**MINUTES**

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

Rostov-on-Don

11.05.2022 № 479/2022

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainsky (Chairman), I.D. Alyushenko, P.V. Grebtsov, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V.Korotkova, M.V.Nikitchanova, A.A. Polinov, E.V.Prokhorov and 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:** 13.05.2022.

**AGENDA**

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| 1. *On approval of the agenda of the Annual General Meeting of the Company's Shareholders.*
 |
| 1. *On determining the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the form and text of the notice.*
 |
| 1. *On determining the list of information (materials) to be provided to shareholders in preparation for the Annual General Meeting of Shareholders and the procedure for providing it.*
 |
| 1. *On approval of the report on interested party transactions concluded by the Company in 2021.*
 |
| 1. *On preliminary approval of the Company's annual report for 2021.*
 |
| 1. *On approving the terms and conditions of the contract with the Company's registrar.*
 |
| 1. *On approval of the cost estimates related to the preparation and holding of the Annual General Meeting of Shareholders of the Company.*
 |

**Item No. 1: On approval of the agenda of the Annual General Meeting of the Company's Shareholders.**

**DECISION:**

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

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2021.

2. On distribution of the Company's profit (including the payment (declaration) of dividends) and losses based on 2021 results.

3. On election of members of the Company's Board of Directors.

4. On election of members of the Company's Internal Audit Commission.

5. On approval of the Company's auditor.

6. On approval of the new version of the Regulations on the Company's Audit Commission.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 2: On determining the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the format and text of the notice.**

**DECISION:**

1. Approve the format and text of the notice of the holding of the Annual General Meeting of the Company's Shareholders in accordance with Annex 1 to this resolution of the Company's Board of Directors.

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

- post a notice on the Company's website in the information and on the internet at www.rosseti-yug.ru no later than May 16, 2022;

- send a notice in electronic format to those shareholders of the Company who have provided the Company or the registrar with data on e-mail addresses to which such notices can be sent.

If a person registered in theCompany's register of shareholders is a nominee shareholder, a notification of the Annual General Meeting of Company's Shareholders shall sent in electronic format (in the form of electronic documents signed by an electronic signature) to the nominee shareholder no later than May 16, 2022.

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

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 3: On determining the list of information (materials) to be provided to shareholders in preparation for the Annual General Meeting of Shareholders and the procedure for providing it.**

**DECISION:**

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

the Annual Report of the Company and the findings of the of the Company's Audit Commission based on the results of its audit (on the reliability of the data contained in the Company Annual Report);

annual accounting (financial) statements, auditor's report and opinion of the Company's Audit Commission based on the results of such auditing;

Opinion of the Company's Audit Committee on the level of efficiency and quality of the external audit process;

extract from the Minutes of the meeting of the Board of Directors on the issue of preliminary approval of the Company Annual Report for 2021 and recommendations to the Annual General Meeting of Shareholders on its approval;

extracts from the Minutes of meeting of the Board of Directors with recommendations (proposals) on issues presented for consideration by the General Meeting of the Company's Shareholders;

justification of the proposed net profit distribution;

data on candidates for the Company's Board of Directors, the Company Audit Commission or information on the failure of candidates to provide the specified information including information on who proposed each of the candidates, as well as information on the presence or absence of written consent of the specified candidates for nomination and election;

conclusion of the HR and Remuneration Committee of the Company on the assessment of candidates for members of the Company's Board of Directors;

data on candidates for the Company auditors, sufficient to form an idea of ​​their professional qualities and independence, including the name of the self-regulatory organization of auditors, which member the candidate for Company auditors is, description of the procedures used in the selection of external auditors, which ensure their independence and objectivity, as well as data on the proposed remuneration of external auditors for services of an audit and non-audit nature (including data on compensation payments and other costs associated with the engagement of an auditor) and other material terms of contracts signed with the Company auditors;

recommendations of the Company Audit Committee in relation to the candidacy of the Company auditor;

Regulations on the Company's Audit Commission in the current version, draft Regulations on the Company's Audit Commission in the new version, as well as a comparative table of amendments made with their justification;

the Company Transaction Report for 2021, in which there is an interest, including the Opinion the Audit Commission, confirming the reliability of the data contained in the report;

information on shareholder agreements signed in the course of year prior to the date of the Meeting;

information about who proposed each issue to the agenda of the Meeting;

draft resolutions and explanatory notes on the Meeting agenda;

position of the Board of Directors on the Meeting agenda, as well as dissenting opinions of the members of the Board of Directors on each issue on the Meeting agenda;

an approximate Power of Attorney Form which may be issued by a shareholder to its representative and its certification procedure.

2. Establish that with the specified information (materials) provided in preparation for the Meeting, the persons entitled to participate in the Meeting may get acquainted with:

- in the period from May 26, 2022 to June 16, 2022, with the exception of weekends and holidays, from 09 hours 00 minutes to 16 hours 00 minutes at the addresses:

- Rosseti South PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don;

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

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

- 32 Krasnaya Naberezhnaya St., Astrakhan (Astrakhanenergo, a branch of Rosseti South PJSC);

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

Northern Industrial Zone, Elista, Republic of Kalmykia (Kalmenergo, a branch of Rosseti South, PJSC);

as well as from May 26, 2022 on the Company's website on the internet at: www.rosseti-yug.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 May 26, 2022.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No.4: On approval of the report on interested party transactions concluded by the Company in 2021.**

**DECISION:**

Approve the report on interested party transactions concluded by the Company in 2021 in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"FOR"** |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.5: On preliminary approval of the Company's annual report for 2021.**

**DECISION:**

Preliminary approve the Company's annual report for 2021 and recommend to the Annual General Meeting of Shareholders of the Company to approve the annual report in accordance with Annex No. 3 to this Resolution.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 6: On approving the terms and conditions of the contract with the Company's registrar.**

**DECISION:**

1. Approve the terms of the contract for the provision of services for the preparation and holding of the annual General Meeting of Shareholders with the registrar of the Company in accordance with Appendix 4 to this Resolution of the Company's Board of Directors.

2. Instruct the Sole Executive Body of the Company to sign an agreement for the provision of services for the preparation and holding of the annual General Meeting of Shareholders with the registrar of the Company on the terms in accordance with Appendix 4 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was adopted.**

**Item No. 7: On approval of the cost estimates related to the preparation and holding of the Annual General Meeting of the Company's Shareholders.**

**DECISION:**

1. Approve the cost estimates related to the preparation and holding of the Extraordinary General Meeting of Shareholders of the Company as per Annex 5 hereto.
2. The General Director of the Company, no later than two months after the annual General Meeting of Shareholders of the Company, to submit to the Company's Board of Directors a report on the expenditure of funds for the preparation and holding of the Annual General Meeting of Shareholders of the Company in accordance with Annex No. 6 to this Resolution of the Company’s Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | M.V. Korotkova | **-** | **"FOR"** |
| I. D. Alyushenko | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| P.V. Grebtsov | **-** | **"FOR"** | E.V. Prokhorov  | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** | A.A. Polinov | **-** | **"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**  |