

BOARD OF DIRECTORS

The Board of Directors is a collective governance body executing the general management of the Company's operations, defining its strategy, controlling the operations of the executive bodies of the Company, the implementation of resolutions made by the General Meeting of Shareholders, and the respect of the legitimate interests of the shareholders of the Company.

Main goals and objectives of the Board of Directors:

- To define the development strategy of the Company, which is aimed to enhance its market value and investment attractiveness, to receive maximum profits, and expand assets of the Company
- To provide the exercise and protection of the rights and legitimate interests of the shareholders, as well as to assist in corporate conflict resolution
- To provide for full, reliable and objective disclosure of the Company's information to shareholders and other parties concerned
- To establish effective internal controls
- To conduct regular assessment of executive body activities and the Company's management operations

To achieve the goals and objectives set, the Board of Directors abides by the following principles:

- Decisions are to be made based on reliable information about the Company's operations
- Shareholders' rights to involvement with the management of the Company and the acquisition of the dividends and the Company's information are not to be restricted
- Interests of various shareholder groups are to be balanced and the Board of Directors shall make decisions that are objective and in the best interests of all of the Company's shareholders

In its operations, the Board of Directors abides by Federal Law on Joint Stock Companies and other federal laws and

regulations of the Russian Federation, the Company's Articles of Association and the Regulation on the Board of Directors¹.

D&O insurance of Board members

Starting from 25 September 2023, D&O insurance was provided under the single liability insurance contract concluded between Rosseti PJSC and the leader of the collective participant, Joint Stock Company Insurance Company of Gas Industry (SOGAZ JSC), acting on behalf of the consortium members: Joint Stock Company VSK Insurance, Joint Stock Company AlfaStrakhovanie and Limited Liability Company Sberbank Insurance.

Expenses incurred by the Company for D&O insurance of Board members in 2022–2024 (RUB million)

| 2022 | 2023 | 2024 ² |
|------|------|-------------------|
| 7.5 | 5.5 | — |

¹ The Regulation on the Board of Directors of Rosseti Kuban PJSC is published on the Company's website in the [About the Company / Constitutive and Internal Documents](#) section.

² In 2024, the liability of the members of the Company's Board of Directors is insured under a single insurance agreement concluded by Rosseti PJSC with an insurer covering directors and officers of Rosseti's subsidiaries and affiliates.

MEMBERSHIP OF THE BOARD OF DIRECTORS

The Company's General Meeting of Shareholders elects the 11-member Board of Directors, who will serve in that capacity until the following annual General Meeting of Shareholders. If the Board of Directors is elected at an extraordinary General Meeting of Shareholders, the members of the Board of Directors are deemed elected for the period until the date of the next annual General Meeting of Shareholders.

First-time directors are given an opportunity to get an insight into the Company's strategy, corporate

governance, risk management and internal control systems, the allocation of responsibilities among the Company's executive bodies and other material information on the Company's operations and financial and business activities.

During the reporting year, there were two compositions of the Company's Board of Directors:

- Elected by the Annual General Meeting of Shareholders of the Company on 16 June 2023 and acting until the election of the Board of Directors in its new composition on 14 June 2024 (first composition); ten of the 11

members of the Board of Directors of this composition were re-elected to the current Board of Directors

- Current composition of the Board of Directors elected at the Annual General Meeting of Shareholders of the Company on 14 June 2024 (second composition)



Current composition of the Board of Directors of Rosseti Kuban JSC (second composition)¹

1. Daniil Krainskiy, Chairman of the Board of Directors, non-executive director²

| Year of birth | | 1979 | |
|---|--------------|--|---|
| Education | | Higher. Graduated from Moscow State Law Academy, with major in legal studies, lawyer | |
| Primary employment and position held | | Deputy General Director for Legal Support of Rosseti PJSC | |
| Participation in governing bodies of other organisations, in committees of the Company’s Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2018 | present time | Rosseti Lenenergo PJSC | Member of the Board of Directors |
| | 2022 | Lenenergo Energy Service Company JSC | Chairman of the Board of Directors |
| 2019 | present time | Rosseti Lenenergo PJSC | Member of the Management Board |
| 2020 | present time | Rosseti Urals PJSC | Chairman of the Board of Directors |
| | | Rosseti Moscow Region PJSC | Member of the Board of Directors |
| | | Energotrans LLC | Member of the Board of Directors and the Management Board of the managing organisation (Rosseti Lenenergo PJSC) |
| | | 2023 | Rosseti Northen Caucasus PJSC, Rosseti Centre PJSC, Rosseti Siberia PJSC |
| | 2021 | present time | Rosseti South PJSC |
| Rosseti Kuban JSC | | | Member of the Strategy Committee of the Board of Directors |
| 2022 | | Rosseti North-West PJSC | Member of the Board of Directors |
| 2023 | | TDC PJSC, Rosseti Sibiria Tyvaenergo JSC, Rosseti Volga PJSC, STC UES JSC, Rosseti Tyumen JSC, Rosseti Yantar JSC, Rosseti Tsifra JSC, STC FGC UES JSC | Chairman of the Board of Directors, member of the Board of Directors |
| 2022 | present time | Rosseti PJSC | Member of the Management Board |
| | 2023 | CECM UES JSC | Member of the Board of Directors |
| 2023 | present time | Energetik JSC | Chairman of the Board of Directors |
| Tenure on the Board of Directors of the Company | | Since 3 June 2021 | |

