

**MINUTES**  
**of the Board meeting of ROSSETI South, PJSC**

Rostov-on-Don

11.05.2023

№ 522/2023

**The meeting format:** absentee (by poll)**Members of the Board of Directors who participated in the absentee voting:** Krainski D.V., Dokuchaeva M.A., Zarkhin V.Yu., Kazakov A.I., Klinkov O.Yu., Korotkova M.V., Kravchenko K.Yu., Nikitchanova E.V., Tikhonova M.G., Polinov A.A., Ebzeev B.B.**Persons who did not submit polling sheets and did not take part in the vote:** no.**A quorum is present.****Date of the minutes:** 12.05.2023**AGENDA**

1. *On consideration of the annual accounting (financial) statement of the Company for 2022.*
2. *Recommendations on the distribution of income (losses) of ROSSETI South, PJSC based on the results of 2022.*
3. *Recommendations on the amount of dividends on shares of ROSSETI South, PJSC for 2022, the procedure of their payments, and proposals to the annual General Meeting of Shareholders regarding the date on which the persons authorized to receive dividends are determined.*
4. *Proposals to the annual General Meeting of Shareholders of the Company regarding the candidature of the Company's auditor.*
5. *Approval of the form and text of the ballot papers for the annual General Meeting of Shareholders, as well as the formulations of resolutions on the agenda issues of the annual General Meeting of Shareholders to be sent in electronic form (as electronic documents) to the nominal holders of shares registered in the shareholder register of the Company.*
6. *Determination of the date of sending ballot papers to persons authorized to participate in the annual General Meeting of Shareholders of the Company, the address to which completed ballot papers may be sent, and the deadline for receipt of completed ballot papers.*

**ISSUE NO. 1: On consideration of the annual accounting (financial) statement of the Company for 2022.****RESOLUTION:**

To propose that the annual General Meeting of Shareholders of the Company approve the annual accounting (financial) statement of the Company for 2022 in accordance with Appendix 1 hereto.

**Voting results:**

|                 |   |            |                   |   |            |
|-----------------|---|------------|-------------------|---|------------|
| Krainski D.V.   | - | "IN FAVOR" | Klinkov O. Yu.    | - | "IN FAVOR" |
| Dokuchaeva M.A. | - | "IN FAVOR" | Kravchenko K.Yu.  | - | "IN FAVOR" |
| Zarkhin V.Yu.   | - | "IN FAVOR" | Nikitchanova E.V. | - | "IN FAVOR" |
| Korotkova M.V.  | - | "IN FAVOR" | Tikhonova M.G.    | - | "IN FAVOR" |
| Kazakov A.I.    | - | "IN FAVOR" | Ebzeev B.B.       | - | "IN FAVOR" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE NO. 2: Recommendations on the distribution of income (losses) of ROSSETI South, PJSC based on the results of 2022.**

**RESOLUTION:**

To recommend that the Annual General Meeting of Company's Shareholders approve the following distribution of income (losses) of the Company for the 2022 reporting year:

| Name   | (thousand rubles) |
|--|-------------------|
| Undistributed income (uncovered loss) of the reporting period: | (559,272)         |
| To distribute for: Reserve fund                                | -                 |
| Income for development   | -                 |
| Dividends  | -                 |
| Loss recovery of the past                                      | -                 |

**Voting results:**

|                 |   |            |                   |   |            |
|-----------------|---|------------|-------------------|---|------------|
| Krainski D.V.   | - | "IN FAVOR" | Klinkov O. Yu.    | - | "IN FAVOR" |
| Dokuchaeva M.A. | - | "IN FAVOR" | Kravchenko K.Yu.  | - | "IN FAVOR" |
| Zarkhin V.Yu.   | - | "IN FAVOR" | Nikitchanova E.V. | - | "IN FAVOR" |
| Korotkova M.V.  | - | "IN FAVOR" | Tikhonova M.G.    | - | "IN FAVOR" |
| Kazakov A.I.    | - | "IN FAVOR" | Ebzeev B.B.       | - | "IN FAVOR" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE NO. 3: Recommendations on the amount of dividends on shares of ROSSETI South, PJSC for 2022, the procedure of their payments, and proposals to the annual General Meeting of Shareholders regarding the date on which the persons authorized to receive dividends are determined.**

**RESOLUTION:**

To recommend that the Annual General Meeting of Company's Shareholders approve the following resolution:

Not to pay dividends on the Company's ordinary shares by the results of 2022.

**Voting results:**

|                 |   |            |                   |   |            |
|-----------------|---|------------|-------------------|---|------------|
| Krainski D.V.   | - | "IN FAVOR" | Klinkov O. Yu.    | - | "IN FAVOR" |
| Dokuchaeva M.A. | - | "IN FAVOR" | Kravchenko K.Yu.  | - | "IN FAVOR" |
| Zarkhin V.Yu.   | - | "IN FAVOR" | Nikitchanova E.V. | - | "IN FAVOR" |
| Korotkova M.V.  | - | "IN FAVOR" | Tikhonova M.G.    | - | "IN FAVOR" |
| Kazakov A.I.    | - | "IN FAVOR" | Ebzeev B.B.       | - | "IN FAVOR" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE NO. 4: Proposals to the Annual General Meeting of Company's Shareholders regarding the candidature of the Company's auditor.**

**RESOLUTION:**

To propose that the Annual General Meeting of Shareholders of ROSSETI South, PJSC appoint a collective member of TsATR - Audit Services, LLC (leader of the collective member) and ACC Crow Audex, LLC (participant of the collective member) as the Company's auditor.

