**MINUTES**

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

Rostov-on-Don

June 30, 2021 No. 438/2021

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

**Members of the Board of Directors participated in absentee voting:** D.V. Krainsky, V.Yu. Zarkhin, V.A.Kapitonov, M.V. Korotkova, K.A. Mikhailik, A.V. Molsky, N.K. Ozhegina, A.A. Polinov, E.V. Prokhorov, V.V. Rozhkov 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:** July 02, 2021

**AGENDA**

*1. On accession to the amendments to the Unified Procurement Standard of PJSC Rosseti (Procurement Regulations).*

*2. On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda items of the Annual General Meetings of Shareholders of Energetik Recreation Center JSC, Energoservice of the South JSC and VMES JSC.*

1. *2. On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda items of meetings of the Boards of Directors of Energetik Recreation Center JSC, Energoservice of the South JSC and VMES JSC.*

**Item No.1: On accession to the amendments to the Unified Procurement Standard of PJSC Rosseti (Procurement Regulation).**

**RESOLUTION:**

Accede to the amendments to the Unified Procurement Standard of PJSC Rosseti (Procurement Regulations) approved by the Resolution of the Board of Directors of PJSC Rosseti on June 25, 2021(Minutes No. 462) according to the Annex to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.A. Polinov | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.V. Molsky | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.2: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda items of the Annual General Meetings of Shareholders of Energetik Recreation Center 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 Energetik Recreation Center JSC on the item "On election of members of the Company's Board of Directors" to vote FOR the adoption of the following resolution:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Yulianna Khasanovna Dzhabrailova  | Deputy General Director - Chief of Staff of Rosseti South PJSC |
| 2 | Kirill Alexandrovich Iordanidi  | Deputy General Director for Economics and Finance, Rosseti South PJSC |
| 3 | Olga Nikolaevna Kalmykova | Head of the Human Resources and Organizational Design Department of Rosseti South PJSC |
| 4 | Tatiana Sergeevna Kirichenko | Chief Specialist of the Corporate Governance and Shareholder Relations Department of Rosseti South PJSC |
| 5 | Nadezhda AleksandrovnaGuseva | Leading Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of PJSC Rosseti |

* 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 resolution:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Pavel Viktorovich Goncharov  | Deputy General Director - Chief Engineer of Rosseti South PJSC  |
| 2 | Dmitry Olegovich Zhuravlev | Deputy General Director of Development and Technological Connection of Rosseti South PJSC, General Director of Energoservice of the South JSC  |
| 3 | Alexey Stanislavovich Dokuchaev  | Head of the Security Division for the Rostov Region of the Security Department of Rosseti South PJSC |
| 4 | Eduard Vitalievich Lednev  | Deputy General Director for Special Projects of Rosseti South PJSC. |
| 5 | Denis Vladimirovich Sobolev | Head of Logistics and Material Support Department of "Rosseti South" PJSC  |
| 6 | Vladimir AleksandrovichDavydkin  | Head of the Directorate for the implementation of technological connection and additional services of the Department for technological connection and infrastructure development of PJSC Rosseti |
| 7 | Larisa IvanovnaManzaraeva | Leading Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of PJSC Rosseti |

1.3. 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 resolution:

Elect the Company's Board of Directors:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Boris Borisovich Ebzeev | General Director, Rosseti South PJSC |
| 2 | Oleg Valerievich Musinov | Deputy General Director for Corporate Governance of Rosseti South JSC |
| 3 | Alexey Alexandrovich Rybin | Deputy General Director - Director of the branch of Rosseti South JSC - "Volgogradenergo" |
| 4 | Vyacheslav Viktorovich Sizov | General Director of VMES JSC |
| 5 | Larisa Ivanovna Manzaraeva | Leading Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of PJSC Rosseti |

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

Elect the Company's Internal Audit Commission:

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

Elect the Company's Internal Audit Commission:

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

2.3. 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 | Title |
| 1 | Nikolai Vladimirovich Pechenkin | Internal Audit Director - Head of the Internal Audit Department of Rosseti South PJSC |
| 2 | Tatyana Gennadievna Fesenko | 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 Energetik Recreation Centre JSC on the item "On the distribution of profits (including dividends) and losses of the Company according to the results of the 2020 reporting year" to vote FOR the adoption of the following decision:

Approve the following distribution of profit (losses) of the Company for the 2020 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| **Retained profit (loss) of the reporting period:** | (3 667) |
| 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 2020.

3.2. 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 2020 reporting year" to vote FOR the adoption of the following resolution:

Approve the following distribution of profit (losses) of the Company for the 2020 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| **Retained profit (loss) of the reporting period:** | 11 921 |
| Allocate to: Reserve Fund | 0 |
| Development profit | 11 921 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

Not to pay dividends on ordinary shares of the Company for 2020.

3.3. 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 2020 reporting year" to vote FOR the adoption of the following resolution:

Approve the following distribution of profit (losses) of the Company for the 2020 reporting year:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| **Retained profit (loss) of the reporting period:** | (307 496) |
| 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 2020.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | A.A. Polinov | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.V. Molsky | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda items of meetings of the Boards of Directors of Energetik Recreation Center JSC, Energoservice of the South JSC and VMES JSC.**

**RESOLUTION:**

* 1. Instruct the representatives of Rosseti South PJSC in the Board of Directors of Energetik Recreation Center JSC on the agenda item of the meeting of Energetik Recreation Center Board of Directors “On recommendations on distribution of the Company's profit (loss) based on the results of 2020” to vote “FOR” adopting the following resolution:

Recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profit (loss) of the Company for the reporting year 2020:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | (3 667) |
| Allocate to: Reserve Fund | - |
| Development profit | - |
| Dividends | - |
| Repayment of losses from previous years | - |

* 1. 1. Instruct the representatives of Rosseti South PJSC in the Board of Directors of Energetik Recreation Centre JSC on the agenda item of the meeting of the Board of Directors of Energetik Recreation Centre JSC "On recommendations on the amount of dividends on the Company's shares for 2020, 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 resolution:

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 2020 shall not be paid".

2.1. Instruct the representatives of IDGC of the South, PJSC in the Board of Directors of Energoservice of the South JSC to vote "FOR" the following resolution on the agenda item of the meeting of the Board of Directors of "Energoservice of the South" JSC "On recommendations for distribution of profits (losses) of the company based on the results of 2020":

Recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profit (loss) of the Company for the reporting year 2020:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | 11 921 |
| Allocate to: Reserve Fund | 0 |
| Development profit | 11 921 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

2.2. 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 2020, 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 resolution:

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 2020 shall not be paid".

3.11. Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC to vote "FOR" the following resolution on the agenda item of the meeting of the Board of Directors of VMES JSC "On recommendations for distribution of profits (losses) of the company based on the results of 2020":

Recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profit (loss) of the Company for the reporting year 2020:

|  |  |
| --- | --- |
| **Name** | **thous. rub.** |
| Retained profit (uncovered loss) of the reporting period: | (307 496) |
| Allocate to: Reserve Fund | - |
| Development profit | - |
| Dividends | - |
| Repayment of losses from previous years | - |

3.2. 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 2020, 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 resolution:

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 2020 shall not be paid".

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | A.A. Polinov | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.V. Molsky | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **D.V. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |