

**MINUTES**  
**of the Meeting of the Executive Board of ROSSETI South PJSC**  
Rostov-on-Don

29.12.2023

No. 557/2023

**The meeting format:** absentee (by poll)

**The Executive Board members who participated in the absentee voting:** Krainski D.V., Dokuchaeva M.A., Zarkhin V.Yu., Kazakov A.I., Klinkov O.Yu., Korotkova M.V., Kravchenko K.Yu., Nikitchanova E.V., Tikhonova M.G., Paramonova N.V., Ebzeev B.B.

**Questionnaires not provided:** none.

**A quorum is present.**

**Date of the MoM:** 29.12.2023

**AGENDA**

1. *On the approval of key performance indicators and functional key performance indicators of managerial staff of ROSSETI South PSJC.*
2. *On the approval the Insider Information Protection Provision of ROSSETI South PJSC, as amended.*
3. *On the approval of internal documents on sustainable development.*
4. *On approval of the insurer of ROSSETI South PJSC.*
5. *Approval of the credit plan of ROSSETI South PJSC for Q1 of 2024.*
6. *On coordinating the stance of ROSSETI South PJSC (its representatives) on the VMES JSC Executive Board meeting agenda item concerning the approval of target values of key performance indicators and functional key performance indicators of managerial staff of VMES JSC.*

**ISSUE 1: On the approval of key performance indicators and functional key performance indicators of managerial staff of ROSSETI South PSJC.**

**RESOLUTION:**

1. Approve the list of key performance indicators (hereinafter KPIs) and functional key performance indicators (hereinafter FKPIs) of ROSSETI South JPSC, as well as their target values for 2023, 2024, and 2025 as per Appendix 1 hereto.
2. For the purpose of monitoring the progress in annual target values of KPIs and FKPIs of ROSSETI South PJSC in 2023, approve the interim target values of KPIs and FKPIs of ROSSETI South PJSC for each quarter of 2023 in terms of cumulative total as from 2023 as per Appendix 2 hereto.
3. Approve the calculation procedure for key performance indicators and functional key performance indicators of the managerial staff of ROSSETI South PJSC as per Appendix 3 hereto, expanding its applicability as from 01.01.2023
4. Establish the minimum and maximum values of KPIs and FKPIs for ROSSETI South PJSC for 2023, that shall be taken into account during discussing the amount of remuneration of managerial staff of ROSSETI South PJSC as per Appendix 4 hereto.
5. Assign Kirill Alexandrovich Iordanidi, the Deputy Director General for Economics and Finances of ROSSETI South PJSC, responsible for ensuring the efficient cooperation between ROSSETI South PJSC and Rosseti PJSC during monitoring the progress in KPIs and FKPIs, and the timely submission of full and accurate data necessary for monitoring the progress in KPIs and FKPIs.
6. Remunerate the managerial staff of ROSSETI South PJSC on the basis of reports on the progress in annual KPIs and FKPIs approved by the Executive Board of ROSSETI South PJSC, with the consideration of the applicability of KPIs and FKPIs in 2023 as from 01.01.2023.

7. Put Director General of ROSSETI South PJSC in charge of giving recommendations to Director General of VMES JSC having taken on the power transfer and the process connection, on the basis of the calculation procedure for KPIs and FKPIs of ROSSETI South PJSC managerial staff, as approved by clause 3 hereto:

7.1 elaborate their corporate calculation procedure for KPIs and FKPIs of managerial staff of VMES JSC.

7.2 submit the calculation procedure for KPIs and FKPIs of managerial staff of VMES JSC to the VMES JSC Executive Board for approval;

7.3 expand the applicability of the calculation procedure for KPIs and FKPIs of managerial staff of VMES JSC to relevant legal relations as from 01.01.2023.

8. For the purpose of ensuring key performance indicators calculation accuracy, as well as the ROSSETI South PJSC managerial staff remuneration amount reasonableness, annually ensure the correctness of calculating actual values of KPIs, FKPIs and bonus reduction parameters (including normalization factor application reasonableness given inevitable circumstances beyond the control of ROSSETI South PJSC managerial staff), involving external auditors.

9. The ROSSETI South PJSC Director General KPI calculation and analysis technique approved by the Company Executive Board decision dated 24.09.2020 (MoM 398/2020 dated 25.09.2020) as amended by the Company Executive Board decision dated 20.12.2022 (MoM No.507/2022 dated 23.12.2022) shall be deemed invalid from 01.01.2023<sup>1</sup>.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**ISSUE 2: On the approval the Insider Information Protection Provision of ROSSETI South PJSC, as amended.**

**RESOLUTION:**

1. Approve the Insider Information Protection Provision of ROSSETI South PJSC in accordance with Appendix 5 hereto.

2. The MRSK Yugra PJSC Executive Board decision dated 30.05.2019 (MoM No.323/2019 dated 03.06.2019) on the Issue 1 concerning the approval of the Insider Information Protection Provision.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**ISSUE 3: On the approval of internal documents on sustainable development.**

**RESOLUTION:**

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<sup>1</sup> For the purpose of determining the bonus amount for ROSSETI South PJSC Director General, the resultant progress in KPIs of ROSSETI South PJSC for 2022 shall be analysed in line with the ROSSETI South PJSC Director General KPI calculation and analysis technique approved by the Company Executive Board decision dated 24.09.2020 (MoM No.398/2020 dated 25.09.2020) as amended by the Company Executive Board decision dated 20.12.2022 (MoM No.507/2022 dated 23.12.2022).

