Appendix No. 1
to the decision of the Board of Directors
ROSSETI South, PJSC 08.05.2024
(protocol dated 08.05.2024 No. 571/2024)

REGULATION
ON THE HR AND REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS
ROSSETI SOUTH, PJSC

Rostov-on-Don
2024

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1. GENERAL PROVISIONS

1.1. The Regulation on the HR and remuneration Committee of the Board of Directors of ROSSETI South, PJSC is an internal document of ROSSETI South, PJSC (hereinafter referred to as the Regulation, the Committee, the Company), regulating the activities of the Committee and defining its competence, the procedure for formation, the rights and obligations of the Committee members, the procedure holding meetings of the Committee, as well as regulating other issues of the Committee's activities.

1.2. This Regulation has been developed in accordance with the legislation of the Russian Federation, the Charter of the Company and the Regulation on the Board of Directors of the Company, taking into account the provisions of the Corporate Governance Code, approved by the Board of Directors of the Bank of Russia on March 21, 2014 and recommended for use by letter of the Bank of Russia dated April 10, 2014 No. 06-52/2463 «On the Corporate Governance Code» for joint-stock companies whose securities are admitted to organized trading.

1.3. The Committee is created by decision of the Board of Directors of the Company and is a consultative and advisory body that ensures the effective performance by the Board of Directors of the Company of its functions for the general management of the Company's activities.

1.4. The Committee is not a management or control body of the Company and does not have the right to act on behalf of the Company or the Board of Directors of the Company. In their activities, the Committee is accountable to the Company's Board of Directors.

1.5. The decisions of the Committee are advisory in nature for the Board of Directors of the Company.

1.6. In its activities, the Committee is guided by federal laws, other regulatory legal acts of the Russian Federation, the Charter of the Company, the Regulation on the Board of Directors of the Company, and decisions of the Board of Directors of the Company.

2. PURPOSE AND OBJECTIVES OF THE COMMITTEE

2.1. The purpose of creating the Committee is to ensure the effective work of the Board of Directors of the Company in resolving issues within its competence in accordance with the Federal Law «On Joint Stock Companies» and the Charter of the Company.

2.2. The objectives of the Committee are to develop and submit recommendations to the Board of Directors of the Company in terms of:

- developing recommendations on the amount of remuneration for members of the Board of Directors of the Company;
- determining the method for electing candidates for members of the Board of Directors, members of the collegial executive body and for the position of the sole executive body of the body, as well as preliminary assessments of these candidates;
- developing proposals to determine the essential terms of contracts with members of the Board of Directors, members of the collegial executive body and the person performing the functions of the sole executive body of the Company;
- developing principles and criteria for determining the amount of remuneration for members of the Board of Directors, members of the collegial executive body and the person performing the functions of the sole executive body of the Company, including the management organization or manager;
- regular assessment of the activities of the person performing the functions of the sole executive body (management organization, manager) and members of the collegial executive body of the Company and preparation of proposals for the Board of Directors of the Company on the possibility of their reappointment;
- other issues of your activities.

3. COMPETENCE OF THE COMMITTEE

3.1. Within the framework of the implementation of tasks in accordance with paragraph 2.2 of this Regulation, the competence of the Committee includes consideration of the following issues:

1) development of principles, criteria and recommendations in the field of remuneration and material incentives:

- members of the Board of Directors of the Company and the Chairman of the Board of Directors of the Company;
- members of the Management Board of the Company, General Director of the Company, management organization or manager, senior managers of the Company;
- members and Chairman of the Audit Commission of the Company;
- Corporate Secretary of the Company;

2) preparation of recommendations to the Board of Directors of the Company on approval (adjustment) of internal documents regulating issues in the field of remuneration and material incentives;

3) development of criteria for selecting candidates for members of the Board of Directors of the Company, members of the Management Board of the Company, for the position of General Director of the Company, Corporate Secretary of the Company, as well as preliminary assessment of these candidates and preparation of relevant recommendations for the Board of Directors of the Company;

4) development of proposals to determine the essential terms of contracts (including regarding the term of office and the amount of remuneration and compensation paid) concluded with members of the Board of Directors of the Company, members of the Management Board, the General Director of the Company, the managing organization or manager, the Corporate Secretary of the Company, changing these contracts;

5) regular assessment of the activities of the General Director of the Company, the management organization (manager), members of the Management Board of the Company and preparation of appropriate recommendations to the Board of Directors of the Company;

6) preparation of recommendations to the Board of Directors of the Company on submitting for decision to the General Meeting of Shareholders of the Company the issue of transferring the powers of the sole executive body of the Company to the management organization (manager) and early termination of the powers of the management organization (manager);

