Public Joint stock company Rosseti South

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

14.05.2024 No. 572/2024

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., Polinov A.A., Ebzeev B.B.
Questionnaires not provided: none.
A quorum is present.
Date of the minutes: 16.05.2024

AGENDA

1. *Convocation of the Annual General Meeting of Company's Shareholders and determination of the form and date of the meeting.*
2. *Approval of the date for determination of (fixing) the persons entitled to participate in the Annual General Meeting of Company's Shareholders.*
3. *Determination of the type(s) of preferred shares whose owners are entitled to vote on the topics on the agenda of the Annual General Meeting of Company's Shareholders.*
4. *Approval of the agenda of the Annual General Meeting of Company's Shareholders.*
5. *Determination of the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the form and text of the notice.*
6. *Determination of the list of information (materials) provided to shareholders during preparation for the Annual General Meeting of Shareholders and the procedure for its provision.*
7. *Election of the secretary of the annual General Meeting of Company's Shareholders.*
8. *On consideration of the annual accounting (financial) statement of Rosseti South, PJSC for 2023.*
9. *Recommendations to the General Meeting of Shareholders on profit (loss) distribution, including the amount of dividends on shares and their payment procedure, based on the results of 2023.*
10. *Proposals to the annual General Meeting of Shareholders of the Company regarding the candidature of the Company's auditor.*
11. *On determining the amount of remuneration for the auditor ROSSETI South, PJSC.*
12. *Approval of the report on interested-party transactions performed by the Company in 2023.*
13. *Preliminary approval of the annual report of the Company for 2023.*

ISSUE NO. 1: Convocation of the Annual General Meeting of Company's Shareholders and determination of the form and date of the meeting.
RESOLUTION:
1. Convene the Annual General Meeting of Company's Shareholders in the form of remote vote.

2. Set the date of the General Meeting of Company's Shareholders (the deadline for accepting completed bulletins) – June 19, 2024.

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.

ISSUE NO. 2: Approval of the date for determination of (fixing) the persons entitled to participate in the Annual General Meeting of Company's Shareholders.

RESOLUTION:

Approve the date for determination of (fixing) the persons entitled to participate in the Annual General Meeting of Company's Shareholders, - May 25, 2024.

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.

ISSUE NO. 3: Determination of the type(s) of preferred shares whose owners are entitled to vote on the topics on the agenda of the Annual General Meeting of Company's Shareholders.

RESOLUTION:

Due to the preferred shares were not issued by the Company, not to approve resolutions of determining the type(s) of preferred shares whose holders are entitled to vote on the topics on the agenda of the Annual General Meeting of Company's Shareholders.

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.

ISSUE NO. 4: Approval of the agenda of the Annual General Meeting of Company's Shareholders.

RESOLUTION:

Approve the following agenda of the Annual General Meeting of Company's Shareholders:

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2023.
2. On distribution of income (including the payment (declaration) of dividends) and losses of the Company for 2023.
3. On election of members of the Directors Board of the Company.
4. On election of members of the Inspection Commission of the Company.
5. On appointment of the Company's audit organization.
6. Approval of the new version of the Company's Articles of Association.

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.

ISSUE NO. 5: Determination of the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the form and text of the notice.

RESOLUTION:

1. Approve the form and text of the message about holding the Annual General Meeting of Company's Shareholders in accordance with the Appendix 1 to this resolution of the Company's Board.

2. Notify the persons entitled to participate in the Annual General Meeting of Company's Shareholders of the holding of the Annual General Meeting of Company's Shareholders:

- post the notice on the Company's website at www.rosseti-yug.ru no later than May 17, 2024;

- send a message in electronic form to those shareholders of the Company who have informed the Company or the registrar of the e-mail addresses to which such messages can be sent.

If the person registered in the shareholders Company's register is a nominee shareholder, the notice of holding the annual General Meeting of Company's Shareholders shall be sent in electronic form (in the form of electronically signed documents) to the nominee shareholder not later than May 17, 2024.

If electronic voting at the Annual General Meeting of Company's Shareholders is provided by means of the shareholder's personal account, the possibility of using the service and the procedure for such voting shall be specified

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.

ISSUE NO. 6: Determination of the list of information (materials) provided to shareholders during preparation for the Annual General Meeting of Shareholders and the procedure for its provision.

RESOLUTION:

1. Determine that the information (materials) provided to persons entitled to participate in the Annual General Meeting of Company's Shareholders (hereinafter referred to as the Meeting) is the following:

the Company's annual report and the conclusion of the Company's Inspection Commission on the results of its audit (on the reliability of the data contained in the Company's annual report);

Annual accounting (financial) statements, the auditor's report and the report of the Company's Inspection Commission on the results of the audit of such statements;

The report on interested-party transactions performed by the Company in 2023, including the conclusion of the Inspection Commission confirming the reliability of the data contained in the report;

Extract from the minutes of the Board meeting concerning preliminary approval of the Company's 2023 Annual Report and recommendations to the Annual General Meeting of Shareholders for its approval;

Extracts from the minutes of the Board meetings with recommendations (proposals) on topics submitted for consideration by the General Meeting of Company's Shareholders;

Justification of the proposed distribution of net income;

Conclusion of the Company's Audit Committee about the level of efficiency and quality of the external audit process;

Information about the nominees for the Company's Board and the Company's Inspection Commission or information about the failure of the nominees to provide such information, including information about who nominated every nominee, as well as information about the presence or absence of written consent of the mentioned above candidates for nomination and election;

Conclusion of the Company's Human Resources and Remuneration Committee on the assessment of nominees for the Company's Board;

