

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

Rostov-on-Don
No. 653/2025

Date of the meeting: December 26, 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 26, 2025.

Date of the Minutes of Meeting: December 26, 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. Granting consent to enter into a transaction in which there is an interested-party involvement.*
- 2. Granting consent to enter into a transaction in which there is an interested-party involvement.*

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

Item No. 1:

Granting consent to enter into a transaction in which there is an interested-party involvement.

Resolution:

1. Determine that the total amount of rent payable under Leasing Contract for electric grid facilities No. 407/30-2335 dated November 28, 2024 (hereinafter – the “Contract”), taking into account Additional Agreement No. 1 to the Contract concluded between PJSC Rosseti South and LLC Rosseti Capital, which constitutes an interested-party transaction, for the period from January 01, 2025 to December 31, 2026 amounts to RUB 2,539,725,030.45 (two billion five hundred thirty-nine million seven hundred twenty-five thousand thirty rubles 45 kopecks), including VAT as per the applicable law of the Russian Federation.

The annual rent payable under the Contract for 2025 amounts to RUB 1,259,367,783.70 (one billion two hundred fifty-nine million three hundred sixty-seven thousand seven hundred eighty-three rubles 70 kopecks), including VAT at the rate of 20%.

The annual rent payable under the Contract for 2026 amounts to RUB 1,280,357,246.75 (one billion two hundred eighty million three hundred fifty-seven thousand two hundred forty-six rubles 75 kopecks), including VAT at the rate of 22%.

The monthly rent payable under the Contract amounts to RUB 87,456,096.09 (eighty-seven million four hundred fifty-six thousand ninety-six rubles 09 kopecks), plus VAT as per the applicable law of the Russian Federation.

2. Approve the execution of the transaction (Additional Agreement No. 1 to the Contract between PJSC Rosseti South and LLC Rosseti Capital), which constitutes an interested-party transaction, on the material terms and conditions as per Appendix 1.

3. The person/entity having an interest in the transaction and the grounds for such interest are specified in Appendix 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	-	"ABSTRAIN"			

The resolution is adopted.

Item No. 2:

Granting consent to enter into a transaction in which there is an interested-party involvement.

Resolution:

1. Determine that the total annual rent payable under Leasing Contract for electric grid facilities concluded between PJSC Rosseti South and PJSC Rosseti (hereinafter – the "Contract"), which constitutes an interested-party transaction, amounts to RUB 248,422,099.92 (two hundred forty-eight million four hundred twenty-two thousand ninety-nine rubles 92 kopecks), plus VAT (22%) in the amount of RUB 54,652,862.04 (fifty-four million six hundred fifty-two thousand eight hundred sixty-two rubles 04 kopecks). The total annual rent payable under the Contract, including VAT, amounts to RUB 303,074,961.96 (three hundred three million seventy-four thousand nine hundred sixty-one rubles 96 kopecks).

The monthly rent payable amounts to RUB 20,701,841.66 (twenty million seven hundred one thousand eight hundred forty-one rubles 66 kopecks), plus VAT (22%) in the amount of RUB 4,554,405.17 (four million five hundred fifty-four thousand four hundred five rubles 17 kopecks). The total monthly rent payable under the Contract, including VAT, amounts to RUB 25,256,246.83 (twenty-five million two hundred fifty-six thousand two hundred forty-six rubles 83 kopecks).

2. Approve the execution of the transaction (the Leasing Contract for electric grid facilities between PJSC Rosseti South and PJSC Rosseti), which constitutes an interested-party transaction, on the material terms and conditions as per Appendix 2.

3. The persons/entities having an interest in the transaction and the grounds for such interest are specified in Appendix 2.

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.

Chairman of the Board of Directors

D. V. Krainskiy

Corporate Secretary

L. N. Kuznetsova