7) preparation of recommendations to the Board of Directors of the Company on the issue of suspension of powers of the management organization (manager);

8) preparation for the Board of Directors of the Company of relevant recommendations on the quantitative composition of the Management Board of the Company, election and termination of powers of members of the Management Board of the Company;

9) preparation of recommendations for the Board of Directors of the Company to make a decision on the appointment of an acting General Director of the Company, as well as bringing him to disciplinary liability;

10) preparation for the Board of Directors of the Company of relevant recommendations on bringing the General Director of the Company and members of the Management Board of the Company to disciplinary liability and encouraging them in accordance with the labor legislation of the Russian Federation;

11) preliminary consideration of the organizational structure of the executive apparatus of the Company;

12) preliminary consideration of the organizational structure of the management staff of the Company's branch;

13) preliminary approval of candidates for certain positions of the executive apparatus of the Company, determined by the Board of Directors of the Company;

14) reviewing the performance results of employees holding positions for which approval of candidates is within the competence of the Company’s Board of Directors and preparing

appropriate recommendations to the Company’s General Director;

15) preparation for the Board of Directors of the Company of relevant recommendations on the nomination of the General Director of the Company for state awards;

16) assessment of the state of the Company's personnel reserves;

17) preliminary consideration of proposals for the reorganization of the Company's management system (change in the number of management levels, creation/liquidation/regrouping/consolidation of production departments, electrical network districts);

18) preparation for the Board of Directors of the Company of relevant recommendations for the preliminary approval of the Company’s collective agreement, agreements concluded by the Company as part of the regulation of social and labor relations, as well as documents on non-state pension provision for the Company’s employees;

19) preparation of an annual report on the work of the Committee;

20) preparation of recommendations to the Board of Directors of the Company on the issue of approving the combination by the Chairman or a member of the Management Board of the Company of positions in the management bodies of other organizations, as well as other paid positions in other organizations;

21) development of conditions for early termination of employment contracts with members of the Management Board and other employees holding positions for which approval of candidates is within the competence of the Company’s Board of Directors, including all material obligations of the Company and the conditions for their provision;

22) other issues related to the above, as well as issues considered on behalf of the Board of Directors of the Company.

3.2. By decision of the Board of Directors of the Company, other issues within its competence may be submitted for consideration by the Committee.

4. RIGHTS AND RESPONSIBILITIES OF THE COMMITTEE AND ITS MEMBERS

4.1. To implement its assigned functions, the Committee is vested with the following rights:

1) request and receive information and documents necessary for carrying out its activities from the General Director of the Company and also has the right, through the Chairman of the Board of Directors of the Company or the General Director of the Company, to request information from third-party organizations;

2) receive professional services from third-party organizations, or engage (including on a contractual basis) third parties as experts (consultants) with special knowledge on issues within the competence of the Committee, within the Committee’s budget. Agreements with persons engaged by the Committee to provide consulting services are concluded on the basis of a corresponding decision of the Committee by an authorized officer of the Company upon the recommendation of the Chairman of the Committee, or by the Chairman of the Committee under a power of attorney issued by the General Director of the Company;

3) invite employees, management of the Company, members of other Committees of the Board of Directors of the Company, as well as other persons to participate in Committee meetings held in the form of joint presence;

4) if necessary, develop and submit for approval by the Board of Directors of the Company draft amendments and additions to this Regulation.

4.2. The Committee has other rights provided for by this Regulation.

4.3. The Committee is obliged to:

1) perform the functions and tasks assigned to the Committee in accordance with the requirements of the legislation of the Russian Federation, the Charter of the Company, this Regulation, other internal documents of the Company and decisions of the Board of Directors of the Company;

2) exercise your rights and fulfill your obligations in relation to the Company in good faith and reasonably in the interests of the Company;

3) provide the Board of Directors of the Company with cost-effective and legally sound recommendations on issues within the competence of the Committee;

4) promptly inform the Board of Directors of the Company about the risks associated with the activities of the Company, within the competence of the Committee;

5) comply with confidentiality requirements, not disclose information about the Company that constitutes a commercial and/or official secret;

6) report on their work to the Board of Directors of the Company at least once a year.

4.4. Members of the Committee, within the competence of the Committee, have the right to:

1) make written proposals for the formation of the Committee's Work Plan;

2) include issues on the agenda of Committee meetings in the manner established by the Regulation;

3) demand in writing the convening of a meeting of the Committee;

4) express your opinion in writing, including disagreement with the decisions of the Committee, bring it to the attention of the Chairman of the Committee and record it in the minutes of the Committee meeting;

5) exercise other rights provided for by these Regulations.

