

MINUTES № 26
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
of Public Joint stock company Rosseti South

Full official name	Public Joint Stock Company Rosseti South (hereinafter - the Company)
Location and address of the Company:	44002, Rostov region, Rostov-on-Don, 49/42 Bolshaya Sadovaya Street.
Type of General Meeting of Shareholders:	Annual
Form of the General Meeting:	Absentee vote
Date of determination (fixation) of persons entitled to participate in the General Meeting:	May 15, 2023
Date of the General Meeting (end date for receipt of voting ballots):	June 09, 2023
Postal addresses, e-mail addresses, which completed ballot papers were sent (could be sent) to:	344002, The Russian Federation, Rostov-on-Don, Bolshaya Sadovaya St., 49/42, ROSSETI South, PJSC; 107076, The Russian Federation, Moscow, Stromynka street, 18, bld. 5B, room IX, NRC - R.O.S.T. JSC (the Company's registrar). Email Address(es): Not applicable.
Internet website address on which electronic forms of ballots were filled out:	https://lk.rrost.ru/
Date of the minutes:	June 13, 2023

The Annual General Meeting of Shareholders of the Public Joint Stock Company Rosseti South (Rosseti South PJSC) (hereinafter referred to as the Meeting) was held on the basis of decisions of the Board of Directors of the Company on March 06, 2023 (minutes dated March 09, 2023 No. 515/2023), May 04, 2023 (minutes dated May 05, 2023 No. 521/2023) and May 11, 2023 (minutes dated May 12, 2023 No. 522/2023).

In accordance with the decision of the Board of Directors of the Company dated May 04, 2023, the notice of the Meeting was published on [May 04, 2023](#) on the Company's Internet website: www.rosseti-yug.ru

In accordance with paragraph 10.10, Art. 10 of the Articles of Association of the Company, the Chairman of the Board of Directors of the Company Daniil Vladimirovich Krainsky performs the functions of the Chairman of the Meeting.

In accordance with the decision of the Board of Directors of the Company dated May 04, 2023, the functions of the Secretary at the Meeting are performed by the Corporate Secretary of the Company Elena Nikolaevna Pavlova.

In accordance with Art. 56 of the Federal Law of December 26, 1995 No. 208-FZ "On Joint Stock Companies", the functions of the Counting Commission are performed by the Registrar of the Company - Joint Stock Company "R.O.S.T. Independent Registrar Company".

In accordance with paragraph 3, Art. 67.1 of the Civil Code of the Russian Federation, while performing the functions of the counting commission, the Registrar certifies the composition of participants and decisions taken at the General Meeting of Shareholders of the Company.

Location of the Registrar: 107076, Moscow, 18 Stromynka Street, bldg. 5B, room IX.

Authorized person of the Registrar: Maxim Sergeevich Doronin by power of attorney dated December 29, 2021 No. 679.

The following term is used in this Minutes of the General Meeting of Shareholders: Regulation of the Bank of Russia "On General Meetings of Shareholders" dated November 16, 2018 No. 660-P. - Provision.

The protocol on the results of voting at the General Meeting of Shareholders of the Public Joint Stock Company Rosseti South dated June 13, 2023 is attached to this protocol.

Agenda of the Meeting:

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2022.
2. 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.

Quorum and voting results on item No. 1 of the agenda:

On approval of the annual report, annual accounting (financial) statements of the Company for 2022.

The number of votes held by the persons included in the list of persons entitled to participate in the General Meeting on this issue of the agenda of the General Meeting	151 641 426 354 and 3/10
The number of votes accounted for by voting shares of the Company on this issue of the agenda of the General Meeting, determined taking into account the provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 3/10
The number of votes possessed by the persons who took part in the General Meeting on this issue of the agenda of the General Meeting	138 325 625 652
QUORUM on this agenda item was	91.21889%

Voting was carried out by ballot number 1.

Voting Options	Number of votes cast for each voting option	% of those who attended the meeting
"IN FAVOR"	138 308 380 061	99.98753
"AGAINST"	6 430 098	0.00465
"ABSTRAINED"	9 533 540	0.00689
The number of votes not counted due to the recognition of ballots as invalid or on other grounds provided for by the Regulations		
"Invalid"	1 281 953	0.00093
"On other grounds"	0	0.00000
total:	138 325 625 652	100.00000

RESOLUTION:

Approve the annual report, annual accounting (financial) statements of the Company for 2022, in accordance with the appendices, available on the official website of the Company at <https://rosseti-yug.ru/aktsioneru-investoru/gosa-09-06-2023/>.

THE RESOLUTION WAS CARRIED.

Quorum and voting results on item No. 2 of the agenda:

On distribution of income (including the payment (declaration) of dividends) and losses of the Company for 2022.

