

MINUTES
of the Board meeting of ROSSETI South, PJSC

Rostov-on-Don

03/27/2023

No. 517/2023

The meeting format: absentee (by poll)**Members of the Board of Directors who participated in the absentee voting:** Krainskiy 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 cast a vote:** no.**A quorum is present.****Date of the minutes:** 03/28/2023**AGENDA**

1. *On approval of the Program of measures on the reduction of electric power dissipation in the grid complex of ROSSETI South, PJSC for 2023 and the period up to 2027.*

2. *On determination of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) stance on the agenda of the meeting of the Board of Directors of JSC VMES (Volgograd inter-district electrical grids) "On approval of the business plan of JSC VMES for 2023 and estimates for 2024-2027".*

3. *On determination of ROSSETI South, PJSC stance on the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the progress report on key performance indicators (KPI) of General Director of JSC VMES for 2021".*

4. *On consideration of the Company's internal audit report on the implementation of the work plan and the results of internal audit performance for 2022, including the results of self-assessment of the quality of internal audit activities at year-end 2022, as well as the implementation of the action plan for the development and improvement of internal audit activities of ROSSETI South, PJSC.*

5. *On consideration of the insurance coverage report of ROSSETI South, PJSC for 2022.*

6. *On consideration of the progress report of the Board of Directors of ROSSETI South, PJSC for the 4th quarter of 2022.*

ITEM NO. 1: On approval of the program of measures on the reduction of electric power dissipation in the grid complex of ROSSETI South, PJSC for 2023 and the period up to 2027.
RESOLUTION:

1. Approve the Program of measures for the reduction of electric power dissipation in the grid complex of ROSSETI South, PJSC for 2023 and the period up to 2027 in accordance with Appendix 1 to this resolution of the Board of Directors of the Company.

2. Put in charge of the single executive body of ROSSETI South, PJSC to repeal the Program of measures for the reduction of electric power dissipation in the grid complex of ROSSETI South, PJSC for 2022 and the period up to 2026 approved by Order of ROSSETI South, PJSC dated 04/21/2022 No. 218 from the date of adoption of 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.	-	"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 carried.

ITEM NO. 2: On determination of ROSSETI South, PJSC (representatives of ROSSETI South, PJSC) stance on the agenda of the meeting of the Board of Directors of JSC VMES (Volgograd inter-district electrical grids) "On approval of the business plan of JSC VMES for 2023 and estimates for 2024-2027".

RESOLUTION:

1. Put in charge of the representatives of ROSSETI South, PJSC on the issue of the agenda of the meeting of the Board of Directors of JSC VMES "Concerning the approval of the business plan of JSC VMES for 2023 and estimates for 2024-2027" to vote "IN FAVOR" of the adoption of the following decision:

"Approve the business plan of JSC VMES for 2023 and take note of estimates for 2024-2027 in accordance with the appendix to this resolution of the Board of Directors of the Company."

2. Put in charge of the management of ROSSETI South, PJSC to implement during 2023 a set of measures that enables, when forming the business plan of JSC VMES for 2024 under planning and a forecast period of 2025-2028, to set the planned value of Debt/EBITDA indicator without TP at a level of equal to or less than 3.0 for the entire planning period.

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 carried.

ITEM NO. 3: On determination of ROSSETI South, PJSC stance on the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the progress report on key performance indicators (KPI) of General Director of JSC VMES for 2021".

RESOLUTION:

Put in charge of the representatives of ROSSETI South, PJSC in the Board of Directors of JSC VMES on the issue of the agenda of the meeting of the Board of Directors of JSC VMES "On approval of the progress report on key performance indicators (KPI) of General Director of JSC VMES for 2021" to vote "IN FAVOR" of the adoption of the following decision:

1. Approve the progress report on key performance indicators (KPI) of General Director of JSC VMES for 2021 according to the appendix to this resolution of the Board of Directors of the Company.

2. Note the non-fulfillment of the following KPIs: "Total joint-stock profitability", "Reduction of specific operating consumptions (expenses)", "Level of electric power losses" for 2021.

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 carried.

ITEM NO. 4: On consideration of the Company`s internal audit report on the implementation of the work plan and the results of internal audit performance for 2022, including the results of self-assessment of the quality of internal audit activities at year-end 2022, as well as the implementation of the action plan for the development and improvement of the internal audit activities of ROSSETI South, PJSC.

RESOLUTION:

Approve the report of the Internal Audit Department of the Company on the implementation of the work plan and the results of internal audit activities for 2022, including the results of self-assessment of the quality of internal audit activities at year-end 2022, as well as the implementation of the action plan for the development and improvement of internal audit activities and the action plan for the professional growth of internal auditors according to Appendix 2 to this resolution of the 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.	-	"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 carried.

ITEM NO. 5: On consideration of the insurance coverage report of ROSSETI South, PJSC for 2022.

RESOLUTION:

Take into consideration the insurance coverage report of ROSSETI South, PJSC for 2022 according to Appendix 3 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.	-	"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 carried.

ITEM NO. 6: On consideration of the progress report of the Board of Directors of ROSSETI South, PJSC for the 4th quarter of 2022.

RESOLUTION:

1. Take into consideration the report of the single executive body of ROSSETI South, PJSC on the implementation in the 4th quarter of 2022 of decisions taken at the meetings of the Board of Directors of ROSSETI South, PJSC according to Appendix 4 to this resolution of the Board of Directors of the Company.

2. Put in charge of the single executive body of the Company to ensure control of compliance with the time requirements (timeliness) of raising the issues to the 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.	-	"IN FAVOR"	Nikitchanova E.V.	-	"IN FAVOR"

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

Tikhonova M.G. - "IN FAVOR"
Ebzeev B.B. - "IN FAVOR"

The resolution was carried.

Chairman of the Board of Directors

D.V. Krainski

Corporate Secretary

E.N. Pavlova