

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

**TOPIC 4: On election of members of the Inspection Commission of the Company.**

Subject to cl. 1 Art. 48 of the Federal Law On Joint-Stock Companies (hereinafter referred to as the Law) and cl. 10.2 of the Charter of ROSSETI South, PJSC, the topic of election of members of the Company's Revision Commission and of early termination of their powers are referred to the competence of the General Meeting of Shareholders.

The Charter of ROSSETI South, PJSC (cl. 24.1) establishes that the Company's Inspection Commission consisting of 5 members is elected annually by the General Meeting of Company's Shareholders.

Subject to cl. 13.1 of the Charter of ROSSETI South, PJSC, and on the cl. 1 Art. 53 of the Law, the Company's shareholder owning at least 2% of the Company's voting shares nominated the following nominees to the Company's Revision Commission, whose number does not exceed the number of members of the specified authority. In particular, ROSSETI South, PJSC received a proposal from ROSSETI, PJSC to nominate candidates to the Company's Revision Commission:

| No. | Nominee proposed by the shareholder (shareholders) to the Inspection Commission of the Company | Position, place of work of the nominee proposed by the shareholder (shareholders) to the Inspection Commission of the Company                                   |
|-----|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | Ulyanov<br>Anton Sergeevich                                                                    | Internal Audit Director - Head of the Internal Audit Department of ROSSETI, PJSC                                                                                |
| 2.  | Tsarkov<br>Viktor Vladimirovich                                                                | First Deputy Head of the Internal Audit Department of ROSSETI, PJSC                                                                                             |
| 3.  | Trishina<br>Svetlana Mikhailovna                                                               | Deputy Head of the Internal Audit Department - Head of the Corporate Audit and Control of Supplementary office of the Internal Audit Department of PJSC ROSSETI |
| 4.  | Andriasova<br>Gayane Robertovna                                                                | Deputy Head of the Corporate Audit and Control Department of Supplementary office of the Internal Audit Department of PJSC ROSSETI                              |
| 5.  | Roptanova<br>Elena Mikhailovna                                                                 | Chief Expert of the Corporate Audit and Control Department of Supplementary office of the Internal Audit Department of PJSC ROSSETI                             |

Detailed information about the nominees to the Company's Revision Commission is provided in the appendix to this explanatory note.

The decision on the election of members of the Inspection Commission and the early termination of their powers subject to cl. 2 Art. 49 of the Law is made by a majority vote of the shareholders holding voting shares in the Company that participate in the meeting, separately for each nominee.

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 Inspection Commission as a part of<sup>1</sup>:

| <b>No.</b> | <b>Full name of a nominee and its position<br/>(at the moment of nomination)</b>                                                                                                                |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.         | Ulyanov Anton Sergeevich, Internal Audit Director - Head of the Internal Audit Department of ROSSETI, PJSC                                                                                      |
| 2.         | Tsarkov Viktor Vladimirovich, First Deputy Head of the Internal Audit Department of ROSSETI, PJSC                                                                                               |
| 3.         | Trishina Svetlana Mikhailovna, Deputy Head of the Internal Audit Department - Head of the Corporate Audit and Control of Supplementary office of the Internal Audit Department of ROSSETI, PJSC |
| 4.         | Andriasova Gayane Robertovna, Deputy Head of the Corporate Audit and Control Department of Supplementary office of the Internal Audit Department of PJSC ROSSETI                                |
| 5.         | Roptanova Elena Mikhailovna, Chief Expert of the Corporate Audit and Control Department of Supplementary office of the Internal Audit Department of PJSC ROSSETI                                |

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<sup>1</sup> Subject to cl. 24.1 of the Charter of ROSSETI South, PJSC, the Company's Inspection Commission consists of 5 (five) members.