

**MINUTES No. 22
of the Annual General Meeting of Shareholders
of Public Joint Stock Company Rosseti Yug**

Full corporate name of the Company (hereinafter - the Company)	Public Joint Stock Company "Rosseti South"
Location and address of the Company:	49 Bolshaya Sadovaya St., Rostov-on-Don, 344002
Type of general meeting of shareholders:	Annual
Form of the general meeting of shareholders:	Absentee voting
The date of determination (fixation) of the persons entitled to participate in the General Meeting:	May 5, 2020
Date of the General Meeting (end date of receipt of completed voting ballots):	May 29, 2020
Mailing addresses to which the completed voting ballots were sent:	344002, RF, Rostov-on-Don, Bolshaya Sadovaya St., 49, PJSC Rosseti Yug 107076, Russian Federation, Moscow, 18 Stromynka St., bldg. 5B, JSC "NRK - R O S T."
The website address on the Internet, on which the electronic forms of the ballots were filled out:	- https://lk.rrost.ru/.
Date of the Protocol:	June 02, 2020

The Annual General Meeting of Shareholders of Public Joint Stock Company ROSSETI Yug (PJSC ROSSETI Yug) (hereinafter referred to as the Meeting) was held on the basis of decisions of the Board of Directors of the Company on April 09, 2020 (Minutes of April 13, 2020 No. 369/2020), April 24, 2020 of the year (minutes of April 27, 2020 No. 372/2020) and April 28, 2020 (minutes of April 29, 2020 No. 373/2020).

In accordance with the resolution of the Board of Directors of the Company on April 24, 2020, the report of the Meeting was published on the Company's website on the Internet at: www.rosseti-yug.ru on April 28, 2020.

Record date for the Meeting is May 05, 2020.

In accordance with clause 10.10 of Art. 10 of the Articles of Association of the Company, the functions of the Chairman of the Meeting are performed by the Chairman of the Company's Board of Directors Olga Andreevna Sergeeva.

In accordance with the resolution of the Board of Directors of the Company on April 24, 2020, the functions of the Secretary at the Meeting are performed by Pavlova Elena Nikolaevna, the Corporate Secretary of the Company.

In accordance with Article 56 of the Federal Law FZ-208, dated December 26, 1995, "On Joint-Stock Companies", the functions of the Counting Commission are performed by the Registrar of the Company — the Joint-Stock Company "Independent Registrar Company R.O.S.T."

Location of the Registrar: Bldg. 18, block 5B, room IX, Stromynka St., Moscow, 107076.

Authorized person of the Registrar: Andrey Nikolaevich Stratychuk by power of attorney dated February 12, 2019 No. 305.

In accordance with Clause 3 of Article 67.1 of the Civil Code of the Russian Federation, within the framework of performing the functions of the counting commission, the Registrar certifies the composition of participants and resolutions made at the General Meeting of Shareholders of the Company.

In this minutes of the General Shareholders Meeting, the following term is used: Regulation of the Bank of Russia No. 660-P., dated November 16, 2018, "On General Meetings of Shareholders" — Regulation.

The voting results minutes of the General Shareholders Meeting of the Public Joint-Stock Company Rosseti South on May 29, 2020 is attached to this minutes.

THE AGENDA OF THE MEETING:

1. On approval of the annual report, annual accounting (financial) statements of the Company for 2019.
2. On the distribution of the Company's profit (including the payment (declaration) of dividends) and losses based on 2019 results.
3. On election of members of the Company's Board of Directors.
4. On election of members of the Company's Internal Audit Commission.
5. On approval of the Company's auditor.
6. On approval of the new version of the Regulations on the Company's Board of Directors.

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

On approval of the annual report, annual accounting (financial) statements of the Company for 2019.

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting, on this issue on the agenda of the general meeting	151 641 426 354 and 30/100
Number of votes received by voting shares of the Company on this item on the agenda of the general meeting, determined subject to provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 30/100
Number of votes held by the persons who took part in the general meeting on this issue on the agenda of the general meeting	140 050 985 918
There was a QUORUM on this issue of the agenda	92.3567%

Voting was conducted by ballot No. 1.

Voting options	Number of votes given for each voting option	% of attendees
"PRO"	140 023 232 200	99.9802
"CON"	1 812 370	0.0013
"ABSTAIN"	15 335 159	0.0109
Number of votes not counted due to invalidation of ballots or other reasons provided for by the Regulations		
"Invalid"	10 606 189	0.0076
"On other grounds"	0	0.0000
TOTAL:	140 050 985 918	100.0000

RESOLUTION:

Approve the annual report of the Company for 2019, annual accounting (financial) statements of the Company for 2019 according to the annexes posted on the official website of the Company at the following link <https://rosseti-yug.ru /aktsioneru-investoru/gosa-2020/>.

THE RESOLUTION WAS CARRIED.