**Voting results:**

|                 |   |            |                   |   |            |
|-----------------|---|------------|-------------------|---|------------|
| Krainski D.V.   | - | "IN FAVOR" | Klinkov O. Yu.    | - | "IN FAVOR" |
| Dokuchaeva M.A. | - | "IN FAVOR" | Kravchenko K.Yu.  | - | "IN FAVOR" |
| Zarkhin V.Yu.   | - | "IN FAVOR" | Nikitchanova E.V. | - | "IN FAVOR" |
| Korotkova M.V.  | - | "IN FAVOR" | Tikhonova M.G.    | - | "IN FAVOR" |
| Kazakov A.I.    | - | "IN FAVOR" | Ebzeev B.B.       | - | "IN FAVOR" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE NO. 5: Approval of the form and text of the ballot papers for the Annual General Meeting of Shareholders, as well as the formulations of resolutions on the agenda issues of the annual General Meeting of Shareholders to be sent in electronic form (as electronic documents) to the nominal holders of shares registered in the shareholder register of the Company.**

**RESOLUTION:**

1. To approve the form and text of the ballot papers for the Annual General Meeting of Company's Shareholders in accordance with Appendices 2-4 to this resolution of the Company's Board.

2. To send in electronic form (in the form of electronic documents) to the nominee shareholders registered in the shareholder register, use the formulation of the resolutions specified in the ballot papers.

**Voting results:**

|                 |   |            |                   |   |            |
|-----------------|---|------------|-------------------|---|------------|
| Krainski D.V.   | - | "IN FAVOR" | Klinkov O. Yu.    | - | "IN FAVOR" |
| Dokuchaeva M.A. | - | "IN FAVOR" | Kravchenko K.Yu.  | - | "IN FAVOR" |
| Zarkhin V.Yu.   | - | "IN FAVOR" | Nikitchanova E.V. | - | "IN FAVOR" |
| Korotkova M.V.  | - | "IN FAVOR" | Tikhonova M.G.    | - | "IN FAVOR" |
| Kazakov A.I.    | - | "IN FAVOR" | Ebzeev B.B.       | - | "IN FAVOR" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE NO. 6: Determination of the date of sending ballot papers to persons authorized to participate in the annual General Meeting of Shareholders of the Company, the address to which completed ballot papers may be sent, and the deadline for receipt of completed ballot papers.**

**RESOLUTION:**

1. To determine that ballot papers shall be sent by simple mail to the persons authorized to participate in the annual General Meeting of Company's Shareholders (hereinafter referred to as the Meeting) not later than May 19, 2023.

Ballot papers in electronic form (in the form of electronic documents) shall be sent to the registrar of NDT - R.O.S.T., JSC not later than May 19, 2023, for forwarding to the nominee shareholders registered in the Company's shareholder register.

2. To determine that completed ballot papers can be mailed to one of the following addresses:  
- 344002, The Russian Federation, Rostov-on-Don, Bolshaya Sadovaya St., 49/42, ROSSETI South, PJSC;

- 107076, The Russian Federation, Moscow, Stromynka street, 18, bld. 5B, room IX, NRC - R.O.S.T. JSC (the Company's registrar).

3. Identify the following site address on the Internet for filling out the electronic form of ballots - <https://lk.rrost.ru/>.

4. In determining the quorum of the Meeting and summing up the voting results, the votes provided by the ballot papers received or whose electronic form is completed on the website of the Meeting Notice before June 09, 2023 shall be taken into consideration.

Shareholders who, in accordance with the rules of securities legislation of the Russian Federation, gave directions (instructions) on voting to persons accounting their rights to shares, are also considered to be casted a vote if messages on their expression of will are received before June 09, 2023.

5. To instruct the sole executive authority of the Company to ensure that ballot papers are sent to the Company's shareholders in accordance with this resolution

**Voting results:**

|                 |   |            |                   |   |            |
|-----------------|---|------------|-------------------|---|------------|
| Krainski D.V.   | - | "IN FAVOR" | Klinkov O. Yu.    | - | "IN FAVOR" |
| Dokuchaeva M.A. | - | "IN FAVOR" | Kravchenko K.Yu.  | - | "IN FAVOR" |
| Zarkhin V.Yu.   | - | "IN FAVOR" | Nikitchanova E.V. | - | "IN FAVOR" |
| Korotkova M.V.  | - | "IN FAVOR" | Tikhonova M.G.    | - | "IN FAVOR" |
| Kazakov A.I.    | - | "IN FAVOR" | Ebzeev B.B.       | - | "IN FAVOR" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**Chairman of the Board of Directors**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**