The number of votes held by the persons included in the list of persons entitled to participate in the General Meeting on this issue of the agenda of the General Meeting	151 641 426 354 and 3/10
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The number of votes accounted for by voting shares of the Company on this issue of the agenda of the General Meeting, determined taking into account the provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 3/10
The number of votes possessed by the persons who took part in the General Meeting on this issue of the agenda of the General Meeting	138 325 625 652
QUORUM on this agenda item was	91.21889%

Voting was carried out by ballot number 1.

Voting Options	Number of votes cast for each voting option	% of those who attended the meeting
"IN FAVOR"	138 297 608 689	99.97975
"AGAINST"	13 972 204	0.01010
"ABSTRAINED"	13 931 479	0.01007
The number of votes not counted due to the recognition of ballots as invalid or on other grounds provided for by the Regulations		
"Invalid"	113,280	0.00008
"On other grounds"	0	0.00000
total:	138 325 625 652	100.00000

RESOLUTION:

1. To approve the following distribution of income (losses) of the Company for the 2022 reporting year:

Name of indicator	(thousand rubles)
Undistributed income (uncovered loss) of the reporting period:	(559 272)
To distribute for: Reserve fund	-
Income for development	-
Dividends	-
Loss recovery of the past	-

2. Not to pay dividends on the Company's ordinary shares by the results of 2022.

THE RESOLUTION WAS CARRIED.

Quorum and voting results on item No. 3 of the agenda:

On election of members of the Directors Board of the Company.

The number of votes held by the persons included in the list of persons entitled to participate in the general meeting on this issue of the agenda of the general meeting	1 668 055 689 897 and 3/10
The number of votes accounted for by voting shares of the Company on this issue of the agenda of the General Meeting, determined taking into account the provisions of paragraph 4.24 of the Regulations	1 668 055 689 897 and 3/10
The number of votes possessed by the persons who took part in the general meeting on this issue of the agenda of the general meeting	1 521 581 882 172
QUORUM on this agenda item was	91.21889%

Voting was carried out by ballot number 2.

No. Item No.	Full name and its position (at the moment of nomination)	Number of votes cast for each voting option
"IN FAVOR", distribution of votes by candidates		

1	Boris Borisovich Ebzeev, General Director of PJSC Rosseti South	140 516 407 394
2	Alexander Ivanovich Kazakov	140 437 956 662
3	Natalya Vladimirovna Paramonova, First Deputy Head of the Economy Department of PJSC ROSSETI	140 404 339 570
4	Oleg Yurievich Klinkov, Director of customer communications - HoD of technological development of ROSSETI, PJSC	140 396 217 131
5	Maria Gennadievna Tikhonova, Deputy General Director of corporate management of ROSSETI, PJSC	140 395 390 753
6	Maria Alexandrovna Dokuchaeva, Chief Advisor of PJSC Rosseti	140 395 292 514
7	Konstantin Yurievich Kravchenko, Deputy General Director of digital transformation of ROSSETI, PJSC	140 395 044 564
8	Daniil Vladimirovich Krainsky, Deputy General Director of legal coverage of ROSSETI, PJSC	140 394 993 565
9	Ekaterina Vladimirovna Nikitchanova, Deputy Director - Head of Expert Center of Non-income partnership Russian Institute of Directors	140 394 992 534
10	Korotkova Maria Vyacheslavovna	140 394 991 524
11	Vitaliy Yurievich Zarkhin, currently not working	117 286 358 118
"AGAINST all candidates"		28 998 981
"ABSTAINED for all candidates"		99 270 204
The number of votes not counted due to the recognition of ballots as invalid or on other grounds provided for by the Regulations		
"Invalid"		18 621 592
"On other grounds"		23 007 066
total:		1 521 581 882 172

RESOLUTION:

Elect to the Company's Board as a part of:

1. Boris Borisovich Ebzeev, General Director of PJSC Rosseti South
2. Alexander Ivanovich Kazakov
3. Natalya Vladimirovna Paramonova, First Deputy Head of the Economy Department of PJSC ROSSETI
4. Oleg Yurievich Klinkov, Director of customer communications - HoD of technological development of ROSSETI, PJSC
5. Maria Gennadievna Tikhonova, Deputy General Director of corporate management of ROSSETI, PJSC
6. Maria Alexandrovna Dokuchaeva, Chief Advisor of PJSC Rosseti
7. Konstantin Yurievich Kravchenko, Deputy General Director of digital transformation of ROSSETI, PJSC
8. Daniil Vladimirovich Krainsky, Deputy General Director of legal coverage of ROSSETI, PJSC
9. Ekaterina Vladimirovna Nikitchanova, Deputy Director - Head of Expert Center of Non-income partnership Russian Institute of Directors
- Maria Vyacheslavovna Korotkova
11. Vitaliy Yurievich Zarkhin, currently not working

THE RESOLUTION WAS CARRIED.

