

**MINUTES**

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

Rostov-on-Don

24.04.2020 №372/2020

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors who took part in absentee voting:** Sergeeva O.A., Grebtsov P.V., Dobin A.A., Zarkhin V.Yu., Kolyada A.S., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaydullin F G., Ebzeev B.B., Yuriev A.V.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the minutes:** 27.04.2020.

**AGENDA**

1. *On convening the Annual General Meeting of the Company's Shareholders and determining the meeting format and date.*
2. *On approval of the date of determination (fixation) of persons entitled to participate in the Annual General Meeting of the Company's Shareholders.*
3. *On determining the type(s) of preference shares which owners have the right to vote on the agenda items of the Annual General Meeting of the Company's Shareholders.*
4. *On approval of the agenda of the Annual General Meeting of the Company's Shareholders.*
5. *On determining the list of information (materials) to be provided to shareholders in preparation for the Annual General Meeting of Shareholders and the procedure for providing it.*
6. *On determining the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the form and text of the notice.*
7. *On the election of the Secretary of the Annual General Meeting of Shareholders of the Company.*

**Item No. 1: On convening the Annual General Meeting of the Company's Shareholders and determining the meeting format and date.**

**RESOLUTION:**

1. Convene the Annual General Meeting of the Company's Shareholders by absentee voting.

2. Determine the date of the Annual General Meeting of the Company's Shareholders (the deadline for accepting completed voting papers) - May 29, 2020.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** |  |  |  |

**The resolution was carried.**

**Item No. 2: On approval of the date of determination (fixation) of persons entitled to participate in the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Approve the date of determining (fixing) the persons entitled to participate in the Annual General Meeting of the Company's Shareholders - May 05, 2020.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 3: On determining the type(s) of preference shares which owners have the right to vote on the agenda items of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Due to the fact that the Company has not issued any preferred shares, no resolution shall be made to determine the type(s) of preferred shares the owners of which have the right to vote on the issues on the agenda of the Annual General Meeting of the Company's Shareholders.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 4: On approval of the agenda of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Approve the following agenda of the Annual General Meeting of the Company's Shareholders:

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2019.

2. On distribution of the Company's profit (including the payment (declaration) of dividends) and losses based on 2019 results.

3. On election of members of the Company's Board of Directors.

4. On election of members of the Company's Internal Audit Commission.

5. On approval of the Company's auditor.

6. On approval of the new version of the Regulations on the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** |  |  |  |

**The resolution was carried.**

**Item No.5: On determining the list of information (materials) to be provided to shareholders in preparation for the Annual General Meeting of Shareholders and the procedure for providing it.**

**RESOLUTION:**

1. Determine that the information (materials) provided to persons entitled to participate in the Annual General Meeting of the Company's Shareholders (hereinafter referred to as the "Meeting") is:

the Annual Report of the Company and the findings of the of the Company's Audit Commission based on the results of its audit (on the reliability of the data contained in the Company Annual Report);

annual accounting (financial) statements, auditor's report and opinion of the Company's Audit Commission based on the results of such auditing;

Opinion of the Company's Audit Committee on the level of efficiency and quality of the external audit process;

extract from the Minutes of the meeting of the Board of Directors on the issue of preliminary approval of the Company Annual Report for 2019 and recommendations to the Annual General Meeting of Shareholders on its approval;

extracts from the Minutes of meeting of the Board of Directors with recommendations (proposals) on issues presented for consideration by the General Meeting of the Company's Shareholders;

justification of the proposed net profit distribution;

data on candidates for the Company's Board of Directors, the Company Audit Commission or information on the failure of candidates to provide the specified information including information on who proposed each of the candidates, as well as information on the presence or absence of written consent of the specified candidates for nomination and election;

conclusion of the HR and Remuneration Committee of the Company on the assessment of candidates for members of the Company's Board of Directors;

data on candidates for the Company auditors, sufficient to form an idea of ​​their professional qualities and independence, including the name of the self-regulatory organization of auditors, which member the candidate for Company auditors is, description of the procedures used in the selection of external auditors, which ensure their independence and objectivity, as well as data on the proposed remuneration of external auditors for services of an audit and non-audit nature (including data on compensation payments and other costs associated with the engagement of an auditor) and other material terms of contracts signed with the Company auditors;

recommendations of the Company Audit Committee in relation to the candidacy of the Company auditor;

Regulations on the Company's Board of Directors in the current version, draft Regulations on the Company's Board of Directors in the new version, as well as a comparative table of amendments made with their justification;

the Company Transaction Report for 2019, in which there is an interest, including the Opinion the Audit Commission, confirming the reliability of the data contained in the report;

information on shareholder agreements signed in the course of year prior to the date of the Meeting;

information about who proposed each issue to the agenda of the Meeting;

draft resolutions and explanatory notes on the Meeting agenda;

an approximate Power of Attorney Form which may be issued by a shareholder to its representative and its certification procedure.

2. Establish that with the specified information (materials) provided in preparation for the Meeting, the persons entitled to participate in the Meeting may get acquainted with:

- from May 08, 2020 to May 28, 2020, with the exception of weekends and holidays, from 09 hours 00 minutes to 16 hours 00 minutes, as well as May 29, 2020 on the day of the Meeting, at the following addresses:

- Rosseti South PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don;

- Rosseti South PJSC, 147 2-ya Krasnodarskaya St., Rostov-on-Don;

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

- 32 Krasnaya Naberezhnaya St., Astrakhan (Astrakhanenergo, a branch of Rosseti South PJSC);

- 15 Lenina Avenue, Volgograd (Volgogradenergo, a branch of Rosseti South PJSC);

- Northern Industrial Zone, Elista, Republic of Kalmykia (Kalmenergo, a branch of Rosseti South PJSC);

as well as from May 08, 2020 on the Company's website on the internet at: [www.rosseti-yug.ru](http://www.rosseti-yug.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 May 08, 2020.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 6: On determining the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the format and text of the notice.**

**RESOLUTION:**

1. Approve the format and text of the notice of the holding of the Annual General Meeting of the Company's Shareholders in accordance with Annex 1 to this Resolution.

2. Inform the persons entitled to participate in the Annual General Meeting of the Company's Shareholders on the holding of the Annual General Meeting of the Company's Shareholders:

- post a notice on the Company's website in the information and on the internet at [www.rosseti-yug.ru](http://www.rosseti-yug.ru) no later than April 28, 2020;

- send a notice in electronic format to those shareholders of the Company who have provided the Company or the registrar with data on e-mail addresses to which such notices can be sent.

If a person registered in theCompany's register of shareholders is a nominee shareholder, a notification of the Annual General Meeting of Company's Shareholders shall sent in electronic format (in the form of electronic documents signed by an electronic signature) to the nominee shareholder no later than April 28, 2020.

If electronic voting is provided at the Annual General Meeting of the Company's Shareholders through the personal account of the shareholder, the possibility of using the service and the procedure for carrying out such voting shall be specified.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 7: On the election of the Secretary of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Elect Elena Nikolaevna Pavlova, Corporate Secretary of the Company, as the Secretary of the Annual General Meeting of the Company.

**Result of the vote:**

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| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

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| **Chairman of the Board of Directors** |  | **O.A. Sergeeva** |
| **Corporate Secretary** | **E.N. Pavlova** |