

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

Rostov-on-Don

19.07.2022

No. 491/2022

**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, M.G.Tikhonova, 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:** 20.07.2022.

**AGENDA**

1. *On approval of the Regulations for the reconstruction of the facilities of Rosseti South PJSC, carried out at the initiative of third parties.*
2. *On the composition of the HR and Remuneration Committee of the Board of Directors of Rosseti South PJSC.*
3. *On authorization of an interested party transaction.*
4. *3. On expenditure of funds allocated for preparation and holding of the Annual General Meeting of Shareholders of Rosseti South PJSC.*

**ITEM 1: On approval of the Regulations for the reconstruction of the facilities of Rosseti South PJSC, carried out at the initiative of third parties.**

**DECIDED TO:**

1. Approve the Regulations for the reconstruction of the facilities of Rosseti South PJSC carried out at the initiative of third parties in accordance with Appendix 1 to this Resolution of the Company's Board of Directors.

2. Declare the Regulations for the reconstruction of the facilities of Rosseti South PJSC carried out at the initiative of third parties, which was approved by the decision of the Board of Directors of Rosseti South PJSC on April 21, 2020 (Minutes No.371/2020 dated April 22, 2020), invalid.

**Result of the vote:**

Krainskiy D.V.	-	"FOR"	Klinkov O.Yu.	-	"FOR"
Dokuchaeva M.A.	-	"FOR"	Kravchenko K.Yu.	-	"FOR"
Zarkhin V.Yu.	-	"ABSTAINED"	Nikitchanova E.V.	-	"FOR"
Korotkova M.V.	-	"FOR"	Tikhonova M.G.	-	"FOR"
Kazakov A.I.	-	"FOR"	Ebzeev B.B.	-	"FOR"

**The resolution was adopted.**

**ITEM 2: On the composition of the HR and Remuneration Committee of the Board of Directors of Rosseti South PJSC.**

**DECIDED TO:**

1. Approve the number of members of the HR and Remuneration Committee of the Company's Board of Directors - 3 (three) persons.

**Result of the vote:**

Krainskiy D.V.	-	"FOR"	Klinkov O.Yu.	-	"FOR"
Dokuchaeva M.A.	-	"FOR"	Kravchenko K.Yu.	-	"FOR"

Zarkhin V.Yu. - **"ABSTAINED"** Nikitchanova E.V. - **"FOR"**  
 Korotkova M.V. - **"FOR"** Tikhonova M.G. - **"FOR"**  
 Kazakov A.I. - **"FOR"** Ebzeev B.B. - **"FOR"**

**The resolution was adopted.**

2. Elect the following HR and Remuneration Committee of the Company's Board of Directors:

No.	Full name	Title
1.	Yulianna Khasanovna Dzhabrailova	Deputy General Director - Chief of Staff, Rosseti South PJSC.

**Result of the vote:**

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

**No resolution have been taken.**

No.	Full name	Title
2.	Vitaliy Yuryevich Zarkhin	Member of the Board of Directors, Rosseti South PJSC

**Result of the vote:**

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

**The resolution was adopted.**

No.	Full name	Title
3.	Aleksandr Ivanovich Kazakov	Member of the Board of Directors, Rosseti South PJSC

**Result of the vote:**

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

**No resolution have been taken.**

No.	Full name	Title
4.	Larisa Nikolaevna Kuznetsova	Acting Deputy General Director for HR Management of ROSSETI PJSC

**Result of the vote:**

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

**The resolution was adopted.**

No.	Full name	Title
-----	-----------	-------

5.	Ekaterina Vladimirovna Nikitchanova	Deputy Director / Head of the Expert Center Non-profit Partnership "Russian Institute of Directors"
----	--	---

**Result of the vote:**

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

**No resolution have been taken.**

No.	Full name	Title
6.	Natalia Ilyinichna Erpsher	Head of the Personnel Training Center of PJSC Rosseti

**Result of the vote:**

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

**The resolution was adopted.**

3. Elect Yulia Viktorovna Kuznetsova as the Chairperson of the HR and Remuneration Committee of the Board of Directors of the Company.

**Result of the vote:**

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

**The resolution was adopted.**

**ITEM 3: On authorization of an interested party transaction.**

**DECIDED TO:**

1. Determine the price of the loan agreement between Rosseti South PJSC and Rosseti PJSC, which is an interested party transaction in the amount determined in accordance with Appendix to the Resolution of the Company's Board of Directors.

2. Determine that the price of the loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction, cannot amount to 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.

3. Provide consent to the transaction - a loan agreement between Rosseti PJSC and Rosseti South PJSC, which is an interested party transaction, on material terms in accordance with Appendix 2 to the Resolution of the Company's Board of Directors.

4. Persons who have an interest in this transaction and the reasons for their interest are listed in Appendix 2 to the Resolution of the Company's Board of Directors.

*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 vote of the Chairman of the Board of Directors, Krayinsky Daniil Vladimirovich is not taken into account as a person interested in the transaction. 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:**

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

**The resolution was adopted.**

**ITEM 4: On expenditure of funds allocated for preparation and holding of the Annual General Meeting of Shareholders of Rosseti South PJSC.**

**DECIDED TO:**

Take into consideration the report on expenditure of funds for preparation and holding the Annual General Meeting of Shareholders of Rosseti South PJSC in accordance with Appendix 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was adopted.**

**Chairman of the Board of Directors**

**D.V. Krainsky**

**Corporate Secretary**

**E.N. Pavlova**