

**MINUTES**  
**of the Board meeting of ROSSETI South, PJSC**

Rostov-on-Don

08.06.2023

№ 526/2023

**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.**Persons who did not submit polling sheets and did not take part in the vote:** no.**A quorum is present.****Date of the minutes:**09.06.2023**AGENDA**

1. *On review of the report on the results of energy sales activities of PJSC ROSSETI South, including the report on accounts receivable for 2022.*
2. *On consideration of the report on the credit policy of Rosseti South, PJSC, for 2022.*
3. *On determining the position of PJSC Rosseti South (representatives of Rosseti South, PJSC) on the issue on the agenda of the meeting of the Board of Directors of JSC VMES for 2022.*
4. *On approval of the consolidated business plans based on the principles of RAS and consolidated on the principles of IFRS of the Rosseti South Group business plans for 2023 and forecast indicators for 2024-2027.*
5. *On the execution of instructions by the Resolution of the Board of Directors of Rosseti South PJSC on December 29, 2021 (Minutes No. 463/2021 dated December 30, 2021) on issue No. 1 "On approval of the business plan of Rosseti South PJSC" for 2022 and forecast indicators for 2023 – 2026.*
6. *On determining the amount of remuneration for the auditor ROSSETI South, PJSC*
7. *On approval of the Company's Internal Audit Policy in a new edition.*
8. *On review of the progress report on the implementation of investment projects of PJSC Rosseti South, included in the list of priority facilities, for Q1 2023.*
9. *On consideration of the reports of the committees of the Board of Directors of Rosseti South PJSC on the work done for the 2022-2023 corporate year.*

**ISSUE № 1: On review of the report on the results of energy sales activities of ROSSETI South PJSC, including the report on accounts receivable for 2022.****RESOLUTION:**

1. To take note of the report on the results of energy sales activities of PJSC Rosseti South, including receivables report for 2022 according to Appendix 1 to the resolution of the Company's Board of Directors.

2. To approve the action plan of PJSC Rosseti South to decrease overdue accounts receivable for supplied energy and settlement of disputes as of 31.12.2022, according to Appendix 2 to the Resolution of the Company's Board of Directors.

3. To take note of the report on execution of the action plan-schedule for reduction of overdue debts for supplied energy and settlement of differences as of 01.10.2022, according to Appendix 3 to the resolution of the Company's Board of Directors.

**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.  | - | "ABSTRAINED" | 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" |
| Polinov A.A.   | - | "IN FAVOR"   |                   |   |            |

**The resolution was approved.**

**ISSUE № 2: On consideration of the report on the credit policy of Rosseti South, PJSC, for 2022.**

**RESOLUTION:**

1. To take into consideration the report on the credit policy of Rosseti South PJSC for 2022 in accordance with Appendix 4 to this Resolution of the Board of Directors of the Company.

2. To mark the excess of the maximum allowable limits on financial leverage, debt coverage and debt service coverage.

**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" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE № 3: On determining the position of Rosseti South, PJSC (representatives of Rosseti South, PJSC) on the issue on the agenda of the meeting of the Board of Directors of JSC VMES for 2022.**

**RESOLUTION:**

To instruct the representatives of Rosseti South PJSC, on the issue on the agenda of the meeting of the Board of Directors of JSC VMES "On consideration of the report on the credit policy of JSC "VMES" for 2022" to vote "IN FAVOR" of adoption of the following decision:

1. Consider the report on the credit policy of JSC "VMES" for 2022 in accordance with Appendix to this Resolution of the Board of Directors of the Company.

2. To mark the excess of the maximum allowable limits on financial leverage, debt coverage and debt service coverage".

**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.   | - | "ABSTRAINED" | 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" |
| Polinov A.A.    | - | "IN FAVOR"   |                   |   |            |

**The resolution was approved.**

**ISSUE № 4: On approval of the consolidated business plans based on the principles of RAS and consolidated on the principles of IFRS of the Rosseti South Group business plans for 2023 and forecast indicators for 2024-2027.**

**RESOLUTION:**

Approve the business plan consolidated on the principles of RAS and consolidated on the principles of IFRS of the Rosseti South Group for 2023 and take into account the forecast indicators

for 2024-2027 in accordance with appendices 5-6 to this Resolution of the Board of Directors of the Company.

