**MINUTES**

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

Rostov-on-Don

March 09, 2021 No. 418/2021

**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 minutes generation:** March 10, 2021.

**AGENDA**

1. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the issue on the agenda of the meeting of the Board of Directors of VMES JSC "On approval of the Credit Plan of VMES JSC for 2021".*
2. *Determination of the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC “On early termination of the powers of members of the Company's Board of Directors”.*
3. *Determination of the position of Rosseti South PJSC on the item on the agenda of the Extraordinary General Meeting of Shareholders of Agriculture Enterprise Sokolovskoye JSC “On early termination of the powers of members of the Board of Directors.*
4. *On consideration of the report on implementation of the Program of electric power dissipation measures in the Grid Complex of Rosseti South PJSC for 9 months of 2020.*
5. *On approval of the Plan for maintaining the efficiency and development of the internal control system and the risk management system of Rosseti South PJSC.*
6. *On consideration of the report on the implementation of the Register of non-core assets of Rosseti South PJSC for Q4 2020.*

**Item No. 1: On determining the position of PJSC ROSSETI Yug (representatives of PJSC ROSSETI Yug) on ​​the issue on the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the credit plan of JSC VMES for 2021".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC on the item of the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the Credit Plan of VMES JSC for 2021" vote "FOR" the adoption of the following resolution:

«1. 1. Approve the Credit Plan of VMES JSC for 2021 in accordance with the Annex to this Resolution of the Company's Board of Directors.

2. To instruct the General Director of VMES JSC to ensure performance to the Credit Plan for 2021 in accordance with the Regulation on the credit policy. "

**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: Determination of the position of Rosseti South PJSC on the issue on the agenda of the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC “On early termination of the powers of members of the Company's Board of Directors”.**

**RESOLUTION:**

1. Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC on the agenda item “On early termination of powers of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Early terminate of powers of the members of the Company's Board of Directors.

Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of Energoservice of the South JSC on the agenda item “On election of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Elect the Company's Board of Directors in the following composition:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Pavel Viktorovich Goncharov  | Deputy General Director - Chief Engineer of Rosseti South PJSC  |
| 2 | Dmitry Olegovich Zhuravlev | Deputy General Director of Development and Technological Connection of Rosseti South PJSC, General Director of Energoservice of the South JSC  |
| 3 | Alexey Stanislavovich Dokuchaev | Head of the Security Division for the Rostov Region of the Security Department of Rosseti South PJSC  |
| 4 | Eduard Vitalievich Lednev  | Deputy General Director for Special Projects of Rosseti South PJSC. |
| 5 | Denis Vladimirovich Sobolev | Head of Logistics and Material Support Department of "Rosseti South" PJSC  |
| 6 | Azat Albertovich Azat Albertovich Nazmutdinov | Chief Expert of the Directorate for Smart Electricity Metering Development of the Service Implementation Department of Rosseti PJSC  |
| 7 | Ivan Vyacheslavovich Popov | Chief Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of Rosseti PJSC |

**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"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: Determination of the position of Rosseti South PJSC on the item on the agenda of the Extraordinary General Meeting of Shareholders of Agriculture Enterprise Sokolovskoye JSC “On early termination of the powers of members of the Board of Directors.**

**RESOLUTION:**

1. Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of PSKh Sokolovskoe JSC on the agenda item “On early termination of powers of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Early terminate of powers of the members of the Company's Board of Directors.

Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of PSKh Sokolovskoe JSC on the agenda item “On election of members of the Company's Board of Directors” to vote “FOR” the adoption of the following resolution:

Elect the Company's Board of Directors in the following composition:

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| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | Olga Nikolaevna Kalmykova | Head of the Human Resources and Organizational Design Department of Rosseti South PJSC |
| 2 | Larisa Nikolaevna Kuznetsova | Deputy Head of Corporate Governance and Shareholder Relations Department of Rosseti South PJSC |
| 3 | Igor Vladimirovic Shmakov  | Property Management Director - Head of Department of Rosseti South PJSC |
| 4 | Andrey Nikolaevich Shosta Andrey | Head of the Security Department of Rosseti South PJSC |
| 5 | Ivan Vyacheslavovich Popov | Chief Expert of the Office for Organization and Control of Corporate Events of SACs under the Corporate Governance Department of Rosseti PJSC |

**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"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 4: On consideration of the report on implementation of the Program of electric power dissipation measures in the Grid Complex of Rosseti South PJSC for 9 months of 2020.**

**RESOLUTION:**

1. Take into consideration the report on the implementation of the Program of Measures to Reduce Electricity Losses in the Grid Complex of Rosseti South PJSC for the period 2020-2024. for the 9 months of 2020.

2. Emphasize fulfillment of the planned indicators of electrical energy losses for 9 months according to the business plan for 2020 in the electric grid complex of Rosseti South PJSC (with the planned value of 1,612.921 million kWh (8.23%), the actual value was 1,520.380 million kW \* h (8.23%).

**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"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.5: On approval of the Plan for maintaining the efficiency and development of the internal control system and the risk management system of Rosseti South PJSC.**

**RESOLUTION:**

1. Approve the Plan for maintaining the efficiency and development of the internal control system and risk management system of Rosseti South PJSC (hereinafter referred to as the "Plan") in accordance with Annex 1 hereto.

2. Declare to be no longer in force from the date of this Resolution:

- the Resolution of the Board of Directors of IDGC of the South PJSC on Item No. 2 "On consideration of the action plan to maintain an effective internal control system of the Company and its development" dated October 9, 2019 (Minutes dd. October 14, 2019 No. 337/2019);

- the Resolution of the Board of Directors of IDGC of the South PJSC on Item No. 5 “On approval of the Plan for development and improvement of the Company's risk management system” dated December 31, 2019 (Minutes dd. January 9, 2020 No. 353/2020).

3. Instruct the Sole Executive Body of Rosseti South PJSC to ensure provision of the Company's Board of Directors with annual information on the progress of the Plan implementation as part of the reports of the executive bodies on the organization, operation and efficiency of the internal control system and the risk management system of Rosseti South PJSC, starting from the report for 2020 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"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 6: On consideration of the report on the implementation of the Register of non-core assets of Rosseti South PJSC for Q4 2020.**

**RESOLUTION:**

1. Take in consideration the report on the implementation of the Register of non-core assets of Rosseti South PJSC as of December 31, 2020 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

2. Approve the updated Register of non-core assets of Rosseti South PJSC as of December 31, 2020 in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

**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 | **-** | **"AGAINST"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

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