4.5. Members of the Committee are obliged to:

1) when performing his duties, act in the interests of the Company, exercise his rights and fulfill his duties in relation to the Company in good faith and reasonably;

2) get acquainted with the materials for the Committee meeting and develop your own position on each issue on the meeting agenda;

3) take an active part in Committee meetings;

4) if they have a conflict of interest on the agenda item being discussed, inform other members of the Committee about this;

5) not to use or transfer to other persons information, including confidential information, about the activities of the Company that has become known to members of the Committee, which, if leaked to third parties, may significantly affect the Company and its business reputation;

6) in the process of fulfilling their duties, comply with the requirements established by the current legislation of the Russian Federation, the Charter of the Company, these Regulations and other internal documents of the Company;

7) refrain from actions that may:

– lead to a conflict between the interests of the Committee members and the interests of Company;

– influence the reputation of a Committee member in such a way that doubts may arise about the conscientious performance of his duties as a Committee member and the ability to act in the interests of the Company.

5. COMPOSITION AND PROCEDURE FOR FORMING THE COMMITTEE, RIGHTS AND RESPONSIBILITIES OF COMMITTEE MEMBERS

5.1. The quantitative composition of the Committee is determined by the decision of the Board of Directors of the Company in the amount of at least 3 (Three) people.

5.2. The members of the Committee are elected by the Board of Directors of the Company from among candidates nominated by members of the Board of Directors of the Company, by a majority vote of the members of the Board of Directors of the Company participating in the meeting.

5.3. Only individuals can be members of the Committee. A member of the Committee may not be a member of the Board of Directors of the Company.

5.4. Proposals from members of the Board of Directors of the Company regarding candidates for election to the Committee must be submitted to the Chairman of the Board of

Directors of the Company in writing no later than the deadline established by the decision of the Board of Directors of the Company.

5.5. The proposal to nominate a candidate (s) must be accompanied by a written consent of the candidate for nomination and election to the Committee.

5.6. A proposal to nominate a candidate (candidates) to the Committee must contain the following information about the candidate:

- last name, first name, patronymic (if any) of the candidate;
- information about the candidate’s education;
- information about the candidate’s work activity for 5 (Five) years preceding the date of submission of the proposal.
- information about the candidate’s place of work and position as of the date the proposal was sent.

A proposal to nominate a candidate (candidates) to the Committee must be signed by the member of the Board of Directors of the Company who submitted the said proposal.

5.7. When electing members of the Committee, their education, professional training, work experience in the field of activity of the Committee and other special knowledge necessary for the members of the Committee to exercise their powers should be taken into account.

5.8. Members of the Committee are elected in accordance with these Regulations for the period until the election of a new Committee.

5.9. Members of the Committee can be elected an unlimited number of times.

5.10. The powers of any member of the Committee or all members of the Committee may be terminated early by a decision of the Board of Directors of the Company. The decision to terminate the powers of all or individual members of the Committee is made by the Board of Directors of the Company by a majority vote of the members of the Board of Directors of the Company participating in the meeting.

5.11. The Chairman of the Committee, as well as members of the Committee, may resign their powers early.

5.12. The powers of a member of the Committee and/or the Chairman of the Committee are considered terminated and his vote is not taken into account when determining the quorum and summing up the voting results of the Committee from the date of adoption by the Board of Directors of the Company of the corresponding decision in accordance with clause 5.10 of these Regulations.

The Chairman of the Board of Directors, no later than the date of the expected termination of the powers of the Chairman of the Committee or a member of the Committee, must ensure that the Board of Directors considers the issue of terminating the powers of a Committee member and electing a Committee member instead of the one who resigned.

5.13. If the number of members of the Committee becomes less than the quorum for holding Committee meetings determined by these Regulations, the Chairman of the Board of Directors of the Company is obliged to convene an extraordinary meeting of the Board of Directors of the Company to elect members of the Committee or include the issue of electing members of the Committee on the agenda of the next scheduled meeting of the Board of Directors of the Company.

6. CHAIRMAN OF THE COMMITTEE

6.1. Management of the Committee and organization of its activities is carried out by the Chairman of the Committee.

6.2. The Chairman of the Committee is elected by the Board of Directors of the Company from among the elected members of the Committee by a majority vote of the members of the Board of Directors of the Company participating in the meeting of the Board of Directors of the Company.

6.3. The Board of Directors of the Company has the right at any time to re-elect the Chairman of the Committee by a majority vote of the Board of Directors of the Company participating in a meeting of the Board of Directors of the Company.

