

MINUTES
of the Board meeting of ROSSETI South, PJSC

Rostov-on-Don

26.06.2023

№ 528/2023

The meeting format: absentee (by poll)**Members of the Board of Directors who participated in the absentee voting:** Krainski D.V., Dokuchaeva M.A., Zarkhin V.Yu., Kazakov A.I., Klinkov O.Yu., Korotkova M.V., Kravchenko K.Yu., Nikitchanova E.V., Tikhonova M.G., Polinov A.A., Ebzeev B.B.**Persons who did not submit polling sheets and did not take part in the vote:** no.**A quorum is present.****Date of the minutes:**26.06.2023**AGENDA**

1. *On approval of the action plan of PJSC Rosseti Yug for the reduction of overdue repayment of debts for electric power transmission services and the settlement of differences settled as of April 1, 2023.*
2. *On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the agenda of the meetings of the Boards of Directors of JSC Recreation Center Energetik, JSC Energoservice South and JSC VMES.*
3. *On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the agenda of the annual General Meetings of Shareholders of JSC Recreation Center Energetik, JSC Energoservice South and JSC VMES.*
4. *On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the agenda of the annual General Meeting of Shareholders of JSC Recreation Center Energetik, JSC Energoservice South and JSC VMES "On the election of members of the Audit Commission of the Company".*
5. *On the nomination of the candidature of the audit organization VMES JSC.*

ITEM NO. 1: On approval of the action plan of PJSC Rosseti Yug for the reduction of overdue repayment of debts for electric power transmission services and the settlement of differences settled as of April 1, 2023.**RESOLUTION:**

1. Approve the action plan of Rosseti South, PJSC, for the reduction of overdue repayment of debts for electric power transmission services and the settlement of differences settled as of January 1, 2023 in accordance with Appendix 1 to this resolution of the Board of Directors of the Company.
2. Take into consideration the report of PJSC Rosseti Yug on the implementation of the action plan for the reduction of overdue repayment of debts for electric power transmission services and the settlement of differences settled as of January 1, 2023 approved by the decision of the Board of Directors of the Company on April 13, 2023 (Minutes dated April 14, 2023 No. 507/2022) in accordance with Appendix 2 to this resolution of the Board of Directors of the Company.
3. Take into consideration the report on the work performed by Rosseti South, PJSC, in the 1st quarter of 2022 in relation to the newly formed overdue receivables for electric power transmission services in accordance with Appendix 3 to this resolution of the Board of Directors of the Company.
4. Take into consideration the report on the repayment by Rosseti South PJSC, of overdue receivables settled as of January 1, 2023 within the 1st quarter of 2023, in accordance with Appendix 4 to this resolution of the Board of Directors of the Company.
5. Take into consideration the report on repayment by JSC "VMES" of the overdue receivables

settled as of January 1, 2023 within the 1st quarter of 2023, in accordance with Appendix 5 to this resolution of the Board of Directors of the Company.

Voting results:

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

The resolution was carried.

ISSUE № 2: On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the agenda of the meetings of the Boards of Directors of JSC Recreation Center Energetik, JSC Energoservice of the South and JSC VMES.

RESOLUTION:

To recommend that the Board of Directors of the Company take the following decision on this issue:

1.1. Instruct the representatives of Rosseti South PJSC, who are the members of the Board of Directors of JSC Recreation center Energetik on the agenda of the meeting of the Board of Directors of JSC Recreation center "Energetik" "On recommendations for the distribution of profits (losses) of the Company based on the results of 2022" to vote "IN FAVOR" of making the following decision:

To recommend that the Annual General Meeting of Company's Shareholders approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name	thous. rub.
Undistributed income (loss) of the reporting period:	2 263
To distribute for: Reserve fund	114
Income for development	2 149
Dividends	-
Loss recovery of the past	-

