

MINUTES
of the Meeting of the Executive Board of ROSSETI South, PJSC
Rostov-on-Don

21.10.2024

№ 591/2024

The meeting format: absentee (by poll)**The Executive Board members 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., Paramonova N.V., Ebzeev B.B.**Questionnaires not provided:** none.**A quorum is present.****Date of the protocol:** 21.10.2024

AGENDA

1. *On termination of powers and election of the Corporate Secretary of the Company.*
2. *On the approval of candidates for certain positions of the executive staff of the Company, determined by the Board of Directors of the Company.*
3. *On granting consent to a transaction in which there is an interest.*
4. *On determining the position of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) on the issue of the agenda of the General Meeting of Shareholders of JSC Recreation Center Energetik "On consent to a major transaction".*

QUESTION NO. 1: On termination of powers and election of the Corporate Secretary of the Company.

RESOLUTION:

1. To terminate the powers of the Corporate Secretary of the Company Pavlova Elena Nikolaevna from the date of adoption of this decision by the Board of Directors of the Company.
2. To elect Larisa Nikolaevna Kuznetsova, Deputy Head of the Corporate Governance and Shareholder Relations Department, as the Corporate Secretary of the Company, from the date of adoption of this decision by the Board of Directors of the Company.

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"
Paramonova N.V.	-	"IN FAVOR"			

The resolution was carried.

QUESTION NO. 2: On the approval of candidates for certain positions of the executive staff of the Company, determined by the Board of Directors of the Company.

RESOLUTION:

To coordinate the candidacy of Alexander Yuryevich Burtsev for the position of Deputy General Director for Digitalization of ROSSETI South, PJSC.

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"
Paramonova N.V.	-	"IN FAVOR"			

The resolution was carried.

On issue No. 2 of the meeting of the Board of Directors of ROSSETI South, PJSC, a special opinion was received from a member of the Board of Directors of the Company, Vitaly Yuryevich Zarkhin (appendix to the minutes of the Board of Directors of the Company).

**QUESTION NO. 3: On granting consent to a transaction in which there is an interest.
RESOLUTION:**

1. Determine that the price of property acquired by ROSSETI South, PJSC on the basis of an interested-party transaction related to the acquisition of property by concluding a property purchase and sale agreement concluded between ROSSETI South, PJSC and JSC Recreation Center Energetik is not more than 190,000,000 (One hundred ninety million) rubles 00 kopecks, in addition to VAT in the amount of no more than 38,000,000 (Thirty-eight million) rubles 00 kopecks.

2. Provide consent for ROSSETI South, PJSC to make an interested-party transaction related to the acquisition of property by concluding a property purchase and sale agreement on the following essential conditions:

The parties to the transaction:

ROSSETI South, PJSC (Buyer);

JSC "Recreation center "Energetik" (Seller).

The subject of the transaction: The Seller transfers ownership, and the Buyer accepts and pays for the Property in accordance with Appendix 1 to this decision.

Transaction price (the price of the purchased Property): no more than 190,000,000 (One hundred and ninety million) rubles 00 kopecks, in addition, VAT in the amount of no more than 38,000,000 (Thirty-eight million) rubles 00 kopecks.

The procedure for payment of Property: by transferring funds by the Buyer to the Seller's current account within 30 (Thirty) business days from the date of invoice by the Seller. The Buyer's obligation to pay for the purchased Property can be fulfilled in full or in part by offsetting counter homogeneous (monetary) claims.

All expenses related to the state registration of the transfer of ownership to the Buyer for real estate objects that are part of the Property are borne by the Buyer. These costs are not included in the price of the Property and are paid by the Buyer himself.

The procedure for the transfer of Property: Property and all accessories necessary for its full operation are transferred by the Seller to the Buyer according to the act of acceptance and transfer of Property.

Persons who hold stake in making the transaction and privity:

Related Party	Grounds of the person's interest in making a deal
PJSC ROSSETI	The controlling person of ROSSETI South, PJSC and at the same time the controlling person of JSC Recreation Center Energetik
Iordanidi Kirill Alexandrovich	Member of the Management Board of ROSSETI South, PJSC, who is also a member of the Board of Directors of JSC Recreation Center Energetik
Djabrailova Yulianna Khasanovna	Member of the Management Board of ROSSETI South, PJSC, who is also a member of the Board of Directors of JSC Recreation Center Energetik

Pursuant to clause 3, Article 83 of the Federal Law "On Joint-Stock Companies", the decision on this issue shall be made by the Company's Board of Directors by a majority vote of the directors who have no interest in the transaction.

The decision does not take into account the vote of Krainski Daniil Vladimirovich, the Chairman of the Board of Directors, as a person interested in the transaction. In addition, the vote of Ebzeev Boris Borisovich, a member of the Board of Directors, who is the person performing the functions of the sole executive body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company during one year, is not counted.

Voting results:

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"	Klinkov O. Yu.	-	"IN FAVOR"
Paramonova N.V.	-	"IN FAVOR"			

The resolution was carried.

On issue No. 3 of the meeting of the Board of Directors of ROSSETI South, PJSC, a special opinion was received from a member of the Board of Directors of the Company, Vitaly Yuryevich Zarkhin (appendix to the minutes of the Board of Directors of the Company).

QUESTION NO. 4: On determining the position of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) on the issue of the agenda of the General Meeting of Shareholders of JSC Recreation Center Energetik "On consent to a major transaction".

RESOLUTION:

To instruct representatives of ROSSETI South, PJSC at the General Meeting of Shareholders of JSC Recreation Center Energetik on the agenda item "On consent to a major transaction" to vote FOR the adoption of the following decision:

"To provide consent to the commission of JSC Recreation Center Energetik of a major transaction related to the alienation of property by concluding a contract for the purchase and sale of property, on the following essential conditions:

Parties to the transaction:

JSC "Recreation center "Energetik" (Seller);

ROSSETI South, PJSC (Buyer);

The subject of the transaction: The Seller transfers ownership, and the Buyer accepts and pays for the Property in accordance with Appendix 1 to this decision.

Transaction price: no more than 190,000,000 (One hundred and ninety million) rubles 00 kopecks, in addition, VAT in the amount of no more than 38,000,000 (Thirty-eight million) rubles 00 kopecks.

The procedure for payment of Property: by transferring funds by the Buyer to the Seller's current account within 30 (thirty) business days from the date of invoice by the Seller. The Buyer's obligation to pay for the purchased Property can be fulfilled in full or in part by offsetting counter homogeneous (monetary) claims.

All expenses related to the state registration of the transfer of ownership to the Buyer for real estate objects that are part of the Property are borne by the Buyer. These costs are not included in the price of the Property and are paid by the Buyer himself.

The procedure for the transfer of property: Property and all accessories necessary for its full operation are transferred by the Seller to the Buyer according to the act of acceptance and transfer of Property."

Voting results:

Krainski D.V. - "IN FAVOR"
Dokuchaeva M.A. - "IN FAVOR"
Zarkhin V.Yu. - "IN FAVOR"
Korotkova M.V. - "IN FAVOR"
Kazakov A.I. - "IN FAVOR"
Paramonova N.V. - "IN FAVOR"

Klinkov O. Yu. - "IN FAVOR"
Kravchenko K.Yu. - "IN FAVOR"
Nikitchanova E.V. - "IN FAVOR"
Tikhonova M.G. - "IN FAVOR"
Ebzeev B.B. - "IN FAVOR"

The resolution was carried.

The Executive Board Chairman

D.V. Krainski

Corporate Secretary

L.N. Kuznetsova