Rosseti South Public Joint-Stock Company

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

23.07.2024 No. 584/2024

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 minutes: 25.07.2024

AGENDA

1. *On the composition of the Reliability Committee of the Board of Directors of Rosseti South PJSC.*
2. *On granting consent to a related party transaction*

ISSUE NO. 1: On the composition of the Reliability Committee of the Board of Directors of Rosseti South PJSC.
RESOLUTION:
1. Determine the quantitative composition of the Reliability Committee of the Board of Directors of Rosseti South PJSC - 5 (five) people.
2. Elect the Reliability Committee of the Board of Directors of Rosseti South PJSC in the following composition:

No.	Last name, first name, patronymic	Position held
1.	Ukolov Vladimir Anatolyevich	Deputy Chief Engineer - Chief Dispatcher of Rosseti PJSC
2.	Pilyugin Alexander Viktorovich	Deputy Director General for Production Control of the Branch of Rosseti PJSC - Center for Technical Supervision
3.	Goncharov Pavel Viktorovich	First Deputy General Director, Chief Engineer of Rosseti South PJSC
4.	Iordanidi Kirill Alexandrovich	Deputy General Director for Economics and Finance of Rosseti South PJSC, Deputy General Director for Economics and Finance of Rosseti Kuban PJSC
5.	Zarkhin Vitali Yurievich	Member of the Board of Directors of Rosseti South PJSC

3. Elect Ukolov Vladimir Anatolyevich as the Chairman of the Reliability Committee 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.	-	**"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 approved.

ISSUE NO. 2: On granting consent to a related party transaction.

RESOLUTION:

1. Determine the price of the loan agreement between Rosseti South PJSC and Rosseti PJSC, being an interested party transaction, in the amount determined in accordance with the appendix to this resolution of the Board of Directors of the Company.

2. Determine that the price of the loan agreement between Rosseti South PJSC and Rosseti PJSC, which is a related party transaction, cannot be 10 percent or more of the book value of the assets of Rosseti South PJSC according to its financial statements as of the last reporting date.

3. Grant consent to the transaction - loan agreement between Rosseti South PJSC and Rosseti PJSC, which is an interested party transaction, on material terms and conditions in accordance with the appendix to this resolution of the Board of Directors of the Company.

4. The persons interested in this transaction and the grounds for their interest are specified in the appendix to this resolution of the Board of Directors of the Company.

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.	-	**AGAINST**	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 approved.

On issue 2 on the agenda of the meeting of the Board of Directors of the Company the dissenting opinion of V.Yu. Zarkhin, member of the Board of Directors of the Company was received (Appendix to the present minutes of the meeting of the Board of Directors of the Company).

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

Corporate Secretary **E.N. Pavlova**