1.2. Instruct the representatives of Rosseti South PJSC on the Board of Directors of JSC Recreation Center Energetik on the agenda of the meeting of the Board of Directors of JSC Recreation Center Energetik "On recommendations on the amount of dividends on the Company's shares for 2022, the procedure for payment thereof; on proposals to the annual General Meeting of Shareholders to determine the date of determination of the persons entitled to receive dividends" to vote "IN FAVOR" of the adoption of the following decision:

1.3. To recommend that the Annual General Meeting of Company's Shareholders approve the following resolution:

1.4. Not to pay dividends on the Company's ordinary shares by the results of 2022.

2.1. Instruct the representatives of Rosseti South PJSC, who are the members of the Board of Directors of JSC Energoservice of the South on the agenda of the meeting of the Board of Directors of JSC Energoservice of the South "On recommendations for the distribution of profits (losses) of the Company based on the results of 2022" to vote "IN FAVOR" of making the following decision:

To recommend that the Annual General Meeting of Company's Shareholders approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name	thous. rub.
Undistributed income (loss) of the reporting period:	24 017
To distribute for: Reserve fund	-
Income for development	12 008
Dividends	12 009
Loss recovery of the past	-

2.2. Instruct the representatives of Rosseti South PJSC on the Board of Directors of JSC Energoservice of the South on the agenda of the meeting of the Board of Directors of JSC Energoservice of the South “On recommendations on the amount of dividends on the Company’s shares for 2022, the procedure for payment thereof; on proposals to the annual General Meeting of Shareholders to determine the date of determination of the persons entitled to receive dividends” to vote "IN FAVOR" of the adoption of the following decision:

To recommend that the Annual General Meeting of Company's Shareholders approve the following resolution:

“To pay dividends on the Company’s ordinary shares based on the results of 2022 in the amount of RUB 4,803.6 per one ordinary share of the Company in cash.

The term for payment of dividends to a nominal holder and a trustee who is a professional participant in the securities market is no more than 10 working days, to other shareholders registered in the register - 25 working days from the date of compiling the list of persons entitled to receive dividends.

Determine the date for compiling the list of persons entitled to receive dividends – July 14, 2023.”

Instruct the representatives of Rosseti South PJSC, who are the members of the Board of Directors of JSC VMES on the agenda of the meeting of the Board of Directors of JSC VMES "On recommendations for the distribution of profits (losses) of the Company based on the results of 2022" to vote "IN FAVOR" of making the following decision:

To recommend that the Annual General Meeting of Company's Shareholders approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name		thous. rub.
Undistributed income (loss) of the reporting period:		18 580
To distribute for:	Reserve fund	929
	Income for development	17 651
	Dividends	-
	Loss recovery of the past	-

3.2. Instruct the representatives of Rosseti South PJSC on the Board of Directors of JSC VMES on the agenda of the meeting of the Board of Directors of JSC VMES “On recommendations on the amount of dividends on the Company’s shares for 2022, the procedure for payment thereof; on proposals to the annual General Meeting of Shareholders to determine the date of determination of the persons entitled to receive dividends” to vote "IN FAVOR" of the adoption of the following decision:

To recommend that the Annual General Meeting of Company's Shareholders approve the following resolution:

Not to pay dividends on the Company's ordinary shares by the results of 2022.

Voting results:

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

The resolution was carried.

ISSUE № 3: On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the agenda of the annual General Meetings of Shareholders of JSC Recreation Center Energetik, JSC Energoservice South and JSC VMES.

