Corporate action notice/Insider information disclosure

"Information on resolutions taken by the Board of Directors of IDGC of the South, PJSC"

|  |
| --- |
| 1. General |
| 1.1. Full corporate name of the Issuer: | **Public Joint Stock Company "Interregional Distribution Grid Company of the South”** |
| 1.2. Abbreviated corporate name of the Issuer: | **IDGC of the South, PJSC** |
| 1.3. Location of the Issuer: | **Rostov-on-Don, Russian Federation** |
| 1.4. OGRN of the Issuer: | **1076164009096** |
| 1.5. TIN of the Issuer: | **6164266561** |
| 1.6. Unique code of the Issuer, assigned by the registering authority: | **34956-Е** |
| 1.7. The address of the Internet page used by the Issuer for information disclosures | [**http://www.mrsk-yuga.ru**](http://www.mrsk-yuga.ru/)[**http://www.e-disclosure.ru/portal/company.aspx?id=11999**](http://www.e-disclosure.ru/portal/company.aspx?id=11999) |
| 1.8. Event effective date (material fact) of which the message is composed (if applicable): | **October 4, 2019** |
| 2. Notice content |
| 2.1. Quorum for a meeting of the Issuer's Board of Directors and the results of voting on decision-making issues: 10 out of 11 members of the Board of Directors participated in the meeting. 6 out of 11 members of the Board of Directors took part in voting on alternative draft resolutions. **A quorum is present.****2.1.1. Voting results on issue No. 1 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.**On an alternative resolution:"PRO" is 0 votes;"CON" is 4 votes;"ABSTAIN" is 2 votes.No resolution have been taken.**2.1.2. Voting results on issue No. 2 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.**On an alternative resolution 1:"PRO" is 0 votes;"CON" is 4 votes;"ABSTAIN" is 2 votes.No resolution have been taken.On an alternative resolution 2:"PRO" is 0 votes;"CON" is 4 votes;"ABSTAIN" is 2 votes.No resolution have been taken.On an alternative resolution 3:"PRO" is 0 votes;"CON" is 4 votes;"ABSTAIN" is 2 votes.No resolution have been taken.**2.1.3. Voting results on issue No. 3 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.****2.1.4. Voting results on issue No. 4 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.****2.1.5. Voting results on issue No. 5 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.****2.1.6. Voting results on issue No. 6 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.**On an alternative resolution:"PRO" is 0 votes;"CON" is 3 votes;"ABSTAIN" is 3 votes.No resolution have been taken.**2.1.7. Voting results on issue No. 7 of the agenda:**"PRO" is 8 votes;"CON" is 2 votes;"ABSTAIN" is 0 votes.**The resolution was carried.**On an alternative resolution 1:"PRO" is 0 votes;"CON" is 3 votes;"ABSTAIN" is 3 votes.No resolution have been taken.On an alternative resolution 2:"PRO" is 0 votes;"CON" is 3 votes;"ABSTAIN" is 3 votes.No resolution have been taken.On an alternative resolution 3:"PRO" is 2 votes;"CON" is 3 votes;"ABSTAIN" is 1 vote.No resolution have been taken.On an alternative resolution 4:"PRO" is 0 votes;"CON" is 3 votes;"ABSTAIN" is 3 votes.No resolution have been taken. |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/ Insider information disclosure on issue No. 1: On assembling the Extraordinary General Meeting of Shareholders of IDGC of the South, PJSC.** |
| 2.2.1. Resolution content adopted by the Issuer's Board of Directors:1. Assemble an Extraordinary General Meeting of Shareholders of the Company (hereinafter referred to as the "Meeting") by absentee voting.2. Determine the date of the Meeting (the date of expiration of the receipt of completed bulletins) - November 5, 2019.3. Approve the following agenda of the Meeting:*1. Determination of the quantity, par value, category (type) of authorized shares of the Company and the rights granted by these shares.**2. Introduction of amendments to the Company's Charter related to the increase in the number of authorized shares.**3. Increasing the Company's charter capital by placing additional shares.**4. Introduction of amendments to the Company's Charter requiring an application to the Ministry of Justice of the Russian Federation for permission to include a word derived from the official name "Russian Federation" or "Russia" in the new company name of the Company.*4. Approve the date of determining (fixing) the persons entitled to participate in the Meeting - October 12, 2019.5. Due to the fact that the Company has not issued any preferred shares, no resolutions on determining the type(s) of preferred shares, the owners of which have the right to vote on issues on the agenda of the Meeting, shall be taken.6. Determine that the information (materials) to be provided to persons entitled to participate in the Meeting shall be:* information on the proposals of the Company's Board of Directors to the Meeting regarding the increase of the Company's authorized capital through placement of additional shares, including determination of the placement price;
* The current version of the Company's Charter (with all amendments and additions), draft amendments to the Company's Charter related to the provisions on authorized shares, and the change in the name of the Company;
* comparative table of proposed amendments to the Company's Charter;
* information on shareholder agreements concluded during the year before the date of the Meeting;
* information about who proposed each issue to the agenda of the Meeting;
* explanatory notes and draft resolutions on the issues of the Meeting;
* an approximate form of power of attorney that a shareholder may issue to its representative and the procedure for certifying it.

