

**MINUTES**  
**of the Meeting of the Executive Board of ROSSETI South PJSC**

Rostov-on-Don

11.12.2023

No. 552/2023

**The meeting format:** absentee (by poll)

**The Executive Board members 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., Paramonova N.V., Ebzeev B.B.

**Questionnaires not provided:** none.

**A quorum is present.**

**Date of the MoM:** 13.12.2023

**AGENDA**

1. *On approving the Quality Assurance Policy of ROSSETI South PJSC.*
2. *On approving the Non-core Asset Disposal Program of ROSSETI South PJSC, as amended.*
3. *On review of the proposals of the General Director of ROSSETI South PJSC on the planned values of reliability and quality indicators of the services provided for the branch of ROSSETI South PJSC - Volgogradenergo for each year within the long-term period of tariff regulation for 2024-2028.*
4. *On approving the report prepared by Director General of ROSSETI South PJSC on achieving the Innovation Activity Efficiency Key Performance Indicator (KPI) for 2022.*

**ISSUE 1: On approving the Quality Assurance Policy of ROSSETI South PJSC.**

**RESOLUTION:**

Approve the Quality Assurance Policy of ROSSETI South PJSC in accordance with Appendix 1 hereto.

**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"
Paramonova N.V.	- "IN FAVOR"		

**The resolution was carried.**

**ISSUE 2: On approving the Non-core Asset Disposal Program of ROSSETI South PJSC, as amended.**

**RESOLUTION:**

1. Approve the ROSSETI South PJSC Non-core Asset Disposal Program as amended (hereinafter the Program) as per Appendix 2 hereto.

2. Put the Sole Executive Body of the Company in charge of ensuring that the Company executive documents are aligned with the Program.

3. Put the Sole Executive Body of the Company in charge of arranging all actions envisaged by the Program, and making provisions for having the Executive Board of ROSSETI South PJSC timely discuss the following issues:

3.1. On approving the Non-core Asset Register of ROSSETI South PJSC.

Deadline: annually, not later than 30 calendar days of the month following the calendar report year.

3.2. On reviewing the report on the pursuance of the Non-core Asset Register (if any) of ROSSETI South PJSC.

Deadline: quarterly, not later than 30 calendar days of the month following the calendar report quarter.

3.3. On review of the report on the pursuance of the Non-core Asset Register of ROSSETI South PJSC for Q4 of 2022 and the calendar year (annual report).

Deadline: annually, not later than 30 calendar days of the month following the report year.

4. Clauses 1 and 2 of the ROSSETI South PJSC Executive Board decision dated 27.12.2021 (MoM No.462/2021 dated 30.12.2021) on the Issue 3 concerning the approval of the ROSSETI South PJSC Non-core Asset Disposal Program as amended shall be deemed invalid from the effective date of this resolution.

5. Clause 1 of the ROSSETI South PJSC Executive Board decision dated 21.02.2018 (MoM No.261/2018 dated 26.02.2018) on the Issue 2 concerning the approval of the MRSK Yugra PJSC Non-core Asset Sale Procedure shall be deemed invalid from the effective date of this resolution.

**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.	-	"ABSTAIN"	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"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**ISSUE 3: On review of the proposals of the General Director of ROSSETI South PJSC on the planned values of reliability and quality indicators of the services provided by the branch of ROSSETI South PJSC - Volgogradenergo for each year within the long-term period of tariff regulation for 2024-2028.**

**RESOLUTION:**

1. Take in consideration the proposals of the General Director of ROSSETI South PJSC on the planned values of reliability and quality indicators of the services provided by the branch of ROSSETI South PJSC - Volgogradenergo for each year within the long-term period of tariff regulation for 2024-2028 in accordance with Appendix 3 hereto.

2. The Company Executive Board decision dated 24.08.2023 (MoM No.539/2023 dated 25.08.2023) on the Issue 7 concerning the review of suggestions made by Director General of ROSSETI South PJSC on annual target values of customer service performance indicators for Volgogradenergo (the branch office of ROSSETI South PJSC) within the long-term tariff regulation period for 2024 to 2028 shall be deemed void.

**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.	-	"ABSTAIN"	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"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**ISSUE 4: On approval of the report on the implementation of the key performance indicator (KPI) "Innovation Efficiency" of the General Director of ROSSETI South PJSC for 2022.**

**RESOLUTION:**

1. To approve the report on the implementation of the key performance indicator (KPI) "Innovation Efficiency" of the General Director of ROSSETI South PJSC for 2022 (hereinafter – the "Report") according to Appendix 4 hereto.

2. To pay annual bonuses to the General Director of <sup>1</sup>ROSSETI South in accordance with the approved Report according to clause 1 hereof in the amount of 20% of the maximum annual remuneration for the fulfillment of all KPIs.

**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"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**The Executive Board Chairman**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**

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<sup>1</sup> Bonuses for 2022 shall be provided in accordance with the Regulation on Financial Incentives of the General Director of Rosseti Yug PJSC approved by the decision of the Board of Directors of the Company dated 14.06.2011 (Minutes No. 67/2011 of 16.06.2011), taking into account the amendments and additions made by the decisions of the Board of Directors of the Company dated 23.04.2012 (Minutes No. 85/2012 of 26.04.2012), dated 29.12.2012 (Minutes No. 102/2012 of 11.01.2013), dated 06.03.2015 (Minutes No. 153/2015 of 10.03.2015), dated 30.06.2017 (Minutes No. 238/2017 of 03.07.2017), dated 30.09.2019 (Minutes No. 335/2019 of 01.10.2019), dated 20.11.2020 (Minutes No. 406/2020 of 23.11.2020), dated 21.12.2020 (Minutes No. 407/2020 of 24.12.2020), dated 15.11.2021 (Minutes No. 457/2021 of 17.11.2021)), which does not apply to relations related to remuneration and bonuses of the General Director of Rosseti Yug PJSC starting from 01.07.2023 (unless otherwise provided for by a resolution of the Company's Board of Directors), and became invalid due to the approval by the Board of Directors of Rosseti Yug PJSC of the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management staff of Rosseti Yug PJSC (Minutes No. 525/2023 of 08.06.2023).