

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

Rostov-on-Don

12.07.2022

№ 490/2022

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, M.V. Nikitchanova, M.G.Tikhonova, 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:** 13.07.2022.**AGENDA**

1. *On amending the Regulation of PJSC Rosseti "On Unified Technical Policy in the Electric Grid Complex" approved as an internal document of the Company.*
2. *On approval of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements that occurred as of 01.04.2022.*
3. *On approval of the report on work of the Corporate Secretary of Rosseti South, PJSC.*
4. *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 consideration of the Report on the business plan execution of VMES JSC for 2021".*
5. *On consideration of the reports of the committees of the Board of Directors of Rosseti South, PJSC, on the work performed during the 2021-2022 corporate year.*
6. *On consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for the Q1 2022.*
7. *On preliminary approval of a transaction related to the acquisition of property constituting fixed assets, intangible assets, construction in progress, which purpose is the production, transmission, dispatching, distribution of electric and heat energy.*

ITEM 1: On amending the Regulation of PJSC Rosseti "On Unified Technical Policy in the Electric Grid Complex" approved as an internal document of the Company.**DECIDED TO:**

Amend the Regulations of PJSC Rosseti "On the Unified Technical Policy in the Electric Grid Complex" approved as an internal document of the Company by the Board of Directors of the Company, in accordance with Appendix 1 to this decision of the Board of Directors of the Company.

Result of the vote:

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

The resolution was adopted.**ITEM NO. 2: On approval of the timed action plan of Rosseti South PJSC for reduction of overdue receivables for power transmission services and settlement of disagreements that**

occurred as of 01.04.2022

DECIDED TO:

1. Approve the timed action plan of Rosseti South PJSC for reduction of overdue indebtedness for power transmission services and settlement of disagreements occurred as of 01.04.2022 in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.

2. Take into account the report of Rosseti South, PJSC, on the implementation of the schedule of activities of Rosseti South, PJSC, for reduction of overdue indebtedness for power transmission services and settlement of disagreements occurred as of 01.01.2022 in accordance with Appendix 3 to this Resolution of the Company's Board of Directors.

3. Take in consideration the Activity Report of Rosseti South PJSC in Q1 of 2022 in relation to newly formed overdue receivables for power transmission services, in accordance with Appendix 4 to this Resolution of the Company's Board of Directors.

4. Take into account the report on the repayment of overdue receivables by Rosseti South PJSC within the Q1 2022, as of 01.01.2022, in accordance with Appendix 5 to this Resolution of the Company's Board of Directors.

5. Take into account the report on the repayment of overdue receivables by VMES JSC within the Q1 2022, as of 01.01.2022, in accordance with Appendix 6 to this Resolution of the Company's Board of Directors.

Result of the vote:

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

The resolution was adopted.

ITEM 3: On approval of the report on work of the Corporate Secretary of Rosseti South, PJSC.

DECIDED TO:

1. Approve the Report on the Work of the Corporate Secretary of Rosseti South PJSC for the 2021/2022 corporate year in accordance with Appendix 7 to this Resolution of the Company's Board of Directors.

2. Following the results of work for the reporting period to pay to the Corporate Secretary of the Company, Elena Nikolaevna Pavlova, additional remuneration in the amount of threefold monthly remuneration of the Corporate Secretary of IDGC of the South, PJSC, as established by the Regulations (approved by Order of IDGC of the South, PJSC No. 701 of October 24, 2016, as amended by Order of IDGC of the South, PJSC No. 872 of December 5, 2017).

Result of the vote:

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

The resolution was adopted.

ITEM 4: 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 consideration of the Report on the business plan execution of VMES JSC for 2021".

DECIDED TO:

Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC on the agenda item "On consideration of the Report on business plan implementation of VMES JSC for 2021" to vote FOR the adoption of the following decision:

«1. Take in consideration the Report on the business plan execution of VMES JSC for 2021 in accordance with Appendix hereto.

2. Note following the results of the Company's work for 2021 the non-fulfillment of planned indicators in accordance with Annex to this Resolution of the Company's Board of Directors.

Result of the vote:

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

The resolution was adopted.

ITEM 5: On consideration of the reports of the committees of the Board of Directors of Rosseti South, PJSC, on the work performed during the 2021-2022 corporate year.

DECIDED TO:

Take in consideration the Reports of the Committees of the Company's Board of Directors "On the work performed for the 2021/2022 corporate year in accordance with Appendices 8 through 12 to this Resolution of the Company's Board of Directors.

Result of the vote:

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

The resolution was adopted.

ITEM 6: On consideration of the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for the Q1 2022.

DECIDED TO:

1. Take in consideration the report on the results of energy sales activities of Rosseti South PJSC, including the report on work with receivables for the Q1 2022 in accordance with Appendix 13 to this Resolution of the Company's Board of Directors.

2. Approve the timed action plan of Rosseti South PJSC for reduction of overdue receivables for the supplied electricity and settlement of disagreements which arose as of 01.04.2022, in accordance with Appendix 14 to this to this Resolution of the Company's Board of Directors.

3. Take in account the report on implementation of the timed action plan for reduction of overdue indebtedness for the supplied electricity and the settlement of disagreements which arose as of 01.01.2022, in accordance with Appendix 15 hereto.

Result of the vote:

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

The resolution was adopted.

ITEM 7: On preliminary approval of a transaction related to the acquisition of property constituting fixed assets, intangible assets, construction in progress, which purpose is the production, transmission, dispatching, distribution of electric and heat energy.

DECIDED TO:

1. Determine that the price (monetary value) of the property that Rosseti South, PJSC, acquires in a transaction related to the acquisition of property, which are fixed assets, intangible assets, construction in progress and which is supposed to be used for the production, transmission, dispatching, distribution of electrical and thermal energy is 402,158,472 (Four hundred two million one hundred and fifty eight thousand four hundred and seventy two) rubles 00 kopecks, including VAT (20%).

2. Approve the transaction made by Rosseti South, PJSC, which is associated with the acquisition of property that constitutes fixed assets, intangible assets, construction in progress, which will be used for the production, transmission, dispatching, distribution of electrical and thermal energy, on the terms in accordance with Appendix 16 hereto.

Result of the vote:

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

The resolution was adopted.

Chairman of the Board of Directors

D.V. Krainsky

Corporate Secretary



E.N. Pavlova