

**MINUTES**  
**of the Board meeting of ROSSETI South, PJSC**

Rostov-on-Don

04.05.2023

№ 521/2023

**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.

**Persons who did not submit polling sheets and did not take part in the vote:** no.

**A quorum is present.**

**Date of the minutes:** 05.05.2023

**AGENDA**

1. *Convocation of the Annual General Meeting of Company's Shareholders and determination of the form and date of the meeting.*
2. *Approval of the date for determination of (fixing) the persons entitled to participate in the Annual General Meeting of Company's Shareholders.*
3. *Determination of the type(s) of preferred shares whose owners are entitled to vote on the topics on the agenda of the Annual General Meeting of Company's Shareholders.*
4. *Approval of the agenda of the Annual General Meeting of Company's Shareholders.*
5. *Determination of the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the form and text of the notice.*
6. *Determination of the list of information (materials) provided to shareholders during preparation for the Annual General Meeting of Shareholders and the procedure for its provision.*
7. *Election of the secretary of the annual General Meeting of Company's Shareholders.*
8. *Approval of the report on interested-party transactions performed by the Company in 2022.*
9. *Preliminary approval of the annual report of the Company for 2022.*
10. *Approval of the terms and conditions of the contract with the Company's registrar.*
11. *Approval of the cost estimate related to preparing and holding the Annual General Meeting of Company's Shareholders.*

**ISSUE NO. 1: Convocation of the Annual General Meeting of Company's Shareholders and determination of the form and date of the meeting.**

**RESOLUTION:**

1. Convene the Annual General Meeting of Company's Shareholders in the form of remote vote.
2. Set the date of the General Meeting of Company's Shareholders (the deadline for accepting completed bulletins) – June 09, 2023.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"

Kazakov A.I. - "IN FAVOR" Ebzeev B.B. - "IN FAVOR"  
Polinov A.A. - "IN FAVOR"

**The resolution was approved.**

**ISSUE NO. 2: Approval of the date for determination of (fixing) the persons entitled to participate in the Annual General Meeting of Company's Shareholders.**

**RESOLUTION:**

Approve the date for determination of (fixing) the persons entitled to participate in the Annual General Meeting of Company's Shareholders, - 15 of May of 2023.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 3: Determination of the type(s) of preferred shares whose owners are entitled to vote on the topics on the agenda of the Annual General Meeting of Company's Shareholders.**

**RESOLUTION:**

Due to the preferred shares were not issued by the Company, not to approve resolutions of determining the type(s) of preferred shares whose holders are entitled to vote on the topics on the agenda of the Annual General Meeting of Company's Shareholders.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 4: Approval of the agenda of the Annual General Meeting of Company's Shareholders.**

**RESOLUTION:**

Approve the following agenda of the Annual General Meeting of Company's Shareholders:

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2022.
2. On distribution of income (including the payment (declaration) of dividends) and losses of the Company for 2022.
3. On election of members of the Directors Board of the Company.
4. On election of members of the Inspection Commission of the Company.
5. On appointment of the Company's audit organization.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 5: Determination of the procedure for notifying the Company's shareholders of the General Meeting of Shareholders, including approval of the form and text of the notice.**

**RESOLUTION:**

1. Approve the form and text of the message about holding the Annual General Meeting of Company's Shareholders in accordance with the Appendix 1 to this resolution of the Company's Board.

2. Notify the persons entitled to participate in the Annual General Meeting of Company's Shareholders of the holding of the Annual General Meeting of Company's Shareholders:

- post the notice on the Company's website at [www.rosseti-yug.ru](http://www.rosseti-yug.ru) no later than May 05, 2023;

- send a message in electronic form to those shareholders of the Company who have informed the Company or the registrar of the e-mail addresses to which such messages can be sent.

If the person registered in the shareholders Company's register is a nominee shareholder, the notice of holding the annual General Meeting of Company's Shareholders shall be sent in electronic form (in the form of electronically signed documents) to the nominee shareholder not later than May 05, 2023.

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

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 6: Determination of the list of information (materials) provided to shareholders during preparation for the Annual General Meeting of Shareholders and the procedure for its provision.**

