Rosseti South Public Joint-Stock Company

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

15.07.2024 No. 583/2024

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., Paramonova N.V., Ebzeev B.B.
Questionnaires not provided: none.
A quorum is present.
Date of the minutes: 17.07.2024

AGENDA

1. *On approval of the action plan of Rosseti South PJSC for the reduction of overdue repayment of debts for electric power transmission services and settlement of disagreements that arose as of 01.04.2024.*
2. *On consideration of the report on the implementation of the Roadmap for the development of additional (non-tariff) services of Rosseti South PJSC for 2023.*
3. *On determining the position of Rosseti South PJSC (representatives of Rosseti South, PJSC) on the issue on the agenda of the meeting of the Board of Directors "On consideration of the report on the implementation of the business plan of VMES JSC for 2023".*
4. *On consideration of the report on the execution of instructions of the Board of Directors of ROSSETI South PJSC for the 1st quarter of 2024.*
5. *On approval of the Digital Transformation Program of Rosseti South PJSC for the period from 2023 to 2030.*
6. *On consideration of the results of self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti South PJSC for the 2023-2024 corporate year.*

ISSUE NO. 1: On approval of the action plan of Rosseti South PJSC for the reduction of overdue repayment of debts for electric power transmission services and settlement of disagreements that arose as of 01.04.2024.
RESOLUTION:
1. Approve the action plan of Rosseti South, PJSC, for the reduction of overdue repayment of debts for electric power transmission services and the settlement of differences settled as of 01.04.2024 in accordance with Appendix 1 to this resolution of the Board of Directors of the Company.
2. Take note of the report of Rosseti South PJSC on the implementation of the action plan for reducing overdue debts for electricity transmission services and settling disputes as of January 1, 2024 approved by the resolution of the Board of Directors of the Company dated March 21, 2024 (Minutes No. 565/2024 dated March 22, 2024) as per Appendix 2 to this resolution of the Board of Directors of the Company.
3. Take into consideration the report on the work performed by Rosseti South, PJSC, in the 1st quarter of 2024 in relation to the newly formed overdue receivables for electric power transmission services in accordance with Appendix 3 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 approved.

ISSUE NO. 2: On consideration of the report on the implementation of the Roadmap for the development of additional (non-tariff) services of Rosseti South PJSC for 2023.

RESOLUTION:

1. Take into consideration the report on the implementation of the Roadmap for the development of additional (non-tariff) services of Rosseti South PJSC for 2023 in accordance with Appendix 4 to this Resolution of the Board of Directors of the Company.

2. Note the failure to meet the targets of the Roadmap for the Development of Additional (Non-Tariff) Services of Rosseti South PJSC: revenue from the sale of additional services by 40% (plan 766 million rubles; actual 454 million rubles), gross profit from the sale of additional services by 55% (plan 260 million rubles; actual 117 million rubles), and non-tariff revenue by 1.45 p.p. (plan 3.38%; actual 1.93%).

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 approved.

ISSUE NO. 3: On determining the position of Rosseti South PJSC (representatives of Rosseti South, PJSC) on the issue on the agenda of the meeting of the Board of Directors "On consideration of the report on the implementation of the business plan of VMES JSC for 2023".

RESOLUTION:

To instruct the representatives of Rosseti South PJSC, on the issue on the agenda of the meeting of the Board of Directors of VMES JSC “On consideration of the report on the implementation of the business plan of VMES JSC for 2023” to vote "IN FAVOR" for adoption of the following decision:

“To take into consideration the report on the implementation of the business plan of VMES JSC for 2023 in accordance with the Appendix 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.	-	**"IN FAVOR"**	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 approved.

ISSUE NO. 4: On consideration of the report on the execution of instructions of the Board of Directors of Rosseti South PJSC for the 1st quarter of 2024.

RESOLUTION:

1. Take into consideration the report of the single executive body of Rosseti South PJSC on the implementation in the 1st quarter of 2024 of decisions taken at the meetings of the Board of

Directors of Rosseti South PJSC according to Appendix 5 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.	-	**"IN FAVOR"**	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 approved.

ISSUE NO. 5: On approval of the Digital Transformation Program of Rosseti South PJSC for the period from 2023 to 2030.

RESOLUTION:

1. Approve the Digital Transformation Program of Rosseti South PJSC for the period from 2023 to 2030 according to Appendix 6 to this resolution of the Board of Directors of the Company.

2. Recognize invalid:

2.1. Program “Digital Transformation of Rosseti South PJSC 2020-2030” approved by the decision of the Board of Directors of Rosseti South PJSC on January 26, 2023 (Minutes No. 511/2023 dated January 27, 2023).

2.2. Action plan for the transition of Rosseti South PJSC to the predominant use of domestic software for the period of 2022-2024 approved by the decision of the Board of Directors of Rosseti South PJSC on March 31, 2023 (Minutes No. 518/2023 dated April 3, 2023).

3. Instruct the sole executive body of the Company to ensure:

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

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

3.3. Submission to the Company's Board of Directors of a consolidated report on the implementation of the Program activities, achievement of key performance indicators of its implementation, including a report on the implementation of the action plan for transition to the predominant use of domestic software and a report on the implementation of the plan for procurement and use of Russian radioelectronic products.

Deadline: Annually, no later than April 18 of the year following the reporting year.

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 approved.

ISSUE NO. 6: On consideration of the results of self-assessment of the performance of the Board of Directors and Committees of the Board of Directors of Rosseti South PJSC for the 2023-2024 corporate year.

RESOLUTION:

Take note of the report on the results of the performance evaluation of the Board of Directors and Committees of the Board of Directors of Rosseti South PJSC for the corporate year 2023-2024 in accordance with Appendix 7 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.	-	**"IN FAVOR"**	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 approved.

On issue 6 on the agenda of the meeting of the Board of Directors of the Company the dissenting opinion of E.V. Nikitchanova, member of the Board of Directors of the Company was received (Appendix 8 to the present minutes of the meeting of the Board of Directors of the Company).

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

Corporate Secretary **E.N. Pavlova**