**MINUTES**

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

Rostov-on-Don

April 27, 2021 No. 425/2021

**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:** April 28, 2021

**AGENDA**

*1. On convening the Annual General Meeting of the Company's Shareholders and determining the meeting format and date.*

*2. On approval of the date of determination (fixation) of persons entitled to participate in the Annual General Meeting of the Company's Shareholders.*

*3. On determining the type(s) of preference shares which owners have the right to vote on the agenda items of the Annual General Meeting of the Company's Shareholders.*

*4. On approval of the agenda of the Annual General Meeting of the Company's Shareholders.*

*5. On determining the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the format and text of the notice.*

*6. On the election of the Secretary of the Annual General Meeting of the Company's Shareholders.*

*7. On approval of the cost estimates related to the preparation and holding of the Annual General Meeting of the Company's Shareholders.*

**Item No. 1: On convening the Annual General Meeting of the Company's Shareholders and determining the meeting format and date.**

**RESOLUTION:**

1. Convene the Annual General Meeting of the Company's Shareholders (hereinafter referred to as the "Meeting") by absentee voting.

2. Determine the date of the Annual General Meeting of the Company's Shareholders (the deadline for accepting completed voting papers) - June 02, 2021.

**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 | **-** | **"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. 2: On approval of the date of determination (fixation) of persons entitled to participate in the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Approve the date of determining (fixing) the persons entitled to participate in the Annual General Meeting of the Company's Shareholders - May 08, 2021.

**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. 3: On determining the type(s) of preference shares which owners have the right to vote on the agenda items of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Due to the fact that the Company has not issued any preferred shares, no resolution shall be made to determine the type(s) of preferred shares the owners of which have the right to vote on the issues on the agenda of the Annual General Meeting of the 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. 4: On approval of the agenda of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Approve the following agenda of the Annual General Meeting of the Company's Shareholders:

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2020.

2. On distribution of the Company's profit (including the payment (declaration) of dividends) and losses based on 2020 results.

3. On election of members of the Company's Board of Directors.

4. On election of members of the Company's Internal Audit Commission.

5. On approval of the Company's auditor.

6. On approval of the restated Company's Charter.

**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. 5: On determining the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the format and text of the notice.**

**RESOLUTION:**

1. Approve the format and text of the notice of the holding of the Annual General Meeting of the Company's Shareholders in accordance with Annex 1 hereto.

2. Inform the persons entitled to participate in the Annual General Meeting of the Company's Shareholders on the holding of the Annual General Meeting of the Company's Shareholders:

- post a notice on the Company's website in the information and on the internet at [www.rosseti-yug.ru](http://www.rosseti-yug.ru) no later than April 30, 2021;

- send a notice in electronic format to those shareholders of the Company who have provided the Company or the registrar with data on e-mail addresses to which such notices can be sent.

If a person registered in theCompany's register of shareholders is a nominee shareholder, a notification of the Annual General Meeting of Company's Shareholders shall sent in electronic format (in the form of electronic documents signed by an electronic signature) to the nominee shareholder no later than April 30, 2021.

If electronic voting is provided at the Annual General Meeting of the Company's Shareholders through the personal account of the shareholder, the possibility of using the service and the procedure for carrying out such voting shall be specified.

**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. 6: On election of the Secretary of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Elect Elena Nikolaevna Pavlova, Corporate Secretary of the Company, as the Secretary of the Annual General Meeting 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. 7: On approval of the cost estimates related to the preparation and holding of the Annual General Meeting of the Company's Shareholders.**

**RESOLUTION:**

1. Approve the estimate of costs associated with the preparation and holding of the Annual General Meeting of the Company's Shareholders, in accordance with Appendix 2.

2. The General Director of the Company shall submit to the Company's Board of Directors the report on the expenditure of funds for preparation and holding of the Annual General Meeting of Shareholders of the Company not later than two months after the Annual General Meeting of Company's Shareholders of the as per Appendix 3.

**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.**

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