**MINUTES**

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

Rostov-on-Don

March 05, 2021 No. 417/2021

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

**Members of the Board of Directors who took part in absentee voting:** P.V. Grebtsov, D.L. Guryanov, V.Yu. Zarkhin, V.A. Kapitonov, A.S. Kolyada, M.V. Korotkova, K.A. Mikhailik, A.Yu.Perets, A.O. Romankov, L.V. Selivanova and B.B. Ebzeev.

**The polling forms were not provided and did not take part in the voting:** absent.

**A quorum is present.**

**Date of minutes generation:** March 09, 2021.

**AGENDA**

1. *On consideration of proposals of the Company's shareholders on introduction of issues into the agenda of the Annual General Meeting of the Company's shareholders and on nomination of candidates to the Company's management and control bodies.*
2. *"On determining the date of the Company's Board of Directors' meeting to consider issues related to the preparation for the Annual General Meeting of the Company's Shareholder".*

**Item No. 1: On consideration of proposals of the Company's shareholders on introduction of issues into the agenda of the Annual General Meeting of the Company's shareholders and on nomination of candidates to the Company's management and control bodies.**

**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 |
|  | Morozov Andrey Vladimirovich | Legal Director of the Association of Professional Investors | The Russian Prosperity Fund | 3.51 |
|  | Fedorov Oleg Romanovich | Member of the Board of Directors of IDGC of the South PJSC | The Russian Prosperity Fund | 3.51 |
|  | Rozhkov Vasily Vladimirovich | Deputy Principal Engineer of PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Ozhegina Natalya Klimentievna | Deputy Director General for Human Resources, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Alexey Valerievich Molsky | Deputy Director General for Investment, Capital Construction and Services, PJSC Rosseti  | PJSC Rosseti | 84.12 |
|  | Maria Gennadievna Tikhonova  | Deputy General Director for Corporate Governance of PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Daniil Vladimirovich Krainskiy | Deputy Director General for Legal support of PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Egor Vyacheslavovich Prokhorov | Deputy Director General for Strategy, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Konstantin Aleksandrovich Mikhailik | Deputy General Director for Digital Transformation, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Alexey Alexandrovich Polinov | Adviser Director General of PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Vladislav Albertovich Kapitonov | Corporate Finance Director, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Boris Borisovich Ebzeev | General Director, Rosseti South PJSC | PJSC Rosseti | 84.12 |
|  | Maria Vyacheslavna Korotkova | Director for Development, “Tekhinnovatsiya” LLC | PJSC Rosseti | 84.12 |

2. Enter the following candidates into the list of candidates for election to the Internal Audit Commission of Rosseti South PJSC:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Seq. No.** | **Candidate proposed by shareholder(s) for enetering into the list for voting on elections to the Internal Audit Commission of the Company** | **Position, work place of the candidate proposed by shareholder(s) for inclusion in the list for voting on elections to the Internal Audit Commission of the Company** | **Full name / name of shareholder(s) who proposed a candidate for inclusion in the list for election to the Internal Audit Commission of the Company** | **Number of voting shares of the Company owned by shareholder(s) (in percent)** |
|  | Svetlana Nikolaevna Kovaleva | Internal Audit Director - Head of the Internal Audit Department, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Viktor Vladimirovich Tsarkov | First Deputy Chief of the Internal Audit Department, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Svetlana Mikhailovna Trishina | Deputy Head of the Internal Audit Department - Head of the Corporate Audit and Control Directorate of the Subsidiary office of the Internal Audit Department, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Ekaterina Viktorovna Mamusova | Chief Expert of the Methodology and Reporting Service of the Internal Audit Department, PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Andrey Ivanovich Yudin | Chief Expert of the Methodology and Reporting Service of the Internal Audit Department, PJSC Rosseti | PJSC Rosseti | 84.12 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| P.V. Grebtsov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| D.L. Guryanov | **-** | **"FOR"** | A.O. Romankov | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | A.Yu. Perets | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| B.B. Ebzeev | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2: "On determining the date of the Company's Board of Directors' meeting to consider issues related to the preparation for the Annual General Meeting of the Company's Shareholder".**

**RESOLUTION:**

Determine the date of the meeting of the Company's Board of Directors held to consider issues related to preparation for the Annual General Meeting of the Company's Shareholders- no later than April 27, 2021.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| P.V. Grebtsov | **-** | **"FOR"** | K.A. Mikhailik | **-** | **"FOR"** |
| D.L. Guryanov | **-** | **"FOR"** | A.O. Romankov | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | L.V. Selivanova | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| A.Yu. Perets | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **P.V. Grebtsov** |
| **Corporate Secretary** | **E.N. Pavlova**  |