**MINUTES**

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

Rostov-on-Don

July 02, 2021 No. 439/2021

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

**Members of the Board of Directors participated in absentee voting:** D.V. Krainsky, V.Yu. Zarkhin, V.A.Kapitonov, M.V. Korotkova, K.A. Mikhailik, A.V. Molsky, N.K. Ozhegina, E.V. Prokhorov, V.V. Rozhkov 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:** July 05, 2021

**AGENDA**

*1. On convening the Extraordinary General Meeting of the Company's Shareholders and determining the meeting format and date.*

*2. On approval of the date of determination (fixation) of persons entitled to participate in the Extraordinary General Meeting of the Company's Shareholders.*

**Item No. 1. On convening the Extraordinary General Meeting of the Company's Shareholders and determining the meeting format and date.**

**RESOLUTION:**

1. Convene the Extraordinary General Meeting of the Company's Shareholders by absentee voting (hereinafter referred to as the "Meeting").

2. Determine the date of the Meeting (the date of expiration of the receipt of completed bulletins) - August 31, 2021.

3. Approve the following agenda of the Meeting:

*1. On early termination of powers of members of the Company's Board of Directors.*

*2. On election of members of the Company's Board of Directors.*

4. Due to the fact that the Company has not issued any preferred shares, no resolutions on determining the type(s) of preferred shares, the owners of which have the right to vote on issues on the agenda of the Meeting, shall be taken.

5. Approve the form and text of the notice on holding the Meeting in accordance with Annex 1 to this resolution.

6. Inform the persons entitled to participate in the Meeting on holding of thr Extraordinary General Meeting of Shareholders of the Company:

- post a notice on the Company's website in the information and on the internet at [www.rosseti-yug.ru](http://www.rosseti-yug.ru) no later than July 09, 2021;

- send a notice in electronic format to those shareholders of the Company who have provided the Company or the registrar with data on e-mail addresses to which such notices can be sent.

If a person registered in the Company's register of shareholders is a nominee shareholder, a notification of Meeting shall be sent in electronic format (in the form of electronic documents signed by an electronic signature) to the nominee shareholder no later than July 9, 2021.

If electronic voting is provided at the Extraordinary General Meeting of the Company's Shareholders through the personal account of the shareholder, the possibility of using the service and the procedure for carrying out such voting shall be specified.

7. Determine that the information (materials) to be provided to persons entitled to participate in the Meeting shall be:

information on shareholder agreements signed in the course of year prior to the date of the General Meeting of Shareholders;

data on candidates for the Company's Board of Directors or information on the failure of candidates to provide the specified information including information on who proposed each of the candidates, as well as information on the presence or absence of written consent of the specified candidates for nomination and election;

- information about who proposed each issue to the agenda of the Meeting;

- draft resolutions and explanatory notes on the Meeting agenda;

- position of the Board of Directors on the Meeting agenda, as well as dissenting opinions of the members of the Board of Directors on each issue on the Meeting agenda;

- an approximate Power of Attorney Form which may be issued by a shareholder to its representative and its certification procedure;

8. Establish that with the specified information (materials) provided in preparation for the Meeting, the persons entitled to participate in the Meeting may get acquainted with:

- from August 10, 2021 to August 31, 2021, with the exception of weekends and holidays, from 09 hours 00 minutes to 16 hours 00 minutes at the addresses:

- Rosseti South PJSC, 49 Bolshaya Sadovaya St., Rostov-on-don;

- Rosseti South PJSC, 147 2-ya Krasnodarskaya St., Rostov-on-Don;

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

- 32 Krasnaya Naberezhnaya St., Astrakhan (Astrakhanenergo, a branch of Rosseti South PJSC);

- 15 Lenina Avenue, Volgograd (Volgogradenergo, a branch of Rosseti South PJSC);

- Northern Industrial Zone, Elista, Republic of Kalmykia (Kalmenergo, a branch of Rosseti South PJSC);

as well as from August 10, 2021 on the Company's website on the internet at: [www.rosseti-yug.ru](http://www.rosseti-yug.ru).

If a person registered in the Company's shareholder register is a nominee holder of shares, such information (materials) shall be sent in electronic form (in the form of electronic documents) to the nominee holder of shares by August 10, 2021

9. Establish that the Shareholders (shareholder) of the Company holding in aggregate at least 2 (two) percent of the Company's voting shares shall be entitled to submit to the Company proposals on nominating candidates for election to the Company's Board of Directors, the number of which may not exceed the number of the Board of Directors (not more than 11 candidates).

Such proposals shall be submitted to Rosseti South PJSC no later than July 30, 2021 at 49 Bolshaya Sadovaya St., Rostov-on-Don.

10. Elect Elena Nikolaevna Pavlova, the Corporate Secretary of the Company, as the Secretary of the Meeting.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

**Item No. 2: On approval of the date of determination (fixation) of persons entitled to participate in the Extraordinary General Meeting of the Company's Shareholders.**

**RESOLUTION:**

Approve the date of determining (fixing) the persons entitled to participate in the Extraordinary General Meeting of the Company's Shareholders - July 13, 2021.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| D.V. Krainsky | **-** | **"FOR"** | N.K. Ozhegina | **-** | **"FOR"** |
| V.Yu. Zarkhin | **-** | **"ABSTAINED"** | A.V. Molsky | **-** | **"FOR"** |
| V.A. Kapitonov | **-** | **"FOR"** | E.V. Prokhorov | **-** | **"FOR"** |
| M.V. Korotkova | **-** | **"FOR"** | V.V. Rozhkov | **-** | **"FOR"** |
| K.A. Mikhailik | **-** | **"FOR"** | B.B. Ebzeev | **-** | **"FOR"** |

**The resolution was adopted.**

 *On the agenda item no.1 of the Meeting of the Board of Directors of Rosseti South PJSC, a Special Opinion of Vitaly Yurievich Zarhin, Member of the Company's Board of Directors was received (Annex to the Minutes of the Company's Board of Directors).*

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| **Chairman of the Board of Directors** |  | **D.V. Daniil Vladimirovich** |
| **Corporate Secretary** | **E.N. Pavlova**  |