**MINUTES**

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

Rostov-on-Don

25.02.2022 № 467/2022

**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, E.V.Prokhorov and B.B. Ebzeev.

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

**A quorum is present.**

**Date of the Minutes:**25.02.2022.

**AGENDA**

*1. On consideration of the draft investment program of Rosseti South PJSC for the period 2023-2027 and changes made to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated 15.11.2018 No. 11a, as amended by the order of the Ministry of Energy dated 22.12.2021 No. 30a.*

*2. On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda item of the meeting of the Board of Directors of VMES JSC “On consideration of the draft amendments to the investment program of VMES JSC for 2022-2026, approved Order of the Ministry of Energy of Russia dated 13.10.2021 No. 2a”.*

**Item No.1: On consideration of the draft investment program of Rosseti South PJSC for the period 2023-2027 and changes made to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated 15.11.2018 No. 11a, as amended by the order of the Ministry of Energy dated 22.12.2021 No. 30a.**

**DECISION:**

1. 1. On approval of the draft investment program of Rosseti South PJSC for the period 2023-2027 and changes made to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated 15.11.2018 No. 11a, as amended by the order of the Ministry of Energy dated 22.12.2021 No. 30a.

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

2.1. ensure the approval of the draft investment program of Rosseti South PJSC for the period 2023-2027 and changes made to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia No. 11a dated 15.11.2018, as amended, submitted by the Order of the Ministry of Energy dated 22.12.2021 No. 30a”, in the Ministry of Energy of the Russian Federation in the manner established by the Decree of the Government of the Russian Federation of December 01, 2009 No. 977 “On investment programs of electric power industry entities”;

2.2. Submit the performance report of paragraph 2.1. of this Resolution for consideration by the Company's Board of Directors with indication of reasons for deviations of the approved investment program from the investment program project approved by the Company's Board of Directors (if there are deviations), within 30 working days after the approval of the draft investment program of Rosseti South PJSC for the period 2023-2027 and changes made to the investment program of Rosseti South PJSC for the period 2019-2023, approved by order of the Ministry of Energy of Russia dated 15.11.2018 No. 11a, as amended by the order of the Ministry of Energy of 22.12.2021 No. 30a", in the manner established by the Decree of the Government of the Russian Federation of December 01, 2009 No. 977 "On investment programs of electric power industry entities".

**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 | **-** | **"AGAINST"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.2: On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda item of the meeting of the Board of Directors of VMES JSC “On consideration of the draft amendments to the investment program of VMES JSC for 2022-2026, approved Order of the Ministry of Energy of Russia dated 13.10.2021 No. 2a”.**

**DECISION:**

Instruct the representatives of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC “On consideration of the draft amendments to the investment program of VMES JSC for 2022-2026, approved by order of the Ministry of Energy of Russia dated 13.10.2021 No. 2a" to vote "FOR" the adoption of the following decision:

"1. Approve the draft amendments to the investment program of VMES JSC for 2022-2026, approved by order of the Ministry of Energy of Russia No. 2a dated 13.10.2021.

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

2.1. Ensure the approval of the draft amendments to the investment program of VMES JSC for 2022-2026, approved by the order of the Ministry of Energy of Russia dated 13.10.2021 No. 2a, in the Ministry of Energy of the Russian Federation in the manner established by the Decree of the Government of the Russian Federation dated December 01, 2009 No. 977 “On investment programs of subjects of the electric power industry”.

2.2. Submit the performance report of paragraph 2.1. of this Resolution for consideration by the Company's Board of Directors with indication of reasons for deviations of the approved investment program from the investment program project approved by the Company's Board of Directors (if there are deviations), within 30 working days after the approval of the draft changes made to the investment program of VMES JSC for 2022-2026, approved by order of the Ministry of Energy of Russia dated 13.10.2021 No. 2a in accordance with the procedure established by the Russian Federation Government decree of 01.12.2009 No. 977 "On investment programs of subjects of the electric power industry".

**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 | **-** | **"AGAINST"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

*On the agenda items of the meeting of the Company's Board of Directors, a Dissenting Opinion of a member of the Board of Directors Vitaly Yuryevich Zarkhin was submitted (attachment to this minutes of the meeting of the Company's Board of Directors).*

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