**MINUTES**

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

Rostov-on-Don

08.09.2020 №395/2020

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

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

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

**A quorum is present.**

**Date of the minutes:** 09.09.2020.

**AGENDA**

1. *On authorization of an interested party transaction.*
2. *On determination of the Company's position on the item of the agenda of the extraordinary General Meeting of Shareholders of Energoservice of the South JSC: "On consent to a major transaction".*
3. *On determining the position of the Company on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the report on the results of the investment program of VMES JSC for 2019".*
4. *On implementation of paragraph 3 of the Resolution of the Board of Directors of Rosseti South PJSC on item No. 3 "On consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for the 1st quarter of 2020" (Minutes of July 24, 2020 No. 387/2020).*
5. *On consideration of the report of the General Director of the Company on the implementation in the 1st quarter of 2020 of the decisions taken at the meetings of the Company's Board of Directors.*
6. *On implementation of the Action Plan of Rosseti South PJSC aimed at preventing and suppressing violations of the requirements of the legislation of the Russian Federation on the electric power industry for the 4th quarter of 2019.*

**Item No.1: On authorization of an interested party transaction.**

**RESOLUTION:**

1. Determine that the value of the assigned right (claim) under the Agreement on Assignment of the Right (Claim) (Cession) between Rosseti South PJSC and Energoservice of the South JSC dated April 29, 2019 No. 61201901010029 (hereinafter - the Agreement) subject to an amendment to the Agreement, which is an interested party transaction, the consent to which was granted by the Board of Directors of Rosseti South PJSC (Minutes of April 30, 2019 No. 315/2019), is not subject to change and amounts to 157,654,530 (one hundred fifty-seven million six hundred fifty-four thousand five hundred thirty) rubles.

2. Provide authorization to an interested party transaction - an amendment to the Agreement on Assignment of Right (Claim) (Cession) between Rosseti South PJSC and Energoservice of the South JSC dated April 29, 2019 No. 61201901010029 (hereinafter - the Amendment) on the following material terms:

The Parties to the Amendment:

Rosseti South PJSC - Initial Creditor (Assignor);

Energoservice of the South JSC - New Creditor (Assignee);

Subject and Price of the Amendment:

Introduction of amendments to the Agreement on Assignment of Right (Claim) (Cession) between Rosseti South PJSC and Energoservice of the South JSC dated April 29, 2019 No. 61201901010029 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

Due date:

The amount on payment for the assigned right (claim) is payable by the New Creditor to Cedent until April 1, 2021.

Other essential terms of the Amendment (or the procedure for their determination):

The Amendment shall enter into force from the date of its signing.

Other essential terms of the Agreement, including the subject matter of the Agreement, the procedure for assignment of the right (claim), the price of the assigned right (claim), are not subject to change.

Persons interested in the transaction and grounds for interest:

|  |  |
| --- | --- |
| Stakeholder | Grounds for the person's interestin the transaction |
| PJSC Rosseti | the controlling entity of Rosseti South PJSC and at the same time controlling entity of Energoservice of the South JSC, which is a party to a transaction. |
| Goncharov Pavel Viktorovich | member of the Management Board of Rosseti South PJSC and at the same time a member of the Board of Directors of Energoservice of the South JSC. |

*In accordance with Clause 3 of Article 83 of the Federal Law "On Joint Stock Companies", a decision on this item is made by the Company's Board of Directors by a majority of votes of directors not interested in the transaction.*

*Boris Borisovich Ebzeev, a member of the Board of Directors, who is a person acting as the Single Executive Body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company, does not take part in voting on this item for one year.*

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"AGAINST"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: On determination of the Company's position on the item of the agenda of the extraordinary General Meeting of Shareholders of Energoservice of the South JSC: "On consent to a major transaction".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC at the General Meeting of Shareholders of Energoservis of the South PJSC on the agenda item "On authorization of a major transaction" to vote FOR the adoption of the following decision:

"1. Provide authorization to a major transaction - an amendment to the Agreement on Assignment of Right (Claim) (Cession) between Rosseti South PJSC and Energoservice of the South JSC dated April 29, 2019 No. 61201901010029 (hereinafter - the Amendment) on the following material terms:

The Parties to the Amendment:

Rosseti South PJSC - Initial Creditor (Assignor);

Energoservice of the South JSC - New Creditor (Assignee);

Subject and Price of the Amendment:

Introduction of amendments to the Agreement on Assignment of Right (Claim) (Cession) between Rosseti South PJSC and Energoservice of the South JSC dated April 29, 2019 No. 61201901010029 in accordance with Annex to this Resolution.

