**MINUTES**

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

Rostov-on-Don

13.05.2022 № 480/2022

**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:** 13.05.2022.

**AGENDA**

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| 1. *On consideration of the report on the implementation of the Charging Infrastructure Development Program of Rosseti South PJSC for the period up to 2025 for 2021.*
2. *On approval of the Policy of Rosseti South PJSC in the field of energy saving and energy efficiency.*
3. *On approval of the Energy Saving and Energy Efficiency Improvement Program of Rosseti South PJSC for the period of 2022-2026.*
4. *On determination of position of Rosseti South PJSC (representatives of Rosseti South PJSC) on agenda item of the Meeting of the Board of Directors of VMES JSC "On consideration of the Credit Policy Report of VMES JSC for 2021".*
5. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the issue on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the Credit Plan of VMES JSC for 2022".*
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**Item No 1: On consideration of the report on the implementation of the Charging Infrastructure Development Program of Rosseti South PJSC for the period up to 2025 for 2021.**

**DECISION:**

Take into account the report on the implementation of the Charging Infrastructure Development Program of Rosseti South PJSC for the period up to 2025, for 2021 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 | **-** | **"ABSTAINED"** | 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 Policy of Rosseti South PJSC in the field of energy saving and energy efficiency.**

**DECISION:**

Approve the Policy of Rosseti South PJSC in the field of energy saving and energy efficiency in accordance with Annex 2 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 3: On approval of the Energy Saving and Energy Efficiency Improvement Program of Rosseti South PJSC for the period of 2022-2026.**

**DECISION:**

1. Approve the Energy Saving and Energy Efficiency Program of Rosseti South PJSC for the period 2022-2026 in accordance with Annex 3 hereto.

2. Declare the Energy Saving and Energy Efficiency Program of Rosseti South PJSC for 2017-2022, approved by the Resolution of the Company's Board of Directors on July 30, 2021 (Minutes of August 02, 2021 № 445/2021) to 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 determination of position of Rosseti South PJSC (representatives of Rosseti South PJSC) on agenda item of the Meeting of the Board of Directors of VMES JSC "On consideration of the Credit Policy Report of VMES JSC for 2021".**

**DECISION:**

1. 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 2021" to vote FOR the adoption of the following resolution:

1.1. Take in consideration the Credit Policy Report of VMES JSC for the 2021 in accordance with Annex to this Decision of the Company's Board of Directors.

1.2. Note the excess of the maximum permissible limits on debt coverage and debt service coverage, as well as the target limit on financial leverage.

1.3. Note the violation by the management of VMES JSC of the Credit Plan for 2021, approved by the Board of Directors of VMES JSC (Minutes No. 44/2021 dated March 16, 2021), in terms of exceeding the volume of loans attracted to finance operating activities and exceeding the debt on loans and borrowings on as of 31.12.2021.

1.4. The General Director of VMES JSC shall ensure compliance with the requirements of the Regulations on the credit policy of VMES JSC.

**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 determining the position of PJSC ROSSETI Yug (representatives of PJSC ROSSETI Yug) on ​​the issue on the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the credit plan of JSC VMES for 2022".**

**DECISION:**

Instruct the representatives of Rosseti South PJSC on the item of the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the Credit Plan of VMES JSC for 2022" vote "FOR" the adoption of the following resolution:

"1. 1. Approve the Credit Plan of VMES JSC for 2022 in accordance with the Annex to this Decision of the Company's Board of Directors.

2. The decision of the Board of Directors of VMES JSC dated December 30, 2021 (Minutes No. 58/2021 dated December 30, 2021) on item No. 9 “On approval of the loan plan of VMES JSC” for the 1st quarter of 2022 shall be declared no longer in force.

3. To instruct the General Director of VMES JSC to ensure performance to the Credit Plan for 2022 in accordance with the Regulation on the credit policy".

**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**  |