Public Joint Stock Company "ROSSETI South"

MINUTES
of meeting of the Board of Directors of ROSSETI South, PJSC
the city of Rostov-on-Don

18.11.2024 № 594/2024

Meeting format: in absentia (by poll)
Members of the Board of Directors who took part in the meeting: D.V. Krainskii, M.A. Dokuchaeva, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V. Korotkova, K.Yu. Kravchenko, E.V. Nikitchanova, M.G. Tikhonova, N.V. Paramonova, B.B. Ebzeev.
Questionnaires were not provided: no.
A quorum is present.
The date of the minutes generation: 18.11.2024

AGENDA

1. *On approval of budgets of Committees of the Board of Directors of ROSSETI South, PJSC for the 2nd half of 2024.*
2. *On consideration of reports on the implementation of summary business plans based on RAS principles and consolidated on IFRS principles of the ROSSETI South Group of Companies for the 1st half of 2024.*
3. *On determining the attitude of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) relgarding the agenda of the meeting of the Board of Directors of JSC VMES: "On approval of the report on the implementation of key performance indicators (KPI) and functional key performance indicators (FKPI) of the management personnel of JSC VMES for 2023".*
4. *On determining the attitude of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) regarding the agenda of the meeting of the Board of Directors of JSC Energoservis Yuga "On approval of the report on the implementation of key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga for 2023".*

ISSUE NO. 1: On approval of budgets of Committees of the Board of Directors of ROSSETI South, PJSC for the 2nd half of 2024.
RESOLUTION:
1. Approve the budget of the Board Audit Committee of ROSSETI South, PJSC for the 2nd half of 2024 in accordance with Appendix No. 1 to this resolution of the Board of Directors of the Company.
2. Approve the budget of the HR and Remunerations Committee of the Board of Directors of ROSSETI South, PJSC for the 2nd half of 2024 in accordance with Appendix No. 2 to this resolution of the Board of Directors of the Company.
3. Approve the budget of the Board Reliability Committee of ROSSETI South, PJSC for the 2nd half of 2024 in accordance with Appendix No. 3 to this resolution of the Board of Directors of the Company.
4. Approve the budget of the Board Strategy Committee of ROSSETI South, PJSC for the 2nd half of 2024 in accordance with Appendix No. 4 to this resolution of the Board of Directors of the Company.
5. Approve the budget of the Board Committee for Connection to the Power Grids of ROSSETI South, PJSC for the 2nd half of 2024 in accordance with Appendix No. 5 to this resolution of the Board of Directors of the Company.

Voting results:

D.V. Krainskii	-	**"Yes"**	O.Yu. Klinkov	-	**"Yes"**
M.A. Dokuchaeva	-	**"Yes"**	K.Yu. Kravchenko	-	**"Yes"**
V.Yu. Zarkhin	-	**"Yes"**	E.V. Nikitchanova	-	**"Yes"**

M.G. Tikhonova - **"Yes"**
B.B. Ebzeev - **"Yes"**

M.V. Korotkova - **"Yes"**
A.I. Kazakov - **"Yes"**
N.V. Paramonova - **"Yes"**

The resolution was adopted.

ISSUE NO. 2: On consideration of reports on the implementation of summary business plans based on RAS principles and consolidated on IFRS principles of the ROSSETI South Group of Companies for the 1st half of 2024.

RESOLUTION:

Take into account the reports on the implementation of summary business plans based on RAS principles and consolidated on IFRS principles of the ROSSETI South Group of Companies for the 1st half of 2024 in accordance with Appendices No. 6 and No. 7 to this resolution of the Board of Directors of the Company.

Voting results:

D.V. Krainskii - **"Yes"**
M.A. Dokuchaeva - **"Yes"**
V.Yu. Zarkhin - **"Yes"**
M.V. Korotkova - **"Yes"**
A.I. Kazakov - **"Yes"**
N.V. Paramonova - **"Yes"**
O.Yu. Klinkov - **"Yes"**
K.Yu. Kravchenko - **"Yes"**
E.V. Nikitchanova - **"Yes"**
M.G. Tikhonova - **"Yes"**
B.B. Ebzeev - **"Yes"**

The resolution was adopted.

ISSUE NO. 3: On determining the attitude of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) regarding the agenda of the meeting of the Board of Directors of JSC VMES: "On approval of the report on the implementation of key performance indicators (KPI) and functional key performance indicators (FKPI) of the management personnel of JSC VMES for 2023".

RESOLUTION:

Instruct representatives of ROSSETI South, PJSC to the Board of Directors of JSC VMES regarding the agenda of the Board meeting of JSC VMES "On approval of the report on the implementation of key performance indicators (KPI) and functional key performance indicators (FKPI) of the management personnel of JSC VMES for 2023" to vote "FOR" taking the following resolution:

"1. In order to assess the achievement of the key performance indicator "Fulfillment of the schedule for commissioning of facilities" by the management personnel of JSC VMES for 2023, over the presence of objective reasons, take into account the indicator adjustment of normalization factors in accordance with Appendix 1 to this resolution of the Board of Directors of the Company.

