MINUTES OF THE MEETING
of the Board of Directors of ROSSETI South, PJSC

Rostov-on-Don No. 617/2025

Date of the meeting: May 05, 2025
Form of the meeting: absentee voting.
End date for accepting documents containing information on the expression of will of the members of the Board of Directors (input forms): May 05, 2025.
Date of the minutes: May 06, 2025.

In total, the Board of Directors of the Company includes 11 people.
The members of the Board who took part in the voting (voting forms were received): Krainsky D.V., Dokuchaeva M.A., Kazakov A.I., Klinkov O.Yu., Korotkova M.V., Kravchenko K.Yu., Zarkhin V.Yu., Nikitchanova E.V., Tikhonova M.G., Paramonova N.V., Ebzeev B.B.
The Board members who missed the voting: none.
A quorum is present.

AGENDA:

1. *On absentee voting for taking decisions by the General Meeting of shareholders of ROSSETI South, PJSC.*
2. *On determining the term and manner for sending voting bulletins to persons entitled to vote during taking decisions by the General Meeting of Shareholders of ROSSETI South, PJSC, addresses at which the voting bulletins should be sent as filled, methods for signing them, and the option of filling and sending the voting bulletins electronically via electronic media or otherwise.*
3. *On determination of the type(s) of preferred shares, the owners of which have the right to vote on the agenda items of the absentee voting on issues of decision-making by the General Meeting of Shareholders of ROSSETI South, PJSC.*
4. *On determination of the list of information (materials) provided to the shareholders of the Company in preparation for conducting absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company, and the procedure for its provision.*
5. *On determination of the procedure for notifying shareholders of ROSSETI South, PJSC about absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company, including approval of the form and text of the notice.*
6. *On approval of the cost estimate associated with the preparation and holding of absentee voting on issues of decision-making by the General Meeting of Shareholders of ROSSETI South, PJSC.*
7. *On approval of the terms of the agreement with the registrar of the Company.*
8. *On preliminary approval of the annual accounting (financial) statements of ROSSETI South, PJSC for 2024.*
9. *On approving the report on self-dealing transactions made by ROSSETI South, PJSC in 2024*
10. *On preliminary approval of the annual report of ROSSETI South, PJSC for 2024.*

Voting results and decisions taken on the agenda items:

ITEM 1: On absentee voting for taking decisions by the General Meeting of shareholders of ROSSETI South, PJSC.

RESOLUTION:

1. As per the right granted to ROSSETI South, PJSC on the basis of Article 36 of the Federal Act dated 26.12.2024 No. 484 On Modifications to Certain Federal Acts as of 25.02.2025 No.2020 On Establishing Compliance Criteria for Joint-Stock Companies in terms of applying Provisions of the Federal Act On Joint-Stock Companies, related to taking decisions by the General Meeting of Shareholders, with the consideration of aspects envisaged in Article 36 of the Federal Act dated 26 December 2024 No.494-FA On Modifications to Certain Federal Acts, hold the absentee voting for making decisions by the General Meeting of Shareholders of ROSSETI South, PJSC on issues to be added to the agenda of the annual general meeting of shareholders of ROSSETI South, PJSC on results of year 2024 (hereinafter the absentee voting).

2. Determine the holding date of the absentee voting (the final date for receiving voting bulletins) - 10 June 2025.

3. Approve the following absentee voting agenda as follows:

"1. On approval of the annual report of ROSSETI South, PJSC for 2024.

2. Approval of the annual accounting (financial) statements of ROSSETI South, PJSC for 2024.

3. Distribution of profit (including payment (declaration) of dividends) and losses of ROSSETI South, PJSC for 2024.

4. Election of members of the Board of Directors of ROSSETI South, PJSC.

5. Election of members of the Internal Audit Commission of ROSSETI South, PJSC.

6. Appointment of an auditor of ROSSETI South, PJSC.□□□□

7. Approval of the new version of the Charter of ROSSETI South, PJSC.

8. Approval of the Regulations on the General Meeting of Shareholders of ROSSETI South, PJSC in a new revision.

9. Approval of the Regulations on the Board of Directors of ROSSETI South, PJSC in a new revision.

10. Approval of the Regulations on the Management Board of ROSSETI South, PJSC in a new revision.

11. Approval of the Regulations on the Audit Commission of ROSSETI South, PJSC in a new revision.

12. Approval of the Regulations on Payment of Remuneration and Compensation to Members of the Board of Directors of ROSSETI South, PJSC in a new revision.

