**MINUTES**

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

Rostov-on-Don

08.04.2022 № 473/2022

**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, E.V.Prokhorov and B.B. Ebzeev.

**The polling forms were not provided and did not take part in the voting:** A.A. Polinov.

**A quorum is present.**

**Date of the Minutes:** 11.04.2022.

**AGENDA**

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| 1. *On authorization of an interested party transaction.*
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| 1. *On payment of a lump sum bonus for the performance of a particularly important task to the Director General of Rosseti South PJSC.*
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**Item No. 1: On authorization of an interested party transaction.**

**DECISION:**

1. Determine that the value of the assigned right (debt) under the Assignment Agreement (Debt Assignment Agreement) (Cession) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservice of the South JSC (hereinafter referred to as the "Agreement"), taking into account additional agreements 1 and 2 to the Agreement shall not be subject to any alterations and amounts to 157 654 530 (One hundred fifty-seven million six hundred fifty-four thousand five hundred thirty) roubles.

2. Provide consent to the transaction - additional agreement No. 3 to the Assignment Agreement (Debt Assignment Agreement) (cessions) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservice of the South JSC (hereinafter referred to as the Additional Agreement), which is an interested party transaction, on the following essential conditions:

**The Parties to the Addendum:**

ROSSETI South, PJSC (Initial Creditor (Assignor));

Energoservice of the South JSC (New Creditor (Assignee));

**Subject and Price of the Addendum:**

Amendments to the Assignment Agreement (Debt Assignment Agreement) (Cession) dated April 29, 2019 No. 61201901010029 between Rosseti South PJSC and Energoservice of the South JSC (hereinafter referred to as the "Agreement") in accordance with Appendix 1 to this Resolution.

The cost of the assigned right (debt) under the Agreement subject to supplementary agreements No. 1-3 to the Agreement shall not be subject to any alterations and shall amount to 157 654 530 (One hundred fifty-seven million six hundred fifty-four thousand five hundred thirty) rubles.

**Duration of the Addendum:**

The Addendum shall enter into force from the date of its signing.

**Persons interested in the transaction and grounds for interest:**

|  |  |
| --- | --- |
| **Stakeholder** | **Grounds for the person's interest in the transaction** |
| PJSC Rosseti | Controlling entity of Rosseti South PJSC and Energoservice of the South JSC |
| Pavel Viktorovich Goncharov | The member of the Management Board of Rosseti South, PJSC, the member of the Board of Directors of Energoservice South JSC |

*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.*

*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, does not take part in voting on this item for one year.*

**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"** |  |  |  |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.2: On payment of a lump sum bonus for the performance of a particularly important task to the Director General of Rosseti South PJSC.**

**DECISION:**

In accordance with clause 4.3.3 of the Regulation on material incentives for the General Director of Rosseti South PJSC, pay a one-time bonus to the General Director of Rosseti South PJSC Boris Borisovich Ebzeev for performing a particularly important task - organizing the implementation of the concept of zero injuries in accordance with Annex 2 to this Decision 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"** |  |  |  |
| 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**  |