Public Joint Stock Company Rosseti South

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

Rostov-on-Don
No. 651/2025

Date of the meeting: December 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 (voting forms): December 09, 2025.
Date of the Minutes of Meeting: December 10, 2025.

In total, the Board of Directors of the Company includes 11 people.
The members of the Board taking part in the voting (who presented their voting forms): D. V. Krainskiy, A. G. Aleshin, M. A. Dokuchayeva, A. I. Kazakov, O. Yu. Klinkov, K. Yu. Kravchenko, V. Yu. Zarkhin, Ye. V. Nikitchanova, M. G. Tikhonova, A. A. Rybin, B. B. Ebzeyev.
The Board members who did not participate in the voting: none.
A quorum is present.

Agenda for the absentee voting:

1. Approval of the updated "Scheme for Developing Communication Network of PJSC Rosseti South".
2. Approval of the Action Plan of PJSC Rosseti South aimed at implementing the Development Strategy of Public Joint Stock Company Federal Grid Company Rosseti and its subsidiaries and affiliated companies for the period up to 2030.
3. Approval of the report on the fulfillment of the Procurement Plan of PJSC Rosseti South for the first half of 2025.
4. Determination of the position of PJSC Rosseti South (its representatives) on the following issue submitted for consideration by the Board of Directors of JSC Energoservis of South: "Approval of Reports on the Achievement of Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South for 2024".
5. Determination of the position of PJSC Rosseti South (its representatives) on the following issue submitted for consideration by the Board of Directors of JSC Energoservis of South: "Approval of Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South for 2025–2027".
6. Approval of the insurer of PJSC Rosseti South.
7. Approval of budgets of Committees of the Board of Directors of PJSC Rosseti South for the second half of 2025.

Voting results and decisions taken with respect to the agenda items:

Item No. 1:
Approval of the updated "Scheme for Developing Communication Network of PJSC Rosseti South".
Resolution:
1. Approve the "Scheme for Developing Communication Network of PJSC Rosseti South" as per Appendices 1 and 2.

2. Invalidate the “Scheme for Developing Communication Network of PJSC Rosseti South” approved by the resolution of the Board of Directors dated November 1, 2022 (Minutes of Meeting No. 502/2022 dated November 3, 2022).

3. Instruct the Sole Executive Body of the Company to ensure the following:

3.1. Creation and modernization of communication facilities and communication lines for information exchange between process and corporate management systems of PJSC Rosseti South within projects of new construction, technical re-equipment, and reconstruction of electric grid facilities, as well as the modernization of data collection and transmission systems, taking into account the requirements of the Russian Federation law on import substitution.

3.2. Coordination of communication network segments created under programs of new construction, technical re-equipment, and reconstruction of electric grid facilities, modernization of data collection and transmission systems, creation of electricity metering systems, Digital Transformation, and other related programs.

3.3. Financing of activities under the updated “Scheme for Developing Communication Network of PJSC Rosseti South” within the annual financing limits provided for by the Company’s investment program, as well as using funds from the non-tariff incentive fund derived from providing access services to third parties to overhead power lines for the installation of fiber-optic communication lines.

3.4. If required, update the “Scheme for Developing Communication Network of PJSC Rosseti South” at least once every three years.

Voting results:

D. V. Krainskiy	-	“FOR”	O. Yu. Klinkov	-	“FOR”
M. A. Dokuchayeva	-	“FOR”	K. Yu. Kravchenko	-	“FOR”
A. G. Aleshin	-	“FOR”	Ye. V. Nikitchanova	-	“FOR”
A. I. Kazakov	-	“FOR”	M. G. Tikhonova	-	“FOR”
A. A. Rybin	-	“FOR”	B. B. Ebzeyev	-	“FOR”
V. V. Zarkhin	-	“ABSTRAIN”			

The resolution is adopted.

Item No. 2:

Approval of the Action Plan of PJSC Rosseti South aimed at implementing the Development Strategy of Public Joint Stock Company Federal Grid Company Rosseti and its subsidiaries and affiliated companies for the period up to 2030.

Resolution:

Approve the Action Plan of PJSC Rosseti South aimed at implementing the Development Strategy of Public Joint Stock Company Federal Grid Company Rosseti and its subsidiaries and affiliated companies for the period up to 2030 as per Appendix 3.

