

**EXPLANATORY NOTE
AND DRAFT RESOLUTION
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
ROSSETI SOUTH PJSC**

TOPIC 3: On election of members of the Company's Board.

According to subcl. 4 cl.1 Article 48 of the Federal Law On Joint-Stock Companies and cl.10.2 of the Charter of ROSSETI South, PJSC, the topic of defining the number of members of the Company's Board, election of their members and early termination of their powers are referred to the competence of the General Meeting of Shareholders.

Subject to clause 16.1 of the Charter of ROSSETI South, PJSC, the Company's Board consists of eleven (11) members.

Based on clause 13.1 of the Charter of ROSSETI South, PJSC, clause 1 Article 53 of the Federal Law On Joint-Stock Companies, the Company's shareholders owning at least 2% of the Company's voting shares, the following nominees were nominated for the Company's Board:

No.	Nominee proposed by a shareholder (shareholders) to the Board of Directors of the Company	Position, place of work of the nominee Proposed by the shareholder (shareholders) to the Company's Board
1.	Krainski Daniil Vladimirovich	Deputy General Director of legal coverage of ROSSETI, PJSC
2.	Dokuchaeva Maria Alexandrovna	Top advisor of ROSSETI, PJSC
3.	Kravchenko Konstantin Yurievich	Deputy General Director of digital transformation of ROSSETI, PJSC
4.	Korotkova Maria Viacheslavna	
5.	Tikhonova Maria Gennadievna	Deputy General Director of corporate management of ROSSETI, PJSC
6.	Klinkov Oleg Yurievich	Director of customer communications - HoD of technological development of ROSSETI, PJSC
7.	Kazakov Alexander Ivanovich	
8.	Nikitchanova Ekaterina Vladimirovna	Deputy Director - Head of Expert Center of Non-income partnership Russian Institute of Directors
9.	Ebzeev Boris Borisovich	General Director of ROSSETI South, PJSC
10.	Paramonova Natalia Vladimirovna	First Deputy Head of the Economy Department of ROSSETI, PJSC

11.	Zarkhin Vitali Yurievich	temporarily out of work
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Detailed information about the nominees to the Company's Board is provided in the appendix to this explanatory note.

Subject to cl. 4 Article 66 of the Federal Law On Joint-Stock Companies and cl. 16.2 of the Charter of ROSSETI South, PJSC, members of the Company's Board of Directors shall be elected by cumulative voting.

In cumulative voting, the number of votes of each shareholder is multiplied by the number of persons to be elected to the Company's Board, and the shareholder can give the votes obtained in full for one nominee or distribute them among two or more nominees. The nominees with the highest number of votes are considered to be elected to the Company's Board.

Given these considerations, the Annual General Meeting of Shareholders of ROSSETI South, PJSC is proposed to make a decision on the said topic.

DRAFT RESOLUTION:

Elect to the Company's Board as a part of¹:

No.	Last name, first name, patronymic of nominee	Position (at the moment of nomination)
1.	Krainski Daniil Vladimirovich	Deputy General Director of legal coverage of ROSSETI, PJSC
2.	Dokuchaeva Maria Alexandrovna	Top advisor of ROSSETI, PJSC
3.	Kravchenko Konstantin Yurievich	Deputy General Director of digital transformation of ROSSETI, PJSC
4.	Korotkova Maria Viacheslavna	
5.	Tikhonova Maria Gennadievna	Deputy General Director of corporate management of ROSSETI, PJSC
6.	Klinkov Oleg Yurievich	Director of customer communications - HoD of technological development of ROSSETI, PJSC
7.	Kazakov Alexander Ivanovich	
8.	Nikitchanova Ekaterina Vladimirovna	Deputy Director - Head of Expert Center of Non-income partnership Russian Institute of Directors
9.	Ebzeev Boris Borisovich	General Director of ROSSETI South, PJSC

¹ Subject to cl. 16.1 of the Charter of ROSSETI South, PJSC, the Company's Board consists of eleven (11) members. Members of the Company's Board of Directors are elected by the General Meeting of Shareholders by cumulative voting for a term until the next Annual General Meeting of Shareholders (cl. 16.2 of the Charter of ROSSETI South, PJSC).

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10.	Paramonova Natalia Vladimirovna	First Deputy Head of the Economy Department of ROSSETI, PJSC
11.	Zarkhin Vitali Yurievich	temporarily out of work