6.4. In the absence of the Chairman of the Committee, his duties are performed by the Deputy Chairman of the Committee. The Deputy Chairman of the Committee is elected by the members of the Committee from among them by a majority vote of the members of the Committee participating in the meeting of the Committee.

6.5. The Chairman of the Committee:

1) convenes meetings of the Committee and presides over them;

2) determines the form of holding and approves the agenda of Committee meetings;

3) determines the list of persons invited to participate in the in-person meeting of the Committee. An invitation to an in-person meeting of the Committee (consideration of certain issues on the agenda of the meeting) of officials and/or employees of the Company is carried out by sending an appropriate invitation addressed to the General Director of the Company. The General Director of the Company is obliged to ensure the participation of officials and/or employees of the Company invited to the Committee meeting (consideration of certain issues on the agenda of the meeting) or other persons who have the powers, information and qualifications necessary for effective participation in the Committee meeting (consideration of issues on the agenda of the meeting, providing information, participating in discussions, making decisions, etc.);

4) organizes the keeping of minutes of the Committee meetings and signs the minutes of the Committee meetings;

5) represents the Committee in interaction with the Board of Directors of the Company, other Committees of the Board of Directors, executive bodies of the Company, the Auditing organization of the Company, the Audit Commission of the Company and other bodies and persons;

6) carries out official correspondence of the Committee, signs requests, letters and documents on behalf of the Committee;

7) develops the Committee’s Work Plan and submits the said Plan for approval to the Committee, monitors the implementation of decisions and the Committee’s Work Plan;

8) ensures, in the course of the Committee’s activities, compliance with the requirements of the legislation of the Russian Federation, the Charter of the Company, these Regulations, and other internal documents of the Company;

9) performs other functions provided for by current legislation, the Charter of the Company, these Regulations and other internal documents of the Company.

7. SECRETARY OF THE COMMITTEE

7.1. Technical (information, documentary, protocol, secretarial) support for the current activities of the Committee, both in connection with the preparation and holding of meetings, and in the period between meetings of the Committee, is carried out by the Secretary of the Committee.

7.2. The functions of the Secretary of the Committee are performed by the Corporate Secretary of the Company, unless otherwise provided by the decision of the Committee (hereinafter also referred to as the Secretary of the Committee). If the Committee makes a decision to elect another person as Secretary of the Committee, the Secretary of the Committee is elected by a majority vote of the Committee members participating in the meeting. If a candidate for a position is an employee of the Company, his candidacy is approved by the General Director of the Company. By decision of the Committee, the powers of the Committee Secretary may be terminated early.

7.3. The Secretary of the Committee is accountable to the Chairman of the Committee and is not a member of the Committee.

7.4. The Secretary of the Committee performs the following functions:

1) ensures the preparation and conduct of meetings of the Committee;

2) collects and systematizes materials for meetings;

3) ensures timely sending to members of the Committee and persons invited to participate in meetings of the Committee, notifications of Committee meetings, materials on agenda items and questionnaires;

4) provides organizational and technical support for voting at a meeting of the Committee;

5) ensures interaction of the Committee with the Board of Directors of the Company, other Committees of the Board of Directors of the Company, executive bodies of the Company, the Audit organization of the Company, the Audit Commission of the Company and other bodies and persons;

6) maintains minutes of Committee meetings, organizes the preparation of draft decisions of the Committee, ensures the preparation of minutes of Committee meetings, signs minutes of Committee meetings, signs and certifies extracts from minutes of Committee meetings;

7) keeps records of correspondence addressed to the Committee and/or members of the Committee (including requests, demands, petitions), ensures that members of the Committee receive the necessary information;

8) distributes documents approved by the Committee;

9) ensures the storage of minutes of Committee meetings and other documents and materials related to the activities of the Committee in accordance with the documentation storage procedures adopted by the Company;

10) carries out instructions from the Chairman of the Committee within the powers of the Chairman of the Committee;

11) performs other functions in accordance with these Regulations.

7.5. The Secretary of Global Development is paid remuneration and reimbursed for expenses associated with the performance of their duties.

Remuneration and expenses associated with the performance of his duties are provided for in the Company's budget.

7.6. An agreement may be concluded with the Secretary of the Committee to perform the functions of the Secretary of the Committee.

The agreement with the Committee Secretary on behalf of the Company is signed by the General Director of the Company or a person authorized by the Board of Directors of the Company to determine the terms of the agreement with the Committee Secretary.

The terms of the agreement with the Secretary of the Committee, including the amount of remuneration, are determined by the Board of Directors of the Company or a person authorized by the Board of Directors of the Company

8. COMMITTEE WORK PLAN. COMMITTEE MEETINGS

8.1. Meetings of the Committee are convened by the Chairman of the Committee in accordance with the Committee’s Work Plan approved at the Committee meeting (scheduled meetings), as well as in other cases provided for by these Regulations (extraordinary meetings).