2. Approve the report on the achievement of key performance indicators of the management personnel of JSC VMES for 2023 in accordance with Appendix 2 to this resolution of the Board of Directors of the Company.

3. Approve the report on the achievement of functional key performance indicators of the management personnel of JSC VMES for 2023 in accordance with Appendix No. 3 to this resolution of the Board of Directors of the Company.

4. Approve the calculation of the amount of remuneration of the management personnel of JSC VMES for the fulfillment/over-fulfillment of key performance indicators based on their 100%-fulfillment for the calculation of remuneration (based on item 1.10 of Procedure for calculating key performance indicators and functional key performance indicators of the management personnel of JSC VMES approved by the resolution of the Board of Directors of JSC VMES dated 29.12.2023 (Minutes dated 29.12.2023 No. 109/2023)) and functional key performance indicators for 2023 in accordance with Appendix No. 4 to this resolution of the Board of Directors of the Company.

5. Annual bonus award of the management personnel of JSC VMES for 2023[1] shall be carried out according to approved reports in accordance with items 2 and 3 of this resolution and approved calculation of the account of remuneration of the management personnel of JSC VMES in accordance with item 4 of this resolution within the amount of annual maximum possible total personal remuneration of officials of the management personnel of JSC VMES set out by employment contracts.

6. Under the implementation of the Board resolution of JSC VMES dated 29.12.2023 (minutes dated 29.12.2023 No. 109/2023), take a note of the audit report regarding the reliability of calculations of actually achieved values of key performance indicators, functional key performance indicators, as well as the validity of the amount of remuneration for the management personnel of JSC VMES for 2023 according to Appendix No. 5 to this resolution of the Board of Directors of the Company."

Voting results:

D.V. Krainskii	-	**"Yes"**	O.Yu. Klinkov	-	**"Yes"**
M.A. Dokuchaeva	-	**"Yes"**	K.Yu. Kravchenko	-	**"Yes"**
V.Yu. Zarkhin	-	**"Abstain"**	E.V. Nikitchanova	-	**"Yes"**
M.V. Korotkova	-	**"Yes"**	M.G. Tikhonova	-	**"Yes"**
A.I. Kazakov	-	**"Yes"**	B.B. Ebzeev	-	**"Yes"**
N.V. Paramonova	-	**"Yes"**			

The resolution was adopted.

ISSUE NO. 4: On determining the attitude of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) regarding the agenda of the meeting of the Board of Directors of JSC Energoservis Yuga "On approval of the report on the implementation of key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga for 2023".

RESOLUTION:

Instruct representatives of ROSSETI South, PJSC to the Board of Directors of JSC Energoservis Yuga regarding the agenda of the Board meeting of JSC Energoservis Yuga "On approval of the report on the implementation of key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga for 2023

to vote "FOR" the following resolution:

"1. Approve the report on the achievement of key performance indicators of Director General of JSC Energoservis Yuga for 2023 according to Appendix No. 1 to this resolution.

2. Approve the report on the achievement of functional key performance indicators of Director General of JSC Energoservis Yuga for 2023 according to Appendix No. 2 to this resolution.

3. Annual bonus award of Director General of JSC Energoservis Yuga for 2023 shall be carried out according to approved reports in accordance with items 1 and 2 of this resolution within the amount of annual maximum possible total personal remuneration of Director General of JSC Energoservis Yuga set out by the employment contract.

Voting results:

D.V. Krainskii	-	**"Yes"**	O.Yu. Klinkov	-	**"Yes"**
M.A. Dokuchaeva	-	**"Yes"**	K.Yu. Kravchenko	-	**"Yes"**
V.Yu. Zarkhin	-	**"Abstain"**	E.V. Nikitchanova	-	**"Yes"**
M.V. Korotkova	-	**"Yes"**	M.G. Tikhonova	-	**"Yes"**
A.I. Kazakov	-	**"Yes"**	B.B. Ebzeev	-	**"Yes"**
N.V. Paramonova	-	**"Yes"**			

[1] Awarding a bonus to Director General for 2023 shall be carried out in accordance with employment contracts dated 26.10.2021 No. 93/21 (in force as of 01.08.2023) and dated 29.08.2023 № 52/23 concluded upon terms provided by the resolution of the Board of Directors of the Company dated 07.06.2023 (minutes dated 08.06.2023 No. 525/2023).

The resolution was adopted.

Chairman of the Board of Directors	**D.V. Krainskii**
Company secretary	**L.N. Kuznetsova**