

MINUTES
of the Meeting of the Board of Directors of Rosseti South PJSC
Rostov-on-Don

15.09.2023

№ 543/2023

The meeting format: absentee (by poll)**Members of the Board of Directors 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., Polinov A.A., Ebzeev B.B.**Questionnaires not provided:** none.**A quorum is present.****Date of the minutes:** 18.09.2023

AGENDA

1. *On consideration of the report on the implementation of the activities of the Program "Digital Transformation of Rosseti South PJSC 2020-2030" for the 1st half of 2023.*
2. *On amendments to the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2023.*
3. *On approval of the Action Plan for the Professional Development of Internal Auditors at Rosseti South PJSC in a new edition.*
4. *On consideration of the Internal Audit Report of Rosseti South PJSC on the assessment of the effectiveness of corporate governance in the Company based on the results of the 2022-2023 corporate year.*

ISSUE NO.1: On consideration of the report on the implementation of the activities of the Program "Digital Transformation of Rosseti South PJSC 2020-2030" for the 1st half of 2023.

RESOLUTION:

1. Take in consideration the report on the implementation of the Program "Digital Transformation of Rosseti South PJSC 2020-2030" for the 1st half of 2023 in accordance with Appendix 1 to this Resolution of the Board of Directors of the Company.
2. Take measures to implement the KPI of the implementation of the Digital Transformation Strategy (programs) and target indicators of import substitution of radio-electronic products.

Voting results:

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

The resolution was carried.

ISSUE NO.2: On amendments to the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2023.

RESOLUTION:

Approve amendments to the Work Plan of the Internal Audit Department of Rosseti South PJSC for 2023 in accordance with Appendix 2 to this Resolution of the Board of Directors of the Company.

Voting results:

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

The resolution was carried.

ISSUE NO.3: On approval of the Action Plan for the Professional Development of Internal Auditors at Rosseti South PJSC in a new edition.**RESOLUTION:**

Approve the Action Plan for the Professional Development of Internal Auditors at Rosseti South PJSC in a new edition in accordance with Appendix 3 to this Resolution of the Board of Directors of the Company.

Voting results:

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

The resolution was carried.

ISSUE NO.4: On consideration of the Internal Audit Report of Rosseti South PJSC on the assessment of the effectiveness of corporate governance in the Company based on the results of the 2022-2023 corporate year.**RESOLUTION:**

Take in consideration the Internal Audit Report of Rosseti South PJSC on the assessment of the effectiveness of corporate governance based on the results of the 2022-2023 corporate year No. 1040-07/2023/07 in accordance with Appendix 4 to this Resolution of the Board of Directors of the Company.

Voting results:

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

The resolution was carried.

Chairman of the Board of Directors

D.V. Krainski

Board Secretary

E.N. Pavlova