Due date:

The amount on payment for the assigned right (claim) is payable by the New Creditor to Cedent until April 1, 2021.

Other essential terms of the Amendment (or the procedure for their determination):

The Amendment shall enter into force from the date of its signing.

Other essential terms of the Agreement, including the subject matter of the Agreement, the procedure for assignment of the right (claim), the price of the assigned right (claim), are not subject to change".

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"AGAINST"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |

**The resolution was carried.**

**Item No.3: On determining the position of the Company on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the report on the results of the investment program of VMES JSC for 2019".**

**RESOLUTION:**

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 report on the results of the investment program of VMES JSC for 2019" vote FOR the adoption of the following decision:

"1. Approve the report on the results of the investment program of VMES JSC for 2019 in accordance with the Annex to this Resolution of the Company's Board of Directors.

2. Note:

2.1. Deviations from the planned parameters of the investment program of VMES JSC for 2019-2021, approved by order of the Tariff Regulation Committee of the Volgograd Region dated December 20, 2019 No. 44/95 @, following the results of 2019 in accordance with the Annex to this Resolution of the Company's Board of Directors.

2.2. The risk that regional regulatory authorities will apply a negative adjustment to the required gross revenue due to changes (non-execution) in the investment program when implementing unscheduled investment projects.

3. Entrust the Single Executive Body of the Company to:

3.1. Submit to the regular meeting of the Company's Board of Directors information on the reasons for deviations from the planned parameters of the investment program.

3.2. Ensure the issue of the Company's local organizational-administrative document aimed at limiting the implementation of unscheduled facilities and reducing the risk specified in paragraph 2.2. of the present Resolution".

**Result of the vote:**

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| Grebtsov P.V. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"AGAINST"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |

**The resolution was carried.**

**Item No.4: On implementation of paragraph 3 of the Resolution of the Board of Directors of Rosseti South PJSC on item No. 3 "On consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for the 1st quarter of 2020" (Minutes of July 24, 2020 No. 387/2020).**

**RESOLUTION:**

Take in consideration the information on the implementation of paragraph 3 of the Resolution of the Board of Directors of Rosseti South PJSC on item No. 3 "On the consideration of the report on the results of the energy sales activities of Rosseti South PJSC, including the report on work with receivables for the 1st quarter of 2020" (Minutes of July 24, 2020 No. 387/2020) in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| Grebtsov P.V. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |

**The resolution was carried.**

**Item No.5: On consideration of the report of the General Director of the Company on the implementation in the 1st quarter of 2020 of the decisions taken at the meetings of the Company's Board of Directors.**

**RESOLUTION:**

Take in consideration the report of the General Director of the Company on the implementation in the 1st quarter of 2020 of the resolutions adopted at the meetings of the Company's Board of Directors, in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |

**The resolution was carried.**

**Item No.6: On implementation of the Action Plan of Rosseti South PJSC aimed at preventing and suppressing violations of the requirements of the legislation of the Russian Federation on the electric power industry for the 4th quarter of 2019.**

**RESOLUTION:**

Take in consideration the report on the implementation of the Action Plan of Rosseti South PJSC aimed at preventing and suppressing violations of the requirements of the legislation of the Russian Federation on the electric power industry for the 4th quarter of 2019, in accordance with Annex 4 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Grebtsov P.V. | **-** | **"FOR"** | Korotkova M.V. | **-** | **"FOR"** |
| Guryanov D.L. | **-** | **"FOR"** | Mikhailik K.A. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Romankov A.O. | **-** | **"FOR"** |
| Kapitonov V.A. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |

**The resolution was carried.**

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