

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

Rostov-on-Don

27.02.2023

No. 514/2023

**Form of the meeting:** absentee (by poll)**Members of the Board of Directors who participated in the absentee voting:** Krainskiy 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., Ebseev B.B.**Persons who did not submit polling sheets and did not participate in the voting:** no.**A quorum is present.****Date of the minutes:** 27.02.2023**AGENDA**

1. *On approval of the draft investment program of PJSC Rosseti South for 2024-2028 and amendments to the investment program of PJSC Rosseti South for 2023-2027, approved by Order No. 31@ of the Ministry of Energy of Russia dated 24 November 2022.*

2. *On determination of the position of PJSC Rosseti South (representatives of PJSC Rosseti South) on the issue on the agenda of the meeting of the Board of Directors of JSC VMES: "On approval of the draft amendments to the investment program of JSC VMES for 2022-2026, approved by Order of the Ministry of Energy of the Russian Federation No. 2@ dated 13 October 2021, as amended by Order of the Ministry of Energy of the Russian Federation No. 9@ dated 18 October 2022".*

**ISSUE NO. 1: On approval of the draft investment program of PJSC Rosseti South for 2024-2028 and amendments to the investment program of PJSC Rosseti South for 2023-2027, approved by Order No. 31@ of the Ministry of Energy of Russia dated 24 November 2022.****RESOLUTION:**

1. To approve the draft investment program of PJSC Rosseti South for 2024-2028 and amendments to the investment program of PJSC Rosseti South for 2023-2027, approved by Order No. 31@ of the Ministry of Energy of Russia dated 24 November 2022.

2. To instruct the sole executive body of the Company to ensure approval of the draft investment program of PJSC Rosseti South for 2024-2028 and amendments to the investment program of PJSC Rosseti South for 2023-2027, approved by Order No. 31@ of the Ministry of Energy of Russia dated 24 November 2022, with the Ministry of Energy of the Russian Federation in accordance with the procedure established by Resolution No. 977 of the Government of the Russian Federation dated 1 December 2009 "On Investment Programs of Power Industry Entities".

**Voting results:**

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

**Resolution passed.**

*An Opinion of Zarkhin V.Yu., a member of the Board of Directors (Appendix to these Minutes of the meeting of the Board of Directors of the Company), was presented on the first issue on the agenda of the meeting of the Board of Directors of the Company.*

**ISSUE NO. 2: On determination of the position of PJSC Rosseti South (representatives of PJSC Rosseti South) on the issue on the agenda of the meeting of the Board of Directors of JSC VMES: "On approval of the draft amendments to the investment program of JSC VMES for 2022-2026, approved by Order of the Ministry of Energy of the Russian Federation No. 2@ dated 13 October 2021, as amended by Order of the Ministry of Energy of the Russian Federation No. 9@ dated 18 October 2022".**

**RESOLUTION:**

To instruct the representatives of PJSC Rosseti South on the issue on the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the draft amendments to the investment program of JSC VMES for 2022-2026, approved by Order of the Ministry of Energy of the Russian Federation No. 2@ dated 13 October 2021, as amended by Order of the Ministry of Energy of the Russian Federation No. 9@ dated 18 October 2022", to vote "FOR" the adoption of the following resolution:

"1. To approve draft amendments to the investment program of JSC VMES for 2022-2026, approved by Order of the Ministry of Energy of the Russian Federation No.2@ dated 13 October 2021, as amended by Order of the Ministry of Energy of the Russian Federation No.9@ dated 18 October 2022.

2. To instruct the Sole Executive Body of the Company to ensure the approval of the draft amendments to the investment program of JSC VMES for 2022-2026, approved by Order of the Ministry of Energy of the Russian Federation No.2@ dated 13 October 2021, as amended by Order of the Ministry of Energy of the Russian Federation No.9@ dated 18 October 2022, with the Ministry of Energy of the Russian Federation in accordance with the procedure established by Resolution No. 977 of the Government of the Russian Federation dated 01 December 2009 "On Investment Programs of Power Industry Entities".

**Voting results:**

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

**Resolution passed.**

**Chairman of Board of Directors**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**