Approve the Sustainable Development Policy and the Climate Change Policy of Rosseti PJSC as internal documents of ROSSETI South PJSC as per Appendices 6 and 7 hereto.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**ISSUE 4: On approval of the insurer of ROSSETI South PJSC.**

**RESOLUTION:**

Approve the following insurance organisations as the insurer of ROSSETI South PJSC:

Type of insurance	Insurance company	Period of insurance
Compulsory civil liability insurance for vehicle owners (OSAGO)	AlfaStrakhovanie JSC	from 01 March 2024. through 28 February 2025.
Insurance of civil liability for damage to life, health or property of third parties	PJSC IC Rosgosstrakh	as from signing the Contract through 11 September 2024.
Legal entity property insurance	Sberbank Insurance IC LLC	from 01 January 2024. through 31 March 2025.
Combination insurance of construction and erection risks	SOGAZ JSC	from 30 November 2023 through 30 September 2024

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTAIN"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Paramonova N.V.	-	"IN FAVOR"			

**The resolution was carried.**

**ISSUE 5: Approval of the credit plan of ROSSETI South PJSC for Q1 of 2024.**

**RESOLUTION:**

Approve the ROSSETI South PJSC Credit Plan for Q1 of 2024 in accordance with the Appendix 8 hereto.

**Voting results:**

Krainski D.V.	-	"IN FAVOR"	Klinkov O. Yu.	-	"IN FAVOR"
Dokuchaeva M.A.	-	"IN FAVOR"	Kravchenko K.Yu.	-	"IN FAVOR"
Zarkhin V.Yu.	-	"ABSTAIN"	Nikitchanova E.V.	-	"IN FAVOR"
Korotkova M.V.	-	"IN FAVOR"	Tikhonova M.G.	-	"IN FAVOR"
Kazakov A.I.	-	"IN FAVOR"	Ebzeev B.B.	-	"IN FAVOR"
Paramonova N.V.	-	"IN FAVOR"			

**ISSUE 6: On coordinating the stance of ROSSETI South PJSC (its representatives) on the VMES JSC Executive Board meeting agenda item concerning the approval of target values of key performance indicators and functional key performance indicators of managerial staff of VMES JSC.**

**RESOLUTION:**

1. As to the VMES JSC Executive Board meeting agenda item concerning the approval of target values of key performance indicators and functional key performance indicators of VMES JSC managerial staff, ROSSETI South PJSC representatives attending the meeting shall vote for the following decision:

1.1. Approve the list of key performance indicators (hereinafter KPIs) and functional key performance indicators (hereinafter FKPIs) of VMES JSC as well as their target values for 2023, 2024, and 2025 as per Appendix 1 hereto.

1.2. For the purpose of monitoring the progress in annual target values of KPIs and FKPIs of VMES JSC in 2023, approve the interim target values of KPIs and FKPIs of VMES JSC for each quarter of 2023 in terms of cumulative total as from 2023 as per Appendix 2 hereto.

1.3. Establish the minimum and the maximum values of KPIs and FKPIs at VMES JSC in 2023, that shall be taken into account during discussing remuneration for managerial staff of VMES JSC, as per Appendices 3 hereto.

1.4. Assign Alexey Alexandrovich Rybin, the Director General VMES JSC, responsible for ensuring the efficient cooperation between ROSSETI South PJSC and VMES JSC during monitoring the progress in KPIs and FKPIs, and the timely submission of full and accurate data necessary for monitoring the progress in KPIs and FKPIs.

1.5. Remunerate the managerial staff of VMES JSC on the basis of reports on the progress in annual KPIs and FKPIs approved by the Executive Board OF VMES JSC, with the consideration of the applicability of KPIs and FKPIs in 2023 as from 01.01.2023.

1.6. For the purpose of ensuring key performance indicators calculation accuracy, as well as the VMES JSC managerial staff remuneration amount reasonableness, annually ensure the correctness of calculating actual values of KPIs, FKPIs and bonus reduction parameters (including normalization factor application reasonableness given inevitable circumstances beyond the control of VMES JSC managerial staff), involving external auditors.

2. As to reviewing the VMES JSCS Executive Board meeting agenda item concerning the target values of KPIs and FKPIs of VMES JSC managerial staff, put the Sole Executive Body of ROSSETI South PJSC (the Executive Board Chairman of VMES JSC) in charge of making provisions for having the Executive Board of VMES JSC adopt the following decisions:

2.1. The technique of calculation and analysis of the progress in key performance indicators of VMES JSC Director General, as approved by the VMES JSC Executive Board decision dated 17.10.2022 (MoM No.75/2022 dated 17.10.2022) shall be deemed invalid from 01.01.2023.

2.2. Approve the calculation procedure for KPIs and FKPIs of VMES JSC managerial staff as per Appendix 4 hereto.

**Voting results:**

Krainski D.V.	- "IN FAVOR"	Klinkov O. Yu.	- "IN FAVOR"
Dokuchaeva M.A.	- "IN FAVOR"	Kravchenko K.Yu.	- "IN FAVOR"
Zarkhin V.Yu.	- "IN FAVOR"	Nikitchanova E.V.	- "IN FAVOR"
Korotkova M.V.	- "IN FAVOR"	Tikhonova M.G.	- "IN FAVOR"
Kazakov A.I.	- "IN FAVOR"	Ebzeev B.B.	- "IN FAVOR"
Paramonova N.V.	- "IN FAVOR"		

**The Executive Board Chairman**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**