

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

Rostov-on-Don

21.11.2022

№ 504/2022

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainskiy, M.A. Dokuchaeva, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V. Korotkova, K.Yu. Kravchenko, E.V. Nikitchanova, M.G. Tikhonova, A.A. Polinov, B.B. Ebzeev

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the Minutes:** 24.11.2022.

**AGENDA**

1. *On determining the remuneration of the Head of the Internal Audit of the Company (setting target values of functional KPIs for 2022).*
2. *On consideration of the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for the 1st half of 2022.*
3. *On consideration of the report on the implementation of the Register of non-core assets of Rosseti South PJSC for the 3rd quarter of 2022.*

**ITEM NO. 1: On determining the remuneration of the Head of the Internal Audit of the Company (setting target values of functional KPIs for 2022).**

**DECIDED TO:**

1. Approve amendments to the Methodology for calculating and evaluating the implementation of functional key performance indicators of the head and employees of the internal audit division of IDGC of the South PJSC in accordance with Appendix 1 to this Decision of the Company's Board of Directors.
2. Determine the target values of functional key performance indicators of the head and employees of the internal audit division of Rosseti South PJSC for 2022 in accordance with Appendix 2 to this Decision of the Company's Board of Directors.
3. Instruct the sole executive body of the Company to approve the amendments to the Methodology for calculating and evaluating the implementation of functional key performance indicators of the head and employees of the internal audit division of the Company specified in paragraphs 1 and 2 of this Decision, and the target values of functional KPIs of the head and employees of the internal audit division of Rosseti South PJSC for 2022 in accordance with the procedure established by the Company.

**Result of the vote:**

D.V. Krainskiy	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO. 2: On consideration of the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for the 1st half of 2022.**

**DECIDED TO:**

Take into account the RAS- and IFRS-based consolidated Business Plans Performance Report of the Rosseti South Group of Companies for the 1 half of 2022 in accordance with Appendix 3 to this Decision of the Company's Board of Directors.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"FOR"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**ITEM NO.3: On consideration of the Report on implementation of the Register of non-core assets of Rosseti South PJSC for the 3rd quarter of 2022.****DECIDED TO:**

1. Take in consideration the Report on the implementation of the Register of non-core assets of Rosseti South PJSC as of September 30, 2022 in accordance with Appendix 4 to this Decision of the Company's Board of Directors.

2. Amend the Register of Non-Core Assets of Rosseti South PJSC as of December 31, 2021 in accordance with Appendix 5 to this Decision of the Company's Board of Directors.

**Result of the vote:**

D.V. Krainsky	-	"FOR"	O.Yu. Klinkov	-	"FOR"
M.A. Dokuchaeva	-	"FOR"	K.Yu. Kravchenko	-	"FOR"
V.Yu. Zarkhin	-	"ABSTAINED"	E.V. Nikitchanova	-	"FOR"
M.V. Korotkova	-	"FOR"	M.G. Tikhonova	-	"FOR"
A.I. Kazakov	-	"FOR"	B.B. Ebzeev	-	"FOR"
A.A. Polinov	-	"FOR"			

**The resolution was adopted.**

**Chairman of the Board of Directors**

**D.V. Krainsky**

**Corporate Secretary**

**E.N. Pavlova**