РОССЕТИ ЮГ

Public Joint Stock Company "ROSSETI South"

MINUTES OF MEETING
of the Board of Directors of ROSSETI South, PJSC

Rostov-on-Don No. 631/2025

Date of the meeting: July 18, 2025
Form of the meeting: absentee voting.
Expiration date of the acceptance of documents containing information on will expression of the members of the Board of Directors (questionnaires): July 18, 2025.
Date of the minutes: July 18, 2025.

In total, the Board of Directors of the Company includes 11 people.
The members of the Board who took part in the voting (voting forms were received): Krainsky D.V., Aleshin A.G., Dokuchaeva M.A., Kazakov A.I., Klinkov O.Yu., Kravchenko K.Yu., Zarkhin V.Yu., Nikitchanova E.V., Tikhonova M.G., Rybin A.A., Ebzeev B.B.
The Board members who missed the voting: none.
A quorum is present.

Agenda of absentee voting:

1. *On updating the Digital Transformation Program of ROSSETI South, PJSC for the period 2024-2027 and forecast indicators until 2030.*
2. *On approval of key performance indicators and functional key performance indicators of the management personnel of ROSSETI South, PJSC for 2025-2028.*

Voting results and resolutions taken on the agenda items:

Item:

1. On updating the Digital Transformation Program of ROSSETI South, PJSC for the period 2024-2027 and forecast indicators until 2030.

Resolution:

1. Approve the Program “Digital Transformation of ROSSETI South, PJSC for the period 2024-2027 and forecast indicators until 2030” in accordance with Appendix 1.

2. Declare invalid the “Digital Transformation of ROSSETI South, PJSC 2023-2030” program, which was approved by the decision of the Board of Directors of ROSSETI South, PJSC on July 15, 2024 (Minutes No. 583/2024 dated July 17, 2024), which includes a plan of measures for the transition to the predominant use of domestic software and a plan for the procurement and use of Russian-made radio-electronic products.

3. Instruct the Sole Executive Body of the Company to:

3.1. Finance the activities of the updated Program within the limits of the Company's investment program and business plan.

3.2. Implement the Program, including the unconditional achievement of key performance indicators for digital transformation (targets), including indicators related to software import substitution.

3.3. Present to the Company's Board of Directors a consolidated report on the implementation of the Program's measures and the achievement of key performance indicators for its implementation.

Timing: Once a year, no later than April 18 of the year following the reporting year.

Voting results:

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

The resolution was adopted.

Item:

2. On approval of key performance indicators and functional key performance indicators of the management personnel of ROSSETI South, PJSC for 2025-2028.

Resolution:

1. Approve key performance indicators and bonus reduction indicators of ROSSETI South, PJSC, their target and threshold values for 2025, 2026 and 2027 according to Appendix No. 2.

2. Approve functional key performance indicators of ROSSETI South, PJSC, their target and threshold values for 2025, 2026 and 2027 according to Appendix No. 3.

3. Approve the Procedure for calculating key performance indicators and functional key performance indicators for the management of ROSSETI South, PJSC in accordance with Appendix 4, extending its effect from January 1, 2025.

4. Approve intermediate target values of key performance indicators and functional key performance indicators, intermediate threshold values of bonus deduction indicators of ROSSETI South, PJSC for 2025 on an accrual basis according to Appendix No. 5.

5. Approve the minimum and maximum values of key performance indicators and functional key performance indicators of ROSSETI South, PJSC for 2025 which are taken into account when considering the issue of paying remuneration to the management of ROSSETI South, PJSC, in accordance with Appendix 6.

6. The management of ROSSETI South, PJSC shall ensure the monitoring of the achievement of annual target values of key performance indicators and functional key performance indicators, threshold values for bonus deduction indicators, taking into account the provisions and deadlines approved by the Procedure for calculating key performance indicators and functional key performance indicators of the management personnel of ROSSETI South, PJSC.

7. Declare invalid the Procedure for calculating key performance indicators and functional key performance indicators for the management of ROSSETI South, PJSC, which was approved by a resolution of the Board of Directors of ROSSETI South, PJSC dated December 29, 2023 (Minutes No. 557/2023 dated December 29, 2023), as amended by the decision of the Board of Directors of ROSSETI South, PJSC dated December 23, 2024 (Minutes No. 598/2024 dated December 23, 2024) as of January 1, 2025[1].

[1] For calculating the actual values of key performance indicators and functional key performance indicators of ROSSETI South, PJSC and application for remuneration of the management personnel of ROSSETI South, PJSC based on the results of 2024, one should apply the Procedure for calculating key performance indicators and functional key performance indicators of the management personnel of ROSSETI South, PJSC approved by the resolution of the Board of Directors of ROSSETI South, PJSC dated 29.12.2023 (minutes dated 23.12.2024 No. 598/2023) in the wording of the resolution of the Board of Directors of ROSSETI South, PJSC dated December 23, 2024 (minutes No. 598/2024 dated December 23, 2024).

Voting results:

Krainsky D.V.	-	FOR	Klinkov O.Yu.	-	FOR
Dokuchaeva M.A.	-	FOR	Kravchenko K.Yu.	-	FOR
Aleshin A.A.	-	FOR	Nikitchanova E.V.	-	FOR
Kazakov A.I.	-	FOR	Tikhonova M.G.	-	FOR
Rybin A.A.	-	FOR	Ebzeev B.B.	-	FOR
Zarkhin V.Yu.	-	ABSTAIN			

The resolution was adopted.

Chairman of the Board of Directors **D.V. Krainsky**

Corporate Secretary **L.N. Kuznetsova**