7. Establish that the persons entitled to participate in the Meeting may familiarize themselves with the above information (materials) provided in preparation for the Meeting:* from October 4, 2019 to November 4, 2019, except weekends and holidays, from 09:00 a.m. to 4:00 p.m., and on 5 November 2019, on the day of the Meeting, to the addresses:
* IDGC of the South, PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don;
* IDGC of the South, PJSC, 147 2-ya Krasnodarskaya St., Rostov-on-Don;
* NRC-R.O.S.T. JSC (Company's registrar), bldg.13,18 Stromynka St., Moscow;
* 32 Krasnaya Naberezhnaya St., Astrakhan (Astrakhanenergo, a branch of IDGC of the South, PJSC);
* 15 Lenina Avenue, Volgograd (Volgogradenergo, a branch of IDGC of the South, PJSC);
* Northern Industrial Zone, Elista, Republic of Kalmykia (Kalmenergo, a branch of IDGC of the South, PJSC),

and since October 4, 2019 on the Company's website in the information telecommunication network "Internet" at the address: [www.mrsk-yuga.ru](http://www.mrsk-yuga.ru/).If a person registered in the Company's shareholder register is a nominee holder of shares, such information (materials) shall be sent in electronic form (in the form of electronic documents) to the nominee holder of shares by October 4, 2019.8. Determine that ballot papers shall be sent by a simple letter to persons entitled to participate in the Meeting not later than October 15, 2019.The voting ballots in electronic form (in the form of electronic documents) shall be sent no later than October 15, 2019, to the registrar of NRC - R.O.S.T. JSC for sending to nominee holders registered in the Company's shareholder register.9. Determine that completed ballot papers may be sent to one of the following addresses:* IDGC of the South, PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don, 344002, Russian Federation;
* NRC-R.O.S.T. JSC (Company's registrar), bldg.13,18 Stromynka St., Moscow, 107996, Russian Federation.

In addition, the holder of securities, the rights to which are taken into account by the nominee holder, has the right to take part in the Meeting in person or by giving instructions to the nominee holder to vote in a certain way, if it is stipulated in the agreement concluded with the nominee holder. The electronic voting document signed by the electronic signature shall be sent by the security holder to the nominee holder.10. Identify the following address of the site in the information and telecommunication network "Internet" to fill in the electronic form of bulletins - https://lk.rrost.ru/.11. Determine that when determining the quorum of the Meeting and summing up the results of voting, the votes submitted by the ballots received or the electronic form of which is filled in on the website specified in the notice of the Meeting in the information and telecommunication network "Internet" before November 5, 2019, shall be taken into account.Shareholders shall also be deemed to have participated in the Meeting if, in accordance with the rules of the legislation of the Russian Federation on securities,they have given instructions on voting to persons conducting the registration of their rights to shares, if notices of their will are received not later than two days before the expiration date of acceptance of ballots.12. Instruct the Single Executive Body of the Company to ensure that voting ballots are sent to the Company's shareholders in accordance with this resolution.13. Approve the form and text of the notice on holding the Meeting in accordance with Annex 1 to this resolution of the Company's Board of Directors.14. Inform the persons entitled to participate in the Meeting, about holding the Meeting:* to place the message on the Company's website at the address: [www.mrsk- yuga.ru](http://www.mrsk-yuga.ru/)  not later than October 4, 2019;
* send an e-mail message to persons who have provided the Company or the registrar with details of their e-mail addresses.

