MINUTES
of the Meeting of the Executive Board of Rosseti South, PJSC
Rostov-on-Don

31.05.2024 No. 574/2024

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., Polinov A.A., Ebzeev B.B.
Questionnaires not provided: none.
A quorum is present.
Date of the minutes: 03.06.2024

AGENDA

1. *On approval of draft amendments to the investment program of ROSSETI South, PJSC for the period of 2024-2028.*
2. *Determination of the position of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) on the item on the agenda of the meeting of the Board of Directors of VMES, JSC "Approval of the draft investment program of VMES, JSC for the period from 2024 to 2028 and amendments to the investment program of VMES, JSC for the period from 2022 to 2026 approved by Order of the Ministry of Energy of Russia No. 2@ dated 13.10.2021, as amended by Order of the Ministry of Energy of Russia No. 6@ dated 16.11.2023".*
3. *Determination of cases (amounts) of property transactions in respect of which a resolution of the Board of Directors of ROSSETI South, PJSC on consent to transactions must be obtained.*
4. *Review of the report on the results of the implementation of measures under the Electric Grid Facilities Modernization (Renovation) Program of ROSSETI South, PJSC for 2023.*

ISSUE NO. 1: On approval of draft amendments to the investment program of ROSSETI South, PJSC for the period of 2024-2028.
RESOLUTION:

1. To approve draft amendments to the investment program of ROSSETI South, PJSC for the period from 2024 to 2028 approved by Order of the Ministry of Energy of Russia No. 13@ dated 08.12.2023 in accordance with Annex 1 to this resolution of the Board of Directors of the Company.
2. To entrust the sole executive body of the Company to ensure that the draft amendments to the investment program of ROSSETI South, PJSC for the period from 2024 to 2028 approved by Order of the Ministry of Energy of the Russian Federation No. 13@ dated 08.12.2023 are approved by the Ministry of Energy of the Russian Federation in accordance with the procedure established by Resolution of the Government of the Russian Federation No. 977 "On Investment Programs of Electric Power Industry Entities" dated 01.12.2009.

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 NO. 2: Determination of the position of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) on the item on the agenda of the meeting of the Board of Directors of VMES, JSC "Approval of the draft investment program of VMES, JSC for the period from 2024 to 2028 and amendments to the investment program of VMES, JSC for the period from 2022 to 2026 approved by Order of the Ministry of Energy of Russia No. 2@ dated 13.10.2021, as amended by Order of the Ministry of Energy of Russia No. 6@ dated 16.11.2023".

RESOLUTION:

To entrust the representatives of ROSSETI South, PJSC to vote "IN FAVOR" on the item on the agenda of the meeting of the Board of Directors of VMES, JSC "Approval of the draft investment program of VMES, JSC for the period from 2024 to 2028 and amendments to the investment program of VMES, JSC for the period from 2022 to 2026 approved by Order of the Ministry of Energy of Russia No. 2@ dated 13.10.2021, as amended by Order of the Ministry of Energy of Russia No. 6@ dated 16.11.2023":

"1. To approve the draft investment program of VMES, JSC for the period of 2024-2028 and amendments to the investment program of VMES, JSC for the period of 2022-2026 approved by Order of the Ministry of Energy of Russia No. 2@ dated 13.10.2021, as amended by Order of the Ministry of Energy of Russia No. 6@ dated 16.11.2023, in accordance with the Annex to the present resolution of the Board of Directors of the Company.

2. To entrust the sole executive body of the Company to ensure approval of the draft investment program of VMES, JSC for the period from 2024 to 2028 and amendments to the investment program of VMES, JSC for the period from 2022 to 2026, approved by the order of the Ministry of Energy of Russia dated 13.10.2021 No. 2@, as amended by Order of the Ministry of Energy of Russia No. 6@ dated 16.11.2023, in the Ministry of Energy of the Russian Federation in accordance with the procedure established by Resolution of the Government of the Russian Federation No. 977 "On Investment Programs of Electric Power Industry Entities" dated 01.12.2009.

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 NO. 3: Determination of cases (amounts) of property transactions in respect of which a resolution of the Board of Directors of ROSSETI South, PJSC on consent to transactions must be obtained.

