**MINUTES**

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

Rostov-on-Don

05.07.2022 № 489/2022

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

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainskiy, M.A. Dokuchaeva, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V. Korotkova, K.Yu. Kravchenko, M.V. Nikitchanova, A.A. Polinov, M.G.Tikhonova, 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:** 08.07.2022.

**AGENDA**

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| 1. *On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda item of the meeting of the Board of Directors of Recreation centre "Energetik" JSC “On recommendations for reducing the authorized capital of the Company by reducing the nominal value of shares”.*
 |
| 1. *On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda of the annual General Meeting of Shareholders of Recreation centre "Energetik" JSC On reducing the authorized capital of the Company by reducing the nominal value of shares.*
 |
| 1. *On authorization of an interested party transaction.*
 |
| 1. *On the current situation in the activities of Rosseti South PJSC on the technological connection of consumers to electric networks based on the results of 3 months of 2022.*
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**Item No.1: On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda item of the meeting of the Board of Directors of Recreation centre "Energetik" JSC “On recommendations for reducing the authorized capital of the Company by reducing the nominal value of shares”.**

**DECISION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors
of Energetik Recreation Center JSC on the agenda item of the meeting of Energetik Recreation Center Board of Directors “On recommendations for reducing the authorized capital of the Company by reducing the nominal value of shares” to vote “FOR” adopting the following resolution:

Recommend the following resolution to the General Meeting of Shareholders of the Company:

“Reduce the authorized capital of Energetik Recreation Center JSC from 16,691,903.25 RUB to 10,015,141.95 RUB by reducing the nominal value of ordinary shares. Reduce the nominal value of one ordinary share of Energetik Recreation Center JSC from 0.15 RUB to 0.09 RUB per ordinary share.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | K.Yu. Kravchenko | **-** | **"FOR"** |
| M.A. Dokuchaeva | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | M.G. Tikhonova  | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"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 position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda of the General Meeting of Shareholders of Recreation centre "Energetik" JSC "On reducing the authorized capital of the Company by reducing the nominal value of shares".**

**DECISION:**

Instruct the representatives of Rosseti South PJSC at the annual General Meeting of Shareholders of Recreation centre "Energetik" JSC on the item "On reducing the authorized capital of the Company by reducing the nominal value of shares" to vote FOR the adoption of the following decision:

“Reduce the authorized capital of Energetik Recreation Center JSC from 16,691,903.25 RUB to 10,015,141.95 RUB by reducing the nominal value of ordinary shares. Reduce the nominal value of one ordinary share of Energetik Recreation Center JSC from 0.15 RUB to 0.09 RUB per ordinary share.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | K.Yu. Kravchenko | **-** | **"FOR"** |
| M.A. Dokuchaeva | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | M.G. Tikhonova  | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"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 authorization of an interested party transaction.**

**DECISION:**

1. Recognize the decision of the Company's Board of Directors dated April 13, 2022 (Minutes No. 474/2022 dated April 15, 2022) on item No.2 "On consent to the transaction, which is an interested party transaction (contract for the provision of services for the organization of the operation and development of the electric grid complex between Rosseti South PJSC and Rosseti PJSC)".

2. Determine that the price of the service under the Agreement for the provision of services for organizing the operation and development of the power grid complex between Rosseti South PJSC and Rosseti PJSC, which is an interested party transaction, for one year, shall be no more than 81 326 580 (Eighty one million three hundred twenty six thousand five hundred and eighty) RUB 49 kopecks, besides VAT (20%) in the amount of not more than 16 265 316 (sixteen million two hundred sixty-five thousand three hundred and sixteen) RUB 10 kopecks, the total price of the service including VAT shall amount no more than 97 591 896 (ninety-seven million five hundred ninety-one thousand eight hundred ninety-six) RUB 59 kopecks.

3. Provide consent to the transaction - an agreement for the provision of services for organizing the operation and development of the electric grid complex between Rosseti South PJSC and Rosseti PJSC (hereinafter referred to as the Agreement), which is an interested party transaction, on the following essential conditions:

Parties to the Contract:

ROSSETI South, PJSC (Customer);

ROSSETI, PJSC (Contractor).

Scope of the Agreement:

The Contractor shall undertake to provide the Customer with a service for organizing the functioning and development of the Customer's power grid complex (hereinafter referred to as the "Service") in accordance with the terms of the Agreement, and the Customer shall undertake to accept and pay for the Service in accordance with the terms of the Agreement.

Agreement Price

The price of the Service under the Agreement for one year shall amount no more than 81 326 580 (Eighty-one million three hundred twenty-six thousand five hundred and eighty) RUB 49 kopecks, plus VAT (20%) in the amount of no more than 16 265 316 (Sixteen million two hundred sixty-five thousand three hundred sixteen) RUB 10 kopecks, the total price of the Service including VAT shall amount not more than 97 591 896 (ninety-seven million five hundred ninety-one thousand eight hundred ninety-six) RUB 59 kopecks.

The term for Service provision under the Contract:

Commencement of Service: 01.01.2022;

Termination of Service: 31.12.2022.

Contract duration period:

The Contract comes into force from the moment of its signing by the Parties and is valid until 31.12.2022; in terms of settlements, the Contract shall be valid until the Parties fulfill their obligations completely.

The Contract shall apply to the legal relations between the Parties arising from January 01, 2022.

Persons interested in the transaction and grounds for interest:

|  |  |
| --- | --- |
| Stakeholder | Grounds for the person's interest in the transaction |
| PJSC Rosseti | The controlling entity of Rosseti South PJSC who is also a party to the transaction. |
| Daniil VladimirovichKrainskiy | Member of the Board of Directors of Rosseti South PJSC, who is also a member of the Management Board of Rosseti PJSC. |
| Polinov Aleksey Aleksandrovich | Member of the Board of Directors of Rosseti South PJSC, who is also a member of the Management Board of Rosseti PJSC. |

*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.*

*When making a decision, the votes of Daniil Vladimirovich Krainsky, Chairman of the Board of Directors, and Alexey Alexandrovich Polinov, a member of the Board of Directors, as persons interested in the transaction, are not taken into account. In addition, the vote of 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, is not taken into account.*

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| M.A. Dokuchaeva | **-** | **"FOR"** | K.Yu. Kravchenko | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"AGAINST"** | E.V. Nikitchanova | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | M.G. Tikhonova  | **-** | **"FOR"** |
| A.I. Kazakov | **-** | **"FOR"** |  |  |  |
| O.Yu. Klinkov | **-** | **"FOR"** |  |  |  |

**The resolution was adopted.**

**Item No.4: On the current situation in the activities of Rosseti South PJSC on the technological connection of consumers to electric networks based on the results of 3 months of 2022.**

**DECISION:**

Take in consideration the report on the current situation in the activities of Rosseti South PJSC for the technological connection of consumers to electrical networks based on the results of 3 months of 2022 in accordance with Annex to this Decision of the Company's Board of Directors.

**Result of the vote:**

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| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | K.Yu. Kravchenko | **-** | **"FOR"** |
| M.A. Dokuchaeva | **-** | **"FOR"** | E.V. Nikitchanova | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"FOR"** | M.G. Tikhonova  | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"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**  |