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

Rostov-on-Don No. 613/2025

Date of the meeting: April 11, 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: April 11, 2025
Date of the minutes: April 14, 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., Nikitchanova E.V., Tikhonova M.G., Paramonova N.V., Ebzeev B.B.
The Board members who missed the voting: Zarkhin V.Yu.

In accordance with clause 9.6. of the Regulation on the Board of Directors of Public Joint Stock Company "Rosseti South", approved by the decision of the annual General Meeting of Shareholders of Rosseti South, PJSC (Minutes No. 22 dated 02.06.2020), the voting form of Zarkhin V.Yu. was recognized as invalid and does not participate in determining the quorum required to make a decision by absentee voting, and is not taken into account when counting votes.

A special opinion of Zarkhin V.Yu., a member of the Board of Directors of the Company, was received on the issues on the agenda (attached to the minutes).

A quorum is present.

AGENDA:

1. *On recommendations to the General Meeting of Shareholders of Rosseti South, PJSC on the issue of "Reorganization of Public Joint Stock Company "Rosseti South" in the form of merger with Joint Stock Company "Rosseti Kuban".*
2. *On recommendations to the General Meeting of Shareholders of Rosseti South, PJSC on the issue of "Determining the number, par value, category (type) of authorized shares of Rosseti South, PJSC and the rights granted by these shares".*
3. *On recommendations to the General Meeting of Shareholders of Rosseti South, PJSC on the issue of "Increasing the authorized capital of Rosseti South, PJSC by placing additional shares".*
4. *On approval of the form and text of the ballot for absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company, as well as the wording of decisions on the agenda items of absentee voting sent electronically to nominee shareholders registered in the register of shareholders of the Company.*
5. *On determination of the date for sending voting ballots to persons entitled to vote when decisions are made by the General Meeting of Shareholders of Rosseti South, PJSC, the address to which completed ballots can be sent, and the end date for accepting completed ballots.*
6. *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.*
7. *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.

8. *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.*

9. *On approval of the terms of the agreement with the registrar of the Company.*

10. *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.*

Voting results and decisions taken on the agenda items:

ITEM NO. 1: On recommendations to the General Meeting of Shareholders of Rosseti South, PJSC on the issue of "Reorganization of Public Joint Stock Company "Rosseti South" in the form of merger with Joint Stock Company "Rosseti Kuban".

RESOLUTION:

Recommend to the General Meeting of Shareholders of Rosseti South, PJSC to adopt the following decisions:

1. Reorganize Rosseti South Public Joint Stock Company (OGRN 1076164009096) (hereinafter referred to as Rosseti South, PJSC) in the form of merger with Joint Stock Company "Rosseti Kuban" (OGRN 1022301427268) (hereinafter referred to as Rosseti Kuban, JSC) in the manner and on the terms stipulated by the agreement on the merger of Rosseti Kuban, JSC with Rosseti South, PJSC (hereinafter referred to as the Merger Agreement), approved by this decision.

2. Approve the Merger Agreement in accordance with Appendix 1.

3. Determine that Rosseti South, PJSC, within three (3) business days from the date of the last of the reorganized companies' decision on reorganization, is obliged to notify in writing the authorized state body that carries out state registration of legal entities of the commencement of the reorganization procedure, and also, after the entry of a record of the commencement of the reorganization procedure in the unified state register of legal entities, twice with a frequency of once a month, to publish on behalf of all the reorganized companies, in the mass media that publish information on the state registration of legal entities, a notice of the reorganization of Rosseti South, PJSC in the form of the merger of Rosseti Kuban, JSC with it.

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**

The decision was adopted.

ITEM NO. 2: On recommendations to the General Meeting of Shareholders of Rosseti South, PJSC on the issue of "Determining the number, par value, category (type) of authorized shares of Rosseti South, PJSC and the rights granted by these shares".

RESOLUTION:

Recommend to the General Meeting of Shareholders of Rosseti South, PJSC to adopt the following decisions:

Determine that the number of authorized ordinary shares that Rosseti South, PJSC has the right to place in addition to the placed ordinary shares of Rosseti South, PJSC is 540,638,202,822 (Five hundred forty billion six hundred thirty-eight million two hundred two thousand eight hundred twenty-two) shares with a nominal value of 10 (Ten) kopecks each with a total nominal value of 54,063,820,282 (Fifty-four billion sixty-three million eight hundred twenty thousand two hundred eighty-two) rubles 20 (Twenty) kopecks.

