

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

28.12.2024

No. 602/2024

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:** 28.12.2024

AGENDA

1. *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 key performance indicators and functional key performance indicators of the management personnel of JSC VMES for 2024-2026".*
2. *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 key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga for 2024-2026".*

ISSUE NO. 1: 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 key performance indicators and functional key performance indicators of the management personnel of JSC VMES for 2024-2026".

RESOLUTION:

Instruct representatives of ROSSETI South, PJSC to the Board of Directors of JSC VMES regarding the agenda of the meeting of the Board of Directors of JSC VMES "On approval of key performance indicators and functional key performance indicators of the management personnel of JSC VMES for 2024-2026" to vote "FOR" taking the following resolution:

- "1. Approve key performance indicators and bonus reduction indicators of JSC VMES, their target and threshold values for 2024, 2025 and 2026 according to Appendix No. 1.
2. Approve functional key performance indicators of JSC VMES, their target values for 2024, 2025 and 2026 according to Appendix No. 2.
3. Amend the 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), according to Appendix No. 3, with effect from 01.01.2024¹.
4. Approve intermediate target values of key performance indicators and functional key performance indicators, intermediate threshold values of bonus deduction indicators of JSC VMES for 2024 on an accrual basis according to Appendix No. 4.
5. Approve the minimum and maximum values of key performance indicators and functional key performance indicators of JSC VMES for 2024 which are taken into account when considering remuneration for the management personnel of JSC VMES according to Appendix

¹ Summing-up the implementation of KPIs and FKPIs of JSC VMES for 2023 for awarding a bonus to Director General of JSC VMES is carried out in accordance with the Procedure of 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).

No. 5.

6. The management of JSC VMES should ensure the monitoring of the achievement of annual target values of key performance indicators and functional key performance 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 JSC VMES (taking into account all amendments).

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. 2: 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 key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga for 2024-2026".

RESOLUTION:

Instruct representatives of ROSSETI South, PJSC to the Board of Directors of JSC Energoservis Yuga regarding the agenda of the meeting of the Board of Directors of JSC Energoservis Yuga "On approval of key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga for 2024-2026" to vote "FOR" taking the following resolution:

"1. Approve key performance indicators of JSC Energoservis Yuga, their target values for 2024, 2025 and 2026 according to Appendix No. 6.

2. Approve functional key performance indicators of JSC Energoservis Yuga, their target values for 2024, 2025 and 2026 according to Appendix No. 2.

3. Approve intermediate values of key performance indicators and functional key performance indicators of JSC Energoservis Yuga for 2024 on an accrual basis according to Appendix No. 3.

4. Approve the upper and lower limits of key performance indicators and functional key performance indicators of JSC Energoservis Yuga for 2024 which are taken into account when considering remuneration for Director General of JSC Energoservis Yuga, according to Appendix No. 4.

5. Director General of JSC Energoservis Yuga should ensure the monitoring of the achievement of annual target values of key performance indicators and functional key performance indicators, taking into account the provisions and deadlines approved by the Procedure for calculating key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga.

6. The Procedure of calculating key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga approved by the resolution of the Board of Directors of JSC Energoservis Yuga dated 29.12.2023 (minutes dated 29.12.2023 No. 161/2023) shall be deemed to have lost force after 01.01.2024².

7. Approve the Procedure of calculating key performance indicators and functional key performance indicators of Director General of JSC Energoservis Yuga according to Appendix No.

² Summing-up the implementation of KPIs of JSC Energoservis Yuga for 2023 for awarding a bonus to Director General of JSC Energoservis Yuga is carried out in accordance with the Procedure of calculating key performance indicators and functional key indicators of Director General of JSC Energoservis Yuga approved by the resolution of the Board of Directors of the Company dated 29.12.2023 (minutes dated 29.12.2023 No. 161/2023).

5."

Voting results:

D.V. Krainskii - "Yes"
M.A. Dokuchaeva - "Yes"
V.Yu. Zarkhin - "Abstain"
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.

Vitalii Yurevich Zarkhin, member of the Board of Directors of the Company gave own opinion regarding the agenda (attached to the minutes of the Board of Directors of the Company).

Chairman of the Board of Directors

D.V. Krainskii

Company secretary

L.N. Kuznetsova