**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.   | - | "ABSTAINED" | 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" |
| Polinov A.A.    | - | "IN FAVOR"  |                   |   |            |

**The resolution was approved.**

**ISSUE № 5: On the execution of instructions by the Resolution of the Board of Directors of Rosseti South PJSC on December 29, 2021 (Minutes No. 463/2021 dated December 30, 2021) on issue No. 1 "On approval of the business plan of Rosseti South PJSC" for 2022 and forecast indicators for 2023 – 2026.**

**RESOLUTION:**

1. Take into consideration the report on the execution of instructions in accordance with paragraphs 2.1 and 2.2 of the decision of the Board of Directors of Rosseti South PJSC on December 29, 2021 (Minutes No. 463/2021 of December 30, 2021) on issue 1 "On approval of business -plan of "Rosseti South PJSC" for 2022 and forecast indicators for 2023-2026" in accordance with Appendix 7 to this Resolution of the Board of Directors of the Company.

2. Instruct the sole executive body of the Company to provide an annual report on the execution of instructions of the Resolution of the Board of Directors of Rosseti South PJSC on December 29, 2021 (Minutes No. 463/2021 dated December 30, 2021) on Issue 1 "On approval of the business plan Rosseti South PJSC for 2022 and forecast indicators for 2023-2026" as part of the report on the implementation of the Company's business plan.

3. Recognize as invalid clause 2.3 of the Resolution of the Board of Directors of Rosseti South PJSC on December 29, 2021 (Minutes No. 463/2021 dated December 30, 2021) on issue 1 "On approval of the business plan of Rosseti South PJSC" for 2022 and forecast indicators for 2023-2026".

**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" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE № 6: On determining the amount of remuneration for the auditor ROSSETI South, PJSC**

**RESOLUTION:**

Determine the amount of payment for the services of the Company's audit organization for the provision of services for the audit of accounting (financial) statements for 2023 prepared in accordance with RAS, the audit of consolidated financial statements prepared in accordance with IFRS for the year ending 32.12.2023, 2,510,640 ( Two million five hundred and ten thousand six hundred and forty) rubles 00 kopecks with VAT, subject to the appointment at the annual General Meeting of Shareholders of Rosseti South PJSC as an audit organization of the Company of a collective participant consisting of TSATR – audit services LLC (leader of the collective participant) and ACC "Crow Audex" LLC (member of the collective participant).

**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" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE № 7: Approval of the Company's Internal Audit Policy in a new edition.****RESOLUTION:**

1. Approve the Internal Audit Policy of Rosseti South PJSC in a new edition in accordance with Appendix 8 to this Resolution of the Board of Directors of the Company.

2. Recognize as invalid the Internal Audit Policy of ROSSETI South PJSC, approved by the Resolution of the Board of Directors of ROSSETI South PJSC dated September 30, 2021 (Minutes No. 451/2021 dated October 1, 2021) from the date of adoption of this Resolution.

**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" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE № 8: On review of the progress report on the implementation of investment projects of PJSC Rosseti South, included in the list of priority facilities, for Q1 2023.****RESOLUTION:**

To take note of the progress report on the implementation of investment projects of PJSC Rosseti South, included in the list of priority facilities, for Q1 2023 according to Appendix 9 to this Resolution of the Board of Directors of the Company.

**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" |
| Polinov A.A.    | - | "IN FAVOR" |                   |   |            |

**The resolution was approved.**

**ISSUE № 9: On consideration of the reports of the committees of the Board of Directors of Rosseti South PJSC on the work done for the 2022-2023 corporate year.****RESOLUTION:**

Take into consideration the reports of the committees of the Board of Directors of Rosseti South PJSC on the work performed for the 2022-2023 corporate year in accordance with Appendices 10-14 to this Resolution of the Board of Directors of the Company.

**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"  
Korotkova M.V. - "IN FAVOR"  
Kazakov A.I. - "IN FAVOR"  
Polinov A.A. - "IN FAVOR"

Nikitchanova E.V. - "IN FAVOR"  
Tikhonova M.G. - "IN FAVOR"  
Ebzeev B.B. - "IN FAVOR"

**The resolution was approved.**

**Chairman of the Board of Directors**

**D.V. Krainski**

**Corporate Secretary**

**E.N. Pavlova**