

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

23.12.2024

No. 598/2024

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:** 23.12.2024

AGENDA

1. *On approval of key performance indicators and functional key performance indicators of the management personnel of ROSSETI South, PJSC for 2024-2026.*
2. *On consideration of the report on credit policy of ROSSETI South, PJSC for the 3rd quarter of 2024.*
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 consideration of the report on credit policy of JSC VMES for the 3rd quarter of 2024".*
4. *On approval of the activity plan of the internal audit unit of the Company for 2025.*
5. *On approval of the budget of the internal audit unit of ROSSETI South, PJSC for 2025.*
6. *On determining the remuneration of Chief of internal audit of the Company (determining the target values of functional key performance indicators).*

ISSUE NO. 1: On approval of key performance indicators and functional key performance indicators of the management personnel of ROSSETI South, PJSC for 2024-2026.

RESOLUTION:

1. Approve key performance indicators and bonus reduction indicators of ROSSETI South, PJSC, their target and threshold values for 2024, 2025 and 2026 according to Appendix No. 1.
2. Approve functional key performance indicators of ROSSETI South, PJSC, their target and threshold 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 PJSC ROSSERI South approved by the resolution of the Board of Directors of ROSSETI South, PJSC dated 29.12.2023 (minutes dated 29.12.2023 No. 557/2023), 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 ROSSETI South, PJSC for each quarter of 2024 cumulatively from the beginning of 2024 according to Appendix No. 4.
5. Approve the minimum and maximum values of key performance indicators and functional key performance indicators of ROSSETI South, PJSC for 2024 which are taken into account when considering remuneration for the management personnel of ROSSETI South, PJSC according to Appendix No. 5.

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 2023, 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 29.12.2023 No. 557/2023).

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, 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 (taking into account all amendments).

7. Instruct the sole executive body of ROSSETI South, PJSC to ensure the submission of the staffing table of ROSSETI South, PJSC to the HR and Remunerations Committee of the Board of Directors of ROSSETI South, PJSC in the event of increasing, compared with valid as at the date of taking this resolution, the regular number of management personnel of ROSSETI South, PJSC managerial apparatus and/or managerial apparatus of its branches.

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 consideration the report on credit policy of ROSSETI South, PJSC for the 3rd quarter of 2024.

RESOLUTION:

Take a note of the report on credit policy of ROSSETI South, PJSC for the 3rd quarter of 2024 in accordance with Appendix No. 6 to this resolution.

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.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. 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 consideration of the report on credit policy of JSC VMES for the 3rd quarter of 2024".

RESOLUTION:

Instruct representatives of ROSSETI South, PJSC, regarding the agenda of the meeting of the Board of Directors of JSC VMES "On consideration of the report on credit policy of JSC VMES for the 3rd quarter of 2024", to vote "FOR" taking the following resolution:

"Take a note of the report on credit policy of JSC VMES for the 3rd quarter of 2024 in accordance with the appendix".

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.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 approval of the activity plan of the internal audit unit of the Company for 2025.

RESOLUTION:

Approve the activity plan of the internal audit department of ROSSETI South, PJSC for 2025 according to Appendix No. 7.

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. 5: On approval of the budget of the internal audit unit of ROSSETI South, PJSC for 2025.

RESOLUTION:

Approve the budget of the internal audit department of ROSSETI South, PJSC for 2025 according to Appendix No. 8.

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. 6: On determining the remuneration of Chief of internal audit of the Company (determining the target values of functional key performance indicators).

RESOLUTION:

1. Specify the target values of functional key performance indicators of Chief and employees of the Internal Audit Department of ROSSETI South, PJSC for 2025 according to Appendix No. 9.

2. Instruct the Sole Executive Body of the Company to approve the target values of functional key performance indicators of Chief and employees of the internal Audit Department of Rosseti South PJSC for 2025 in accordance with item 1 of this decision in the manner established at 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.

Chairman of the Board of Directors

D.V. Krainskii

Company secretary

L.N. Kuznetsova