If the person registered in the Company's register of shareholders is a nominee shareholder, the notice of the Meeting shall be sent in electronic form (in the form of electronic documents) to the nominee shareholder not later than October 4, 2019. |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No. 2: On approval of the form and text of voting ballots at the Extraordinary General Meeting of Shareholders of the Company, as well as the wording of resolutions on agenda items of the Extraordinary General Meeting of Shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders****of the Company.** |
| 2.2.2. Resolution content adopted by the Issuer's Board of Directors:1. Approve the form and text of ballot papers to be voted on at the Extraordinary General Meeting of Shareholders of the Company in accordance with Annexes No. 2-3 hereto.2. Send in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders, use the wording of resolutions specified in the voting bulletin. |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No. 3: On the election of the Secretary of the Extraordinary General Meeting of Shareholders of the Company.** |
| 2.2.3. Resolution content adopted by the Issuer's Board of Directors:Elect Elena Nikolaevna Pavlova, Corporate Secretary of the Company, as the Secretary of the Extraordinary General Meeting of the Company. |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation, and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No. 4: Approval of the cost estimates related to the preparation and holding of the****Extraordinary General Meeting of Shareholders of the Company.** |
| 2.2.4. Resolution content adopted by the Issuer's Board of Directors:1. Approve the cost estimates related to the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company as per Annex 4 hereto.2. The General Director of the Company shall submit to the Board of Directors of the Companythe report on expenditure of funds for preparation and holding of the Extraordinary General Meeting of Shareholders of the Company not later than two months afterthe Extraordinary General Meeting of Shareholders of the Company as per Annex 5 hereto. |
| **On approval of the agenda of the general meeting of participants (shareholders) of the Issuer being a business entity, as well as on other resolutions related to preparation, convocation and holding of the general meeting of participants (shareholders) of such Issuer/Insider information disclosure on issue No. 5: On approving the terms and conditions of the contract with the Company's registrar.** |
| 2.2.5. Resolution content adopted by the Issuer's Board of Directors:1. Approve the terms and conditions of the contract for the provision of services related to the organization, convocation, and holding of the General Meeting of Securities Holders, including the performance of the functions of the counting commission, and distribution of materials (absentee form) as per Annex 6 to this resolution of the Board of Directors.2. Instruct the General Director of the Company to sign a contract for the provision of services related to the organization, convocation, and holding of a general meeting of securities owners, including the performance of the functions of the counting commission, and distribution of materials (absentee form) on the terms and conditions as per Annex 6 to this resolution of the Board of Directors. |
| **Cost of placement or redemption of shares of the issuer being a joint stock company, as well as determining the monetary value of property (non-monetary funds) to be paid for shares placed by such issuer/Insider information disclosure on issue No. 6: Cost of placement of additional ordinary shares of IDGC of the South, PJSC****(also persons included in the list of persons having the pre-emptive right to purchase additional shares being placed).** |
| 2.2.6. Resolution content adopted by the Issuer's Board of Directors:Determine the price of placement of one additional ordinary registered non-documentary share of IDGC of the South, PJSC (including persons included in the list of persons having the preferential right to purchase additional shares placed) in accordance with Articles 36, 77 of the Federal Law "On Joint Stock Companies" in the amount of 10 (ten) kopecks. |
| **Submission to the General Meeting of Shareholders of the Issuer being a joint stock company of the issues (on the proposal to the General Meeting of Shareholders of the Issuer being a joint stock company to pass resolutions on the issues) specified in** [**subparagrap**](http://mobileonline.garant.ru/%23/document/10105712/entry/482)**h** [**6**](http://mobileonline.garant.ru/%23/document/10105712/entry/486) **of the Federal Law "On Joint Stock Companies"/Insider Information Disclosure on issue No. 7: Proposals to the Extraordinary General Meeting of Shareholders on the issue: "On****increasing the charter capital of the Company by placing additional shares".** |
| 2.2.7. Resolution content adopted by the Issuer's Board of Directors:Recommend the Extraordinary General Meeting of Shareholders of the Company to adopt the following resolution on the issue "Increasing the Company's charter capital by placing additional shares":Increase the authorized capital of IDGC of the South, PJSC by placing additional ordinary registered book-entry shares in the amount of 98,520,013,264 (Ninety-eight billion five hundred and twenty two million thirteen thousand two hundred and sixty four) with the nominal value of 10 (ten) kopecks each for a total amount of 9,852,001,326 (Nine billion eight hundred and fifty-two million one thousand three hundred and twenty-six) roubles and 40 kopecks, on the following basic conditions:* type of offering: public offering;
* placement price of one additional ordinary registered uncertificated share (including persons included in the list of persons having a preemptive right to purchase additional shares to be placed): 10 (Ten) kopecks;
* manner of payment: payment for additional ordinary registered uncertificated shares of the Company shall be made in rubles of the Russian Federation in non-cash form.
 |
| 2.3. Identification of shares, exercise of rights for which is related to the content of the agenda items of the meeting of the Board of Directors of the Issuer:**ordinary registered uncertificated shares, state registration number of issue 1-01-349-56-E, date of state registration of issue September 20, 2007, international code (number) of securities identification (ISIN) is RU000A0JPPG8.** |
| 2.4. Date of the meeting of the Issuer's Board of Directors at which the relevant resolutions were adopted: **October 1, 2019.**2.5. Date and number of the minutes of the meeting of the Issuer's Board of Directors at which the relevant resolutions were adopted: **October 4, 2019, Minutes. No. 336/2019.** |
| 3. Signature |
| 3.1. Head of Corporate Governance and Shareholder Relations Department(under power of attorney No. 86-19 on behalf of January 1, 2019) |  | Pavlova E.N. |
| (signature)L.S. |  |
| 3.2. Date October "04", 2019 |