**MINUTES**

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

Rostov-on-Don

April 29, 2021 No. 427/2021

**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:** May 11, 2021

**AGENDA**

*1. On the consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for 2020.*

*2. On the volumes of contracts signed by the Company with organizations of the military-industrial complex of the Russian Federation for the purchase of civilian products (works, services) unrelated to the State Defense Order.*

*3. On authorization of an interested party transaction.*

*4. On the determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the issue on the agenda of the General Meeting of Shareholders of Energoservice of the South JSC  “On authorization of major transaction”.*

*5. On consideration of the report on the acquisition of electricity generation facilities, the approval of the acquisition of which is not required by the Board of Directors, for 2019.*

*6. On determining the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2021".*

**Item No. 1: On the consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for 2020.**

**RESOLUTION:**

Take into account the report on the results of the energy sales activities of Rosseti South PJSC, including the Debt Recovery Report for 2020 in accordance with Appendix 1.

**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 | **-** | **"ABSTAINED"** | 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 the volumes of contracts signed by the Company with organizations of the military-industrial complex of the Russian Federation for the purchase of civilian products (works, services) unrelated to the State Defense Order.**

**RESOLUTION:**

 Take into account the information provided by the General Director of the Company on the absence of contracts signed by the Company with organizations of the military-industrial complex of the Russian Federation for the purchase of civilian products (works, services) not related to the State Defense Order.

**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. 3: On authorization of an interested party transaction.**

**RESOLUTION:**

1. Determine that the value of the assigned right (debt) under the Assignment Agreement (Debt Assignment Agreement) (Cession) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservice of the South JSC (hereinafter referred to as the "Agreement"), taking into account additional Addendums 1 and 2 to the Agreement shall not be subject to any alterations and amounts to 157 654 530 (One hundred fifty-seven million six hundred fifty-four thousand five hundred thirty) roubles.

2. Provide an authorization of transaction - Addendum to the Agreement (hereinafter referred to as the "Addendum"), which is an interested party transaction, on the following essential conditions:

The Parties to the Addendum:

Rosseti South PJSC (Initial Creditor (Assignor));

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

Scope and Price of the Addendum:

Amendments to the Assignment Agreement (Debt Assignment Agreement) (Cession) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservice of the South JSC (hereinafter referred to as the "Agreement") in accordance with Appendix 2 to this Resolution.

The cost of the assigned right (debt) under the Agreement subject to Addendum No. 1 and 2 to the Agreement shall not be subject to any alterations and shall amount to 157 654 530 (One hundred fifty-seven million six hundred fifty-four thousand five hundred thirty) roubles.

Duration of the Addendum:

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

Persons interested in the transaction and grounds for interest:

|  |  |
| --- | --- |
| Stakeholder | Grounds for the person's interest in 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. |
| Pavel Viktorovich Goncharov | 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 resolution on this item shall be adopted 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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| P.V. Grebtsov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| D.L. Guryanov | **-** | **"FOR"** | A.O. Romankov | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | A.Yu. Perets | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No. 4: On the determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the issue on the agenda of the General Meeting of Shareholders of Energoservice of the South" JSC  “On authorization of a major transaction”.**

**RESOLUTION:**

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

"To provide authorization of a major transaction - an Addendum to the Assignment Agreement (Debt Assignment Agreement) (Cession) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservis of the South PJSC (hereinafter referred to as the "Addendum"), under the following essentials:

The Parties to the Addendum:

Rosseti South PJSC (Initial Creditor (Assignor));

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

Scope and Price of the Addendum:

Amendments to the Assignment Agreement (Debt Assignment Agreement) (Cession) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservice of the South JSC (hereinafter referred to as the "Agreement") in accordance with Appendix to this Resolution.

The cost of the assigned right (debt) under the Agreement subject to Addendum No. 1 and 2 to the Agreement shall not be subject to any alterations and shall amount to 157 654 530 (One hundred fifty-seven million six hundred fifty-four thousand five hundred thirty) roubles.

Duration of the Addendum:

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

*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 | **-** | **"ABSTAINED"** | 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. 5: On consideration of the report on the acquisition of electricity generation facilities, the approval of the acquisition of which is not required by the Board of Directors, for 2019.**

**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 2019 in accordance with Annex No. 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 | **-** | **"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. 6: On determining the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2021".**

**RESOLUTION:**

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 approval of target values​ of key performance indicators (KPIs) of the General Director of VMES JSC for 2021" to vote "FOR" adoption of the following decision:

Approve the target values of key performance indicators (KPIs) of the General Director of VMES JSC for 2021 in accordance with the Appendix to this Resolution of the Company's Board of Directors.

*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 | **-** | **"ABSTAINED"** | 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**  |