

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

Rostov-on-Don

30.10.2023

№ 549/2023

**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:** 02.11.2023

**AGENDA**

- 1. On preliminary approval of a transaction related to the acquisition of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy.*
- 2. On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda of the meeting of the Board of Directors of Energoservice of the South JSC "On preliminary approval of a transaction related to the alienation of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy".*

**ISSUE NO. 1: On preliminary approval of a transaction related to the acquisition of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy.**

**RESOLUTION:**

- Determine that the price of property acquired by Rosseti South PJSC under the property purchase and sale agreement between Rosseti South PJSC and Energoservice of the South JSC, which is a transaction related to the acquisition of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy, amounts to 131,378,775 (One hundred thirty-one million three hundred seventy-eight thousand seven hundred seventy-five) rubles 00 kopecks, in addition, VAT in the amount of 26,275,755 (Twenty-six million two hundred seventy-five thousand seven hundred fifty-five) rubles 00 kopecks.
- Approve the transaction of Rosseti South PJSC related to the acquisition of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy, on the terms in accordance with Appendix 1 to this Resolution of the Board of Directors of Rosseti South PJSC.
- Instruct the sole executive body of Rosseti South PJSC to:
  - Ensure the inclusion of measures for the acquisition of electric grid property in the investment program of Rosseti South PJSC in accordance with the current legislation of the Russian Federation.
  - Conclude a property purchase and sale agreement with Energoservice of the South JSC in accordance with Appendix 1 to this Resolution of the Board of Directors of Rosseti South PJSC (hereinafter referred to as the transaction) after inclusion in the draft of the adjustment of the investment program of Rosseti South PJSC in 2024.
  - Ensure, within the framework of consolidation of the electric grid property owned by Energoservice of the South JSC, the achievement of targets and effects from the implementation of the transaction in accordance with the values specified in Appendix 2 to this Resolution of the Board of Directors of Rosseti South PJSC.

3.4. Upon completion of the transaction, submit for consideration by the Board of Directors of Rosseti South PJSC simultaneously with the report on the execution of the business plan of Rosseti South PJSC for the year following the year of the transaction, a report on the actual achievement of targets and the effects of the transaction in accordance with the values specified in Appendix 2 to this Resolution of the Board of Directors of Rosseti South PJSC.

**Voting results:**

Krainski D.V.	-	<b>FOR</b>	Klinkov O. Yu.	-	<b>FOR</b>
Dokuchaeva M.A.	-	<b>FOR</b>	Kravchenko K.Yu.	-	<b>FOR</b>
Zarkhin V.Yu.	-	<b>FOR</b>	Nikitchanova E.V.	-	<b>FOR</b>
Korotkova M.V.	-	<b>FOR</b>	Tikhonova M.G.	-	<b>FOR</b>
Kazakov A.I.	-	<b>FOR</b>	Ebzeev B.B.	-	<b>FOR</b>
Paramonova N.V.	-	<b>FOR</b>			

**The resolution was carried.**

**ISSUE NO. 2: On determining the position of Rosseti South PJSC (representatives of Rosseti South PJSC) on the agenda of the meeting of the Board of Directors of Energoservice of the South JSC "On preliminary approval of a transaction related to the alienation of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy".**

**RESOLUTION:**

Instruct the representatives of Rosseti South PJSC in the Board of Directors of Energoservice of the South JSC to vote on the agenda of the meeting of the Board of Directors of Energoservice of the South JSC "On preliminary approval of a transaction related to the alienation of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy" to vote FOR the adoption of the following decision:

1. Approve the transaction of Energoservice of the South JSC related to the alienation of property constituting fixed assets, the purpose of which is the production, transmission, dispatching, distribution of electrical and thermal energy, on the terms in accordance with the Appendix to this Resolution of the Board of Directors of Energoservice of the South JSC.

**Voting results:**

Krainski D.V.	-	<b>FOR</b>	Klinkov O. Yu.	-	<b>FOR</b>
Dokuchaeva M.A.	-	<b>FOR</b>	Kravchenko K.Yu.	-	<b>FOR</b>
Zarkhin V.Yu.	-	<b>FOR</b>	Nikitchanova E.V.	-	<b>FOR</b>
Korotkova M.V.	-	<b>FOR</b>	Tikhonova M.G.	-	<b>FOR</b>
Kazakov A.I.	-	<b>FOR</b>	Ebzeev B.B.	-	<b>FOR</b>
Paramonova N.V.	-	<b>FOR</b>			

**The resolution was carried.**

**Chairman of the Board of Directors**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**