13. Approval of the Regulations on Payment of Remuneration and Compensation to Members of the Internal Audit Commission of ROSSETI South, PJSC in a new revision.

3. Establish the date of determining (fixing) the persons entitled to vote when resolutions are passed by the General Meeting of Shareholders of ROSSETI South, PJSC- May 16, 2025.

Voting results:

Krainsky D.V. - **FOR**
Dokuchaeva M.A. - **FOR**
Korotkova M.V. - **FOR**
Kazakov A.I. - **FOR**
Paramonova N.V. - **FOR**
Zarkhin V.Yu. - **FOR**
Klinkov O.Yu. - **FOR**
Kravchenko K.Yu. - **FOR**
Nikitchanova E.V. - **FOR**
Tikhonova M.G. - **FOR**
Ebzeev B.B. - **FOR**

The resolution was adopted.

ITEM 2: On determining the term and manner for sending voting bulletins to persons entitled to vote during taking decisions by the General Meeting of Shareholders of ROSSETI South, PJSC, addresses at which the voting bulletins should be sent as filled, methods for

signing them, and the option of filling and sending the voting bulletins electronically via electronic media or otherwise.

RESOLUTION:

1. Determine that voting bulletins on the absentee voting agenda for taking decisions by the General Meeting of Shareholders of ROSSETI South, PJSC (hereinafter the absentee voting) shall be sent by a handy way to each person registered in the Shareholder Registry of ROSSETI South, PJSC, entitled to vote during taking decisions by the General Meeting of Shareholders of ROSSETI South, PJSC not later than 20.05.2025.

2. Determine that completed voting ballots can be sent to one of the following addresses:

- 344002, Russian Federation, Rostov-on-Don, Bolshaia Sadovaia street, 49/42, ROSSETI South, PJSC;
- 107076, Russian Federation, Moscow, Stromynka street, 18, building 5B, office IX, NRK - R.O.S.T. JSC (the Company registrar).

3. Determine that voting bulletins (in the paper form) shall be signed by persons having the right of voting during taking decisions by the General Meeting of Shareholders, or by their representatives by personal signature.

4. Determine the address in the Internet for filling and sending electronically the voting bulletins on the absentee voting agenda: https://lk.rrost.ru/.

5. Determine that shareholders are deemed as having participated in the absentee voting once their absentee voting bulletins as filled are received by the Company, or their electronic forms are sent at the Internet address https://lk.rrost.ru/ not later than 10.06.2025, and shareholders that as per the Russian Federation law on securities have instructed on the voting persons exercising their rights to the shares to vote provided that notifications about their will are received not later than 10.06.2025.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM NO. 3: On determination of the type(s) of preferred shares, the owners of which have the right to vote on the agenda items of the absentee voting on issues of decision-making by the General Meeting of Shareholders of ROSSETI South, PJSC.

RESOLUTION:

Since no privileged shares of ROSSETI South, PJSC have been placed, types of privileged shares whose owners have the right of voting during taking decisions of the General Meeting of Shareholders of ROSSETI South, PJSC on the absentee agenda shall not be defined.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM NO. 4: On determination of the list of information (materials) provided to the shareholders of the Company in preparation for conducting absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company, and the procedure for its provision.
RESOLUTION:

1. Determine that information (materials) provided under preliminaries to taking decisions by the General Meeting of Shareholders of ROSSETI South, PJSC (hereinafter the absentee voting) to persons entitled to vote during taking decisions by the General Meeting of Shareholders include(s):

