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

Rostov-on-Don No. 640/2025

Date of the meeting: 17.09.2025
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): 17.09.2025
Date of the minutes: 17.09.2025

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 determining the attitude of PJSC ROSSETI South (representatives of PJSC ROSSETI South) 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 2025-2027".*
2. *On the approval of the preferred risk (risk appetite) PJSC ROSSETI South's shares*
3. *On determining the attitude of PJSC Rosseti South (representatives of PJSC Rosseti South) on issues submitted for consideration by the General Meetings of Shareholders of JSC Recreation Center Energetik, JSC Energoservice Yuga, and JSC VMES.*

Voting results and resolutions taken on the agenda items:

Item:
1. On determining the attitude of PJSC ROSSETI South (representatives of PJSC ROSSETI South) 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 2025-2027".
Resolution:
Instruct representatives of PJSC ROSSETI South to the Board of Directors of JSC VMES regarding the agenda of the meeting (absentee voting) 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 2025-2027” 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 2025, 2026 and 2027 according to Annex No. 1.
2. Approve functional key performance indicators of JSC VMES, their target values for 2025, 2026 and 2027 according to Annex No. 2.

3. Approve intermediate target values of key performance indicators and functional key performance indicators, intermediate threshold values of bonus deduction indicators of JSC VMES for 2025 on an accrual basis according to Annex No. e.

4. Approve the minimum and maximum values of key performance indicators and functional key performance indicators of JSC VMES for 2025 which are taken into account when considering issues of payment of remuneration for the management personnel of JSC VMES according to Annex No. 5.

5. Appoint the Director General of VMES JSC as the official responsible for ensuring cooperation between VMES JSC VMES JSC with PJSC Rosseti South in the process of monitoring the achievement of KPIs and FKPs, as well as the timely, complete, and accurate provision of information necessary for monitoring the achievement of KPIs and FKPIs by the management of VMES JSC.

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.

7. Recognize as invalid the Procedure for calculating key performance indicators and functional key performance indicators for the management of VMES JSC, which was approved by the resolution of the Board of Directors of VMES JSC dated December 29, 2023 (Minutes No. 109/2023 dated December 29, 2023), as amended by the resolution of the Board of Directors of VMES JSC dated December 28, 2024 (Minutes No. 134/2024 dated December 28, 2024), as of January 1, 2025.8.

8. Approve the Procedure for calculating key performance indicators and functional key performance indicators for the management of VMES JSC in accordance with Appendix 5 hereto, extending its effect from January 1, 2025[1] on.

Voting results:

Krainsky D.V.	-	FOR	Klinkov O.Yu.	-	FOR
Dokuchaeva M.A.	-	FOR	Kravchenko K.Yu.	-	FOR
Aleshin A.G.	-	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 the preferred risk (risk appetite) of PJSC Rosseti South.
Resolution:

1. Approve the preferred risk (risk appetite) of PJSC Rosseti South in accordance with Annex No.6.

2. Recognize as invalid the resolution of the Board of Directors of PJSC Rosseti South dated October 5, 2023 (Minutes No. 546/2023 dated October 6, 2023) on the issue of "Approval of the preferred risk (risk appetite) of PJSC Rosseti South from the date of adoption of this resolution.

[1] For the purposes of calculating the actual values of key performance indicators and functional key performance indicators of VMES JSC and applying them within the framework of remuneration for the management of VMES JSC based on the results of 2024, the procedure for calculating key performance indicators and functional key indicators for the management of VMES JSC is applied, as approved by the resolution of the Board of Directors of VMES JSC dated December 29, 2023 (Minutes No. 109/2023 dated December 29, 2023), as amended by the resolution of the Board of Directors of VMES JSC dated December 28, 2024 (Minutes No. 134/2024 dated December 28, 2024).

Voting results:

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

The resolution was adopted.

Item:

3. On determining the attitude of PJSC Rosseti South (representatives of PJSC Rosseti South) on issues submitted for consideration by the General Meetings of Shareholders of JSC Recreation Center Energetik, JSC Energoservice of the South, and JSC VMES.

Resolution:

1. Instruct the representatives of PJSC Rosseti South on the issues “On the early termination of the powers of the members of the Company's Audit Commission” and “On the election of members of the Company's Audit Commission” submitted for consideration at the General Meeting of Shareholders of JSC Recreation Center Energetik, that they should vote “FOR” the adoption of the following resolutions:

1.1. Terminate early the powers of the members of the Audit Commission of the Company, who were elected by the resolution of the General Meeting of Shareholders of JSC “Recreation Center ”Energetik" dated 30.06.2025 (Minutes dated 30.06.2025 No. 610).

1.2. Elect the Auditing committee of the Company consisting of:

№	Full name	Position at the time of nomination
1.	Menshenin Aleksey Evgenevich	Head of the internal control and risk management department of ROSSETI South PJSC
2.	Roman Elena Sergeevna	Deputy Head of the internal audit department of ROSSETI South PJSC
3.	Gudenko Anna Gennadevna	Deputy Head of Internal Control and Risk Management at PJSC Rosseti South

2. Instruct the representatives of PJSC Rosseti South on the issues “On the early termination of the powers of the members of the Company's Audit Commission” and “On the election of members of the Company's Audit Commission” submitted for consideration at the General Meeting of Shareholders of JSC Energoservice of the South, that they should vote “FOR” the adoption of the following resolutions:

2.1. Terminate early the powers of the members of the Audit Commission of the Company, who were elected by the resolution of the General Meeting of Shareholders of JSC “Energoservice of the South” dated 30.06.2025 (Minutes No. 610 dated 30.06.2025):

2.2. Elect the Auditing committee of the Company consisting of:

№	Full name	Position
1.	Menshenin Aleksey Evgenevich	Head of the internal control and risk management department of ROSSETI South PJSC
2.	Roman Elena Sergeevna	Deputy Head of the internal audit department of ROSSETI South PJSC
3.	Gudenko Anna Gennadevna	Deputy Head of Internal Control and Risk Management at PJSC Rosseti South

3. Instruct the representatives of PJSC Rosseti South on the issues “On the early termination of the powers of the members of the Company's Audit Commission” and “On the election of members of the Company's Audit Commission” submitted for consideration at the

General Meeting of Shareholders of JSC VMES, that they should vote "FOR" the adoption of the following resolutions:

3.1. Terminate early the powers of the members of the Audit Commission of the Company, who were elected by the resolution of the General Meeting of Shareholders of JSC VMES dated 30.06.2025 (Minutes No. 610 dated 30.06.2025).

3.2. Elect the Auditing committee of the Company consisting of:

№	Full name	Position
1.	Menshenin Aleksey Evgenevich	Head of the internal control and risk management department of ROSSETI South PJSC
2.	Roman Elena Sergeevna	Deputy Head of the internal audit department of ROSSETI South PJSC
3.	Gudenko Anna Gennadevna	Deputy Head of Internal Control and Risk Management at PJSC Rosseti South

Voting results:

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

The resolution was adopted.

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

Corporate Secretary L.N. Kuznetsova