Quorum and voting results on item No. 4 of the agenda:

On election of members of the Inspection Commission of the Company.

The number of votes held by the persons included in the list of persons entitled to participate in the general meeting on this issue of the agenda of the general meeting	151 641 426 354 and 3/10
The number of votes accounted for by voting shares of the Company on this issue of the agenda of the General Meeting, determined taking into account the provisions of paragraph 4.24 of the Regulations	151 641 189 721 and 3/10
The number of votes possessed by the persons who took part in the general meeting on this issue of the agenda of the general meeting	138 325 625 652
QUORUM on this agenda item was	91.21903%

Voting was carried out by ballot number 3.

Distribution of votes

No.	Full name of the candidate	Number of votes cast for each voting option				The number of votes not counted due to the recognition of ballots as invalid or on other grounds provided for by the Regulations	
		"IN FAVOR"	%*	"AGAINST"	"ABSTAINED"	"Invalid"	"On other grounds"
1	Ulyanov Anton Sergeevich, Internal Audit Director - Head of the Internal Audit Department of ROSSETI, PJSC	127 655 315 220	92.286	7 912 622	10 662 063 065	334,745	0
2	Trishina Svetlana Mikhailovna, Deputy Head of the Internal Audit Department - Head of the Corporate Audit and Control of Supplementary office of the Internal Audit Department of ROSSETI, PJSC	127 654 425 193	92.285	4 242 622	10 664 333 057	2 624 780	0
3	Kormiltsev Maxim Gennadievich, Chief Expert of the Corporate Audit and Control Department of Supplementary office of the Internal Audit Department of PJSC ROSSETI	127 653 718 395	92.284	8 454 087	10 660 959 855	2 493 315	0
4	Rogachev Kirill Evgenievich, Head of the Operational Audit Department of the Internal Audit Department of ROSSETI, PJSC	127 651 916 078	92.283	6 573 590	10 664 471 204	2 664 780	0
5	Tsarkov Viktor Vladimirovich, First Deputy Head of the Internal Audit Department of ROSSETI, PJSC	127 647 957 427	92.280	10 673 590	10 664 329 855	2 664 780	0

* - percentage of those who took part in the meeting.

RESOLUTION:

Elect to the Company's Inspection Commission as a part of:

1. Ulyanov Anton Sergeevich, Internal Audit Director - Head of the Internal Audit

Department of ROSSETI, PJSC

2. Trishina Svetlana Mikhailovna, Deputy Head of the Internal Audit Department - Head of the Corporate Audit and Control of Supplementary office of the Internal Audit Department of ROSSETI, PJSC

3. Kormiltsev Maxim Gennadievich, Chief Expert of the Corporate Audit and Control Department of Supplementary office of the Internal Audit Department of ROSSETI, PJSC

4. Rogachev Kirill Evgenievich, Head of the Operational Audit Department of the Internal Audit Department of ROSSETI, PJSC

5. Tsarkov Viktor Vladimirovich, First Deputy Head of the Internal Audit Department of ROSSETI, PJSC

THE RESOLUTION WAS CARRIED.

Quorum and voting results on item No. 5 of the agenda:

On appointment of the Company's audit organization.

The number of votes held by the persons included in the list of persons entitled to participate in the general meeting on this issue of the agenda of the general meeting	151 641 426 354 and 3/10
The number of votes accounted for by voting shares of the Company on this issue of the agenda of the General Meeting, determined taking into account the provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 3/10
The number of votes possessed by the persons who took part in the general meeting on this issue of the agenda of the general meeting	138 325 625 652
QUORUM on this agenda item was	91.21889%

Voting was carried out by ballot number 1.

Voting Options	Number of votes cast for each voting option	% of those who attended the meeting
"IN FAVOR"	127 652 651 828	92.28417
"AGAINST"	8 364 790	0.00605
"ABSTRAINED"	10 664 495 754	7.70970
The number of votes not counted due to the recognition of ballots as invalid or on other grounds provided for by the Regulations		
"Invalid"	113,280	0.00008
"On other grounds"	0	0.00000
total:	138 325 625 652	100.00000

RESOLUTION:

Appoint a collective member of TsATR - Audit Services, LLC (leader of the collective member) and ACC Crow Audex, LLC (participant of the collective member) as the Company's auditor.

THE RESOLUTION WAS CARRIED.

**Chairman
of the meeting**

D.V. Krainski

Meeting Secretary

E.N. Pavlova