RESOLUTION:

1. To establish that the prior consent of the Board of Directors of ROSSETI South, PJSC shall be obtained for the Company to enter into the following transactions:

1.1. Transactions (including several interrelated transactions) related to acquisition irrespective of book or market value:

1.1.1. Electric power facilities in operation[1], taken out of service, repaired or decommissioned, except:

– included in the Company's investment program in accordance with the established

[1] Including facilities for which decommissioning or decommissioning was not performed (formalized) in accordance with the established procedure.

procedure,[2] the purchase price of which is 500 million rubles (VAT inclusive) or less, provided that the criteria for decision-making on electric grid asset consolidation projects (hereinafter referred to as the Criteria) set forth in clauses 2-11 of Annex 2 to this resolution of the Board of Directors of the Company are met;

– acquired at the expense of the source "Net profit from other activities" of the current year, secured by cash flow generated in excess of the established target value in the approved business plan of the Company, the purchase price of which is 100 million rubles (including VAT) or less, provided that the Criteria set forth in clauses 2-6 and clauses 8-11 of Annex 2 to this resolution of the Board of Directors of the Company are met, provided that the Company ensures its subsequent inclusion in the investment program in accordance with the legislation of the Russian Federation;

– acquired on a gratuitous basis, provided that the Criteria set forth in clauses 2-3, 8 of Annex 2 to this resolution of the Board of Directors of the Company are met;

– acquired solely for the purpose of repayment of indebtedness under operational and technological service agreements through the conclusion of agreements on derogation, provided that the Criteria set forth in clauses 1-11 of Annex 2 to this resolution of the Board of Directors of the Company are met.

1.1.2. Immovable property objects not related to electric power facilities, regardless of their use (purpose), except for land plots:

– acquisition of which is carried out in accordance with Articles 2 and 3 of the Federal Law of 25.10.2001 No. 137-FZ "On Enactment of the Land Code of the Russian Federation";

– acquisition of which is carried out in accordance with investment projects for construction (reconstruction) of electric power facilities, including after their commissioning, if acquisition costs are included in the Company's investment program.

1.1.3. Facilities under construction.

1.1.4. Intangible assets.

1.2. Transactions for a term exceeding 5 (Five) years related to the transfer for temporary possession and use or temporary use of real estate, electric grid facilities or the acceptance for temporary possession and use or temporary use of real estate, the purpose of use of which is not the transmission, distribution of electric power, in cases where the book or market value of the transferred or accepted property exceeds 30 million rubles (excluding VAT), except for cases of acceptance for temporary possession and use or temporary use:

– land plots for operation or for construction (reconstruction) of electric power facilities in accordance with investment projects, as well as land plots under the Company's real estate facilities;

– electric grid facilities carried out in accordance with clauses 6-8 of Article 8 of Federal Law No. 35-FZ "On Electric Power Industry" dated 26.03.2003.

2. To entrust the General Director of ROSSETI South, PJSC to:

2.1. To submit for consideration by the Board of Directors of the Company, on a semi-annual basis (at the end of the first half of the year and at the end of the year), a report on completed transactions, in the form according to Annex 3 to this resolution of the Board of Directors of the Company, in respect of which no resolution of the Board of Directors of the Company on consent to the transactions (hereinafter referred to as the Report) is required (hereinafter referred to as the Report), in accordance with clause 1 of this resolution of the Board of Directors of the Company, providing information on compliance of the completed transaction with the Criteria specified in Annex 2 to this resolution of the Board of Directors of the Company. The report is submitted simultaneously with the report on the execution of the Company's investment program.

2.2. To ensure achievement of effects from realization of transactions specified in clause 2.1 of this resolution of the Board of Directors of the Company.

2.3. Upon execution of the transaction specified in clause 2.1 of this resolution of the Board of Directors of the Company, to submit for consideration of the Board of Directors of the Company

[2] The facility must be included in the investment program approved by the Ministry of Energy of the Russian Federation and (or) in the draft investment program sent in accordance with the established procedure for approval to the Ministry of Energy of the Russian Federation and executive authorities of the constituent entities of the Russian Federation, provided that there are no comments to this project from the Ministry of Energy of the Russian Federation and executive authorities of the constituent entities of the Russian Federation.

simultaneously with the report on execution of the business plan of the Company for the year following the year of execution of the transaction a final analysis, in the form according to Annex 3 to this resolution of the Board of Directors of the Company, of compliance of the parameters of the executed transaction with the criteria specified in Annex 2 to this resolution of the Board of Directors of the Company.

3. To invalidate clauses 1, 2 of the resolution of the Board of Directors of MRSK South, PJSC dated 27.04.2018 (Minutes dated 03.05.2018 No. 271/2018) on issue No. 1 "Determination of cases (amounts) of property transactions subject to preliminary approval by the Company's Board of Directors" from the date of adoption of this resolution of the Company's Board of Directors.

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 NO. 4: Review of the report on the results of the implementation of measures under the Electric Grid Facilities Modernization (Renovation) Program of ROSSETI South, PJSC for 2023.

RESOLUTION:

To take note of the report on the results of implementation of measures under the Electric Grid Facilities Modernization (Renovation) Program of ROSSETI South, PJSC for 2023 in accordance with Annex 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.	-	**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.

Executive Board Chairman **D.V. Krainski**

Corporate Secretary **E.N. Pavlova**