**MINUTES**

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

Rostov-on-Don

05.03.2022 № 469/2022

**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:** 05.03.2022.

**AGENDA**

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| 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.*
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| 1. *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.*
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**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.**

**DECISION:**

1. Enter the following candidates into 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)** |
|  | Vitaliy Yuryevich Zarkhin | not working | The Russian Prosperity Fund | 2.93 |
|  | Igor Dmitrievich Alushenko | Deputy Chief Engineer — Head Dispatcher of ROSSETI PJSC | PJSC Rosseti | 84.12 |
|  | Dokuchaeva Maria Alexandrovna | Chief Advisor, Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Aleksandr Ivanovich Kazakov |  | PJSC Rosseti | 84.12 |
|  | Oleg Yurievich Klinkov | Director of Customer Communication — Head of Technological Development Department PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Maria Vyacheslavna Korotkova  | Director for Development, “Tekhinnovatsiya” LLC | PJSC Rosseti | 84.12 |
|  | Kravchenko Konstantin Yurievich | Acting Deputy General Director for Digital Transformation of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Daniil Vladimirovich Krainskiy  | Deputy Director General for Legal support, Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Ekaterina Vladimirovna Nikitchanova | Deputy Director, Head of the Expert Center of NP "RID", | PJSC Rosseti | 84.12 |
|  | Alexey Alexandrovich Polinov  | Acting Deputy General Director for Economics and Finance PJSC Rosseti | PJSC Rosseti | 84.12 |
|  | Maria Gennadievna Tikhonova  | Deputy General Director for Corporate Governance of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Boris Borisovich Ebzeev | General Director Rosseti South PJSC, Acting General Director of Rosseti Kuban 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)** |
|  | Svetlana Nikolaevna Kovaleva | Internal Audit Director - Head of the Internal Audit Department, Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Viktor Vladimirovich Tsarkov | First Deputy Chief of the Internal Audit Department, Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Svetlana Mikhailovna Trishina | Deputy Head of the Internal Audit Department - Head of the Corporate Audit and Control Directorate of the Subsidiary office of the Internal Audit Department, Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Andriasova Gayane Robertovna | Deputy Head of the Corporate Audit and Control Directorate of the Subsidiary Office of the Internal Audit Department of Rosseti PJSC | PJSC Rosseti | 84.12 |
|  | Kirillov Artem Nikolaevich | Chief Expert of the Department of Internal Control Systems and Risk Management of the Department of Internal Control and Risk Management of Rosseti PJSC | PJSC Rosseti | 84.12 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 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.**

**DECISION:**

Determine the date of the meeting of the Company's Board of Directors held to consider issues related to preparation for the Annual General Meeting of the Company's Shareholders- no later than May 06, 2022.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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**  |