Ordinary shares authorized by Rosseti South, PJSC for placement confer rights to their owners stipulated in the article 6 of clause 6.2 of the Charter of Rosseti South, PJSC.

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**

The decision was adopted.

ITEM NO. 3: On recommendations to the General Meeting of Shareholders of Rosseti South, PJSC on the issue of "Increasing the authorized capital of Rosseti South, PJSC by placing additional shares".
RESOLUTION:

Recommend to the General Meeting of Shareholders of Rosseti South, PJSC to adopt the following decisions:

1. Increase the authorized capital of Rosseti South, PJSC by the placement of additional ordinary shares of Rosseti South, PJSC in the number of 540,638,202.822 (Five hundred forty billion six hundred thirty-eight million two hundred two thousand eight hundred twenty-two) shares with a nominal value of 10 (Ten) kopecks each for a total amount at par value of 54,063,820,282 (Fifty-four billion sixty-three million eight hundred twenty thousand two hundred eighty-two) rubles 20 (Twenty) kopecks.

2. Determine the following method of placing additional ordinary shares of Rosseti South, PJSC: conversion of ordinary shares of Rosseti Kuban, JSC into additional ordinary shares of Rosseti South, PJSC in the manner prescribed by the Merger Agreement of Rosseti Kuban, JSC with Rosseti South, PJSC, which is Appendix 1 to this decision.

3. Determine the following conversion coefficient: 0.000737954 ordinary shares of Rosseti Kuban, JSC are converted into 1 (one) ordinary share of Rosseti South, PJSC.

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**

The decision was adopted.

ITEM NO. 4: On approval of the form and text of the ballot for absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company, as well as the wording of decisions on the agenda items of absentee voting sent electronically to nominee shareholders registered in the register of Shareholders of the Company.
RESOLUTION:

1. Approve the form and text of the ballot for absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company in accordance with Appendix 2.

2. For electronic distribution to nominee shareholders registered in the register of Shareholders, use the wording of the decisions specified in the ballot.

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**

The decision was adopted.

ITEM NO. 5: On determination of the date for sending voting ballots to persons entitled to vote when decisions are made by the General Meeting of Shareholders of Rosseti South, PJSC, the address to which completed ballots can be sent, and the end date for accepting completed ballots.

RESOLUTION:

1. Determine that voting ballots must be sent by mail to persons entitled to vote when decisions are made by the General Meeting of Shareholders of Rosseti South, PJSC (hereinafter also referred to as the Company) no later than 24.04.2025.

Electronic voting ballots (in the form of electronic documents) must be sent to the registrar IRC: R.O.S.T. JSC no later than 24.04.2025 for sending to nominee shareholders registered in the register of Shareholders of Rosseti South, PJSC.

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

- 344002, Russian Federation, Rostov-on-Don, Bolshaya Sadovaya str., 49/42, Rosseti South, PJSC;
- 107076, Russian Federation, Moscow, Stromynka str., 18, bldg. 5B, room IX, IRC-R.O.S.T. JSC (Company registrar).

3. Determine the following website address in the Internet for filling out the electronic form of ballots - https://lk.rrost.ru/.

4. When determining the quorum of absentee voting on issues of decision-making by the General Meeting of Shareholders of the Company and summing up the voting results, the votes of shareholders whose completed ballots were received by the Company no later than the deadline for accepting completed ballots for absentee voting, i.e. no later than 15.05.2025, are taken into account.

Shareholders who, in accordance with the rules of the Russian Federation legislation on securities, gave instructions (instructions) on voting to persons taking into account their rights to shares, are also considered to have taken part in the voting if notifications of their will were received no later than the deadline for accepting ballots for absentee voting, i.e. no later than 15.05.2025.

5. Instruct the Sole Executive Body of the Company to ensure that voting ballots are sent to the shareholders of the Company in accordance with this decision of the Board of Directors of the Company.

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**

The decision was adopted.

ITEM NO. 6: 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 3.

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:

- post a notice on the Company's website in the Internet at www.rosseti-yug.ru no later than 14.04.2025;
- no later than 14.04.2025 send 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 a person registered in the register of Shareholders of the Company is a nominee shareholder, a notice of absentee voting shall be sent in electronic form to the nominee shareholder no later than 14.04.2025.

