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

Rostov-on-Don No. 618/2025

Date of the meeting: May 16, 2025
Form of the meeting: absentee voting.
End date for accepting documents containing information on the expression of will of the members of the Board of Directors (input forms): May 16, 2025.
Date of the minutes: May 16, 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., Dokuchaeva M.A., Kazakov A.I., Klinkov O.Yu., Korotkova M.V., Kravchenko K.Yu., Zarkhin V.Yu., Nikitchanova E.V., Tikhonova M.G., Paramonova N.V., Ebzeev B.B.
The Board members who missed the voting: none.
A quorum is present.

AGENDA:

1. *On approval of the form and text of ballots for absentee voting on agenda items and adoption of resolutions by the General Meeting of Shareholders of the Company, as well as approval of wording of resolutions on agenda items during absentee voting and adoption of resolutions by the General Meeting of Shareholders of the Company to be sent electronically to nominee holders of shares registered in the Company's shareholder register.*
2. *On recommendations to the General Meeting of Shareholders of ROSSETI South, PJSC regarding the distribution of profit (losses) of ROSSETI South, PJSC, including the amount of dividends on shares and the its payment procedure, based on the results of 2024.*
3. *On recommendations to the General Meeting of Shareholders of ROSSETI South, PJSC regarding the candidacy of an auditor for ROSSETI South, PJSC.*
4. *On determining the amount of payment for services rendered by the auditor of ROSSETI South, PJSC.*
5. *On proposals to the General Meeting of Shareholders of the Company regarding the item “Approval of the revised Regulations on the General Meeting of Shareholders of ROSSETI South, PJSC”.*
6. *On proposals to the General Meeting of Shareholders of the Company regarding the item “Approval of the revised Regulations on the Board of Directors of ROSSETI South, PJSC”.*
7. *On proposals to the General Meeting of Shareholders of the Company regarding the item “Approval of the revised Regulations on the Management Board of ROSSETI South, PJSC”.*
8. *On proposals to the General Meeting of Shareholders of the Company regarding the item “Approval of the revised Regulations on the Audit Commission of ROSSETI South, PJSC”.*
9. *On proposals to the General Meeting of Shareholders of the Company regarding the item “Approval of the revised Regulations on Payment of Remuneration and Compensation to Members of the Board of Directors of ROSSETI South, PJSC”.*
10. *On proposals to the General Meeting of Shareholders of the Company regarding the item “Approval of the revised Regulations on Payment of Remuneration and Compensation to Members of the Audit Commission of ROSSETI South, PJSC”.*

Voting results and decisions taken on the agenda items:

ITEM 1: On approval of the form and text of ballots for absentee voting on agenda items and adoption of resolutions by the General Meeting of Shareholders of the Company, as well as approval of wording of resolutions on agenda items during absentee voting and adoption of resolutions by the General Meeting of Shareholders of the Company to be sent electronically to nominee holders of shares registered in the Company's shareholder register.

RESOLUTION:

Approve the form and text of ballots for absentee voting on agenda items and adoption of resolutions by the General Meeting of Shareholders of ROSSETI South, PJSC (hereinafter as "absentee voting"), as well as wording of resolutions on agenda items during absentee voting to be sent electronically to nominee holders of shares registered in the ROSSETI South, PJSC's shareholder register as provided in Appendices 1 through 4.

Voting results:

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

The resolution was adopted.

ITEM 2: On recommendations to the General Meeting of Shareholders of ROSSETI South, PJSC regarding the distribution of profit (losses) of ROSSETI South, PJSC, including the amount of dividends on shares and the its payment procedure, based on the results of 2024.

RESOLUTION:

1. Preliminarily approve and recommend that the General Meeting of Shareholders of ROSSETI South, PJSC approve the following distribution of profit (loss) of ROSSETI South, PJSC based on the results of 2024:

(RUB thous.)

Indicator name	Amount
Retained earnings (uncovered loss) of the reporting period:	7,225,489
Reserve Fund	294,017
Dividends	0
Repayment of losses of previous years	5 839 022
Profit for development	1,092,450

2. Recommend to the General Meeting of Shareholders of ROSSETI South, PJSC to adopt the following decision:

"Pay no dividends on ordinary shares of ROSSETI South, PJSC based on the results of 2024".

Voting results:

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

The resolution was adopted.

ITEM 3: On recommendations to the General Meeting of Shareholders of ROSSETI South, PJSC regarding the candidacy of an auditor for ROSSETI South, PJSC.