8.2. Meetings of the Committee may be held in the form of joint presence of Committee members (in-person meeting) or in the form of absentee voting (absentee meeting).

8.3. The Committee's work plan is formed by the Chairman of the Committee taking into account the approved Work Plan of the Board of Directors of the Company, proposals of the Chairman of the Board of Directors of the Company sent to the Committee through the Secretary of the Committee, as well as members of the Committee and decisions of the Board of Directors of the Company.

8.4. The Committee's work plan is approved by a decision of the Committee. The work plan of the Committee is approved at a meeting of the Committee, which must be held no later than 30 (Thirty) days after the date of the meeting of the Board of Directors of the Company at which the work plan of the Board of Directors of the Company was approved.

8.5. When convening a meeting of the Committee, the Chairman of the Committee determines the date, time, place and form of the meeting, the agenda, as well as the list of persons invited to participate in the in-person meeting of the Committee.

8.6. The agenda of the scheduled meeting of the Committee is formed by the Chairman of the Committee in accordance with the approved Work Plan of the Committee, decisions of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors.

8.7. Members of the Committee have the right to make proposals on the formation of the agenda for a scheduled meeting of the Committee.

8.8. The Chairman of the Committee has the right to include proposals received on the agenda of a scheduled meeting or convene an extraordinary meeting of the Committee.

8.9. Extraordinary meetings of the Committee are held:

– in accordance with the notification received from the Corporate Secretary of the Company about the meeting of the Board of Directors of the Company, the agenda of which includes the issue (issues) referred to by these Regulations within the competence of the Committee;

– on the own initiative of the Chairman of the Committee;

– by decision of the Board of Directors of the Company or by decision of the Committee;

– at the request of the Chairman of the Board of Directors of the Company, a member of the Committee, the Audit Commission and the Audit organization of the Company;

– on the basis of a notice of convening a meeting of the Board of Directors of the Company, the agenda of which includes an issue within the competence of the Committee by these Regulations.

8.10. The request to convene an extraordinary meeting of the Committee is sent to the Chairman of the Committee in writing no later than 7 (Seven) working days before the date of the meeting and must contain the wording of the issue, justification for the need to consider the issue at the Committee meeting, and a draft decision of the Committee. The request must also be accompanied by accompanying materials and information on this issue.

The request to convene a meeting of the Committee must be signed by the person who sent the specified request (the request of the Audit Commission of the Company to convene a meeting of the Committee is signed by the Chairman of the Audit Commission of the Company, the request of the Audit organization of the Company is signed by an authorized person of the Audit organization of the Company). At the same time, a copy of the request to convene a meeting of the Committee with all attachments must be sent to the Secretary of the Committee.

8.11. Within 1 (One) working day from the date of presentation of the request to convene an extraordinary meeting, the Chairman of the Committee makes a decision on holding an extraordinary meeting of the Committee, including determining the date, time and place of the Committee meeting (date and time of the deadline for accepting questionnaires for absentee voting), or makes a decision to refuse to convene an extraordinary meeting of the Committee. A reasoned decision to refuse to convene an extraordinary meeting of the Committee is sent to the person or body of the Company requesting the convening of such a meeting no later than the day following the day the Committee Chairman made a decision to refuse to convene the meeting.

8.12. The decision of the Committee Chairman to refuse to convene an extraordinary meeting of the Committee may be made in the following cases:

1) the issue(s) proposed for inclusion on the agenda of the Committee meeting are not within the competence of the Committee by these Regulations;

2) the agenda item contained in the request to convene an extraordinary meeting of the Committee is already included in the agenda of the next meeting convened in accordance with the decision of the Chairman of the Committee adopted before receiving the above request;

3) the form, procedure and deadlines for submitting a request to convene a meeting established by paragraph 8.10 of these Regulations have not been observed.

8.13. The Chairman of the Committee has the right to include the issues contained in the request to convene an extraordinary meeting of the Committee on the agenda of the next scheduled meeting of the Committee.

8.14. By decision of the Chairman of the Committee, the agenda of a scheduled or extraordinary meeting of the Committee may include issues proposed by members of the Committee.

8.15. The notice of a meeting of the Committee must contain the agenda of the meeting, the form of the meeting, the date, place and time of the meeting (the closing date and time for accepting questionnaires for absentee voting).

8.16. The notice of the meeting is prepared by the Secretary of the Committee and signed by the Chairman of the Committee or the Deputy Chairman of the Committee (in cases provided for by these Regulations).

