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**MINUTES**

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

Rostov-on-Don

18.04.2022 № 475/2022

**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:** 21.04.2022.

**AGENDA**

|  |  |
| --- | --- |
| 1. *On determining the due date for accepting proposals of the shareholders of Rosseti South PJSC on the inclusion of items on the agenda of the Annual General Meeting of Shareholders of Rosseti South PJSC following the results of the 2021 reporting year and on the nomination of candidates for election to the Board of Directors and the Audit Commission of Rosseti South PJSC at the Annual General Meeting of Shareholders of Rosseti South PJSC following the results of the 2021 reporting year* |  |
| 1. *On the early termination of powers, on the election of a member and Chairman of the Strategy Committee of Rosseti South PJSC.* |  |
| 1. *On approval of the Regulation on the provision of insurance protection of Rosseti South PJSC.* |  |

**Item No.1: On determining the due date for accepting proposals of the shareholders of Rosseti South PJSC on the inclusion of items on the agenda of the Annual General Meeting of Shareholders of Rosseti South PJSC following the results of the 2021 reporting year and on the nomination of candidates for election to the Board of Directors and the Audit Commission of Rosseti South PJSC at the Annual General Meeting of Shareholders of Rosseti South PJSC following the results of the 2021 reporting year**

**DECISION:**

1. Determine that the shareholders of Rosseti South PJSC, who in the aggregate own at least 2 (Two) percent of the voting shares of Rosseti South PJSC, have the right to put issues on the agenda of the annual General Meeting of Shareholders of Rosseti South PJSC based on the results of the reporting year 2021, as well as propose candidates for election to the Board of Directors and the Audit Commission of Rosseti South PJSC, the number of which cannot exceed the quantitative composition of the Board of Directors and the Audit Commission of Rosseti South PJSC, respectively, no later than 05.05.2022 in the manner provided for by the legislation of the Russian Federation and the Charter of Rosseti South PJSC.

2. Approve the form and text of the notification on the due date for accepting proposals of the shareholders of Rosseti South PJSC on the inclusion of items on the agenda of the Annual General Meeting of Shareholders of Rosseti South PJSC following the results of the 2021 reporting year and on the nomination of candidates for election to the Board of Directors and the Audit Commission of Rosseti South PJSC at the Annual General Meeting of Shareholders of Rosseti South PJSC following the results of the 2021 reporting year (hereinafter - Proposals), in accordance with Annex 1 to this Decision.

3. Determine that no later than 2 (two) working days from the date of adoption of this decision, a message on the due date for accepting Proposals shall be posted on the website of Rosseti South PJSC in the Internet information and telecommunication network at the address: www .rosseti-yug.ru.

If the person registered in the register of shareholders is a nominal shareholder, a notice of the due date for accepting Proposals is provided in accordance with the provisions of the legislation of the Russian Federation on securities for the provision of information and materials to persons exercising rights under securities.

**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 the early termination of powers, on the election of a member and Chairman of the Strategy Committee of Rosseti South PJSC.**

**DECISION:**

1. Early terminate the powers of a member of the Strategy Committee of the Company's Board of Directors Pavel Vladimirovich Grebtsov and exclude him from the Committee.

2. Elect Aleksey Aleksandrovich Polinov, Acting Deputy General Director for Economics and Finance of Rosseti PJSC, as a member of the Strategy Committee of the Company's Board of Directors.

3. Elect Aleksey Aleksandrovich Polinov as the Chairman of the Strategy Committee 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 | **-** | **"AGAINST"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.3: On approval of the Regulation on the provision of insurance protection of Rosseti South PJSC.**

**DECISION:**

1. Approve the Regulations on insurance coverage of Rosseti South PJSC in a new edition in accordance with Annex 2 to this Decision of the Company's Board of Directors.

2. Recognize as invalid the Regulations on insurance coverage of IDGC of the South PJSC, approved by the decision of the Company's Board of Directors dated July 31, 2020 (Minutes No. 388/2020 dated August 3, 2020).

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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.**

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