

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

Rostov-on-Don

20.12.2022

No. 507/2022

Form of the meeting: 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., Ebseev B.B.

Persons who did not submit polling sheets and did not participate in the voting: no.

A quorum is present.

Date of the minutes: 23.12.2022.

AGENDA

1. *On approval of amendments to the Regulations on Re-equipment of facilities of PJSC Rosseti South initiated by third parties.*
2. *On amendments to the Methodology for Calculating and Evaluating Key Performance Indicators of the General Director of PJSC Rosseti South and target values of key performance indicators of the General Director of PJSC Rosseti South.*
3. *On approval of the action plan of PJSC Rosseti South to reduce overdue debts for electricity transmission services and settlement of disputes as of 01 October 2022.*
4. *On the current situation in the activities of PJSC Rosseti South regarding technological connection of consumers to power grids for 9 months of 2022.*
5. *On approval of the work plan of the Internal Audit Department of PJSC Rosseti South for 2023.*
6. *On approval of the budget of the Internal Audit Department of PJSC Rosseti South for 2023.*
7. *On determining the remuneration of the Head of Internal Audit of the Company (defining the target values of the functional KPIs for 2023).*

ISSUED NO. 1: On approval of amendments to the Regulations on Re-equipment of facilities of PJSC Rosseti South initiated by third parties.

RESOLUTION:

To approve amendments to the Regulations on Re-equipment of facilities of PJSC Rosseti South initiated by third parties, approved by the Board of Directors of PJSC Rosseti South on 19 July 2022 (Minutes No. 491/2022 dated 20 July 2022) according to Appendix 1 to this resolution of the Company's Board of Directors.

Voting results:

Krainski D.V.	-	"FOR"	Klinkov O. Yu.	-	"FOR"
Dokuchaeva M.A.	-	"FOR"	Kravchenko K.Yu.	-	"FOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"FOR"
Korotkova M.V.	-	"FOR"	Tikhonova M.G.	-	"FOR"
Kazakov A.I.	-	"FOR"	Ebseev B.B.	-	"FOR"
Polinov A.A.	-	"FOR"			

Resolution passed.

ISSUE NO. 2: On amendments to the Methodology for Calculating and Evaluating Key

Performance Indicators of the General Director of PJSC Rosseti South and target values of key performance indicators of the General Director of PJSC Rosseti South.

RESOLUTION:

1. To amend the Methodology for Calculating and Evaluating Key Performance Indicators of the General Director of PJSC Rosseti South, approved by the Board of Directors on 24.09.2020 (Minutes No. 398/2020 dated 25.09.2020) according to Appendix 2 to this resolution of the Board of Directors, to apply them starting from 01.01.2022.

2. To amend the target values of key performance indicators of the General Director of PJSC Rosseti South for 2022, approved by decision of the Board of Directors of the Company on 26.01.2022 (Minutes No. 465/2022 dated 28.01.2022), pursuant to Appendix 3 to this resolution of the Board of Directors.

Voting results:

Krainski D.V.	-	"FOR"	Klinkov O. Yu.	-	"FOR"
Dokuchaeva M.A.	-	"FOR"	Kravchenko K.Yu.	-	"FOR"
Zarkhin V.Yu.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"FOR"
Korotkova M.V.	-	"FOR"	Tikhonova M.G.	-	"FOR"
Kazakov A.I.	-	"FOR"	Ebseev B.B.	-	"FOR"
Polinov A.A.	-	"FOR"			

Resolution passed.

ISSUE NO. 3: On approval of the action plan of PJSC Rosseti South to reduce overdue debts for electricity transmission services and settlement of disputes as of 01 October 2022.

RESOLUTION:

1. To approve the action plan of PJSC Rosseti South to reduce overdue debts for electricity transmission services and settlement of disputes as of 01 October 2022 according to Appendix 4 to this resolution of the Board of Directors of the Company.

2. To take note of the report of PJSC Rosseti South on implementation of the action plan-schedule of PJSC Rosseti South on reduction of overdue debts for electricity transmission services and settlement of disputes existing as of 01 July 2022, approved by the Board of Directors of the Company on 10 October 2022 (Minutes No. 499/2022 dated 13 October 2022) according to Appendix 5 to this resolution of the Board of Directors of the Company.

3. To take note of the report on the work performed by PJSC Rosseti South in Q3 2022 regarding the newly formed overdue receivables for electricity transmission services according to Appendix 6 to this resolution of the Board of Directors of the Company.

4. To take note of the report on the redemption of overdue accounts receivable of PJSC Rosseti South existing during 9 months of 2022 according to Appendix 7 to this resolution of the Board of Directors of the Company.

5. To take note of the report on redemption of overdue accounts receivable by JSC "VMES" existing during 9 months of 2022 according to Appendix 8 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.	-	"ABSTRAINED"	Nikitchanova E.V.	-	"FOR"
Korotkova M.V.	-	"FOR"	Tikhonova M.G.	-	"FOR"
Kazakov A.I.	-	"FOR"	Ebseev B.B.	-	"FOR"
Polinov A.A.	-	"FOR"			

Resolution passed.

ISSUE NO. 4: On the current situation in the activities of PJSC Rosseti South regarding technological connection of consumers to power grids for 9 months of 2022.

RESOLUTION:

To take note of the report on the current situation regarding technological connection of consumers to power grids of PJSC Rosseti South for 9 months 2022 according to Appendix 9 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"	Ebseev B.B.	-	"FOR"
Polinov A.A.	-	"FOR"			

Resolution passed.

ISSUE NO. 5: On approval of the work plan of the Internal Audit Department of PJSC Rosseti South for 2023.

RESOLUTION:

To approve the action plan of the Internal Audit Department of PJSC Rosseti South for 2023 according to Appendix 10 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"	Ebseev B.B.	-	"FOR"
Polinov A.A.	-	"FOR"			

Resolution passed.

ISSUE NO. 6: On approval of the budget of the Internal Audit Department of PJSC Rosseti South for 2023.

RESOLUTION:

To approve the budget of the Internal Audit Department of PJSC Rosseti South for 2023 according to Appendix 11 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"	Ebseev B.B.	-	"FOR"
Polinov A.A.	-	"FOR"			

Resolution passed.

ISSUE NO. 7: On determining the remuneration of the Head of Internal Audit of the Company (defining the target values of the functional KPIs for 2023).

RESOLUTION:

1. To determine target values of functional key performance indicators for the head and employees of the Internal Audit Department of PJSC Rosseti South for 2023 according to Appendix 12 to this resolution of the Board of Directors of the Company.

2. To entrust the sole executive body of the Company to approve target values of functional key performance indicators of the head and employees of the Internal Audit Department of PJSC Rosseti South for 2023 as stated in clause 1 hereof in the order established by the Company.

Voting results:

Krainski D.V.	-	"FOR"	Klinkov O. Yu.	-	"FOR"
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Dokuchaeva M.A. - "FOR"
Zarkhin V.Yu. - "FOR"
Korotkova M.V. - "FOR"
Kazakov A.I. - "FOR"
Polinov A.A. - "FOR"

Resolution passed.

Kravchenko K.Yu. - "FOR"
Nikitchanova E.V. - "FOR"
Tikhonova M.G. - "FOR"
Ebseev B.B. - "FOR"

Chairman of Board of Directors

D.V. Krainski

Corporate Secretary

E.N. Pavlova