

MINUTES
of the Meeting of the Board of Directors of Rosseti South PJSC

Rostov-on-Don

26.09.2023

№ 545/2023

The meeting format: absentee (by poll)

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

Questionnaires not provided: none.

A quorum is present.

Date of the minutes: 27.09.2023

AGENDA

1. *On granting consent to a related party transaction.*

ISSUE NO. 1: On granting consent to a related party transaction.

RESOLUTION:

1. Determine that the price of the loan agreement between Rosseti South PJSC and Rosseti PJSC, which is a related party transaction, consists of the amount of funds provided to the Borrower by the Lender for a loan within the aggregate debt limit in an amount not exceeding 2,000,000,000 (Two billion) rubles 00 kopecks, and the amount of interest accrued at the interest rate.

Determine that the price of the loan agreement between Rosseti South PJSC and Rosseti PJSC, which is a related party transaction, cannot be 10 percent or more of the book value of the assets of Rosseti South PJSC according to its financial statements as of the last reporting date.

2. Provide authorization to the transaction - a loan agreement between Rosseti South PJSC and Rosseti PJSC, which is a related party transaction, on material terms according to the Appendix to this Resolution.

Pursuant to clause 3, Article 83 of the Federal Law "On Joint-Stock Companies", the decision on this issue shall be made by the Company's Board of Directors by a majority vote of the directors who have no interest in the transaction.

The decision does not take into account the vote of Krainski Daniil Vladimirovich, the Chairman of the Board of Directors, as a person interested in the transaction. In addition, the vote of Ebzeev Boris Borisovich, a member of the Board of Directors, who is the person performing the functions of the sole executive body (General Director) and a member of the collegial executive body (Chairman of the Management Board) of the Company during one year, is not counted.

Voting results:

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

The resolution was carried.

Chairman of the Board of Directors

D.V. Krainski

Board Secretary

E.N. Pavlova