If electronic voting is conducted through the shareholder's personal account, the possibility of using the service and the procedure for conducting such voting are indicated.

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**

The decision was adopted.

ITEM NO. 7: 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 the information (materials) provided to persons entitled to vote when decisions are made by the General Meeting of Shareholders of the Company (hereinafter referred to as the Meeting) are:

- annual report of Rosseti South, PJSC for 2021;
- annual report of Rosseti South, PJSC for 2022;
- annual report of Rosseti South, PJSC for 2023;
- annual report of Rosseti Kuban, JSC for 2021;
- annual report of Rosseti Kuban, JSC for 2022;
- annual report of Rosseti Kuban, JSC for 2023;
- annual accounting (financial) statements of Rosseti South, PJSC for 2022;
- annual accounting (financial) statements of Rosseti South, PJSC for 2023;
- annual accounting (financial) statements of Rosseti South, PJSC for 2024;
- annual accounting (financial) statements of Rosseti Kuban, JSC for 2022;
- annual accounting (financial) statements of Rosseti Kuban, JSC for 2023;
- annual accounting (financial) statements of Rosseti Kuban, JSC for 2024;
- valuation report of SRG-Consulting LLC dated 05.03.2025 No. 61002501000133-OB/2 on the assessment of the market value of shares of Rosseti South, PJSC;
- calculation of the value of net assets of Rosseti South, PJSC based on the accounting (financial) statements of the Company for 2024;
- information on the volume-weighted average price of ordinary shares of Rosseti South, PJSC, demands for the redemption of which may be made to Rosseti South, PJSC;
- an extract from the minutes on the results of absentee voting on issues of decision-making by the Board of Directors of Rosseti South, PJSC, at which a decision was made to determine the repurchase price of shares of Rosseti South, PJSC, indicating the repurchase price of shares;
- a draft agreement on the merger of Rosseti Kuban, JSC with Rosseti South, PJSC

(hereinafter referred to as the Merger Agreement);

- justification of the terms and procedure for the reorganization of Rosseti South, PJSC, contained in the draft Merger Agreement;
- a draft amendment to the Charter of Rosseti South, PJSC;
- a comparative table of amendments made to the Charter of Rosseti South, PJSC;
- extracts from the minutes on the results of absentee voting on issues of decision-making by the Board of Directors of the Company with recommendations (proposals) on issues submitted to absentee voting for decision-making by the General Meeting of Shareholders of the Company;
- information on shareholder agreements concluded during the year preceding the deadline for accepting voting ballots;
- information on who proposed each issue on the agenda of the absentee voting of the General Meeting of Shareholders of the Company (hereinafter referred to as absentee voting);
- 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;
- 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 the information (materials) specified in paragraph 1 of this resolution may be reviewed by persons entitled to vote when decisions are made by the General Meeting of Shareholders:

- from 14.04.2025 to 15.05.2025, except weekends and holidays, from 09:00 to 16:00 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 str., 18, bldg. 5B, IRC-R.O.S.T. JSC (Company registrar);
- Astrakhan, Sovetskaya Militia str., 19 (Astrakhanenergo is branch of Rosseti South, PJSC);
- Volgograd, Lenin Ave., 15 (Volgogradenergo is a branch of Rosseti South, PJSC);
- Republic of Kalmykia, Elista, Severnaya Promzona-1 (Kalmenergo is branch of Rosseti South, PJSC);

and also, from 14.04.2025 on the Company's website in the Internet at the address: www.rosseti-yug.ru.

If the person registered in the register of Shareholders of the Company is a nominee shareholder, the specified information (materials) shall be sent no later than 14.04.2025 in electronic form (in the form of electronic documents) to the nominee shareholder.

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**

The decision was adopted.

ITEM NO. 8: 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:

Due to the fact that the preferred shares of Rosseti South, PJSC have not been issued, decisions on determining the type (varieties) of preferred shares, the owners of which have the right to vote when decisions are made by the General Meeting of Shareholders of Rosseti South, PJSC, should not be taken.

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**

The decision was adopted.

ITEM NO. 9: 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 commission 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 commission and the distribution of materials, 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**

The decision was adopted.

ITEM NO. 10: 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 5.
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 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**

The decision was adopted.

Chairman of the Board of Directors	**D.V. Krainsky**
Corporate Secretary	**L.N. Kuznetsova**