Voting results:

D. V. Krainskiy	-	“FOR”	O. Yu. Klinkov	-	“FOR”
M. A. Dokuchayeva	-	“FOR”	K. Yu. Kravchenko	-	“FOR”
A. G. Aleshin	-	“FOR”	Ye. V. Nikitchanova	-	“FOR”
A. I. Kazakov	-	“FOR”	M. G. Tikhonova	-	“FOR”
A. A. Rybin	-	“FOR”	B. B. Ebzeyev	-	“FOR”
V. V. Zarkhin	-	“ABSTRAIN”			

The resolution is adopted.

Item No. 3:

Approval of the report on the fulfillment of the Procurement Plan of PJSC Rosseti South for the first half of 2025.

Resolution:

Approve the report on the fulfillment of the Procurement Plan of PJSC Rosseti South for the first half of 2025 as per Appendix 4.

Voting results:

D. V. Krainskiy	-	“FOR”	O. Yu. Klinkov	-	“FOR”

M. A. Dokuchayeva	-	“FOR”	K. Yu. Kravchenko	-	“FOR”
A. G. Aleshin	-	“FOR”	Ye. V. Nikitchanova	-	“FOR”
A. I. Kazakov	-	“FOR”	M. G. Tikhonova	-	“FOR”
A. A. Rybin	-	“FOR”	B. B. Ebzeyev	-	“FOR”
V. V. Zarkhin	-	“ABSTRAIN”			

The resolution is adopted.

Item No. 4:

Determination of the position of PJSC Rosseti South (its representatives) on the following issue submitted for consideration by the Board of Directors of JSC Energoservis of South: “Approval of Reports on the Achievement of Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South for 2024”.

Resolution:

Instruct the representatives of PJSC Rosseti South included in the Board of Directors of JSC Energoservis of South, with respect to the following issue submitted for consideration by the Board of Directors of JSC Energoservis of South: “Approval of Reports on the Achievement of Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South for 2024” to vote FOR the adoption of the following resolution:

1. Approve the report on the achievement of key performance indicators of General Director of JSC Energoservis of South for 2024 as per Appendix 1.

2. Approve the report on the achievement of functional key performance indicators of General Director of JSC Energoservis of South for 2024 as per Appendix 2.

3. Pay the annual bonus to General Director of JSC Energoservis of South for 2024 according to the approved reports pursuant to Cl. 1 and 2 of this resolution, within the limit of the maximum possible annual aggregate personal remuneration of General Director of JSC Energoservis of South as established by the Employment Agreement. When calculating the amount of remuneration, the achievement of key performance indicators such as “Net Profit Excluding Impairment” and “EBITDA” shall be taken into account, based on their performance not exceeding 100 percent, with the incentive payment adjustment coefficient set at 1.00 (according to the Procedure for Calculating Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South, approved by the resolution of the Board of Directors of JSC Energoservis of South dated December 28, 2024 (Minutes of Meeting No. 177/2024 dated December 28, 2024)).

Voting results:

D. V. Krainskiy	-	“FOR”	O. Yu. Klinkov	-	“FOR”
M. A. Dokuchayeva	-	“FOR”	K. Yu. Kravchenko	-	“FOR”
A. G. Aleshin	-	“FOR”	Ye. V. Nikitchanova	-	“FOR”
A. I. Kazakov	-	“FOR”	M. G. Tikhonova	-	“FOR”
A. A. Rybin	-	“FOR”	B. B. Ebzeyev	-	“FOR”
V. V. Zarkhin	-	“FOR”			

The resolution is adopted.

Item No. 5:

Determination of the position of PJSC Rosseti South (its representatives) on the following issue submitted for consideration by the Board of Directors of JSC Energoservis of South: “Approval of Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South for 2025–2027”.

Resolution:

Instruct the representatives of PJSC Rosseti South included in the Board of Directors of JSC Energoservis of South, with respect to the following issue submitted for consideration by the Board of Directors of JSC Energoservis of South: “Approval of Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South for 2025–2027” to vote FOR the adoption of the following resolution:

1. Approve key performance indicators of JSC Energoservis of South and their target values for 2025, 2026 and 2027, as per Appendix 1.

2. Approve functional key performance indicators of JSC Energoservis of South and their target values for 2025, 2026 and 2027, as per Appendix 2.

3. Approve interim target values of the key performance indicators and functional key performance indicators of JSC Energoservis of South for 2025 on a cumulative basis as per Appendix 3.

