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**MINUTES**

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

Rostov-on-Don

28.04.2020 №373/2020

**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:** 29.04.2020.

**AGENDA**

1. *On preliminary approval of the Company's annual report for 2019.*
2. *On approval of the report on interested party transactions concluded by the Company in 2019.*
3. *On review of the annual financial (accounting) statements of the Company for 2019.*
4. *On recommendations on the distribution of the Company's profit (losses) based on 2019 results.*
5. *On recommendations on the amount of dividends on the Company's shares for 2019, the procedure for their payment and on proposals to the Annual General Meeting of Shareholders to determine the date on which persons entitled to receive dividends are determined.*
6. *On consideration of a candidate for the Company's auditor.*
7. *On consideration of draft Regulations on the Company's Board of Directors in a new wording.*
8. *On approval of the form and text of voting ballots at the Annual General Meeting of Shareholders, as well as the wording of resolutions on agenda items of the Annual General Meeting of Shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders of the Company.*
9. *On determining the date of sending voting ballots to persons entitled to participate in the Annual General Meeting of Shareholders, the address to which completed voting ballots may be sent, and the deadline for accepting completed ballots.*
10. *On approval of the cost estimates related to the preparation and holding of the Annual General Meeting of Shareholders of the Company.*
11. *On approving the terms and conditions of the contract with the Company's registrar.*

**Item No.1: On preliminary approval of the Company's annual report for 2019.**

**RESOLUTION:**

Preliminary approve the Company's annual report for 2019 and recommend to the Annual General Meeting of Shareholders of the Company to approve the annual report in accordance with Annex No. 1 to this Resolution.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | 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 approval of the report on interested party transactions concluded by the Company in 2019.**

**RESOLUTION:**

Approve the report on interested party transactions concluded by the Company in 2019 in accordance with Annex No. 2 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | 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.3: On review of the annual financial (accounting) statements of the Company for 2019.**

**RESOLUTION:**

Preliminarily approve and submit for approval the Company's annual General Shareholders Meeting the Company's annual accounting (financial) statements for 2019 in accordance with Annex No. 3 to this Resolution.

**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.4: On recommendations on the distribution of the Company's profit (losses) based on 2019 results.**

**RESOLUTION:**

Recommend to the Annual General Meeting of Shareholders of the Company to approve the following distribution of profit (loss) of the Company for the reporting year 2019:

|  |  |
| --- | --- |
| **Name** | (RUB, thousand) |
| Retained profit (uncovered loss) of the reporting period: | (3 198 460) |
| Allocate to: Reserve Fund | 0 |
| Development profit | 0 |
| Dividends | 0 |
| Repayment of losses from previous years | 0 |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | 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.5: On recommendations on the amount of dividends on the Company's shares for 2019, the procedure for their payment and on proposals to the Annual General Meeting of Shareholders to determine the date on which persons entitled to receive dividends are determined.**

**RESOLUTION:**

Provide a recommendation for Annual General Meeting of Shareholders adopt the following resolution:

"Dividends on ordinary shares of the Company at the end of 2019 shall not be paid".

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"ABSTAINED"** | 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.6: On consideration of a candidate for the Company's auditor.**

**RESOLUTION:**

Propose to the annual General Meeting of Shareholders of the Company to approve Ernst & Young LLC as the auditor of the Company.

**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.7: On consideration of draft Regulations on the Company's Board of Directors in a new wording.**

**RESOLUTION:**

Propose to the annual General Meeting of Shareholders of the Company to approve the Regulations on the Board of Directors of Rosseti South PJSC in a new version (Annex No. 4 to this Resolution of the Company's Board of Directors).

**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. | **-** | **"AGAINST"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"AGAINST"** |  |  |  |

**The resolution was carried.**

**Item No.8: On approval of the form and text of voting ballots at the Annual General Meeting of Shareholders, as well as the wording of resolutions on agenda items of the Annual General Meeting of Shareholders, which shall be sent in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders of the Company.**

**RESOLUTION:**

1. Approve the form and text of voting ballots at the Annual General Meeting of the Company's Shareholders in accordance with Annexes 5-7 to this Resolution.

2. Send in electronic form (in the form of electronic documents) to nominee shareholders registered in the register of shareholders, use the wording of resolutions specified in the voting bulletins.

**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.9: On determining the date of sending voting ballots to persons entitled to participate in the Annual General Meeting of Shareholders, the address to which completed voting ballots may be sent, and the deadline for accepting completed ballots.**

**RESOLUTION:**

1. Determine that ballot papers shall be sent by a simple letter to persons entitled to participate in the Meeting not later than May 08, 2020.

The ballot papers in electronic form (in the form of electronic documents) shall be sent no later than May 08, 2020, to the registrar of NRC - R.O.S.T. JSC for sending to nominee holders registered in the Company's shareholder register.

2. Determine that completed ballot papers may be sent to one of the following addresses:

- Rosseti South PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don, 344002, Russian Federation

IRC-R.O.S.T. JSC (Company's registrar), bldg.18, block 5B, Stromynka St., Moscow,107996, Russian Federation

3. Determine the following website address in the information and telecommunications network "Internet" for filling out the electronic form of ballot papers - https://lk.rrost.ru/.

4. When determining the quorum and summing up the voting results, votes represented by ballot papers or by other methods established by law received no later than May 28, 2020 are taken into account.

5. Instruct the Sole Executive Body of the Company to ensure that ballot papers are sent to the Company's shareholders in accordance with this resolution.

**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.10: On approval of the cost estimates related to the preparation and holding of the Annual General Meeting of Shareholders of the Company.**

**RESOLUTION:**

1. Approve the estimate of costs associated with the preparation and holding of the annual General Meeting of Shareholders of the Company, in accordance with Annex No. 8 to this Resolution of the Company’s Board of Directors.

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. 9 to this Resolution of the Company’s Board of Directors.

**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.11: On approving the terms and conditions of the contract with the Company's registrar.**

**RESOLUTION:**

1. Approve the terms of the contract for the provision of services for organizing, convening and holding a General Meeting of Securities Holders, including performing the functions of the counting commission (in absentia), in accordance with Annex No. 10 to this Resolution of the Company’s Board of Directors.

2. Instruct the General Director of the Company to sign an agreement for the provision of services for organizing, convening and holding a General Meeting of Securities Holders, including performing the functions of a counting commission (in absentia), on the terms in accordance with Annex No. 10 to this Resolution of the Company’s Board of Directors.

**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** |