

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

Rostov-on-Don

25.08.2023

№ 540/2023

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:** 28.08.2023**AGENDA**

1. *On approval of the Report on the Implementation of Key Performance Indicators (KPIs) of the General Director of Rosseti South PJSC for 2022.*

ISSUE NO. 1: On approval of the Report on the Implementation of Key Performance Indicators (KPIs) of the General Director of Rosseti South PJSC for 2022.**RESOLUTION:**

1. In order to assess the implementation of Key Performance Indicators (KPIs) "Profit from operating activities (EBITDA)", "Reduction of specific operating expenses (costs)", "Debt/EBITDA", "Fulfillment of the commissioning schedule", "Achieving the level of reliability of services provided" of the General Director of Rosseti South PJSC for 2022, due to the presence of objective reasons to take into account the adjustments of the corresponding KPIs for normalization factors in accordance with Appendix 1 to this Resolution of the Board of Directors of the Company.

2. Approve the Report on the Implementation of Key Performance Indicators (KPIs) of the General Director of Rosseti South PJSC for 2022 (hereinafter referred to as the Report) in accordance with Appendix 2 to this Resolution of the Board of Directors of the Company.

3. Summarizing the results of the implementation of the KPIs "Performance of Innovation Activities" for 2022 shall be carried out by a separate decision 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 the implementation and control over the implementation of the Innovative Development Program of Rosseti PJSC and the subsidiaries of Rosseti PJSC for 2022 in accordance with the Methodology for calculating and evaluating the KPI implementation of the General Director of Rosseti South PJSC, approved by the decision of the Board of Directors of Rosseti South PJSC dated 24.09.2020 (Minutes dated 25.09.2020 No. 398/2020), taking into account the changes approved by the decision of the Board of Directors of 20.12.2022 (Minutes dated 23.12.2022 No. 507/2022).

4. Note the failure to comply with the KPI "Level of electricity losses" for 2022.

5. 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 resolution in the amount of 70% of the maximum annual bonus for the fulfillment of all KPIs.¹ Decision on 20% of

¹ Bonuses for 2022 shall be provided in accordance with the Regulation on Financial Incentives of the General Director of Rosseti South PJSC approved by the decision of the Board of Directors of the Company dated 14.06.2011 (Minutes No. 67/2011 of 16.06.2011), taking into account the amendments and additions made by the decisions of the Board of Directors of the Company dated 23.04.2012 (Minutes No. 85/2012 of 26.04.2012), dated 29.12.2012 (Minutes No. 102/2012 of 11.01.2013), dated 06.03.2015

annual remuneration ¹ shall be made based on the results of the KPI "Performance of Innovation Activities" for 2022, taking into account the decision in accordance with paragraph 3 of this resolution of the Company's Board of Directors.

Voting results:

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|------------------|---|------------|--------------------|---|------------|
| 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.

Chairman of the Board of Directors

D.V. Krainski

Corporate Secretary

E.N. Pavlova

(Minutes No. 153/2015 of 10.03.2015), dated 30.06.2017 (Minutes No. 238/2017 of 03.07.2017), dated 30.09.2019 (Minutes No. 335/2019 of 01.10.2019), dated 20.11.2020 (Minutes No. 406/2020 of 23.11.2020), dated 21.12.2020 (Minutes No. 407/2020 of 24.12.2020), dated 15.11.2021 (Minutes No. 457/2021 of 17.11.2021)), which does not apply to relations related to remuneration and bonuses of the General Director of Rosseti South PJSC starting from 01.07.2023 (unless otherwise provided for by a resolution of the Company's Board of Directors), and became invalid due to the approval by the Board of Directors of Rosseti South PJSC of the terms of remuneration and the amount of the annual maximum possible total personal remuneration of officials of the management staff of Rosseti South PJSC (Minutes No. 525/2023 of 08.06.2023).