**MINUTES**

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

Rostov-on-Don

23.03.2022 № 471/2022

**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:** 25.03.2022.

**AGENDA**

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| 1. *On approval of the Credit Plan of Rosseti South PJSC for 2022.*
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| 1. *On determination of the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the report on the implementation of key performance indicators (KPIs) of the General Director of VMES JSC for 2020".*
 |
| 1. *On the early termination of powers, on the election of a member of the Reliability Committee of the Board of Directors of Rosseti South PJSC.*
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**Item No. 1: On approval of the Credit Plan of Rosseti South PJSC for 2022.**

**DECISION:**

1. Approve the loan plan of Rosseti South PJSC for 2022 in accordance with Appendix 1 to this decision of the Company's Board of Directors.

2. Declare the Resolution of the Board of Directors of Rosseti South PJSC dated 23.12.2021(Minutes dated 24.12.2021 № 461/2021) on Item No. 1 “On approval of the Credit Plan of Rosseti South PJSC for the 1st quarter of 2022” to be no longer in force.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 | **-** | **"AGAINST"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.2: On determination of the position of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the report on the implementation of key performance indicators (KPIs) of the General Director of VMES JSC for 2020".**

**DECISION:**

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 the report on the implementation of key performance indicators (KPI) of the General Director of VMES JSC for 2020" to vote FOR the adoption of the following decision:

"1. Approve the report on implementation of key performance indicators (KPI) of the General Director of VMES JSC for 2020 in accordance with the Annex to this Decision of the Company's Board of Directors.

2. Note the non-fulfillment of the KPI "electricity losses level", KPI "Reduction of specific operating expenses (costs)", KPI "Implementation of the plan to reduce accounts receivable", KPI "Implementation of the plan for net profit for the year" for 2020".

**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 the early termination of powers, on the election of a member of the Reliability Committee of the Board of Directors of Rosseti South PJSC.**

**DECISION:**

1. Early terminate the powers of Mikhail Vladimirovich Smagi, a member of the Reliability Committee of the Company's Board of Directors, and exclude him from the Committee.

2. Elect Olga Valentinovna Zuykova, Director of the Rosseti PJSC Branch - Center for Technical Supervision of Rosseti PJSC, as member of the Reliability Committee of the Board of Directors of the Company

**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 | **-** | **"FOR"** | 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**  |