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**MINUTES**

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

Rostov-on-Don

06.03.2020 №361/2020

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

**Members of the Board of Directors who took part in absentee voting:** Sergeeva O.A., Grebtsov P.V., Dobin A.A., Zarkhin V.Yu., Kolyada A.S., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaydullin F G., Ebzeev B.B., Yuriev A.V.

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

**A quorum is present.**

**Date of the minutes:** 10.03.2020.

**AGENDA**

1. *On consideration of proposals of the Company's shareholders on introduction of issues into the agenda of the Annual General Meeting of the Company's shareholders and on nomination of candidates to the Company's management and control bodies.*
2. *On determination of the date of the meeting of the Company's Board of Directors to consider issues related to the preparation for the annual General Meeting of Shareholders of the Company.*

**Item No. 1: On consideration of proposals of the Company's shareholders on introduction of issues into the agenda of the Annual General Meeting of the Company's shareholders and on nomination of candidates to the Company's management and control bodies.**

**RESOLUTION:**

1. Include the following candidates in the list of candidates for election to the Company's Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **The candidate proposed by a shareholder(s) for entering into the list for voting on elections to the Company's Board of Directors** | **Position, place of work of the candidate**  **proposed**  **by the shareholder (s) for inclusion in the voting list for elections to the Board of Directors of the Company** | **Full name /**  **name of the shareholder(s) who proposed the candidate to be entered into the list for voting on elections to the Company's Board of Directors** | **Number of voting shares of the Company owned by shareholder(s) (in percent)** |
|  | Alexander Viktorovich Golovtsov | Currently unemployed | The Russian Prosperity Fund | 3.51 |
|  | Zarkhin  Vitaly  Yurevich | Currently unemployed | The Russian Prosperity Fund | 3.51 |
|  | Morozov  Andrey Vladimirovich | Legal Director of the Association of Professional Investors | The Russian Prosperity Fund | 3.51 |
|  | Grebtsov  Pavel Vladimirovich | Acting Deputy General Director for Economics and Finance of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Guryanov  Denis  Lvovich | Deputy Director of the Corporate Governance Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Vladislav Albertovich Kapitonov | Director of the Finance Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Kolyada  Andrey  Sergeevich | Deputy Director of the Corporate Governance Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Korotkova  Maria Vyacheslavna | Director of MKS LLC | PJSC Rosseti | 84.12 |
|  | Konstantin Aleksandrovich Mikhailik | Deputy General Director for Operating Activities of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Perets  Alexey  Yurevich | Chief Advisor of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Rozhkov  Vasily Vladimirovich | Director of the Production Department - Deputy Chief Engineer of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Romankov  Andrey Olegovich |  | PJSC Rosseti | 84.12 |
|  | Lyudmila Vasilievna Selivanova | Chief Advisor of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Ebzeev  Boris  Borisovich | General Director of Rosseti South PJSC | PJSC Rosseti | 84.12 |

2. Include the following candidates into the list of candidates for election to the Internal Audit Commission of the Company:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Candidate proposed by shareholder(s) for inclusion in the list for voting on elections to the Internal Audit Commission of the Company** | **Position, work place of the candidate proposed by shareholder(s) for inclusion in the list for voting on elections to the Internal Audit Commission of the Company** | **Full name / name of shareholder(s) who proposed a candidate for inclusion in the list for election to the Internal Audit Commission of the Company** | **Number of voting shares of the Company owned by shareholder(s)**  **(in percent)** |
|  | Lelekova  Marina  Alekseevna | Director of the Internal Control and Risk Management Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Kim  Svetlana Anatolievna | Head of the Supervisory Department of the Internal Control and Risk Management Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Kirillov  Artem  Nikolaevich | Deputy Head of the Supervisory Department of the Internal Control and Risk Management Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Lyudmila Stanislavovna Skrynnikova | Chief Expert of the Supervisory Department of the Internal Control and Risk Management Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Malyshev  Sergey Vladimirovich | Lead Expert of the Supervisory Department of the Internal Control and Risk Management Department of Rosseti PJSC | PJSC Rosseti | 84.12 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No. 2: On determination of the date of the meeting of the Company's Board of Directors to consider issues related to the preparation for the annual General Meeting of Shareholders of the Company.**

**RESOLUTION:**

Determine the date of the meeting of the Board of Directors held to consider issues related to preparation to annual General meeting of shareholders of the company (including issues about determination of the date, time and place of the annual general meeting of shareholders, time of beginning of registration of persons participating in the annual General meeting of shareholders; approval of the agenda of the annual general meeting of shareholders; approval of the date of determination (fixing) of persons entitled to participate in the annual General meeting of shareholders; approval of the form and text of voting ballots at the company's annual general meeting of shareholders, etc.) - no later than April 24, 2020.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"FOR"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **O.A. Sergeeva** |
| **Corporate Secretary** | **E.N. Pavlova** |