

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

Rostov-on-Don

28.06.2023

№ 530/2023

**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:** 29.06.2023

**AGENDA**

1. *On review of the report on the execution of the Action Plan for the transition of PJSC Rosseti South to the predominant use of domestic software for the period 2022-2024 for the year of 2022*
2. *On reviewing of the report on the implementation of activities provided for by the Program "Digital Transformation of ROSSETI South, PJSC, 2020 - 2030" for the year of 2022.*
3. *On consideration of the report on the implementation of the activities of the Program "Digital Transformation of Rosseti South, PJSC" 2020-2030 for the 1st quarter of 2023*
4. *On consideration of the report on acquisition of electric power facilities whose acquisition needs no approval by the Board of Directors for the 4th quarter of 2022.*
5. *On review of the progress report on the performance of the non-core asset register of PJSC Rosseti South for Q1 2023.*
6. *On consideration of the report on the credit policy of Rosseti South, PJSC, for the 1st quarter of 2023.*
7. *On determining the position of PJSC Rosseti South (representatives of PJSC Rosseti South) on the issue on the agenda of the meeting of the Board of Directors of JSC VMES for the Q1 2023".*
8. *On determination of opinion of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) on the agenda item of the meeting of the Board of Directors of JSC VMES titled "On approval of the report on implementation of the investment program by JSC VMES for 202"*

**ISSUE № 1: On review of the report on the execution of the Action Plan for the transition of PJSC Rosseti South to the predominant use of domestic software for the period 2022-2024 for the year of 2022**

**RESOLUTION:**

1. Approve the report on the implementation of the Action Plan for the transition of PJSC Rosseti South (hereinafter referred to as the Company) to the predominant use of domestic software for the period 2022-2024. (hereinafter referred to as the Plan) for 2022 in accordance with Appendix 1 to this Resolution.
2. Note the failure to achieve performance indicators and their corresponding indicators of the transition to the use of domestic software according to the report on the implementation of the Action Plan for the transition of Rosseti South, PJSC, to the predominant use of domestic software for the period 2022-2024 for the year of 2022 presented in Appendix 1 to this Resolution.
3. Instruct the sole executive body of the Company to ensure:
  - 3.1. Raise the priority of the implementation of the Action Plan activities for the transition to the predominant use of domestic software in order to achieve performance indicators and the

corresponding indicators for the transition to the use of domestic software.

3.2. Cost efficiency of the Action Plan for transition to the prior use of native software.

3.3. Financing the activities of the Plan within the limits of the approved business plan and investment program of the Company.

3.4. Implementation of the Plan, including the achievement of indicators related to software import substitution.

3.5. Carrying out work with tariff regulation authorities in the regions of presence to compensate for economically justified expenses

for the transition to domestic software in tariff and balance solutions in accordance with applicable law.

3.6. Achieving the efficiency indicator for import substitution, the share of financing of purchases of native software and works (services) thereto related in the total volume of financing of software purchases and works (services) thereto related shall be in 2023 - minimum 74%, in 2024 - minimum 80%, including without allocation of additional financing sources.

3.7. Submission to the Board of Directors of the Company of reporting on the implementation and execution of the Plan, achievement of key performance indicators (target indicators):

3.7.1. For the first half of 2023: until July 18, 2023 (then - annually).

3.7.2. For 2023: until April 18, 2024 (then - annually).

3.8. Presentation of the Plan to the Board of Directors of the Company as part of the Digital Transformation Program of Rosseti South, PJSC.

3.9. Presentation of a report on the implementation of the Plan to the Board of Directors of the Company as part of the report on the implementation of the Digital Transformation Program of Rosseti South PJSC.

4. Recognize invalid:

4.1. Clause 2 of the resolution of the Board of Directors of the Company on December 05, 2022 (Minutes No. 505/2022 dated December 08, 2022) on issue No. 2 "On updating the Action Plan for the transition of Rosseti South, PJSC, to the predominant use of domestic software for the period 2022-2024".

4.2. Clause 2 of the Resolution of the Board of Directors of Rosseti South, PJSC, on March 31, 2023 (Minutes No. 518/2023 dated April 3, 2023) on issue No. 1 "On updating the Action Plan for the transition of Rosseti South, PJSC, to the predominant use of domestic software for the period 2022-2024".