8.17. Notification of the meeting must be sent to members of the Committee and persons invited to participate in the in-person meeting of the Committee no later than 5 (Five) working days before the date of the Committee meeting (the closing date for accepting questionnaires for absentee voting).

Materials and information on the agenda items are sent to members of the Committee and persons invited to participate in the in-person meeting of the Committee no later than 3 (Three) working days before the date of the meeting (the closing date for receiving questionnaires for an absentee meeting). In the cases established by clause 8.21 of these Regulations, decisions (recommendations) of the Management Board of the Company are also sent to persons participating in the meeting within the above period. Materials on the agenda of the Committee meeting must necessarily include draft decisions on these issues.

Persons invited to participate in an in-person meeting of the Committee are sent materials on those issues on the agenda of the Committee meeting in the discussion of which their participation is expected.

8.18. Notification of a Committee meeting and materials (information) on agenda items may be provided (sent) to members of the Committee and persons invited to participate in a Committee meeting held in the form of joint presence, in person and (or) by e-mail, as well as through a specialized automated information system.

8.19. In cases where the issues submitted to an extraordinary meeting of the Committee are of an urgent nature, the terms provided for in these Regulations for convening an extraordinary meeting and sending notifications and materials on the agenda of such a meeting may be reduced by decision of the Chairman of the Committee.

At a Committee meeting held in the form of joint presence, with the consent of all members of the Committee present, issues not included in the agenda of the Committee meeting may be considered.

8.20 Upon receipt from the Corporate Secretary of the Company of a notification about a meeting of the Board of Directors of the Company, the agenda of which contains issues referred by these Regulations to the competence of the Committee, the Chairman of the Committee must take all measures to ensure the timely holding of meetings of the Committee to develop recommendations (decisions) on the specified issues on the agenda the day of the meeting of the Board of Directors of the Company and their referral to the Board of Directors in accordance with the approved Regulations on the Board of Directors of the Company.

8.21. Upon receipt from the Corporate Secretary of the Company of a notification about a meeting of the Board of Directors of the Company, the agenda of which contains issues referred by these Regulations to the competence of the Committee and subject, in accordance with the Regulations on the Management Board of the Company, to preliminary consideration by the Management Board of the Company, a meeting of the Committee on such issues should be held after their preliminary consideration at a meeting of the Management Board of the Company. In this case, the relevant decisions (recommendations) of the Management Board must be presented to the members of the Committee at the Committee meeting.

9. PROCEDURE FOR CONDUCTING COMMITTEE MEETINGS IN THE FORM OF JOINT PRESENCE

9.1. Committee meetings may be held using a specialized automated information system designed for holding meetings of the Company Committee, including sending out notifications, materials (information) on agenda items, voting by members of the Company Committee and summing up results.

9.2. By decision of the Chairman of the Company Committee, members of the Committee who are absent from the location of the Committee meeting may be given the opportunity to participate in the discussion of agenda items and voting remotely - through conference and video conferencing. Participation in the meeting through the specified methods of communication is equivalent to personal presence at the meeting.

9.3. An in-person meeting of the Committee is opened by the Chairperson of the meeting - the Chairman of the Committee, and in his absence - by the Deputy Chairman of the Committee.

9.4. Members of the Committee, as well as persons invited to the meeting according to the list approved by the Chairman of the Committee, take part in the in-person meeting of the Committee.

9.5. The Secretary of the Committee determines the presence of a quorum for holding a meeting of the Committee.

The chairperson at an in-person meeting informs those present about the presence of a quorum for the Committee meeting and announces the agenda of the meeting.

9.6. An in-person meeting of the Committee is valid (has a quorum) if at least half of the elected members of the Committee took part in it.

9.7. If there is no quorum, the Committee meeting is declared invalid. In this case, the Chairman of the meeting makes one of the following decisions:

1) through consultations with persons present at the meeting, determines the time of postponing the start of the meeting;

2) determines the date of the next meeting with the same agenda;

3) includes issues that should be considered at the canceled Committee meeting on the agenda of the next scheduled Committee meeting.

9.8. Decisions at a Committee meeting are made by a majority vote of the total number of Committee members who took part in the meeting.

9.9. When resolving issues at a Committee meeting, each Committee member has one vote. In case of equality of votes, the vote of the Committee Chairman is decisive.

9.10. The transfer of a vote by one member of the Committee to another member of the Committee or to another person is not permitted.

9.11. When determining the results of voting on issues included in the agenda of an in-person meeting of the Committee, the written opinions of Committee members who are absent at the meeting, drawn up and received in the manner prescribed by these Regulations, are taken into account.

