Corporate action notice/Insider information disclosure

"Information on resolutions taken by the Board of Directors of IDGC of the South, PJSC"

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| 1. General | | | | | | | |
| 1.1. Full corporate name of the Issuer: | | | | | **Public Joint Stock Company "Interregional Distribution Grid Company of the South”** | | |
| 1.2. Abbreviated corporate name of the Issuer: | | | | | **IDGC of the South, PJSC** | | |
| 1.3. Location of the Issuer: | | | | | **Rostov-on-Don, Russian Federation** | | |
| 1.4. OGRN of the Issuer: | | | | | **1076164009096** | | |
| 1.5. TIN of the Issuer: | | | | | **6164266561** | | |
| 1.6. Unique code of the Issuer, assigned by the registering authority: | | | | | **34956-Е** | | |
| 1.7. The address of the Internet page used by the Issuer for information disclosures | | | | | [**http://www.mrsk-yuga.ru**](http://www.mrsk-yuga.ru/)  [**http://www.e-disclosure.ru/portal/company.aspx?id=11999**](http://www.e-disclosure.ru/portal/company.aspx?id=11999) | | |
| 1.8. Event effective date (material fact) of which the message is composed (if applicable): | | | | | **March 15, 2019** | | |
| 2. Notice content | | | | | | | |
| 2.1. Quorum for a meeting of the Issuer's Board of Directors and the results of voting on decision-making issues: ***11 out of 11 members of the Board of Directors participated in the meeting, a quorum is present.***  Voting results:  **on issue No. 1 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 2 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 3 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 4 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 5 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 6 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 7 of the** agenda: | | | | | | | |
| "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes;  **on issue No. 8 of the** agenda:  "PRO" is 9 votes;  "CON" is 2 votes;  "ABSTAIN" is 0 votes. | | | | | | |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/ Insider information disclosure on issue No. 1: "On assembling the Extraordinary General Meeting of Shareholders of IDGC of the South, PJSC".** | | | | | | |
| 2.2.1. Resolution content adopted by the Issuer's Board of Directors:   1. Assemble an Extraordinary General Meeting of Shareholders of the Company (hereinafter referred to as the "Meeting") by absentee voting. 2. Determine the date of the Meeting (the date of expiration of the receipt of completed bulletins) - April 18, 2019. 3. Approve the following agenda of the Meeting:    1. Determination of the quantity, par value, category (type) of authorized shares of IDGC of the South, PJSC and the rights granted by these shares.    2. On amendments to the Charter of IDGC of the South, PJSC.    3. On increasing the authorized capital of IDGC of the South, PJSC by placing additional shares.    4. Approve the date of determining (fixing) the persons entitled to participate in the Meeting - March 25, 2019.    5. Due to the fact that the Company has not issued any preferred shares, no resolutions on determining the type(s) of preferred shares, the owners of which have the right to vote on issues on the agenda of the Meeting, shall be taken.    6. Determine that the information (materials) to be provided to persons entitled to participate in the Meeting shall be:  * information on the proposals of the Company's Board of Directors to the Meeting regarding the increase of the Company's authorized capital through placement of additional shares, including determination of the placement price; * The current version of the Company's Charter, with all amendments and additions, and draft amendments to the Company's Charter relating to the provisions on the Company's authorized shares; * information on shareholder agreements concluded during the year before the date of the Meeting; * information about who proposed each issue to the agenda of the Meeting; * explanatory notes and draft resolutions on the issues of the Meeting; * an approximate form of power of attorney that a shareholder may issue to its representative and the procedure for certifying it.   7. Establish that the persons entitled to participate in the Meeting may familiarize themselves with the above information (materials) provided in preparation for the Meeting:   * from March 19, 2019 to April 17, 2019, except weekends and holidays, from 09:00 a.m. to 4:00 p.m., and on April 18, 2019, on the day of the Meeting, to the addresses: * IDGC of the South, PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don; * IDGC of the South, PJSC, 147 2-ya Krasnodarskaya St., Rostov-on-Don; * NRC-R.O.S.T. JSC (Company's registrar), bldg.13,18 Stromynka St., Moscow; * 32 Krasnaya Naberezhnaya St., Astrakhan (Astrakhanenergo, a branch of IDGC of the South, PJSC); * 15 Lenina Avenue, Volgograd (Volgogradenergo, a branch of IDGC of the South, PJSC); * Northern Industrial Zone, Elista, Republic of Kalmykia (Kalmenergo, a branch of IDGC of the South, PJSC),   and since March 19, 2019 on the Company's website in the information telecommunication network "Internet" at the address: [www.mrsk-yuga.ru.](http://www.mrsk-yuga.ru/)  If a person registered in the Company's shareholder register is a nominee holder of shares, such information (materials) shall be sent in electronic form (in the form of electronic documents) to the nominee holder of shares by March 19, 2019.   