RESOLUTION:

1.1. Instruct the representatives of Rosseti South, PJSC at the annual General Meeting of Shareholders of JSC Recreation Center "Energetik" on the issue "On the election of members of the Board of Directors of the Company" to vote "IN FAVOR" of adoption of the following decision:

Elect to the Company's Board as a part of:

No.	Full name	Position at the moment of nomination
1	Dzhabrailova Yulianna Khasanovna	Deputy General Director, Chief of Staff of ROSSETI South, PJSC.
2	Iordanidi Kirill Alexandrovich	Deputy General Director for Economics and Finance ROSSETI South, PJSC.
3	Kalmykova Olga Nikolaevna	Head of the Personnel Management and Organizational Design Department of PJSC ROSSETI
4	Kirichenko Tatiana Sergeyevna	Chief Expert of Corporate Governance and Shareholder Relations of ROSSETI South, PJSC
5	Tabulov Rustam Elizarovich	Chief Expert of the Corporate Relations Division of the Corporate Governance Department of Rosseti PJSC

1.2. Instruct the representatives of Rosseti South, PJSC at the annual General Meeting of Shareholders of "Energoservice of the South" JSC on the issue "On the election of members of the Board of Directors of the Company" to vote "IN FAVOR" of adoption of the following decision:

Elect to the Company's Board as a part of:

No.	Full name	Position at the moment of nomination
1	Ebzeev Boris Borisovich	General Director of ROSSETI South, PJSC
2	Goncharov Pavel Viktorovich	First Deputy General Director, Chief Engineer of ROSSETI South, PJSC
3	Zhuravlev Dmitry Olegovich	Deputy General Director for Development and Technological Connection of Rosseti South PJSC, General Director of JSC "Energoservice of the South"
4	Dokuchaev Dmitry Olegovich	Head of the Security Department for the Rostov Region of the Security and Anti-Corruption Policy Department of Rosseti south PJSC
5	Lednev Eduard Vitalievich	Deputy General Director for Digitalization at ROSSETI South, PJSC.
6	Bychko Mikhail Alexandrovich	Head of the Capital Construction Department of Rosseti PJSC
7	Tabulov Rustam Elizarovich	Chief Expert of the Corporate Relations Division of the Corporate Governance Department of Rosseti PJSC

1.3. Instruct the representatives of Rosseti South, PJSC at the annual General Meeting of Shareholders of JSC "VMES" on the issue "On the election of members of the Board of Directors of the Company" to vote "IN FAVOR" of adoption of the following decision:

Elect to the Company's Board as a part of:

No.	Full name	Position at the moment of nomination
1	Ebzeev Boris Borisovich	General Director of ROSSETI South, PJSC
2	Musinov Oleg Valerievich	Deputy General Director for legal and corporate management of ROSSETI South, PJSC.

3	Rybin Aleksandr Aleksandrovich	Deputy General Director, Director of Volgogradenergo, the branch of ROSSETI South, PJSC; General Director of VMES JSC.
4	Muryi Anton Gennadievich	Deputy General Director of Realization Services of Rosseti South PJSC
5	Tkachenko Oleg Vadimovich	Head of the Corporate Relations Division of the Corporate Governance Department of Rosseti PJSC

2.1. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of JSC "Recreation Center "Energetik" on the issue "On the distribution of profits (including the payment of dividends) and losses of the Company based on the results of the 2022 reporting year" to vote "IN FAVOR" of the adoption of the following decision:

To approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name		thous. rub.
Undistributed income (loss) of the reporting period:		2 263
To distribute for:	Reserve fund	114
	Income for development	2 149
	Dividends	-
	Loss recovery of the past	-

Not to pay dividends on the Company's ordinary shares by the results of 2022.

2.2. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of "Energoservice of the South" JSC on the issue "On the distribution of profits (including the payment of dividends) and losses of the Company based on the results of the 2022 reporting year" to vote "IN FAVOR" of the adoption of the following decision:

To approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name		thous. rub.
Undistributed income (loss) of the reporting period:		24 017
To distribute for:	Reserve fund	-
	Income for development	12 008
	Dividends	12 009
	Loss recovery of the past	-

"To pay dividends on the Company's ordinary shares based on the results of 2022 in the amount of RUB 4,803.6 per one ordinary share of the Company in cash.

The term for payment of dividends to a nominal holder and a trustee who is a professional participant in the securities market is no more than 10 working days, to other shareholders registered in the register - 25 working days from the date of compiling the list of persons entitled to receive dividends.