¹ Consent to the disclosure of personal information set out in the Corporate Governance Report section was obtained from all people who are or were members of the Company's governing and control bodies. Information on the primary employment of the members of the Board of Directors and their positions in governing bodies of other organisations is given in accordance with the data provided by them to the Company as of the end of the reporting year.

² The status of the Board members (executive, non-executive, independent) is defined by the criteria of the Corporate Governance Code of the Bank of Russia.

2. Grigory Gladkovskiy, non-executive director

| Year of birth | 1984 | | |
|---|--|--|----------------------------------|
| Education | Higher. Graduated from the MGIMO, major in finance and credit, international economist with knowledge of foreign languages | | |
| Primary employment and position held | Individual entrepreneur | | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2019 | present time | Operator ASTU JSC | Member of the Board of Directors |
| 2020 | | NWEMC JSC, Rosseti Research and Engineering Centre JSC, ENIN JSC | Member of the Board of Directors |
| | 2023 | REC FGC UPS JSC | Member of the Board of Directors |
| Tenure on the Board of Directors of the Company | | Since 3 June 2021 | |

3. Anna Zabortseva, independent director

| Year of birth | 1985 | | | | | | | | | | | | | | | | | | | | |
|---|---|-----------------------------|--|---------------------|-----------------|-------------|-----------|--|--|------|------|-----------------------------|------------------|------|------|---------------|--|------|--------------|-------------------|--|
| Education | Higher. Graduated from the Siberian Academy of Public Service, with major in finance and credit, economist Completed professional retraining: <ul style="list-style-type: none">• RANEPA, Master of Business Administration,• Higher School of the RANEPA, Master of Public Administration for Executives | | | | | | | | | | | | | | | | | | | | |
| Primary employment and position held | Chairman of the Electricity and Industry Committee of the Krasnodar Krai Branch of OPORA RUSSIA | | | | | | | | | | | | | | | | | | | | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | | | | | | | | | | | | | | | | | | | |
| <table><tr><th colspan="2">Period</th><th>Organisation</th><th>Position</th></tr><tr><th>from</th><th>to</th><th></th><th></th></tr><tr><td>2018</td><td>2021</td><td>Industrial Technologies LLC</td><td>General Director</td></tr><tr><td>2020</td><td>2023</td><td>OS-Centre LLC</td><td></td></tr><tr><td>2023</td><td>present time</td><td>Rosseti Kuban JSC</td><td>Member of the Strategy Committee of the Board of Directors</td></tr></table> | | Period | | Organisation | Position | from | to | | | 2018 | 2021 | Industrial Technologies LLC | General Director | 2020 | 2023 | OS-Centre LLC | | 2023 | present time | Rosseti Kuban JSC | Member of the Strategy Committee of the Board of Directors |
| Period | | Organisation | Position | | | | | | | | | | | | | | | | | | |
| from | to | | | | | | | | | | | | | | | | | | | | |
| 2018 | 2021 | Industrial Technologies LLC | General Director | | | | | | | | | | | | | | | | | | |
| 2020 | 2023 | OS-Centre LLC | | | | | | | | | | | | | | | | | | | |
| 2023 | present time | Rosseti Kuban JSC | Member of the Strategy Committee of the Board of Directors | | | | | | | | | | | | | | | | | | |
| Tenure on the Board of Directors of the Company | Since 16 June 2023 | | | | | | | | | | | | | | | | | | | | |

4. Alexander Kazakov, non-executive director

| | |
|---|---|
| Year of birth | 1948 |
| Education | Higher. Graduated from Moscow Engineering and Economic Institute named after S. Ordzhonikidze, with major in economics, engineer-economist. Holds a doctorate decree in Economics |
| Primary employment and position held | Professional Director |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | |
| Period | |
| from | to |
| 2018 | 2021 |
| | present time |
| 2020 | 2021 |
| 2021 | present time |
| | |
| 2022 | present time |
| Tenure on the Board of Directors of the Company | |