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

On the distribution of the Company's profit (including the payment (declaration) of dividends) and losses based on 2019 results.

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting, on this issue on the agenda of the general meeting	151 641 426 354 and 30/100
Number of votes received by voting shares of the Company on this item on the agenda of the general meeting, determined subject to provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 30/100
Number of votes held by the persons who took part in the general meeting on this issue on the agenda of the general meeting	140 050 985 918
There was a QUORUM on this issue of the agenda	92.3567%

Voting was conducted by ballot No. 1.

Voting options	Number of votes given for each voting option	% of attendees
"PRO"	139 939 671 466	99.9205
"CON"	15 577 289	0.0111
"ABSTAIN"	88 903 571	0.0635
Number of votes not counted due to invalidation of ballots or other reasons provided for by the Regulations		
"Invalid"	6 833 592	0.0049
"On other grounds"	0	0.0000
TOTAL:	140 050 985 918	100.0000

RESOLUTION:

1. Approve the following distribution of profit (losses) of the Company for the 2019 reporting year:

Index name	(RUB)
Retained profit (uncovered loss) of the reporting period:	(3 198 460)
Allocate to: Reserve Fund	0
Development profit	0
Dividends	0
Repayment of losses from previous years	0

2. Pass dividends on ordinary shares of the Company at year-end 2019.

THE RESOLUTION WAS CARRIED.

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

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

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting, on this issue on the agenda of the general meeting	1 668 055 689 897 and 30 / 100
Number of votes received by voting shares of the Company on this item on the agenda of the general meeting, determined subject to provisions of paragraph 4.24 of the Regulations	1 668 055 689 897 and 30 / 100
Number of votes held by the persons who took part in the general meeting on this issue on the agenda of the general meeting	1 540 560 845 098
There was a QORUM on this item	92.3567%

Voting was conducted by ballot No. 2.

Sl. No.	Full name, position (at the time of the nomination of the candidate)	The number of votes cast for each of the voting options
“PRO” – distribution of votes by candidates		
1	Guryanov Denis Lvovich - Director of the Corporate Governance Department of PJSC Rosseti	156 579 072 829
2	Boris Borisovich Ebzeev - Director General, Rosseti South PJSC	140 430 637 474
3	Grebtsov Pavel Vladimirovich - Acting Deputy General Director for Economics and Finance of PJSC Rosseti	140 327 420 936
4	Kapitonov Vladislav Albertovich - Director of the Finance Department of PJSC Rosseti	140 324 218 689
5	Andrey Sergeevich Kolyada , Deputy Director of the Corporate Governance Department of Rosseti, PJSC.	140 323 593 864
6	Korotkova Maria Vyacheslavna - Director of MKS LLC	140 322 306 603
7	Ludmila Vasiliyevna Selivanova , Chief Counsel of Rosseti, PJSC	140 320 546 565
8	Konstantin Aleksandrovich Mikhailik - Deputy General Director for Operations, Rosseti PJSC	140 319 660 166
9	Alexey Yurievich Perets , Chief Counselor of Rosseti, PJSC	140 318 718 593
10	Andrei Olegovich Romankov	140 316 316 136
11	Zarkhin Vitaly Yurievich — At present, not working	119 744 358 572
12	Rozhkov Vasily Vladimirovich - Director of the Production Department - Deputy Chief Engineer of PJSC Rosseti	8 463 222
13.	Andrey Vladimirovich Morozov - Legal Director of the Association of Professional Investors	6 262 919
14.	Golovtsov Alexander Viktorovich - Currently not working	2 448 084
"CON"		54 465 015
"ABSTAIN"		886 179 096
Number of votes not counted due to invalidation of ballots or other reasons provided for by the Regulations		
"Invalid"		222 053 777
"On other grounds"		54 122 558
TOTAL:		1 540 560 845 098

RESOLUTION:

Elect the Company's Board of Directors:

1. Guryanov Denis Lvovich - Director of the Corporate Governance Department of PJSC Rosseti
2. Boris Borisovich Ebzeev - Director General, Rosseti South PJSC
3. Grebtsov Pavel Vladimirovich - Acting Deputy General Director for Economics and Finance of PJSC Rosseti
4. Kapitonov Vladislav Albertovich - Director of the Finance Department of PJSC Rosseti

5. Andrey Sergeevich Kolyada, Deputy Director of the Corporate Governance Department of Rosseti, PJSC.
6. Korotkova Maria Vyacheslavna - Director of MKS LLC
7. Ludmila Vasiliyevna Selivanova, Chief Counsel of Rosseti, PJSC
8. Konstantin Aleksandrovich Mikhailik - Deputy General Director for Operations, Rosseti PJSC
9. Alexey Yurievich Perets, Chief Counselor of Rosseti, PJSC
10. Andrei Olegovich Romanko
11. Zarkhin Vitaly Yurievich — At present, not working

THE RESOLUTION WAS CARRIED.

