

**MINUTES**  
**of the Meeting of the Board of Directors, Rosseti South PJSC**

Rostov-on-Don

11.10.2022

№ 500/2022

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors who participated in the absentee voting:** D.V. Krainskiy, M.A. Dokuchaeva, V.Yu. Zarkhin, A.I. Kazakov, O.Yu. Klinkov, M.V. Korotkova, K.Yu. Kravchenko, E.V. Nikitchanova, M.G. Tikhonova, A.A. Polinov, B.B. Ebzeev.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the Minutes:** 14.10.2022.

**AGENDA**

1. *On approval of the Report on key performance indicators (KPIs) performance of the General Director of Rosseti South PJSC for 2021.*
2. *On consideration of the report on acquisition of the electric power facilities, which approval is not required by the Board of Directors, for the 2nd quarter of 2022.*

**ITEM NO.1: On approval of the report on the implementation of key performance indicators (KPIs) of the General Director of Rosseti South PJSC for 2021.**

**DECIDED TO:**

1. In order to assess the implementation of the key performance indicators (KPIs) "Reduction of unit operating costs (expenditures)", "Achievement of the level of reliability of the services provided" of the General Director of Rosseti South PJSC for 2021, due to objective reasons, take into account the adjustments of the relevant KPIs for normalization factors in accordance with Annex 1 to this Resolution of the Company's Board of Directors.

2. Approve the Report on key performance indicators (KPIs) performance of the General Director of Rosseti South PJSC (hereinafter referred to as the Report) for 2021 in accordance with Annex 2 to this Resolution of the Company's Board of Directors.

3. Wrap-up of the KPIs "Effectiveness of innovative activities" performance for 2021 shall be carried out by a separate resolution of the Board of Directors of Rosseti South PJSC based on the results of the assessment carried out by the Collegial Body of the Rosseti Group of Companies on implementation and control of implementation of the Innovative Development Program of PJSC Rosseti and subsidiaries and affiliates PJSC Rosseti for 2021 in accordance with the Methodology for calculating and assessing the implementation of the KPIs of the General Director of Rosseti South PJSC, approved by the Resolution of the Board of Directors of Rosseti South PJSC dated September 24, 2020 (Minutes dated September 25, 2020 No. 398/2020).

4. Note the failure to comply with the KPI "Total Shareholder Return", KPI "Return on Invested Capital", KPI "Level of Electricity Losses", KPI "Compliance with the Terms of Technological Connection" for 2021.

5. Note the failure to comply with the condition of not applying the coefficient (0.5) to the total premium for the year "Level of Electricity Losses in the 0.4-20 kV network" for 2021.

6. The annual bonus of the General Director of Rosseti South PJSC shall be made in accordance with the approved Report in accordance with paragraph 2 of this decision in the amount of 18% of the maximum annual bonus for the fulfillment of all KPIs. A decision on 9% of the annual remuneration shall be made based on the results of the implementation of the KPI "Innovation Efficiency" for 2021, taking into account the decision in accordance with paragraph 3 of this decision.

**Result of the vote:**

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

**The resolution was adopted.**

**ITEM NO.2: On consideration of the report on acquisition of the electric power facilities, which approval is not required by the Board of Directors, for the 2nd quarter of 2022.**

**DECIDED TO:**

Take into consideration the report on the acquisition of electric power facilities, which approval is not required by the Board of Directors, and on the compliance of the completed transactions with the Criteria for the adoption of decisions on projects for the consolidation of electric grid assets for the 2nd quarter of 2022 in accordance with Annex 3 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

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

**The resolution was adopted.**

**Chairman of the Board of Directors**

**D.V. Krainsky**

**Corporate Secretary**

**E.N. Pavlova**