9.12. Written opinions of Committee members absent from an in-person meeting of the Committee must be submitted exclusively by filling out a questionnaire for voting on agenda items.

9.13. On the day of the in-person meeting of the Committee, the Secretary of the Committee, based on the results of discussion of the agenda items and voting of the Committee members present at the meeting, draws up a questionnaire in accordance with the appendix to these Regulations, signed by the Chairman of the Committee, and sends it in the original, by e-mail or using a specialized automated information system to members of the Committee who were absent at the meeting.

9.14. When a member of the Committee fills out a questionnaire for each issue put to a vote, only one of the possible voting options (“for”, “against”, “abstained”) must be left uncrossed out.

The completed questionnaire must be signed by a member of the Committee indicating his last name and initials.

9.15. The completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than the next day after the Committee meeting in the original, by e-mail or using a specialized automated information system, followed by sending the original questionnaire to the address indicated in the questionnaire.

9.16. A questionnaire filled out in violation of the requirements specified in clause 9.14 of these Regulations is not taken into account when counting votes regarding the relevant issue.

An unsigned questionnaire, as well as a questionnaire submitted in violation of the deadlines specified in subclause 9.15 of these Regulations, is considered invalid and is not taken into account when counting votes and determining the voting results.

9.18. The results of voting on the agenda items of the in-person meeting of the Committee are determined (summed up) based on the voting results of the Committee members present at the in-person meeting and the questionnaires completed and signed by the Committee members, received by the Committee Secretary within the prescribed period. The voting results are determined after the deadline for receiving questionnaires.

10. DECISION MAKING BY THE COMMITTEE IN THE FORM OF ABSENTEE VOTING

10.1. The decision to hold a meeting of the Committee in the form of absentee voting is made by the Chairman of the Committee.

10.2. The questionnaire for absentee voting, in accordance with the appendix to these Regulations, is sent to the members of the Committee no later than 3 (Three) calendar days before the deadline for receiving questionnaires specified in the notice of absentee voting.

10.3. When filling out a questionnaire for absentee voting by a Committee member, for each issue put to a vote, only one of the possible voting options (“for”, “against”, “abstained”) must be left uncrossed out.

The completed questionnaire must be signed by a member of the Committee indicating his last name and initials.

The completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than the closing date and time for receiving the questionnaires specified in the questionnaire, in the original, by e-mail or using a specialized automated information system, followed by sending the original questionnaire to the address specified in questionnaire.

10.4. A questionnaire filled out in violation of the requirements specified in clause 10.3 of these Regulations is not taken into account when counting votes regarding the relevant issue.

An unsigned questionnaire, as well as a questionnaire submitted in violation of the deadlines specified in clause 10.3 of these Regulations, is considered invalid, does not participate in determining the quorum required to make a decision by absentee voting, and is not taken into account when counting votes and determining the voting results.

10.5. An absentee meeting of the Committee is considered valid (has a quorum) if at least half of the elected members of the Committee took part in it.

10.6. Members of the Committee whose questionnaires were received by the Secretary of the Committee no later than the closing date and time for receiving questionnaires are considered to have taken part in the meeting in absentia.

10.7. Decisions at Committee meetings are made by a simple majority of votes of elected Committee members participating in the meeting.

10.8. When resolving issues at a meeting, each member of the Committee has one vote. In case of equality of votes, the vote of the Committee Chairman is decisive.

The transfer of a vote by one member of the Committee to another member of the Committee or to another person is not permitted.

11. MINUTES OF THE COMMITTEE MEETING

11.1. No later than 3 (three) working days after the meeting, the Technical Secretary draws up minutes of the meeting.

11.2. The minutes of the Committee meeting are signed by the Chairman of the meeting and the Secretary of the Committee. The minutes are drawn up in 2 (Two) original copies, one of which is sent by the Committee Secretary to the Company's Board of Directors within 1 (One) business day after signing, with the materials and recommendations prepared for it attached, and the other remains in the Committee's archive. All members of the Committee are sent copies of the protocol, prepared materials and recommendations.

11.3. The Chairman and Secretary of the Committee are responsible for the correctness of the Protocol. The Secretary of the Committee is responsible for storing the minutes, questionnaires, materials and recommendations of the Committee.

11.4. The minutes of the Committee meeting indicate:

– the form of the meeting
– date, place and time of the meeting (end date and time for receiving questionnaires);
– a list of Committee members who took part in the consideration of the agenda items, indicating the form of voting (in person or by sending a questionnaire), as well as a list of other persons present at the meeting in person;
– agenda;
– proposals of Committee members on agenda items;
– issues put to vote, voting results on them, indicating the nature of voting of each member of the Committee;
– decisions made.

