**MINUTES**

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

Rostov-on-Don

July 28, 2021 No. 444/2021

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

**Members of the Board of Directors participated in absentee voting:** D.V. Krainsky, V.Yu. Zarkhin, V.A.Kapitonov, M.V. Korotkova, K.A. Mikhailik, A.V. Molsky, N.K. Ozhegina, E.V. Prokhorov, V.V. Rozhkov and B.B. Ebzeev

**The polling forms were not provided and did not take part in the voting:** A.A. Polinov.

**A quorum is present.**

**Date of the Minutes:** July 30, 2021

**AGENDA**

1. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda item of the meeting of the Board of Directors of Energoservice of the South JSC "On membership termination of Energoservice of the South JSC in YugStroyMontazh LLC".*
2. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda item of the meeting of the Board of Directors of VMES JSC "On membership termination of VMES JSC in YugStroyMontazh LLC".*
3. *On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda item of the meeting of the Board of Directors of Energoservice of the South JSC "On determination of the position of Energoservice of the South JSC (representatives of Energoservice of the South JSC) on the agenda item of Extraordinary General Meeting of participants of YugStroyMontazh LLC “On liquidation of the Company and appointment of the Company's Liquidation Commission”.*

**Item No. 1: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda item of the meeting of the Board of Directors of Energoservice of the South JSC "On membership termination of Energoservice of the South JSC in YugStroyMontazh LLC".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of
Energoservice of the South JSC on the agenda item of the meeting of the Board of Directors of
Energoservice of the South JSC "On membership termination of Energoservice of the South JSC in
YugStroyMontazh LLC", vote FOR the adoption of the following resolution:

“Approve the membership termination of Energoservice of the South JSC (Principal State Registration Number 1106164005750) in YugStroyMontazh LLC (Principal State Registration Number 1176196033804) through solvent liquidation of YugStroyMontazh LLC (hereinafter referred to as the "Company") as statutorily required in the Russian Federation, under the following conditions:

the ownership interest in the authorized capital of YugStroyMontazh LLC owned by Energoservice of the South JSC prior to commencement of the liquidation procedure of the Company - 99% (Ninety-nine percent), the ownership interest in the authorized capital of YugStroyMontazh LLC owned by Energoservice of the South JSC after completion of the liquidation procedure of the Company - 0% (Zero percent)".

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No. 2: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda item of the meeting of the Board of Directors of VMES JSC "On membership termination of VMES JSC in YugStroyMontazh LLC".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of
VMES JSC on the agenda item of the meeting of the Board of Directors of
VMES JSC "On membership termination of VMES JSC in YugStroyMontazh LLC" to vote FOR the adoption of the following resolution:

“Approve the membership termination of
 VMES JSC (Principal State Registration Number1183443005778) in YugStroyMontazh LLC (Principal State Registration Number 1176196033804) through solvent liquidation of YugStroyMontazh LLC (hereinafter referred to as the "Company") as statutorily required in the Russian Federation, under the following conditions:

the ownership interest in the authorized capital of YugStroyMontazh LLC owned by VMES JSC prior to commencement of the liquidation procedure of the Company - 1% (One percent), the ownership interest in the authorized capital of YugStroyMontazh LLC owned by VMES JSC after completion of the liquidation procedure of the Company - 0% (Zero percent)".

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No. 3: On determination of the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on ​​the agenda item of the meeting of the Board of Directors of Energoservice of the South JSC "On determination of the position of Energoservice of the South JSC (representatives of Energoservice of the South JSC) on the agenda item of Extraordinary General Meeting of participants of YugStroyMontazh LLC “On liquidation of the Company and appointment of the Company's Liquidation Commission”.**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of
Energoservice of the South JSC on the agenda item of the meeting of the Board of Directors of
Energoservice of the South JSC "On determination of the position of Energoservice of the South JSC" (representatives of Energoservice of the South JSC) on the agenda item of the Extraordinary General of the meeting of participants of YugStroyMontazh LLC “On liquidation of the Company and appointment of the Company's Liquidation Commission” vote “FOR” the following resolution:

«1. Instruct the representative of Rosseti South PJSC on the agenda item of the Extraordinary General Meeting of YugStroyMontazh LLC participants “On liquidation of the Company and appointment of the Company's Liquidation Commission” to vote “FOR” the adoption of the following resolution:

«1.1. Liquidate YugStroyMontazh LLC on a voluntary basis as provided for by the legislation of the Russian Federation, in accordance with the Liquidation Plan of YugStroyMontazh LLC in accordance with Annex 1 hereto.

1.2. Approve the term for the voluntary liquidation of YugStroyMontazh LLC - no later than 1 year from the date hereof.

1.3. Appoint the Liquidation Commission of YugStroyMontazh LLC in composition according to Annex 2 hereto.

1.4. Appoint Igor Vladimirovich Shmakov as the Chairman of the Liquidation Commission of YugStroyMontazh LLC.

1.5. Transfer the powers to manage the affairs of the Company to the Liquidation Commission represented by Igor Vladimirovich Shmakov, Chairman of the Liquidation Commission.

1.6. Appoint the General Director of Energoservice of the South JSC as a person authorized to sign contracts for liquidation with members of the Liquidation Commission".

2. Instruct the representative of Energoservice of the South JSC to vote FOR adopting all necessary resolutions on all agenda items related to the voluntary liquidation of YugStroyMontazh LLC at futher General Meetings of YugStroyMontazh LLC participants.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

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| **Chairman of the Board of Directors** |  | **D.V. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |