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**MINUTES**

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

Rostov-on-Don

August 04, 2021 No. 447/2021

**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:** August 09, 2021

**AGENDA**

1. *On consideration of proposals from the Company's shareholders to nominate candidates to the Company's Board of Directors.*
2. *On approval of the form and text of voting ballots at the Extraordinary General Meeting of Shareholders of the Company, as well as the wording of resolutions on agenda items of the Extraordinary General Meeting of Shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders of the Company.*
3. *On determining the date of sending voting ballots to persons entitled to participate in the Extraordinary General Meeting of Shareholders, the address to which completed voting ballots may be sent, and the deadline for accepting completed ballots.*
4. *On approving the terms and conditions of the contract with the Company's registrar.*
5. *On approval of the cost estimates related to the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company.*

**Item No. 1: On consideration of proposals from the Company's shareholders to nominate candidates to the Company's Board of Directors.**

**RESOLUTION:**

1. Enter the following candidates into the list of candidates for election to the Company's Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | The candidate proposed by a shareholder(s) for entering into the list for voting on elections to the Company's Board of Directors | Title and place of employment of the candidate  proposed  proposed by a shareholder(s) for entering into the list for voting on elections to the Company's Board of Directors | Full name /  name of the shareholder(s) who proposed the candidate to be entered into the list for voting on elections to the Company's Board of Directors | Number of voting shares of the Company owned by shareholder(s) (in percent) |
|  | Vitaliy Yuryevich  Zarkhin | Currently unemployed | The Russian Prosperity Fund | 3.51 |
|  | Igor Dmitrievich Alushenko | Deputy Chief Engineer — Head Dispatcher, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Pavel Vladimirovich Grebtsov | Deputy Director General in charge of Economics and Finance, Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Aleksandr Ivanovich Kazakov |  | PJSC Rosseti | 84.12 |
|  | Oleg Yurievich Klinkov | Director of Customer Communication — Head of Technological Development Department, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Ekaterina Vladimirovna Nikitchanova | Deputy Director, Head of the Expert Center of NP "RID" | PJSC Rosseti | 84.12 |
|  | Maria Vyacheslavna Korotkova | Director for Development, “Tekhinnovatsiya” LLC | PJSC Rosseti | 84.12 |
|  | Daniil Vladimirovich Krainskiy | Deputy Director General for Legal support of PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Alexey Alexandrovich Polinov | Chief Advisor to Rosseti, PJSC | PJSC Rosseti | 84.12 |
|  | Egor Vyacheslavovich Prokhorov | Deputy Director General for Strategy, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Rozhkov Vasily Vladimirovich | Deputy Principal Engineer of PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Boris Borisovich Ebzeev | Director General of PJCS Rosseti South, acting Director General, PJSC Rosseti Kuban | PJSC Rosseti | 84.12 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | 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 approval of the form and text of voting ballots at the Extraordinary General Meeting of Shareholders of the Company, as well as the wording of resolutions on agenda items of the Extraordinary General Meeting of Shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders of the Company.**

**RESOLUTION:**

1. Approve the form and text of ballot papers to be voted on at the Extraordinary General Meeting of Shareholders of the Company in accordance with Annexes No. 1-2 hereto.

2. Send in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders, use the wording of resolutions specified in the voting bulletins.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | 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 determining the date of sending voting ballots to persons entitled to participate in the Extraordinary General Meeting of Shareholders, the address to which completed voting ballots may be sent, and the deadline for accepting completed voting ballots.**

**RESOLUTION:**

1. Determine that voting ballots shall be sent by a simple letter to persons entitled to participate at the Extraordinary General Meeting of the Company Shareholders, no later than August 10, 2021.

The voting ballots in electronic form (in the form of electronic documents) shall be sent no later than August 10, 2021, to the registrar of NRC - R.O.S.T. JSC for sending to nominee holders registered in the Company's shareholder register.

2. Determine that completed voting ballots may be sent to one of the following addresses:

- Rosseti South PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don, 344002, Russian Federation

IRC-R.O.S.T. JSC (Company's registrar), bldg.18, block 5B, Stromynka St., Moscow, 107996, Russian Federation

3. Determine the following website address in the information and telecommunications network "Internet" for filling out the electronic form of ballot papers - https://lk.rrost.ru/.

4. When determining the quorum of the Meeting and summing up the results of voting, the votes submitted by the ballots received or the electronic form of which is filled in on the website specified in the notice of the Meeting in the information and telecommunication network "Internet" before August 31, 2021 shall be taken into account.

The shareholders who, in accordance with the rules of the securities legislation of the Russian Federation, gave instructions (instructions) on voting to the persons registering their rights to the shares, shall also be deemed to have taken part in the Meeting if notices of their will are received not later than two days before the deadline for accepting ballots.

5. Instruct the Sole Executive Body of the Company to ensure that voting ballots are sent to the Company's shareholders in accordance with this resolution.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | 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. 4: On approving the terms and conditions of the contract with the Company's registrar.**

**RESOLUTION:**

1. Approve the terms of the agreement for provision of services for organizing, convening and holding a General Meeting of Securities Holders, including performing the functions of the counting commission, and mailing materials (in absentia), in accordance with Annex No. 3 to this Resolution of the Company’s Board of Directors.

2. Instruct the General Director of the Company to sign an agreement for provision of services for organizing, convening and holding a General Meeting of Securities Holders, including performing the functions of the counting commission, and mailing materials (in absentia), in accordance with Annex No. 3 to this Resolution of the Company’s Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | 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. 5: On approval of the cost estimates related to preparation and holding of the Extraordinary General Meeting of Shareholders of the Company.**

**RESOLUTION:**

1. Approve the cost estimates related to preparation and holding of the Extraordinary General Meeting of Shareholders of the Company as per Annex 4 hereto.

2. The General Director of the Company shall submit to the Company's Board of Directors the report on the expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders of the Company not later than two months after the Extraordinary General Meeting of Shareholders of the Company as per Annex 5 hereto.

**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.**

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