**MINUTES**

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

Rostov-on-Don

31.12.2020 № 412/2020

**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:** 11.01.2021.

**AGENDA**

1. *On approval of the Plan for the procurement of goods, works, services of Rosseti South PJSC for 2021.*
2. *On approval of the Insurance Protection Program of Rosseti South PJSC for 2021.*
3. *On approval of the insurer of Rosseti South PJSC.*
4. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the Regulation on the Credit Policy of VMES JSC in the new edition".*
5. *On approval of target values of key performance indicators (KPIs) of the General Director of Rosseti South PJSC for 2021.*
6. *On approval of the insurer of Rosseti South PJSC.*
7. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) concerning the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the Business Plan of VMES JSC for 2021 and expected indicators for 2022-2025".*

**Item No.1: On approval of the Plan for the procurement of goods, works, services of Rosseti South PJSC for 2021.**

**RESOLUTION:**

1. Approve the Plan for the procurement of goods, works, services of Rosseti South PJSC for 2021 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

2. The Single Executive Body of the Company, when carrying out procurement procedures in 2021, ensure that the limits of expenses and volumes of financing (in the context of types of activities), stipulated by the Company's approved business plan and investment program for the corresponding period, are not exceeded, taking into account previously concluded contracts.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: On approval of the Insurance Protection Program of Rosseti South PJSC for 2021.**

**RESOLUTION:**

Approve the Insurance Protection Program of Rosseti South PJSC for 2021 in accordance with Annex 2 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 3: On approval of the insurer of Rosseti South PJSC.**

**RESOLUTION:**

Approve the following candidate as the Insurer of the Company:

|  |  |  |
| --- | --- | --- |
| Insurance type | Insurance company | Insurance period (insurance policy issuance period) |
| Voluntary Motor Vehicle Insurance (CASCO) | JSC AlfaStrakhovanie | from 01.01.2021 to 31.12.2021 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.4: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the Regulation on the Credit Policy of VMES JSC in the new edition".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC on the agenda of the meeting of the Board of Directors of VMES JSC to vote FOR the adoption of the following decision:

"1. Approve the Regulation on the Credit Policy of VMES JSC in a new version in accordance with the Annex to this Resolution.

2. Establish that before the date of signing the annual financial statements of VMEC JSC for 2020, the Regulation on the Credit Policy of VMEC JSC, approved by the decision of the Board of Directors of VMEC JSC of August 29, 2018 (Minutes No. 6/2018), is applied in terms of calculating the limits of the debt position and determining the group of credit worthiness of VMEC JSC.

From the date of signing the annual financial statements of VMES JSC for 2020, the calculation of the limits of the debt position and the determination of the group of credit worthiness of the Company are carried out in accordance with the methodology provided for in the Regulation on the Credit Policy of VMES JSC in the new version, in accordance with the Annex to this Resolution.

3. Declare to be no longer in force the Regulation on the Credit Policy of VMES JSC, approved by the decision of the Board of Directors of VMES JSC dated August 29, 2018 (Minutes No. 6/2018), from the date of signing the annual financial statements of VMES JSC for 2020.

4. Declare to be no longer in force the decision of the Board of Directors of VMES JSC (Minutes of November 20, 2020 No. 37/2020) on item No. 5 "On approval of the Regulation on the Credit Policy of VMES JSC in the new version".

*In accordance with Clause 18.10 of Article 18 of the Company's Charter, a resolution on this item shall made 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:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.5: On approval of target values of key performance indicators (KPIs) of the General Director of Rosseti South PJSC for 2021.**

**RESOLUTION:**

Approve the target values of key performance indicators for the General Director of Rosseti South PJSC for 2021 in accordance with Annex 3 to the Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 6: On approval of the insurer of Rosseti South PJSC.**

**RESOLUTION:**

Approve the following candidate as the Insurer of the Company:

|  |  |  |
| --- | --- | --- |
| Insurance type | Insurance company | Insurance period  |
| Directors' and officers' liability insurance | JSC AlfaStrakhovanie | 01.01.2021-31.12.2021 |
| Third Party Liability Insurance (TPLI) | JSC AlfaStrakhovanie | 01.03.2021-28.02.2022 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.7: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) concerning the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the Business Plan of VMES JSC for 2021 and expected indicators for 2022-2025"

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**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC to vote FOR the adoption of the following decision:

"Approve the business plan of VMES JSC for 2021 and take in consideration the forecast indicators for 2022-2025 in accordance with the Annex 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 made 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:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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"** | Korotkova M.V. | **-** | **"FOR"** |
| Perets A.Yu. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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