**MINUTES**

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

Rostov-on-Don

18.05.2020 №377/2020

**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:** 19.05.2020.

**AGENDA**

1. *On authorization of an interested party transaction.*

**Item No.1: On authorization of an interested party transaction.**

**RESOLUTION:**

1. Determine the price of the loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction in the amount determined in accordance with Annex No. 1 to the Resolution of the Company's Board of Directors.
2. Determine that the price of the loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction, cannot amount to 10 percent or more of the book value of the assets of Rosseti South PJSC according to its financial statements as of the last reporting date.
3. Provide consent to the transaction - a loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction, on material terms in accordance with Annex No. 1 to the Resolution of the Company's Board of Directors.
4. Persons who have an interest in this transaction and the reasons for their interest are listed in Annex No. 1 to the Resolution of the Company's Board of Directors.

*In accordance with Clause 3 of Article 83 of the Federal Law "On Joint Stock Companies", a decision on this item is made by the Company's Board of Directors by a majority of votes of directors not interested in the transaction. When making a decision, the vote of the Chairman of the Board of Directors, Olga Andreevna Sergeeva, as a person interested in the transaction is not taken into account.*

*Boris Borisovich Ebzeev, a member of the Board of Directors, who is a person acting as the Single Executive Body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company, does not take part in voting on this item for one year.*

**Result of the vote:**

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

**The resolution was carried.**

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