Information about the nominees of the Company's audit organization sufficient to understand their professional qualities and independence, including the name of the Self-Regulating Organization of Auditors, of which the Company's audit organization is a member, a description of the procedures used to select the audit organization that ensure its independence and objectivity and information on the proposed remuneration for audit and non-audit services (including information on compensation payments and other expenses related to the engagement of an audit organization) and other material terms and conditions of the contracts entered into with the Company's audit organization;

Recommendations of the Company's Audit Committee concerning the nominee of the Company's audit organization;

Information about shareholder agreements concluded during the year prior to the date of the Meeting;

Information about corporate actions that led to the deterioration of shareholders' dividend rights and (or) the "dilution" of their shares, or about court judgments establishing that shareholders used methods other than dividends and liquidation value to receive income at the expense of the Company.

opinion of the Company's internal auditor on the results of assessment of reliability and efficiency of the risk management and internal control system, efficiency of the Company's corporate governance;

Information about who proposed each topic on the agenda of the Meeting;

Draft resolutions and explanatory notes on topics on the agenda of the Meeting;

Opinion of the Board concerning the agenda of the Meeting and the special opinions of the members of the Board on each topic of the agenda of the Meeting

Approximate form of a power of attorney which the shareholder can issue to his representative and the procedure for certifying it.

2. Determine that persons entitled to participate in the Meeting may be familiarized themselves with the information (materials) provided in preparation for holding the Meeting:

- from May 29, 2024 to June 19, 2024, excluding weekends and holidays, from 9 a.m. to 4 p.m. to the addresses:

- Rostov-on-Don, Bolshaya Sadovaya St., 49/42, Rosseti South, PJSC;

- 147, 2nd Krasnodarskaya St., Rostov-on-Don, Rosseti South, PJSC;

- 18, bldg. 5B, Stromynka St., Moscow, NRC - R.O.S.T. (the Company's registrar);

- 19, Sovetskoy Militsii Street, Astrakhan (Astrakhanenergo, a branch of Rosseti South, PJSC);

- 15, Lenin Avenue, Volgograd (Volgogradenergo, a branch of Rosseti South, PJSC);

- the Republic of Kalmykia, Elista, North Industrial Zone-1 (Kalmenergo, a branch of Rosseti South, PJSC);

and from May 29, 2024 on the Company's website at www.rosseti-yug.ru.

If the person registered in the shareholders register of the Company is a nominee shareholder, the above information (materials) shall be sent until May 29, 2024 in electronic form (in the form of electronic documents) to the nominee shareholder.

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.

ISSUE NO. 7: Election of the secretary of the annual General Meeting of Company's Shareholders.

RESOLUTION:

Elect Elena Nikolaevna Pavlova, Corporate Secretary of the Company, as the Secretary of the Annual General Meeting of Company's Shareholders.

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.

ISSUE NO. 8: On consideration of the annual accounting (financial) statement of Rosseti South, PJSC for 2023.

RESOLUTION:

To submit for approval by the Annual General Meeting of Shareholders of the Company the annual accounting (financial) statements of the Company for 2023 in accordance with Annex 2 to this resolution of the Board of Directors.

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.

ISSUE NO. 9: Recommendations to the General Meeting of Shareholders on profit (loss) distribution, including the amount of dividends on shares and their payment procedure, based on the results of 2023.

RESOLUTION:

1. To recommend that the Annual General Meeting of Shareholders of ROSSETI South, PJSC approve the following distribution of profit (loss) of ROSSETI South, PJSC received based on the results of 2023:

(thousand rubles)

Name of indicator	Amount
Undistributed income (uncovered loss) of the reporting period:	2,430,773
To distribute for: Reserve fund	121,539
Dividends	0

Loss recovery of the past	0
Profit for development	2,309,234

2. To recommend that the Annual General Meeting of Shareholders of ROSSETI South, PJSC approve the following resolution:

"Not to pay dividends on ordinary shares of ROSSETI South, PJSC based on the results of 2023".

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.

ISSUE NO. 10: Proposals to the Annual General Meeting of Company's Shareholders y 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 Intercom-Audit, 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"**
Paramonova N.V.	-	**"IN FAVOR"**			

The resolution was carried.

ISSUE NO. 11: On determining the amount of remuneration for the auditor ROSSETI South, PJSC.

RESOLUTION:

To determine the amount of remuneration of the Company's auditor for rendering services on audit of accounting (financial) statements for 2024 prepared under RAS and audit of consolidated financial statements for 2024 prepared under IFRS - 2,888,321.13 (Two million eight hundred eighty-eight thousand three hundred twenty-one) rubles 13 kopecks, including VAT (20%) 481,386.85 (Four hundred eighty-one thousand three hundred eighty-six) rubles 85 kopecks, provided that the annual General Meeting of Shareholders of ROSSETI South, PJSC appoints an association of auditors (collective participant) consisting of the leader of the collective participant, TsATR - Audit Services, LLC, and a member of the collective participant, Intercom-Audit, LLC, as the Company's audit organization.

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.

ISSUE NO. 12: Approval of the report on interested-party transactions performed by the Company in 2023.

RESOLUTION:

To approve the report on interested-party transactions concluded by the Company in 2023 in accordance with Annex 3 to the present resolution of 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.	-	**ABSTAIN**	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.

ISSUE NO. 13: Preliminary approval of the annual report of the Company for 2023.

RESOLUTION:

Preliminarily approve the annual report of the Company for 2023 and recommend that the Annual General Meeting of Company's Shareholders approve the annual report in accordance with Annex 4 to this resolution of the Company's Board.

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.

Executive Board Chairman **D.V. Krainski**

Corporate Secretary **E.N. Pavlova**