Determine the date for compiling the list of persons entitled to receive dividends – July 14, 2023."

2.3. Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of JSC "VMES" on the issue "On the distribution of profits (including the payment of dividends) and losses of the Company based on the results of the 2022 reporting year" to vote "IN FAVOR" of the adoption of the following decision:

To approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name		thous. rub.
Undistributed income (loss) of the reporting period:		18 580
To distribute for:	Reserve fund	929

Income for development	17 651
Dividends	-
Loss recovery of the past	-

Not to pay dividends on the Company's ordinary shares by the results of 2022.

Voting results:

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

The resolution was carried.

On the third issue on the agenda of this meeting of the Board of Directors of the Company, a dissenting opinion of a member of the Board of Directors Vitaly Yuryevich Zarkhin was presented: "I consider it expedient to submit the issue of key subsidiaries performance to the in-person meeting of the Strategy Committee."

ISSUE № 4: On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the agenda of the annual General Meeting of Shareholders of JSC Recreation Center Energetik, JSC Energoservice South and JSC VMES "On the election of members of the Audit Commission of the Company".

RESOLUTION:

Instruct the representatives of Rosseti South, PJSC at the annual General Meeting of Shareholders of JSC Recreation Center "Energetik" on the issue "On the election of members of the Audit Commission of the Company" to vote "IN FAVOR" of the adoption of the following decision:

Elect to the Company's Inspection Commission as a part of:

No.	Full name	Position (at the moment of nomination)
1.	Menshenin Alexey Evgenievich	Head of the Internal Control and Risk Management Department of Rosseti South PJSC
2.	Tikhonova Emilia Konstantinovna	Deputy Head of the Internal Control and Risk Management Department of Rosseti South PJSC
3.	Gudenko Anna Gennadyevna	Head of the Department of Anti-Corruption Compliance Procedures of the Security and Anti-Corruption Policy Department of Rosseti South PJSC

Instruct the representatives of Rosseti South, PJSC at the annual General Meeting of Shareholders of "Energoservice of the South" JSC on the issue "On the election of members of the Audit Commission of the Company" to vote "IN FAVOR" of the adoption of the following decision:

Elect to the Company's Inspection Commission as a part of:

No.	Full name	Position (at the moment of nomination)
1.	Pechenkin Nikolay Vladimirovich	Internal Audit Director - Head of the Internal Audit Department of Rosseti South PJSC
2.	Menshenin Alexey Evgenievich	Head of the Internal Control and Risk Management Department of Rosseti South PJSC
3.	Kitaeva Natalia Victorovna	Chief Specialist of the Internal Audit Department of Rosseti South PJSC

Instruct the representatives of Rosseti South, PJSC at the annual General Meeting of Shareholders of JSC "VMES" on the issue "On the election of members of the Audit Commission of the Company" to vote "IN FAVOR" of the adoption of the following decision:

Elect to the Company's Inspection Commission as a part of:

No.	Full name	Position at the moment of nomination
1.	Pechenkin Nikolay Vladimirovich	Internal Audit Director - Head of the Internal Audit Department of Rosseti South PJSC
2.	Roman Elena Sergeevna	Deputy Head of Internal Audit Department of Rosseti South PJSC
3.	Gladkina Ekaterina Maksimovna	Key Specialist of the Internal Audit Department of Rosseti South PJSC

Voting results:

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

The resolution was carried.

ISSUE № 5: On the nomination of the candidature of the audit organization VMES JSC.

RESOLUTION:

To propose for election as an audit organization at the annual General Meeting of Shareholders of VMES JSC the candidature of LLC IBC Group (TIN 7743942156, OGRN 5147746194415).

Voting results:

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
N.V. Paramonova	-	"IN FAVOR"			

The resolution was carried.

Chairman of the Board of Directors

D.V. Krainski

Corporate Secretary

E.N. Pavlova