

**MINUTES**

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

Rostov-on-Don

02.11.2020 №403/2020

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

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

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the minutes:** 03.11.2020.

**AGENDA**

1. *On consideration of the report of the internal audit of Rosseti South PJSC on the evaluation of the effectiveness of corporate governance for the 2019-2020 corporate year.*
2. *On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 2nd half of 2020.*
3. *On determination of the Company's position on the agenda of the meeting of the Board of Directors of VMES JSC "On the participation of VMES JSC in YugStroyMontazh LLC".*
4. *On determination of the Company's position on the agenda of the meeting of the Board of Directors of Agricultural enterprise Sokolovskoe JSC "On termination of participation of Agricultural enterprise Sokolovskoe JSC in YugStroyMontazh LLC".*

**Item No.1:On consideration of the report of the internal audit of Rosseti South PJSC on the evaluation of the effectiveness of corporate governance for the 2019-2020 corporate year.**

**RESOLUTION:**

Take in consideration the audit report No. 1040-07/2020/9 dated August 21, 2020 "Evaluation of corporate governance of Rosseti South PJSC for the corporate year 2019-2020" in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.2: On approval of the budgets of the Committees of the Board of Directors of Rosseti South PJSC for the 2nd half of 2020.**

**RESOLUTION:**

1. Approve the budget of the Audit Committee of the Board of Directors of Rosseti South PJSC for the 2nd half of 2020 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

2. Approve the budget of the HR and Remuneration Committee of the Company's Board of Directors for the 2nd half of 2020 in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

3. Approve the budget of the Company's Board of Directors Strategy Committee for the 2nd half of 2020 in accordance with Annex 4 to this Resolution of the Company's Board of Directors.

4. Approve the budget of the Committee on Technological Connection to Power Grids of the Company's Board of Directors for the 2nd half of 2020 in accordance with Annex 5 to this Resolution of the Company's Board of Directors.

5. Approve the budget of the Reliability Committee of the Company's Board of Directors for the 2nd half of 2020 in accordance with Annex 6 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was carried.**

**Item No.3:On determination of the Company's position on the agenda of the meeting of the Board of Directors of VMES JSC "On the participation of VMES JSC in YugStroyMontazh LLC".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC at a meeting of the Board of Directors of VMES JSC on the issue "On the participation of VMES JSC in YugStroyMontazh LLC" to vote FOR the adoption of the following decision:

"Approve the participation of VMES JSC in the YugStroyMontazh Limited Liability Company (OGRN 1176196033804) by acquiring a share in the amount of 1 (one) percent of the authorized capital with a nominal value of 1,130,100 (one million one hundred thirty thousand hundred) rubles 00 kopecks on the following essential terms:

Parties to the Agreement:

- Agricultural enterprise Sokolovskoe JSC - Seller;

- VMES JSC - Buyer.

Acquisition cost:

The cost of the share acquired by the Buyer in the authorized capital of YugStroyMontazh LLC in the amount of 1 (one) percent is determined by the Board of Directors of VMES JSC based on the market value determined by the independent valuer in the amount not exceeding 1,592,470 (one million five hundred ninety two thousand four hundred seventy) rubles 00 kopecks.

Mode of acquisition:

Conclusion of a share purchase and sale agreement.

Mode of payment:

Payment of the purchased share shall be made by the Buyer by transferring funds to the Seller's bank account, not later than 3 days from the date of conclusion of the agreement.

Procedure and term for transfer of the ownership interest:

The share in the charter capital of YugStroyMontazh LLC is transferred to the Buyer from the moment the relevant entry is made in the Unified State Register of Legal Entities".

**Result of the vote:**

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

**The resolution was carried.**

**Item No.4:On determination of the Company's position on the agenda of the meeting of the Board of Directors of Agricultural enterprise Sokolovskoe JSC "On termination of participation of Agricultural enterprise Sokolovskoe JSC in YugStroyMontazh LLC".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC at a meeting of the Board of Directors of Agricultural enterprise Sokolovskoe JSC on the issue "On termination of the Company's participation in YugStroyMontazh LLC" to vote FOR the adoption of the following decision:

"Approve termination of participation of Agricultural enterprise Sokolovskoe JSC in the YugStroyMontazh Limited Liability Company (OGRN 1176196033804) by alienation (sale) of a share in the amount of 1 (one) percent of the authorized capital with nominal value of 1,130,100 (one million one hundred thirty thousand hundred) rubles 00 kopecks on the following essential terms:

Parties to the Agreement:

 - Agricultural enterprise Sokolovskoe JSC - Seller;

 - VMES JSC - Buyer.

Acquisition cost:

The cost of the share alienated by the Seller in the authorized capital of YugStroyMontazh LLC in the amount of 1 (one) percent is determined by the Board of Directors of Agricultural enterprise Sokolovskoe JSC based on the market value determined by the independent assessor in the amount not exceeding 1,592,470 (one million five hundred ninety two thousand four hundred seventy) rubles 00 kopecks.

Mode of acquisition:

Conclusion of a share purchase and sale agreement.

Mode of payment:

Payment of the purchased share shall be made by the Buyer by transferring funds to the Seller's bank account, not later than 3 days from the date of conclusion of the agreement.

Procedure and term for transfer of the ownership interest:

The share in the charter capital of YugStroyMontazh LLC is transferred to the Buyer from the moment the relevant entry is made in the Unified State Register of Legal Entities".

**Result of the vote:**

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

**The resolution was carried.**

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