1. Determine that ballot papers shall be sent by a simple letter to persons entitled to participate in the Meeting not later than March 28, 2019.   The voting ballots in electronic form (in the form of electronic documents) shall be sent no later than March 28, 2019, to the registrar of NRC - R.O.S.T. JSC for sending to nominee holders registered in the Company's shareholder register.   1. Determine that completed ballot papers may be sent to one of the following addresses:  * IDGC of the South, PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don, 344002, Russian Federation; * NRC-R.O.S.T. JSC (Company's registrar), bldg.13,18 Stromynka St., Moscow, 107996, Russian Federation.   In addition, the holder of securities, the rights to which are taken into account by the nominee holder, has the right to take part in the Meeting in person or by giving instructions to the nominee holder to vote in a certain way, if it is stipulated in the agreement concluded with the nominee holder. The electronic voting document signed by the electronic signature shall be sent by the security holder to the nominee holder.   1. Identify the following address of the site in the information and telecommunication network "Internet" to fill in the electronic form of bulletins - https://lk.rrost.ru/. 2. Determine that the votes submitted by the ballots received by the Company not later than April 18, 2019 shall be taken into account when determining the quorum of the Meeting and summing up the results of voting. 3. Instruct the Single Executive Body of the Company to ensure that voting ballots are sent to the Company's shareholders in accordance with this resolution. 4. Approve the form and text of the notice on holding the Meeting in accordance with Annex 1 to this resolution of the Company's Board of Directors. 5. Inform the persons entitled to participate in the Meeting, about holding the Meeting:  * place the notice on the Company's website [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru/) not later than March 19, 2019; * send an e-mail message to persons who have provided the Company or the registrar with details of their e-mail addresses.   If the person registered in the Company's register of shareholders is a nominee shareholder, the notice of the Meeting shall be sent in electronic form (in the form of electronic documents) to the nominee shareholder not later than March 19, 2019. | | | | | | |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue 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 the Company's shareholders."** | | | | | | |
| 2.2.2. Resolution content adopted by the Issuer's Board of Directors:   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. 2-3 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. | | | | | | |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No. 3: "On the election of the Secretary of the Extraordinary General Meeting of Shareholders of the Company".** | | | | | | |
| 2.2.3. Resolution content adopted by the Issuer's Board of Directors:  Elect Elena Nikolaevna Pavlova, Corporate Secretary of the Company, as the Secretary of the Extraordinary General Meeting of the Company. | | | | | | |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No.**  **4: "On approval of the cost estimates related to the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company".** | | | | | | |
| 2.2.4. Resolution content adopted by the Issuer's Board of Directors:   1. Approve the cost estimates related to the 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. | | | | | | |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No. 5: "On approving the terms and conditions of the contract with the Company's registrar".** | | | | | | |
| 2.2.5. Resolution content adopted by the Issuer's Board of Directors:   1. Approve the terms and conditions of the contract for the provision of services related to the organization, convocation, and holding of the General Meeting of Securities Holders, including the performance of the functions of the counting commission, and distribution of materials (absentee form) as per Annex   No. 6 to this resolution of the Company's Board of Directors.   1. Instruct the General Director of the Company to sign a contract for the provision of services related to the organization, convocation, and holding of a general meeting of securities owners, including the performance of the functions of the counting commission, and distribution of materials (absentee form) on the terms and conditions as per Annex 6 to this resolution of the Board of Directors. | | | | | | |
| **Cost of placement or redemption of shares of the issuer being a joint stock company, as well as determining the monetary value of property (non-monetary funds) to be paid for shares placed by such issuer/Insider information disclosure on issue No. 6: "Cost of placement of additional ordinary shares of IDGC of the South, PJSC**  **(also persons included in the list of persons having the pre-emptive right to purchase additional shares being placed)".** | | | | | | |