4. Approve the minimum and threshold values of the key performance indicators and the functional key performance indicators of JSC Energoservis of South for 2025, which shall be taken into account when considering matters related to the payment of remuneration to General Director of JSC Energoservis of South as per Appendix 4.

5. Instruct General Director of JSC Energoservis of South to ensure monitoring of the achievement of the annual target values of the key performance indicators and functional key performance indicators, taking into account the provisions and due dates established by the Procedure for Calculating Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South.

6. Invalidate, as of January 1, 2025, the Procedure for Calculating Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South, approved by the resolution of the Board of Directors of JSC Energoservis of South dated December 28, 2024 (Minutes of Meeting No. 177/2024 dated December 28, 2024).

7. Approve the Procedure for Calculating Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South as per Appendix 5, bringing it into force from January 1, 2025[1].

Voting results:

D. V. Krainskiy	-	"FOR"	O. Yu. Klinkov	-	"FOR"
M. A. Dokuchayeva	-	"FOR"	K. Yu. Kravchenko	-	"FOR"
A. G. Aleshin	-	"FOR"	Ye. V. Nikitchanova	-	"FOR"
A. I. Kazakov	-	"FOR"	M. G. Tikhonova	-	"FOR"
A. A. Rybin	-	"FOR"	B. B. Ebzeyev	-	"FOR"
V. V. Zarkhin	-	"FOR"			

The resolution is adopted.

Item No. 6:

Approval of the insurer of PJSC Rosseti South.

Resolution:

Approve the following company as the insurer of PJSC Rosseti South:

Type of insurance	Insurance company	Insurance period
Voluntary motor vehicle insurance (CASCO)	JSC SOGAZ	from January 1, 2026 to December 31, 2026

Voting results:

D. V. Krainskiy	-	"FOR"	O. Yu. Klinkov	-	"FOR"
M. A. Dokuchayeva	-	"FOR"	K. Yu. Kravchenko	-	"FOR"
A. G. Aleshin	-	"FOR"	Ye. V. Nikitchanova	-	"FOR"
A. I. Kazakov	-	"FOR"	M. G. Tikhonova	-	"FOR"
A. A. Rybin	-	"FOR"	B. B. Ebzeyev	-	"FOR"
V. V. Zarkhin	-	"ABSTRAIN"			

The resolution is adopted.

[1] Apply the Procedure for Calculating Key Performance Indicators and Functional Key Performance Indicators of General Director of JSC Energoservis of South, approved by the resolution of the Board of Directors of JSC Energoservis of South dated December 28, 2024 (Minutes of Meeting No. 177/2024 dated December 28, 2024) for the purposes of calculating actual values of the key performance indicators and functional key performance indicators of JSC Energoservis of South and applying them for the remuneration of General Director of JSC Energoservis of South based on the results of 2024.

Item No. 7:

Approval of budgets of Committees of the Board of Directors of PJSC Rosseti South for the second half of 2025.

Resolution:

1. Approve the budget of the Audit Committee of the Board of Directors of PJSC Rosseti South for the second half of 2025, as per Appendix 5.
2. Approve the budget of the Personnel and Remuneration Committee of the Board of Directors of PJSC Rosseti South for the second half of 2025, as per Appendix 6.
3. Approve the budget of the Reliability Committee of the Board of Directors of PJSC Rosseti South for the second half of 2025, as per Appendix 7.
4. Approve the budget of the Strategy Committee of the Board of Directors of PJSC Rosseti South for the second half of 2025, as per Appendix 8.
5. Approve the budget of the Committee on Process Connection to Electric Grids of the Board of Directors of PJSC Rosseti South for the second half of 2025, as per Appendix 9.

Voting results:

D. V. Krainskiy	-	"FOR"	O. Yu. Klinkov	-	"FOR"
M. A. Dokuchayeva	-	"FOR"	K. Yu. Kravchenko	-	"FOR"
A. G. Aleshin	-	"FOR"	Ye. V. Nikitchanova	-	"FOR"
A. I. Kazakov	-	"FOR"	M. G. Tikhonova	-	"FOR"
A. A. Rybin	-	"FOR"	B. B. Ebzeyev	-	"FOR"
V. V. Zarkhin	-	"FOR"			

The resolution is adopted.

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

Corporate Secretary **L. N. Kuznetsova**