**MINUTES**

**of the Meeting of the Board of Directors, Rosseti South PJSC**

Rostov-on-Don

16.06.2022 № 487/2022

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors who took part in absentee voting:** Krainsky ((Chairman of the Board of Directors), I.D. Alyushenko, P.V. Grebtsov, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V.Korotkova, M.V.Nikitchanova, E.V.Prokhorov, A.A. Polinov, B.B. Ebzeev.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the Minutes:** 16.06.2022.

**AGENDA**

*1. On authorization of an interested party transaction.*

**Item No. 1: On authorization of an interested party transaction.**

**DECISION:**

1. Determine the price of the loan agreement between Rosseti South PJSC and Rosseti PJSC dated July 14, 2020 No. 5779 (hereinafter referred to as the Agreement), which is an interested party transaction, taking into account additional agreements 1 and 2 to the Agreement, in the amount determined in accordance with the appendix to this decision of the Board of Directors of the Company.

2. Determine that the price of the loan agreement between Rosseti PJSC and Rosseti South PJSC dated July 14, 2020 No. 5779, which is an interested party transaction, subject to additional agreements 1 and 2 to the Agreement, cannot be 10 percent or more book value of the assets of Rosseti South PJSC according to its financial statements as of the last reporting date.

3. Provide consent to the transaction - an additional agreement No.2 to the loan agreement between Rosseti PJSC and Rosseti South PJSC dated 14.07.2020 № 5779, which is an interested party transaction, on material terms in accordance with Annex to the Decision of the Company's Board of Directors.

4. Persons who have an interest in this transaction and the reasons for their interest are listed in Annex to the Decision of the Company's Board of Directors.

*In accordance with Clause 3 of Article 83 of the Federal Law "On Joint-Stock Companies", a resolution on this item shall be adopted by the Company's Board of Directors by a majority of votes of directors not interested in the transaction.*

*When making a decision, the votes of Daniil Vladimirovich Krainsky, Chairman of the Board of Directors, and Alexey Alexandrovich Polinov, a member of the Board of Directors, as persons interested in the transaction, are not taken into account. In addition, the vote of Boris Borisovich Ebzeev, a member of the Board of Directors, who is a person acting as the Single Executive Body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company, is not taken into account.*

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| I. D. Alyushenko | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | E.V. Prokhorov  | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | O.Yu. Klinkov | **-** | **"FOR"** |

**The resolution was adopted.**

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| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **D.V. Krainsky** |
| **Corporate Secretary** | **E.N. Pavlova**  |