**MINUTES**

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

Rostov-on-Don

07.12.2021 № 458/2021

**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:** 10.12.2021.

**AGENDA**

1. *On the preliminary approval of the agreement on the extension of the validity period and amendments to the Collective Agreement of Rosseti South PJSC for 2019-2021.*
2. *On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 2nd quarter of 2021.*
3. *On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 3rd quarter of 2021.*
4. *On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the 3rd quarter of 2021.*
5. *On consideration of the Credit Policy Report of Rosseti South PJSC for the 3rd quarter of 2021.*
6. *On determination of position of Rosseti South PJSC (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 the 3rd quarter of 2021".*

**Item No.1: On the preliminary approval of the agreement on the extension of the validity period and amendments to the Collective Agreement of Rosseti South PJSC for 2019-2021.**

**RESOLUTION:**

Approve the agreement on the extension of the validity period and amendments to the Collective Agreement of Rosseti South PJSC for 2019-2021 in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.2: On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 2nd quarter of 2021.**

**RESOLUTION:**

Take in consideration the progress report on the implementation of Rosseti South PJSC investment projects included in the list of priority objects for the 2nd quarter of 2021 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.**

**Item No.3: On consideration of the report on implementation of investment projects of Rosseti South PJSC enetered in the list of priority facilities for the 3rd quarter of 2021.**

**RESOLUTION:**

Take in consideration the progress report on the implementation of Rosseti South PJSC investment projects included in the list of priority objects for the 3rd quarter of 2021 in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.**

**Item No.4: On the consideration of the report of Rosseti South PJSC on the provision of insurance protection in the 3rd quarter of 2021.**

**RESOLUTION:**

Take in consideration the report of the General Director of the Company on insurance protection in the 3rd quarter of 2021 in accordance with Annex 4 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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. 5: On consideration of the Credit Policy Report of Rosseti South PJSC for the 3rd quarter of 2021.**

**RESOLUTION:**

Take in consideration the report on the credit policy of Rosseti South PJSC for the 3rd quarter of 2021 in accordance with Annex 5 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.**

**Item No.6: On determination of position of Rosseti South PJSC (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 the 3rd quarter of 2021".**

**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 the 3rd quarter of 2021" to vote FOR the adoption of the following decision:

Take in consideration the Credit Policy Report of VMES JSC for the 3rd quarter of 2021 in accordance with 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 be adopted by a two-thirds majority vote of the members of the Board of Directors participating in the meeting.*

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **D.V. Krainsky** |
| **Corporate Secretary** | **E.N. Pavlova**  |