**MINUTES**

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

Rostov-on-Don

18.05.2022 № 481/2022

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

**Members of the Board of Directors who participated in the absentee voting**: D.V. Krainsky (Chairman), I.D. Alyushenko, P.V. Grebtsov, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V.Korotkova, M.V.Nikitchanova, E.V.Prokhorov 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:** 20.05.2022.

**AGENDA**

|  |
| --- |
| 1. *On review of the annual financial (accounting) statements of the Company for 2021.*
 |
| 1. *On recommendations on the distribution of the Company's profit (losses) based on 2021 results.*
 |
| 1. *On recommendations on the amount of dividends on the Company's shares for 2021, the procedure for their payment and on proposals to the Annual General Meeting of Shareholders to determine the date on which persons entitled to receive dividends are determined.*
 |
| 1. *On proposals to the Annual General Meeting of the Company's Shareholders on the issue “On approval of the Regulations on the Audit Commission of the Company in a new edition.*
2. *On proposals to the annual General Meeting of Shareholders of the Company on the candidature of the Company's auditor.*
 |
| 1. *On approval of the form and text of voting ballots at the Annual General Meeting of Shareholders, as well as the wording of resolutions on agenda items of the Annual 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.*
 |
| 1. *On determining the date of sending voting ballots to persons entitled to participate in the Annual General Meeting of Shareholders, the address to which completed voting ballots may be sent, and the deadline for accepting completed ballots.*
 |

**Item No. 1: On review of the annual financial (accounting) statements of the Company for 2021.**

**DECISION:**

Preliminarily approve and submit for approval the Company's annual General Shareholders Meeting the Company's annual accounting (financial) statements for 2021 in accordance with Annex No. 1 to this Desicion.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 2: On recommendations for the Company's profit (losses) distribution based on 2021 results.**

**DECISION:**

Recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profit (loss) of the Company for the reporting year 2021:

|  |  |
| --- | --- |
| **Name** | (RUB, thousand) |
| Retained profit (uncovered loss) of the reporting period: | 2 068 388 |
| Allocate to: Reserve Fund | 103,420 |
|  Development profit | 1 964 968 |
|  Dividends | 0 |
|  Repayment of losses from previous years | 0 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"ABSTAINED"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On recommendations on the amount of dividends on the Company's shares for 2021, the procedure for their payment and on proposals to the Annual General Meeting of Shareholders to determine the date on which persons entitled to receive dividends are determined.**

**DECISION:**

Recommend to the Annual General Meeting of Shareholders to take the following decision: "Not to pay dividends on the Company's ordinary shares based on the results of 2021."

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"ABSTAINED"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 4: On proposals to the Annual General Meeting of the Company's Shareholders on the issue “On approval of the Regulations on the Audit Commission of the Company in a new edition.**

**DECISION:**

Propose to the annual General Meeting of Shareholders of the Company to approve the Regulations on the Audit Commission of Rosseti South PJSC in a new edition according to Annex No. 2 to this Desicion of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.5: On proposals to the annual General Meeting of Shareholders of the Company on the candidature of the Company's auditor.**

**DECISION:**

Propose to the annual General Meeting of Shareholders of Rosseti South PJSC to approve the association of auditors (collective participant) as part of CATR - Auditing Services LLC (leader of the collective participant) (TIN 7709383532) (former name - Ernst & Young LLC) and Auditing Company DELOVOY PROFILE JSC (TIN 7735073914) (member of the collective participant) as the auditor of Rosseti South PJSC.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 6: On approval of the form and text of voting ballots at the Annual General Meeting of Shareholders, as well as the wording of resolutions on agenda items of the Annual 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.**

**DECISION:**

1. Approve the form and text of ballot papers to be voted on at the Annual General Meeting of Shareholders of the Company in accordance with Annexes No. 3-5 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"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.7: On determining the date of sending voting ballots to persons entitled to participate in the Annual General Meeting of Shareholders, the address to which completed voting ballots may be sent, and the deadline for accepting completed ballots.**

**DECISION:**

1. Determine that voting ballots shall be sent by a simple letter to persons entitled to participate at the Annual General Meeting of the Company Shareholders (hereinafter referred to as the Meeting), no later than May 26, 2022.

The ballot papers in electronic form (in the form of electronic documents) shall be sent no later than May 26, 2022, 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 ballot papers 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 June 16, 2022 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 before the deadline for accepting ballots.

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

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

*On item No. 2 of the agenda of this meeting of the Company's Board of Directors, a dissenting opinion was received from a member of the Company's Board of Directors, Zarkhin Vitaly Yuryevich: “I consider it necessary to direct profits to reduce debt.”*

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