**MINUTES**

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

Rostov-on-Don

April 30, 2021 No. 428/2021

**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 the Minutes:** May 11, 2021

**AGENDA**

1. *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.*
2. *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.*
3. *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.*
4. *On approving the terms and conditions of the contract with the Company's registrar.*
5. *On approval of the report on interested party transactions concluded by the Company in 2020.*
6. *On preliminary approval of the Company's annual report for 2020.*
7. *On review of the annual financial (accounting) statements of the Company for 2020.*
8. *On recommendations on the distribution of the Company's profit (losses) based on 2020 results.*
9. *On recommendations on the amount of dividends on the Company's shares for 2020, 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.*
10. *On consideration of a candidate for the Company's auditor.*
11. *On proposals to the Annual General Meeting of the Company's Shareholders on the issue “On approval of the restated Charter of the Company”.*

**Item No. 1: 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 2020 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;

The latest version of the Сompany Сharter, the draft of the restated Company Charter, as well as a comparative table of the introduced alterations with their justification;

The Company Transaction Report for 2020, 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;

position of the Board of Directors on the Meeting agenda, as well as dissenting opinions of the members of the Board of Directors on each issue 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 12, 2021 to June 01, 2021, with the exception of weekends and holidays, from 09 hours 00 minutes a.m. to 04 hours 00 minutes p.m., as well as on June 02, 2021 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 12, 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 12, 2020.

**Result of the vote:**

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

**RESOLUTION:**

1. Approve the form and text of voting ballots at the Annual General Meeting of the Company's Shareholders in accordance with Appendices 1-3.

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:**

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| --- | --- | --- | --- | --- | --- |
| 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. 3: On determining the date of sending voting ballots to persons entitled to participate in the Annual General Meeting of the Company's Shareholders, determining the address to which filled-in voting ballots can be sent, and the deadline for accepting filled-in voting ballots.**

**RESOLUTION:**

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, no later than May 12, 2021.

The voting ballots in electronic form (in the form of electronic documents) shall be sent no later than May 12, 2021, 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 voting ballots 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. 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/.

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 2, 2021 shall be taken into account.

The shareholders who, in accordance with the rules of the securities legislation of the Russian Federation, gave instructions (directives) 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 June 02, 2021 (i.e. not later than June 01, 2021).

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

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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. 4: On approving the terms and conditions of the contract with the Company's registrar.**

**RESOLUTION:**

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(absentee form) as per Appendix 4.

2. Instruct the General Director of the Company to sign a contract for the provision of services for organizing, convening and holding a general meeting of securities holders, including performing the functions of the counting commission, and mailing materials (in absentia), on the conditions in accordance with Appendix No. 4 to this decision of the Board directors of the Company.

**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. 5: On approval of the Company Transaction Report for 2020 which are of interest.**

**RESOLUTION:**

Approve the Company Transaction Report for 2020, in which there is an interest, in accordance with Appendix 5 to this Resolution of the Company's Board of Directors.

**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"** | A.Yu. Perets | **-** | **"FOR"** |
| A.S. Kolyada | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| B.B. Ebzeev | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No. 6: On preliminary approval of the Company's annual report for 2020.**

**RESOLUTION:**

Preliminarily approve the Annual Report of the Company for 2020 and provide a recommendation for the Annual General Meeting of Company's Shareholders to approve the Annual Report in accordance with Appendix 6.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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. 7: On review of the annual financial (accounting) statements of the Company for 2020.**

**RESOLUTION:**

Preliminarily approve and submit the accounting (financial) statements of the Company for 2020 in accordance with Appendix 7 for approval to the Annual General Meeting of Company's Shareholders.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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. 8: On recommendations for the Company's profit (losses) distribution based on 2020 results.**

**RESOLUTION:**

Provide a recommendation for the Annual General Meeting of the Company 's Shareholders to approve the following distribution of profit (losses) of the Company for 2020 reporting year:

|  |  |
| --- | --- |
| **Name** | (RUB, thousand) |
| Retained profit (uncovered loss) of the reporting period: | (209 442) |
| Allocate to: Reserve Fund | - |
|  Development profit | - |
|  Dividends | - |
|  Repayment of losses from previous years | - |

**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. 9: On recommendations on the amount of dividends on the Company's shares for 2020, 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.**

**RESOLUTION:**

Provide a recommendation for Annual General Meeting of Shareholders adopt the following resolution:

"Do not pass dividends on ordinary shares of the Company at year-end 2020.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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.10: On consideration of a candidate for the Company's auditor.**

**RESOLUTION:**

1. Propose to the Annual General Meeting of Shareholders to approve the Leader of the collective participant - Ernst & Young LLC as the auditor of the Company (TIN 7709383532, legal address: Bldg. 77, block 1, Sadovnicheskaya Embankment, Moscow, 115035, Russian Federation).

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| 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. 11: On proposals to the Annual General Meeting of the Company's Shareholders on the issue “On approval of the restated Charter of the Company”.**

**RESOLUTION:**

Propose to the Annual General Meeting of the Company's Shareholders to approve the restated Charter of the Company (Appendix to this Resolution 8 of the Board of Directors of the Company).

**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.**

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