11.5. At the request of a Committee member, a brief statement of his opinion on the issues on the agenda of the Committee meeting may be attached to the Minutes of the Committee meeting. This opinion is being prepared by the American Secretary Committee.

12. CONFIDENTIALITY

12.1. During the period of performance of duties as members of the Committee, as well as within 1 (One) year after the end of the term of office in the Committee, persons who are (were) members of the Committee, the Secretary of the Committee and third parties involved in work in the Committee are required to comply with confidentiality requirements regarding the information received information (received) by them in connection with their activities in the Committee that is not publicly available. The concept of information that is not publicly available in relation to the activities of the Company, and its composition is established by a decision of the authorized management body of the Company.

13. ENSURING THE COMMITTEE'S ACTIVITIES

13.1 To ensure the work of the Committee when forming the expenditure part of the general budget of the Company, a separate expense item is provided. The Committee's expenses in particular include remuneration and compensation for the Chairman, members of the Committee and the Secretary of the Committee, expenses for attracting experts, expenses for maintaining administrative staff and other expenses.

13.2. By decision of the Board of Directors of the Company, members of the Committee and the Secretary of the Committee may be paid remuneration and compensated for expenses associated with the performance of their duties. The amount of such remuneration and compensation, the procedure and terms for their payment are established by the Regulations on payment or a separate decision of the Board of Directors of the Company.

13.3. A proposal on the size of the Committee's budget (with the disclosure of line-item information) is formed at a meeting of the Committee and sent for approval by the Board of Directors of the Company.

13.4. In order to hold meetings of the Committee, the General Director of the Company, at the request of the Chairman of the Committee, is obliged to provide the Committee with premises, ensure unhindered access to it for persons listed in the specified petition, as well as take other measures to conduct the meeting of the Committee.

14. STORAGE OF COMPANY DOCUMENTS

14.1. Committee documents (minutes of Committee meetings with attachments, information materials for Committee meetings, questionnaires, notices of meetings, as well as other materials and documents) are subject to storage in the manner adopted by the Company (at the location of the Company) together with documents of the Board of Directors of the Company.

14.2. Systematization and archiving of documents and materials of the Committee, taking into account the requirements for documents classified as “confidential”, “trade secret”, is carried out by the Secretary of the Committee. The Secretary of the Committee compiles (maintains) an inventory of all documents and materials on paper and electronic media.

15. FINAL PROVISIONS

15.1. The Board of Directors of the Company has the right at any time to request from the Committee a report on the current activities of the Committee. The timing of the preparation and submission of such a report is determined by a decision of the Company’s Board of Directors.

15.2. The Chairman of the Committee has the right to provide the Board of Directors of the Company with separate reports on issues within the competence of the Committee.

15.3. Information about the work of the Committee is subject to inclusion in the Annual Report of the Company.

15.4. These Regulations, as well as all additions and changes to it, are approved by the Board of Directors of the Company.

15.5. Issues not regulated by these Regulations are regulated by regulatory legal acts of the Russian Federation, the Charter of the Company, the Regulations on the Board of Directors of the Company and other internal documents of the Company, decisions of the Board of Directors of the Company.

15.6. If, as a result of amendments to the regulatory legal acts of the Russian Federation, certain norms of these Regulations come into conflict with them, these norms are declared invalid, and until changes are made to these Regulations, members of the Committee are guided by the regulatory legal acts of the Russian Federation.

Appendix

HR AND REMUNERATION COMMITTEE
of the Board of Directors of ROSSETI South, PJSC

QUESTIONNAIRE
for voting on issues on the meeting agenda
of HR and Remuneration Committee
Board of Directors of ROSSETI South, PJSC ___. ___. 20__

QUESTION No. ___: ____
RESOLUTION:

____

FOR	AGAINST	ABSTAINED

(Leave your answer uncrossed)

QUESTION No. ___: ____
RESOLUTION:

____

FOR	AGAINST	ABSTAINED

(Leave your answer uncrossed)

Member of the HR and Remuneration Committee
of the Board of Directors of ROSSETI South, PJSC __________/_________________
(signature) (full name)

The completed and signed voting questionnaire is sent in scanned form to e-mail ____________ or in the original no later than _____________.
/date, time/

A questionnaire received by the Company after the expiration of the deadline for receiving the questionnaire is considered invalid and is not taken into account when counting votes and summing up voting results.

Please send the original questionnaire to the following address: ____________________ __________________________________.

Without the signature of a member of the Committee of the Board of Directors, the Questionnaire is invalid!