- annual report of ROSSETI South, PJSC for 2024 and the relevant conclusion of the Audit Committee of the Company (on accuracy of data in the report);
- annual accounting (financial) statements of ROSSETI South, PJSC for 2024, the relevant conclusion of the Audit Committee of the Company;
- the report on self-dealing transactions made by ROSSETI South, PJSC made in 2024, and the relevant conclusion of the Audit Committee, including the accuracy confirmation for data contained in the report;
- the extract from the meeting minutes or the absentee voting minutes under taking decisions by the Meeting of Board of ROSSETI South, PJSC on preliminary approval of the annual report of ROSSETI South, PJSC for 2024, and recommendations to the General Meeting of Shareholders on its approval;
- the extract from the meeting minutes or the absentee voting minutes under the taking decisions by the Meeting of Board of ROSSETI South, PJSC with recommendations (suggestions) on the agenda of the General Meeting of Shareholders, including recommendations on the amount and the manner of payment of dividends for shares of the Company;
- justification of the suggested distribution of net revenue;
- the conclusion by the Audit Committee of the Company Board on the efficacy and the quality of the external audit;

data on candidates to the Company Board, Company Audit Committee, including information on persons having proposed each of the candidates, and information on the presence or absence of the written consent of the proposed candidates;

- the Staff Committee conclusion and remuneration of the Company Board on evaluation of candidates to the Company Board;
- comprehensive data on the proposes auditor to get the idea on their professional qualities and independence, including the name of self-regulating organization of auditors the candidate belongs to, the description of procedures applied during selecting the auditor to guarantee that it is independent and unbiased, and information on the suggested remuneration for both audit and non-audit services (including data on compensation payments and other expenses related to hiring the auditor), and other substantial terms and conditions of contracts entered into with the auditor;
- recommendations of the Audit Committee of the Company Board on candidates to auditors;
- information on shareholder agreements concluded during one year preceding the deadline for accepting voting ballots;
- information on the total amount of unclaimed dividends of the Company, as determined on the basis of its accounting (financial) statements for the last report date before taking the decision on the absentee voting;
- information on the quantity of shares suspended from receiving notifications on holding shareholder meetings or absentee voting, and/or voting bulletins, payment of dividends, and the fraction of shares owned by them in the Company charter capital, and the total of voting shares;

- information on corporative actions that impair dividend rights of shareholders and/or share dilution, and judicial acts defining fact of shareholders having exercised ways of gaining on the account of the Company other than dividends and the disposal value;

- the Company internal audit conclusion on results of evaluation of the reliability and efficacy of the risk management and internal monitoring system, and the Company corporative management efficiency;

- information on those proposing items of the absentee voting agenda;

- draft resolutions and explanatory notes on the issues on the agenda of absentee voting;

- the position of the Board of Directors regarding the agenda of absentee voting, as well as special opinions of members of the Board of Directors of the Company on each issue on the agenda of absentee voting;

- the draft Charter of ROSSETI South, PJSC as amended;

- a comparative table of amendments made to the Charter of ROSSETI South, PJSC;

the draft Regulations on the General Meeting of Shareholders of ROSSETI South, PJSC as amended;

- comparative table of changes to the Regulation on the General Meeting of ROSSETI South, PJSC;

the draft Regulations on the Board of Directors of ROSSETI South, PJSC as amended;

- comparative table of changes to the Regulation on the Board of ROSSETI South, PJSC;

the draft Regulations on the Board of Directors of ROSSETI South, PJSC as amended;

- comparative table of changes to the Regulation on the Executive Board of ROSSETI South, PJSC;

the draft Regulations on the Audit Committee of ROSSETI South, PJSC as amended;

- comparative table of changes to the Regulation on the Audit Committee of ROSSETI South, PJSC;

- the draft Regulations on Payment of Remuneration and Compensation to Members of the Board of Directors of ROSSETI South, PJSC as amended;

- comparative table on changes to the Regulation on payment of remuneration and compensations to members of the Executive Board of ROSSETI South, PJSC;

- the draft Regulations on payment of remuneration and compensation to members of the Audit Committee of ROSSETI South, PJSC as amended;

- comparative table on changes to the Regulation on payment of remuneration and compensations to members of the Audit Committee of ROSSETI South, PJSC;

- an approximate form of a power of attorney that a shareholder may issue to his representative, and the procedure for its certification.

