna | Head of the Internal Control and Risk Management Department of Rosseti South PJSC |
| 3 | Gudenko  Anna Gennadievna | Head of the Department of Anti-Corruption Compliance Procedures of PJSC Rosseti South |

2.2. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC on the item "On election of members of the Company's Internal Audit Commission" to vote FOR the adoption of the following decision:

Elect the Company's Internal Audit Commission:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Menshenin  Alexey Evgenievich | Head of the Internal Control and Anti-Corruption Activities Department of Rosseti South PJSC |
| 2 | Tikhonova  Emilia Konstantinovna | Head of the Internal Control and Risk Management Department of Rosseti South PJSC |
| 3 | Gudenko  Anna Gennadievna | Head of the Department of Anti-Corruption Compliance Procedures of PJSC Rosseti South |

2.3. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Energoservice of the South JSC on the item "On election of members of the Company's Internal Audit Commission" to vote FOR the adoption of the following decision:

Elect the Company's Internal Audit Commission:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Menshenin  Alexey Evgenievich | Head of the Internal Control and Anti-Corruption Activities Department of Rosseti South PJSC |
| 2 | Pechenkin  Nikolai Vladimirovich | Internal Audit Director - Head of the Internal Audit Department of Rosseti South PJSC |
| 3 | Fesenko  Tatyana Gennadievna | Deputy Head of the Internal Audit Department of Rosseti South PJSC |

2.4. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of VMES JSC on the item "On election of members of the Company's Internal Audit Commission" to vote FOR the adoption of the following decision:

Elect the Company's Internal Audit Commission:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Pechenkin  Nikolai Vladimirovich | Internal Audit Director - Head of the Internal Audit Department of Rosseti South PJSC |
| 2 | Fesenko  Tatyana Gennadievna | Deputy Head of the Internal Audit Department of Rosseti South PJSC |
| 3 | Elena Sergeevna Roman | Chief Specialist of the Internal Audit Department of Rosseti South PJSC |

3.1. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Recreation centre "Energetik" JSC on the item "On the distribution of profits (including dividends) and losses of the Company according to the results of the 2019 reporting year" to vote FOR the adoption of the following decision:

Approve the following distribution of profit (losses) of the Company for the 2019 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | (14 207) |
| Allocate to: Reserve Fund | 0 |
| Development profit | 0 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

Not to pay dividends on ordinary shares of the Company for 2019.

3.2. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC on the item "On the distribution of profits (including dividends) and losses of the Company according to the results of the 2019 reporting year" to vote FOR the adoption of the following decision:

Approve the following distribution of profit (losses) of the Company for the 2019 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | 53 |
| Allocate to: Reserve Fund | 3 |
| Development profit | 50 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

Not to pay dividends on ordinary shares of the Company for 2019.

3.3. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Energoservice of the South JSC on the item "On the distribution of profits (including dividends) and losses of the Company according to the results of the 2019 reporting year" to vote FOR the adoption of the following decision:

Approve the following distribution of profit (losses) of the Company for the 2019 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | 3 381 |
| Allocate to: Reserve Fund | 0 |
| Development profit | 3 381 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

Not to pay dividends on ordinary shares of the Company for 2019.

3.4. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of VMES JSC on the item "On the distribution of profits (including dividends) and losses of the Company according to the results of the 2019 reporting year" to vote FOR the adoption of the following decision:

Approve the following distribution of profit (losses) of the Company for the 2019 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | 5 420 |
| Allocate to: Reserve Fund | 271 |
| Development profit | 5 149 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

Not to pay dividends on ordinary shares of the Company for 2019.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Shaidullin F.G. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Sergeyeva O.A. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.3: On the work of the Company's Corporate Secretary.**

**RESOLUTION:**

1. Approve the Report on the Work of the Corporate Secretary of Rosseti South PJSC in accordance with Annex No. 1 to this Resolution of the Company's Board of Directors.

2. Following the results of work for the reporting period to pay to the Corporate Secretary of the Company, Elena Nikolaevna Pavlova, additional remuneration in the amount of threefold monthly compensation to the Corporate Secretary of the Company, established by the Regulations on payment of remuneration and compensation to the Corporate Secretary of IDGC of the South, PJSC (approved By Order of IDGC of the South, PJSC No. 701 of October 24, 2016, as amended by Order of IDGC of the South, PJSC No. 872 of December 5, 2017).

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Sergeyeva O.A. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.4: On approval of the Company's Credit Plan for the 2nd quarter of 2020 in a new version.**

**RESOLUTION:**

Approve the Credit Plan of Rosseti South PJSC for the 2nd quarter of 2020 in a new version in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | Selivanova L.V. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"AGAINST"** | Shaidullin F.G. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"AGAINST"** | Ebzeev B.B. | **-** | **"FOR"** |
| Sergeyeva O.A. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **O.A. Sergeeva** |
| **Corporate Secretary** | **E.N. Pavlova** |