

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

Rostov-on-Don

05.12.2022

№ 505/2022

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainskiy, M.A. Dokuchaeva, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V. Korotkova, K.Yu. Kravchenko, E.V. Nikitchanova, M.G. Tikhonova, A.A. Polinov, 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:** 08.12.2022.

**AGENDA**

1. *On the Regulations for the Implementation of the Unified Communication Policy of Rosseti South PJSC.*
2. *On updating the Action Plan for the transition of Rosseti South PJSC to the predominant use of domestic software for the period 2022-2024.*
3. *On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 3rd quarter of 2022.*
4. *On consideration of the Credit Policy Report of Rosseti South PJSC for the 3rd quarter of 2022.*
5. *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 2022".*

**ITEM NO.1: On the Regulations for the Implementation of the Unified Communication Policy of Rosseti South PJSC.**

**DECIDED TO:**

1. Approve the Company's internal document: Regulations for the Implementation of the Unified Communication Policy of Rosseti South PJSC in accordance with Appendix 1 to this Decision of the Company's Board of Directors.
2. Declare to be no longer in force the internal document of the Company: Regulations for the Implementation of the Unified Communication Policy of Rosseti South PJSC, approved by the decision of the Board of Directors of the Company dated 07.05.2020 (Minutes No. 375/2020 of 08.05.2020).

**Result of the vote:**

D.V. Krainskiy	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.2: On updating the Action Plan for the transition of Rosseti South PJSC to the predominant use of domestic software for the period 2022-2024.**

**DECIDED TO:**

1. Approve the Action Plan for the transition of Rosseti South PJSC to the predominant use of domestic software for the period 2022-2024 in accordance with Appendix 2 to this Decision of the Company's Board of Directors.

2. The Single Executive Body of the Company:

2.1. Ensure implementation of the Action Plan, including unconditional achievement of performance indicators (targets).

2.2. Ensure the allocation of funding sources for the implementation of the Action Plan in full, taking into account the financial and economic condition of the Company.

Term: annually until August 31.

2.3. Analyze operating and investment costs in order to redistribute available funds, including in the areas of IT and digital transformation.

2.4. Ensure the inclusion of funding sources for the implementation of the Action Plan, taking into account adjustments and the formation of a business plan (including an investment program) of the Company for 2023 and subsequent years.

Term: annually until September 30.

2.5. Ensure that the Company's Board of Directors submits reports on the implementation of the Action Plan for consideration:

2.5.1. In terms of reporting on the implementation of the Action Plan for the 2nd half of the year: until January 18, 2023 (further on - annually);

2.5.2. In terms of reporting on the implementation of the Action Plan for the year: until April 18, 2023 (further on - annually);

2.5.3. In terms of reporting on the implementation of the Action Plan for the 1st half of the year: until July 18, 2023 (further on - annually).

2.5.4. Ensure the achievement of the efficiency indicator for import substitution, the share of financing of purchases of domestic software and related works (services) in the total amount of funding for software purchases and related works (services) in 2022 - at least 62%, in 2023 - at least 70%, in 2024 - at least 80%, including without allocating additional sources of financing.

2.6. Ensure implementation of the Action Plan in 2022 within the limits of expenses of the approved Business Plan and Investment Program of the Company;

2.7. Ensure the adjustment of the Action Plan starting from 2023, following the approval of the Business Plan of the Companies within the limits of financing.

3. Declare to be no longer in force the Plan of measures for the transition of Rosseti South PJSC to the predominant use of domestic software approved by the decision of the Board of Directors of Rosseti South PJSC on April 28, 2022 (Minutes No. 477/2022 of April 29, 2022).

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"ABSTAINED"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.3: On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 3rd quarter of 2022.**

**DECIDED TO:**

1. Take in consideration the Report of the Single Executive Body of Rosseti South PJSC on implementation in the 3rd quarter of 2022 decisions adopted at meetings of the Board of Directors of Rosseti South PJSC, in accordance with Appendix 3 to this Decision of the Company's Board of Directors.

2. Declare to be no longer in force:

- item 3 of the decision of the Board of Directors of IDGC of the South PJSC dated 13.09.2017 (Minutes of 18.09.2017 No. 246/2017) on item No. 1 "On the implementation by the Single Executive Body of the Company in the 2nd quarter of 2017 of the decisions adopted at the meetings of the Board of Directors of the Company",

- item 4.1 of the decision of the Board of Directors of Rosseti South PJSC dated 18.05.2020 (Minutes of 19.05.2020 No. 376/2020) on item No. 2 "On the implementation by the Single Executive Body of the Company of the decisions adopted at the meetings of the Board of Directors of the Companies".

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.4: On consideration of the Credit Policy Report of Rosseti South PJSC for the 3rd quarter of 2022.****DECIDED TO:**

Take in consideration the report on the credit policy of Rosseti South PJSC for the 3rd quarter of 2022 in accordance with Appendix 4 to this Decision of the Company's Board of Directors.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.5: 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 2022".****DECIDED TO:**

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 2022" to vote FOR the adoption of the following decision:

Take in consideration the Credit Policy Report of VMES JSC for the 3rd quarter of 2022 in accordance with Appendix to this Decision of the Company's Board of Directors.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"

A.I. Kazakov - "FOR"

A.A. Polinov - "FOR"

**The resolution was adopted.**

B.B. Ebzeev - "FOR"

**Chairman of the Board of Directors**

**D.V. Krainsky**

**Corporate Secretary**

**E.N. Pavlova**