RESOLUTION:

Recommend that the General Meeting of Shareholders of ROSSETI South, PJSC appoint a collective member consisting of LLC "TsATR-Audit Services" (leader of the collective member) and LLC "Intercom-Audit" (member of the collective member) as the auditor of ROSSETI South, PJSC.

Voting results:

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

The resolution was adopted.

ITEM 4: On determining the amount of payment for services rendered by the auditor of ROSSETI South, PJSC.

RESOLUTION:

Payment for services rendered by the auditor of ROSSETI South, PJSC, the Leader of the Collective Participant LLC "TsATR-Audit Services" for auditing accounting (financial) and consolidated financial statements for 2025 shall be determined in the amount of 2,888,321.13 (two million eight hundred eighty-eight thousand three hundred twenty-one) rubles 13 kopecks, including VAT (20%) 481,386, 85 (four hundred eighty-one thousand three hundred eighty-six) rubles 85 kopecks, provided that the annual General Meeting of Shareholders of ROSSETI South, PJSC appoints an association of auditors (collective participant) consisting of the leader of the collective participant, LLC "CATR - Audit Services", and a member of the collective participant, LLC "Intercom-Audit" as the auditor of the Company.

Voting results:

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

The resolution was adopted.

ITEM 5: On proposals to the General Meeting of Shareholders of the Company regarding the item "Approval of the revised Regulations on the General Meeting of Shareholders of ROSSETI South, PJSC".

RESOLUTION:

Propose that the General Meeting of Shareholders of ROSSETI South, PJSC adopt the following resolution:

"Approve the revised Regulations on the General Meeting of Shareholders of ROSSETI South, PJSC according to the Appendix".

Voting results:

Krainsky D.V.	-	**FOR**	Klinkov O.Yu.	-	**FOR**
Dokuchaeva M.A.	-	**FOR**	Kravchenko K.Yu.	-	**FOR**

Korotkova M.V.	-	**FOR**	Nikitchanova E.V.	-	**FOR**
Kazakov A.I.	-	**FOR**	Tikhonova M.G.	-	**FOR**
Paramonova N.V.	-	**FOR**	Ebzeev B.B.	-	**FOR**
Zarkhin V.Yu.	-	**FOR**			

The resolution was adopted.

ITEM 6: On proposals to the General Meeting of Shareholders of the Company regarding the item "Approval of the revised Regulations on the Board of Directors of ROSSETI South, PJSC".

RESOLUTION:

Propose that the General Meeting of Shareholders of ROSSETI South, PJSC adopt the following resolution:

"Approve the revised Regulations on the Board of Directors of ROSSETI South, PJSC according to the Appendix".

Voting results:

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

The resolution was adopted.

ITEM 7: On proposals to the General Meeting of Shareholders of the Company regarding the item "Approval of the revised Regulations on the Management Board of ROSSETI South, PJSC".

RESOLUTION:

Propose that the General Meeting of Shareholders of ROSSETI South, PJSC adopt the following resolution:

"Approve the revised Regulations on the Management Board of ROSSETI South, PJSC according to the Appendix".

Voting results:

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

The resolution was adopted.

ITEM 8: On proposals to the General Meeting of Shareholders of the Company regarding the item "Approval of the revised Regulations on the Audit Commission of ROSSETI South, PJSC".

RESOLUTION:

Propose that the General Meeting of Shareholders of ROSSETI South, PJSC adopt the following resolution:

"Approve the revised Regulations on the Audit Commission of ROSSETI South, PJSC according to the Appendix".

Voting results:

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

The resolution was adopted.

ITEM 9: On proposals to the General Meeting of Shareholders of the Company regarding the item "Approval of the revised Regulations on Payment of Remuneration and Compensation to Members of the Board of Directors of ROSSETI South, PJSC".

RESOLUTION:

Propose that the General Meeting of Shareholders of ROSSETI South, PJSC adopt the following resolution:

"Approve the revised Regulations on Payment of Remuneration and Compensation to Members of the Board of Directors of ROSSETI South, PJSC according to the Appendix".

Voting results:

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

The resolution was adopted.

ITEM 10: On proposals to the General Meeting of Shareholders of the Company regarding the item "Approval of the revised Regulations on Payment of Remuneration and Compensation to Members of the Audit Commission of ROSSETI South, PJSC".

RESOLUTION:

Propose that the General Meeting of Shareholders of ROSSETI South, PJSC adopt the following resolution:

"Approve the revised Regulations on Payment of Remuneration and Compensation to Members of the Audit Commission of ROSSETI South, PJSC according to the Appendix".

Voting results:

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

The resolution was adopted.

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

Corporate Secretary **L.N. Kuznetsova**