**RESOLUTION:**

1. Determine that the information (materials) provided to persons entitled to participate in the Annual General Meeting of Company's Shareholders (hereinafter referred to as the Meeting) is the following:

the Company's annual report and the conclusion of the Company's Inspection Commission on the results of its audit (on the reliability of the data contained in the Company's annual report);

annual accounting (financial) statements, the auditor's report and the report of the Company's Inspection Commission on the results of the audit of such statements;

the report on interested-party transactions performed by the Company in 2022, including the conclusion of the Inspection Commission confirming the reliability of the data contained in the report;

extract from the minutes of the Board meeting concerning preliminary approval of the Company's 2022 Annual Report and recommendations to the Annual General Meeting of Shareholders for its approval;

extracts from the minutes of the Board meetings with recommendations (proposals) on topics submitted for consideration by the General Meeting of Company's Shareholders;

justification of the proposed distribution of net income;

conclusion of the Company's Audit Committee about the level of efficiency and quality of the external audit process;

information about the nominees for the Company's Board and the Company's Inspection Commission or information about the failure of the nominees to provide such information, including information about who nominated every nominee, as well as information about the presence or absence of written consent of the mentioned above candidates for nomination and election;

conclusion of the Company's Human Resources and Remuneration Committee on the assessment of nominees for the Company's Board;

information about the nominees of the Company's audit organization sufficient to understand their professional qualities and independence, including the name of the Self-Regulating Organization of Auditors, of which the Company's audit organization is a member, a description of the procedures used to select the audit organization that ensure its independence and objectivity and information on the proposed remuneration for audit and non-audit services (including information on compensation payments and other expenses related to the engagement of an audit organization) and other material terms and conditions of the contracts entered into with the Company's audit organization;

recommendations of the Company's Audit Committee concerning the nominee of the Company's audit organization;

information about shareholder agreements concluded during the year prior to the date of the Meeting;

information about corporate actions that led to the deterioration of shareholders' dividend rights and (or) the "dilution" of their shares, or about court judgments establishing that shareholders used methods other than dividends and liquidation value to receive income at the expense of the Company.

conclusion of the internal auditor about the results of the evaluation of the reliability and efficiency of the internal control and risk management system and the efficiency of the Company's corporate governance;

information about who proposed each topic on the agenda of the Meeting;

draft resolutions and explanatory notes on topics on the agenda of the Meeting;

opinion of the Board concerning the agenda of the Meeting and the special opinions of the members of the Board on each topic of the agenda of the Meeting

approximate form of a power of attorney which the shareholder can issue to his representative and the procedure for certifying it.

2. Determine that persons entitled to participate in the Meeting may be familiarized themselves with the information (materials) provided in preparation for holding the Meeting:

- from May 19, 2023 to June 09, 2023, excluding weekends and holidays, from 9 a.m. to 4 p.m. to the addresses:

- Rostov-on-Don, Bolshaya Sadovaya St., 49/42, Rosseti South, PJSC;

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

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

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

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

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

and from May 19, 2023 on the Company's website at [www.rosseti-yug.ru](http://www.rosseti-yug.ru).

If the person registered in the shareholders register of the Company is a nominee shareholder, the above information (materials) shall be sent until May 19, 2023 in electronic form (in the form of electronic documents) to the nominee shareholder.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 7: Election of the secretary of the annual General Meeting of Company's Shareholders.****RESOLUTION:**

Elect Elena Nikolaevna Pavlova, Corporate Secretary of the Company, as the Secretary of the Annual General Meeting of Company's Shareholders.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 8: Approval of the report on interested-party transactions performed by Rosseti South, PJSC in 2022.****RESOLUTION:**

Approve the report on interested-party transactions performed by Rosseti South, PJSC in 2022 in accordance with Appendix 2 to this resolution of the Company's Board.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 9: Preliminary approval of the annual report of the Company for 2022.****RESOLUTION:**

Preliminarily approve the annual report of the Company for 2022 and recommend that the Annual General Meeting of Company's Shareholders approve the annual report in accordance with Appendix 3 to this resolution of the Company's Board.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 10: Approval of the terms and conditions of the contract with the Company's registrar.**

**RESOLUTION:**

1. Approve the terms and conditions of the contract of rendering services for preparation and holding the Annual General Meeting of Company's Shareholders with the Company's registrar in accordance with the Appendix 4 to this resolution of the Company's Board.

2. Assign the sole executive authority of the Company to sign the contract of rendering services for preparation and holding the Annual General Meeting of Company's Shareholders with the Company's registrar on terms in accordance with the Appendix 4 to this resolution of the Company's Board.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**ISSUE NO. 11: Approval of the cost estimate related to preparing and holding the Annual General Meeting of Company's Shareholders.**

**RESOLUTION:**

1. Approve the cost estimate related to the preparation and holding the Annual General Meeting of Company's Shareholders in accordance with the Appendix 5 to this resolution of the Company's Board.

2. The Sole Executive Authority of the Company shall, not later than two months after the annual General Meeting of Company's Shareholders, submit to the Company's Board a report of spending funds for preparation and holding the annual General Meeting of Shareholders of the Company in accordance with Appendix 6 to this resolution of the Company's Board.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Polinov A.A.	-	"IN FAVOR"			

**The resolution was approved.**

**Chairman of the Board of Directors**

**D.V. Krainski**

**Corporate Secretary**



**E.N. Pavlova**