

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

TOPIC 6: Approval of the new version of the Company's Articles of Association.

Pursuant to Article 48 of the Federal Law "On Joint-Stock Companies" and sub-clause 1 of clause 10.2 of the Articles of Association of ROSSETI South, PJSC (hereinafter referred to as the Company), approval of a new version of the Articles of Association falls within the competence of the General Meeting of Shareholders of the Company.

The current version of the Company's Articles of Association was approved by the Annual General Meeting of Shareholders of the Company on 02.06.2021 (Minutes No. 23 dated 02.06.2021).

From the point of view of practical use of the Articles of Association and expenditures for making notarized copies, it seems most expedient to approve a new version of the Company's Articles of Association.

The draft of the Company's Articles of Association in a new version has been prepared in order to improve the quality of corporate governance, optimize the work of the Company's Board of Directors, and bring this document into compliance with the requirements of regulatory legal acts of the Russian Federation:

- Federal Law dated 26.12.1995 No. 208-FZ "Joint-Stock Companies";
- Federal Law of 22.04.1996 No. 39-FZ, "On the Securities Market".

Information on the proposed amendments is presented in the Company's draft revised Articles of Association and in the comparative table of amendments to the Company's Articles of Association with their justification.

Pursuant to clause 4 of Article 49 of the Federal Law "On Joint-Stock Companies" and Clause 10.5 of the Articles of Association of ROSSETI South, PJSC, the resolution on this matter is adopted by a three-fourths majority vote of the shareholders owning voting shares of the Company participating in the meeting.

In accordance with clause 10.8 of Article 10 of the Articles of Association of ROSSETI South, PJSC, voting at the General Meeting of Shareholders on this item is based on the principle of "one share - one vote".

In view of the above, the Annual General Meeting of Shareholders of ROSSETI South, PJSC is proposed to approve a new version of the Company's Articles of Association.

DRAFT RESOLUTION:

To approve the Company's Articles of Association in a new wording according to the Annex posted on the Company's official website at <https://rosseti-yug.ru/aktsioneru-investoru/gosa-19-06-2024/>.