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

**The resolution was carried.**

**ISSUE № 2: On reviewing of the report on the implementation of activities provided for by the Program "Digital Transformation of ROSSETI South, PJSC, 2020 - 2030" for the year of 2022.**

#### **RESOLUTION:**

1. Take note of the report on the implementation of the Program "Digital Transformation of Rosseti South, PJSC 2020-2030 for the year of 2022 in accordance with Appendix 2 to this Resolution of the Board of Directors of the Company.

2. Note the failure to achieve 2 out of 20 planned performance indicators of the Company's digital transformation in 2022 in accordance with Appendix 2 to this Resolution of the Board of Directors of the Company.

3. Put in charge of the single executive body of the Company:

- ensure synchronization of the Program "Digital Transformation of Rosseti South, PJSC 2020-2030" with the investment program of Rosseti South, PJSC;

Raise the priority of the implementation of the Action Plan activities for the transition to the predominant use of domestic software in order to achieve performance indicators and the corresponding indicators for the transition to the use of domestic software.

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

**The resolution was carried.**

**ISSUE № 3: On consideration of the report on the implementation of the activities of the Program "Digital Transformation of Rosseti South, PJSC" 2020-2030 for the 1st quarter of 2023**

**RESOLUTION:**

1. Take note of the report for the 1st quarter of 2023 on the implementation of the Program "Digital Transformation of Rosseti South PJSC 2020-2030" (hereinafter referred to as the Program), including the report on the implementation of the action plan for the transition to the predominant use of domestic software and the report on the implementation of the plan for the procurement and use of Russian radio-electronic products in accordance with Appendix 3 to this Resolution of the Board of Directors of the Company.

2. Recognize as invalid clause 3.6 of the minutes of the meeting of the Board of Directors of the Company dated January 26, 2023 No. 511/2023 (issue 1) regarding the provision of interim reports on the implementation of the Program activities, the achievement of key performance indicators for its implementation.

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

**The resolution was carried.**

**ISSUE № 4: On consideration of the report on acquisition of electric power facilities whose acquisition needs no approval by the Board of Directors for the 4th quarter of 2022.**

**RESOLUTION:**

Take into consideration the report on acquisition of electric power facilities whose acquisition needs no approval by the Board of Directors and on compliance of transactions made with the decision criteria upon the projects of consolidation of power supply network assets for the 4th quarter of 2022 in accordance with Appendix 4 to this resolution of the Board of Directors of the Company.

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

**The resolution was carried.**

**ISSUE № 5: On review of the progress report on the performance of the non-core asset register of Rosseti South, PJSC, for Q1 2023.**

**RESOLUTION:**

1. Take note of the progress report on the performance of the non-core asset register of PJSC Rosseti South for Q1 2023 according to Appendix 5 to this resolution of the Board of Directors of the Company.

2. Make changes to the Register of non-core assets of Rosseti South, PJSC, as of December 31, 2022 in accordance with Appendix 6 to this Resolution of the Board of Directors of the Company

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

**The resolution was carried.**

**ISSUE № 6: On consideration of the report on the credit policy of Rosseti South, PJSC, for the 1st quarter of 2023.**

**RESOLUTION:**

Consider the report on the credit policy of Rosseti South, PJSC, for the 1st quarter of 2023 in accordance with Appendix 7 to this Resolution of the Board of Directors of the Company.

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

**The resolution was carried.**

**ISUE № 7: On determining the position of PJSC Rosseti South (representatives of PJSC Rosseti South) on the issue on the agenda of the meeting of the Board of Directors of JSC VMES for the Q1 2023".**

**RESOLUTION:**

To instruct the representatives of Rosseti South PJSC, on the issue on the agenda of the meeting of the Board of Directors of JSC VMES "On consideration of the report on the credit policy of JSC "VMES" for the 1st quarter of 2023" to vote "IN FAVOR" of adoption of the following decision:

Consider the report on the credit policy of JSC "VMES" for the 1st quarter of 2023 in accordance with Appendix to this Resolution of the Board of Directors of the Company.

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

**The resolution was carried.**

**ISSUE № 8: On determination of opinion of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) on the agenda item of the meeting of the Board of Directors of JSC VMES titled "On approval of the report on implementation of the investment program by JSC VMES for 2022"**

**RESOLUTION:**

Put in charge of Rosseti South PJSC, representatives on the issue of the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the report on the implementation of the investment program of JSC "VMES" for 2022" to vote "IN FAVOR" of adoption of the following decision:

“Take note of the report on the results of the implementation of the investment program of VMES JSC for 2022.”

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

**The resolution was carried.**

**Chairman of the Board of Directors**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**