2. Establish that persons entitled to vote when adopting resolutions at the General Meeting of Shareholders of the Company may familiarize themselves with the information (documents) provided in preparation for absentee voting; this can be done from 20.05.2025 to 09.06.2025, except for weekends and holidays, from 09:00 a.m. to 4:00 p.m., at the following addresses:

- Rostov-on-Don, Bolshaya Sadovaya str., 49/42, ROSSETI South, PJSC;

- Rostov-on-Don, 2nd Krasnodarskaya str., 147, ROSSETI South, PJSC;

Moscow, Stromynka street, 18, building 5B, office IX, NRK - R.O.S.T. JSC (the Company registrar);

- Astrakhan, Sovetskaya Militia str., 19 (branch of ROSSETI South, PJSC - Astrakhanenergo);

- Volgograd, Lenin Ave., 15 (branch of ROSSETI South, PJSC - Volgogradenergo);

- Republic of Kalmykia, Elista, Severnaya Promzona-1 (branch of ROSSETI South, PJSC - Kalmenergo);

Information (materials) mentioned in clause 1 hereof is/are also placed at the Company website in the Internet: www.rosseti-yug.ru.

If the nominee shareholder is a person entered in the Company's shareholder register, the said information (documents) shall be provided in accordance with the rules of the securities legislation of the Russian Federation concerning the provision of information (materials) to persons who exercise rights on securities.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM NO. 5: On determination of the procedure for notifying shareholders of ROSSETI South, PJSC about absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company, including approval of the form and text of the notice.

RESOLUTION:

1. Approve the form and text of the notice of absentee voting on issues of decision-making by the General Meeting of Shareholders of ROSSETI South, PJSC (hereinafter referred to as absentee voting) in accordance with Appendix 1.

2. Notify persons entitled to vote when decisions are made by the General Meeting of Shareholders of the Company and registered in the register of Shareholders of the Company of absentee voting:

- place a notice on the Company's website in the Internet at www.rosseti-yug.ru no later than 07.05.2025;

- sending an electronic message to the shareholders of the Company who have notified the Company or the registrar of the email addresses to which such messages can be sent.

If the nominee shareholder is a person entered in the Company's shareholder register, the notification on holding the absentee voting shall be provided in accordance with the rules of the securities legislation of the Russian Federation concerning the provision of information (materials) to persons who exercise rights on securities.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM NO. 6: On approval of the cost estimate associated with the preparation and holding of absentee voting on issues of decision-making by the General Meeting of Shareholders of ROSSETI South, PJSC.

RESOLUTION:

1. Approve the cost estimates related to the preparation and conduct of absentee voting on decision-making by the General Meeting of Shareholders of ROSSETI South, PJSC, in accordance with Appendix 2.

2. The General Director of the Company, no later than two months after the deadline for

accepting voting ballots, submit to the Board of Directors of the Company a report on the expenditure of funds for the preparation and conduct of absentee voting on decision-making by the General Meeting of Shareholders of the Company in accordance with Appendix 3.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM NO. 7: On approval of the terms of the agreement with the registrar of the Company.

RESOLUTION:

1. Approve the terms of the contract for the provision of services for the preparation and conduct of absentee voting for decision-making by the General Meeting of Shareholders, including the functions of the counting committee and the distribution of materials, with the Company's registrar in accordance with Appendix 4.

2. Instruct the Sole Executive Body of the Company to conclude a contract for the provision of services for the preparation and conduct of absentee voting for decision-making by the General Meeting of Shareholders, including the functions of the counting committee, with the Company's registrar on the terms in accordance with Appendix 4.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM 8: On preliminary approval of the annual accounting (financial) statements of ROSSETI South, PJSC for 2024.

RESOLUTION:

1. Preliminarily approve the annual accounting (financial) statements of ROSSETI South, PJSC for 2024 as per Appendix 5.

2. Suggest the General Meeting of Shareholder of ROSSETI South, PJSC approve the annual accounting (financial) statements of ROSSETI South, PJSC for 2024 as per Appendix 5.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM 9: On approving the report on self-dealing transactions made by ROSSETI South, PJSC in 2024.

RESOLUTION:

Approve the report on self-dealing transactions made by ROSSETI South, PJSC in 2024 as per Appendix 6.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM 10: On preliminary approval of annual report of ROSSETI South, PJSC for 2024.

RESOLUTION:

1. Preliminarily approve the annual report of ROSSETI South, PJSC for 2024 as per Appendix 7.

2. Suggest the General Meeting of Shareholder of ROSSETI South, PJSC approve the annual report of ROSSETI South, PJSC for 2024 as per Appendix 7.

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**
Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

Chairman of the Board of Directors **D.V. Krainsky**

Corporate Secretary **L.N. Kuznetsova**