| 2.2.6. Resolution content adopted by the Issuer's Board of Directors:  Determine the price of placement of one additional ordinary registered non-documentary share of IDGC of the South, PJSC (including persons included in the list of persons having the preferential right to purchase additional shares placed) in accordance with Articles 36, 77 of the Federal Law "On Joint Stock Companies" in the amount of 10 (ten) kopecks. | | | | | | |
| **Submission to the General Meeting of Shareholders of the Issuer being a joint stock company of the issues (on the proposal to the General Meeting of Shareholders of the Issuer being a joint stock company to pass resolutions on the issues) specified in** [**subparagrap**](http://mobileonline.garant.ru/%23/document/10105712/entry/482)**h** [**6**](http://mobileonline.garant.ru/%23/document/10105712/entry/486) **of the Federal Law "On Joint Stock Companies"/Insider Information Disclosure on issue No. 7: "Proposals to the Extraordinary General Meeting of Shareholders on the issue:**  **"On increasing the authorized capital of IDGC of the South, PJSC by placing additional shares".** | | | | | | |
| 2.2.7. Resolution content adopted by the Issuer's Board of Directors:  Recommend the Extraordinary General Meeting of Shareholders of the Company to adopt the following resolution on the issue "Increasing the charter capital of IDGC of the South, PJSC by placing additional shares":  Increase the authorized capital of IDGC of the South, PJSC by placing additional ordinary registered book-entry shares in the amount of 19,963,551,259 (Nineteen billion nine hundred and sixty-three million five hundred and fifty-one thousand two hundred and fifty-nine) pieces with the nominal value of 10 (ten) kopecks each for the total amount of 1,996,355,125 (One billion nine hundred and ninety-six million three hundred and fifty-five thousand one hundred and twenty-five) rubles 90 kopecks, on the following basic conditions:   * type of offering: public offering; * placement price of one additional ordinary registered uncertificated share (including persons included in the list of persons having a preemptive right to purchase additional shares to be placed): 10 (Ten) kopecks; * manner of payment: payment for additional ordinary registered uncertificated shares of the Company shall be made in rubles of the Russian Federation in non-cash form. | | | | | | |
| **Submission to the General Meeting of Shareholders of the Issuer being a joint stock company of the issues (on the proposal to the General Meeting of Shareholders of the Issuer being a joint stock company to pass resolutions on the issues) specified in** [**subparagrap**](http://mobileonline.garant.ru/%23/document/10105712/entry/482)**h** [**19 of paragraph 1 of Article 48**](http://mobileonline.garant.ru/%23/document/10105712/entry/4814) **of the Federal Law "On Joint Stock Companies"/Insider Information Disclosure on issue 8: "On consideration of draft amendments to the Articles of Association of IDGC of the South, PJSC, related to the provisions on the Company's declared shares".** | | | | | | |
| 2.2.8. Resolution content adopted by the Issuer's Board of Directors:  To recommend that the Extraordinary General Meeting of Shareholders of the Company adopt the following resolution:  Amend the Charter of IDGC of the South, PJSC as follows:  "Clause 4.5 of Article 4 of the Company Charter shall be amended as follows:  4.5. The reduction of the authorized share capital of the Company is carried out in the manner prescribed by the legislation of the Russian Federation and these Articles of Association. | | | | | | |
| The Company is obliged to reduce its authorized share capital in cases provided for by the Federal Law “On Joint-Stock Companies”.  In addition to the placed shares, the Company announces 19 963 551 259 (nineteen billion nine hundred sixty three million five hundred fifty one thousand two hundred fifty nine) ordinary registered uncertified shares with a nominal value of 10 (ten) kopecks each for a total amount at a nominal value of 1 996 355 125 (One billion nine hundred ninety six million three hundred fifty five thousand one hundred twenty five) rubles 90 kopecks.  Ordinary registered shares declared by the Company for placement represent their owners the rights provided for in 6.2. of this Charter". | | | | | | |
| 2.3. Identification of shares, exercise of rights for which is related to the content of the agenda items of the meeting of the Board of Directors of the Issuer:  ***ordinary registered uncertificated shares, state registration number of issue 1-01-349-56-E, date of state registration of issue September 20, 2007, international code (number) of securities identification (ISIN) is RU000A0JPPG8.*** | | | | | | |
| * 1. Date of the meeting of the Issuer's Board of Directors at which the relevant resolutions were adopted: ***March 14, 2019.***   2. Date and number of the minutes of the meeting of the Issuer's Board of Directors at which the relevant resolutions were adopted: ***March 15, 2019, Minutes No. 303/2019.*** | | | | | | |
| 3. Signature | | | | | | |
| 3.1. Head of Corporate Governance and Shareholder Relations Department (by proxy No. 86-19 dated January 1, 2019) | | | | |  | Pavlova E.N. |
| (signature) L.S. |  |
| 3.2. Date | March | "18", | 2019 | | | |