**MINUTES**

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

Rostov-on-Don

June 01, 2021 No. 434/2021

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

**Members of the Board of Directors who took part in absentee voting:** P.V. Grebtsov, D.L. Guryanov, V.Yu. Zarkhin, V.A. Kapitonov, A.S. Kolyada, M.V. Korotkova, K.A. Mikhailik, A.Yu.Perets, A.O. Romankov, L.V. Selivanova 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:** June 02, 2021

**AGENDA**

*1. On the work of the Corporate Secretary of Rosseti South PJSC for the corporate year 2020-2021.*

*2. On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the Q1 2021.*

*3. 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 2020".*

*4. On consideration of the report on the acquisition of electric power facilities, the approval of the acquisition of which is not required by the Board of Directors, for the 4th quarter of 2020.*

**Item No.1: On the work of the Corporate Secretary of Rosseti South PJSC for the corporate year 2020-2021.**

**RESOLUTION:**

1. Approve the report on the work of the Corporate Secretary of Rosseti South PJSC in accordance with Appendix 1.

2. Following the results of work for the reporting period to pay to the Corporate Secretary of the Company, Elena Nikolaevna Pavlova, additional commission fee 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:**

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

**The resolution was adopted.**

**Item No.2: On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the Q1 2021.**

**RESOLUTION:**

1. Take in consideration the Report on the implementation of the Register of non-core assets of Rosseti South PJSC as of March 31, 2020 in accordance with Annex 2.

2. Approve the updated Register of non-core assets of PJSC Rosseti South PJSC as of March 31, 2021 in accordance with Annex 3.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No.3: 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 2020".**

**RESOLUTION:**

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. Take into consideration the Credit Policy Report of JSC VMES for 2020 according to the Annex.

 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 as of December 31, 2020.

*In accordance with Clause 18.10 of Article 18 of the Company's Charter, a resolution on this item shall be adopted by a two-thirds majority vote of the members of the Board of Directors of the Company participating in the meeting.*

**Result of the vote:**

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

**The resolution was adopted.**

**Item No.4: On consideration of the report on the acquisition of electric power facilities, the approval of the acquisition of which is not required by the Board of Directors, for the Q4 2020.**

**RESOLUTION:**

Take into consideration the report on the acquisition of electricity generation facilities, which approval shall not be required by the Board of Directors, and on the compliance of the completed transaction with the Criteria for decision-making on projects for the consolidation of electric grid assets for the Q4 2020 in accordance with Annex No. 4.

**Result of the vote:**

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

**The resolution was adopted.**

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