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

On election of members of the Company's Internal Audit Commission.

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting, on this issue on the agenda of the general meeting	151 641 426 354 and 30/100
Number of votes received by voting shares of the Company on this item on the agenda of the general meeting, determined subject to provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 30/100
Number of votes held by the persons who took part in the general meeting on this issue on the agenda of the general meeting	140 050 985 918
There was a QORUM on this item	92.3567%

Voting was carried out by ballot No. 1.

Distribution of votes

No.	Full name of the candidate	Number of votes given for each voting option				The number of votes that were not counted due to the invalidation of ballots or on other grounds provided for by the Regulations	
		"PRO"	%*	"CON"	"ABSTAIN"	"Invalid"	"On other grounds"
1	Artem Nikolaevich Kirillov	129 064 372 490	92.16	10 886 899 532	88 281 516	6 370 558	5 061 822
2	Svetlana Anatolievna Kim	129 064 329 025	92.16	10 887 009 348	87 583 337	7 110 533	4 953 675
3	Sergey Vladimirovich Malyshev	129 063 266 029	92.15	10 888 370 500	88 456 070	6 566 036	4 327 283
4	Marina Alekseevna Lelekova	129 062 964 435	92.15	10 889 590 500	87 763 151	5 606 010	5 061 822
5	Skrynnikova Lyudmila Stanislavovna	129 062 362 440	92.15	10 889 390 500	87 757 891	6 413 265	5 061 822

* - percentage of attendees

RESOLUTION:

Elect the Company's Internal Audit Commission:

1. Kirillov Artem Nikolaevich - Deputy Head of the Supervisory Activity Directorate of the Internal Control and Risk Management Department of PJSC Rosseti.
2. Kim Svetlana Anatolyevna - Head of the Supervisory Department of the Internal Control and Risk Management Department of PJSC Rosseti.
3. Malyshev Sergey Vladimirovich - Leading Expert of the Supervisory Activity Directorate of the Internal Control and Risk Management Department of Rosseti PJSC.
4. Marina Alekseevna Lelekova - Director of the Internal Control and Risk Management Department of Rosseti PJSC.
5. Skrynnikova Lyudmila Stanislavovna - Chief Expert of the Supervisory Directorate of the Internal Control and Risk Management Department of PJSC Rosseti.

THE RESOLUTION WAS CARRIED.

**Quorum and voting results on issue No. 5 of the agenda:
On approval of the Company's auditor.**

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting, on this issue on the agenda of the general meeting	151 641 426 354 and 30/100
Number of votes received by voting shares of the Company on this item on the agenda of the general meeting, determined subject to provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 30/100
Number of votes held by the persons who took part in the general meeting on this issue on the agenda of the general meeting	140 050 985 918
There was a QUORUM on this issue of the agenda	92.3567%

Voting was conducted by ballot No. 1.

Voting options	Number of votes given for each voting option	% of those who took part in the meeting
"PRO"	139 959 639 845	99.9348
"CON"	2 960 638	0.0021
"ABSTAIN"	72 840 657	0.0520
Number of votes not counted due to invalidation of ballots or other reasons provided for by the Regulations		
"Invalid"	15 544 778	0.0111
"On other grounds"	0	0.0000
TOTAL:	140 050 985 918	100.0000

RESOLUTION:

Approve Ernst & Young LLC as the Company's auditor.

THE RESOLUTION WAS CARRIED.

Quorum and voting results on issue No. 6 of the agenda:

On approval of the new version of the Regulations on the Company's Board of Directors.

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting, on this issue on the agenda of the general meeting	151 641 426 354 and 30/100
--	----------------------------

Number of votes received by voting shares of the Company on this item on the agenda of the general meeting, determined subject to provisions of paragraph 4.24 of the Regulations	151 641 426 354 and 30/100
Number of votes held by the persons who took part in the general meeting on this issue on the agenda of the general meeting	140 050 985 918
There was a QUORUM on this issue of the agenda	92.3567%

Voting was carried out by ballot No. 3.

Voting options	Number of votes given for each voting option	% of those who took part in the meeting
"PRO"	127 603 358 261	91.1121
"CON"	12 370 352 431	8.8327
"ABSTAIN"	75 038 981	0.0536
Number of votes not counted due to invalidation of ballots or other reasons provided for by the Regulations		
"Invalid"	1 782 434	0.0013
"On other grounds"	453,811	0.0003
TOTAL:	140 050 985 918	100.0000

RESOLUTION:

To approve the Regulations on the Board of Directors of PJSC Rosseti Yug in a new edition in accordance with the appendix posted on the official website of the Company: <https://rosseti-yug.ru/aktsioneru-investoru/gosa-2020/>.

THE RESOLUTION WAS CARRIED.

Chairman of the Meeting

O.A. Sergeeva

Secretary of the Meeting

Pavlova E.N.