5. Madina Kaloeva, non-executive director

| Year of birth | | 1980 | |
|---|--------------|--|--|
| Education | | Higher. Graduated from the North Ossetian State University n.a. K. Khetagurov, with major in legal studies, lawyer | |
| Primary employment and position held | | Director for Corporate Governance — Head of Corporate Governance Department of Rosseti PJSC | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2014 | 2021 | Index of Electric Power Industry of FGC UPS LLC | Member of the Board of Directors |
| | present time | UES SakRusenergo JSC | Member of the Supervisory Board |
| | | MTCES JSC | Member of the Board of Directors |
| 2015 | 2021 | FGC Asset Management LLC | Member of the Board of Directors |
| | 2023 | IT Energy Service LLC | |
| 2017 | present time | APBE JSC | Member of the Board of Directors |
| 2021 | present time | Rosseti Centre and Volga Region PJSC, ENIN JSC | Member of the Board of Directors |
| | 2022 | Rosseti Tsifra JSC, NWEMC JSC | |
| | 2023 | Kuban Main Grids JSC, Rosseti Property Management JSC, Rosseti Technical Customer Centre JSC | |
| | 2021 | DVEUK-UNPG JSC | |
| 2022 | present time | Rosseti Yantar JSC, Rosseti Tyumen JSC | Member of the Board of Directors |
| | | Rosseti Kuban JSC | Member of the Strategy Committee of the Board of Directors |
| | 2023 | Rosseti North-West PJSC | Member of the Board of Directors |
| | | Rosseti Kuban PJSC | Member of the Audit Committee of the Board of Directors |
| 2023 | present time | Rosseti Siberia Tyvaenergo JSC | Member of the Board of Directors |
| Tenure on the Board of Directors of the Company | | Since 31 August 2021 | |

6. Konstantin Kravchenko, non-executive director

| | | | |
|---|--|---|--|
| Year of birth | 1973 | | |
| Education | Higher. Graduated from Voronezh Polytechnic Institute, with major in PGR design and technology, design & process engineer. Holds a candidate degree in Technical Science | | |
| Primary employment and position held | Deputy General Director for Digital Transformation of Rosseti PJSC | | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2020 | 2021 | The person did not hold any positions in the issuer or in the management bodies of other organisations during this period | |
| 2021 | present time | MTCES JSC, Rosseti Centre and Volga Region PJSC | Member of the Board of Directors |
| | 2022 | Chitatekhenenergo JSC | Acting General Director of Rosseti Tsifra JSC — managing company Chitatekhenenergo JSC |
| | | Infrastructure Investments-3 LLC | Member of the Board of Directors |
| | 2023 | Rosseti Siberia PJSC, FTC JSC | |
| | | Rosseti Tsifra JSC | Acting General Director |
| | 2024 | Rosseti Tsifra JSC, Rosseti Tyumen JSC, IT Energy Service LLC | Member of the Board of Directors |
| 2022 | present time | Rosseti South PJSC | Member of the Board of Directors |
| | 2023 | NWEMC JSC | |
| 2024 | present time | NWEMC JSC | |
| Tenure on the Board of Directors of the Company | | Since 30 December 2021 | |

7. Mikhail Medvedev, independent director¹

| | | | |
|---|--|---------------------|---|
| Year of birth | 1969 | | |
| Education | Higher. Graduated from the Saint-Petersburg State University of Economics and Finance, with major in finance and credit, economist | | |
| Primary employment and position held | Advisor to the General Director of Avangard JSC | | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2017 | 2021 | Rosseti Kuban PJSC | Member of the Reliability Committee of the Board of Directors |
| 2019 | present time | Rosseti Kuban JSC | Member of the Strategy Committee of the Board of Directors |
| 2023 | | | Member of the Audit Committee of the Board of Directors |
| Tenure on the Board of Directors of the Company | | Since 16 June 2017 | |

¹ Mikhail Medvedev was an independent member of the Board of Directors of the Company for seven years from the 2017–2018 corporate year to the 2023–2024 corporate year. In the 2024–2025 corporate year, Mr. Medvedev, elected to the Board of Directors for the eighth time, in accordance with clause 104 of the recommendations of the Corporate Governance Code of the Bank of Russia, is recognised as a person related to the Company, hence cannot be independent. Thus, in the first composition of the Board of Directors in the reporting year, Mr. Medvedev is an independent director, while in the second composition he is not independent any more.

8. Alexey Molskiy, non-executive director

| Year of birth | 1980 | | |
|---|--|--|--|
| Education | Higher. Graduated from Moscow Power Engineering Institute, with major in power systems and grids, engineer, and economics and management of electric power enterprises, engineer-economist | | |
| Primary employment and position held | Deputy General Director for Investments and Capital Construction of Rosseti PJSC | | |
| Participation in governing bodies of other organisations, in committees of the Company’s Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2014 | 2023 | NPP Market Council Association | Member of the Supervisory Board |
| | present time | UES SakRusenergo JSC | Chairman, member of the Supervisory Board |
| 2016 | 2020 | FGC UES PJSC | Member of the Management Board |
| 2015 | 2024 | TaigaEnergoStroy JSC | Member of the Board of Directors |
| 2019 | present time | CECM UES JSC | |
| | 2023 | Tomsk Main Power Grids OJSC | Chairman, member of the Board of Directors |
| | 2020 | Energosetproekt JSC | Chairman of the Board of Directors |
| 2020 | present time | RNC CIGRE | Member of the Presidium |
| | | Rosseti Moscow Region PJSC, Energocentre JSC | Member of the Board of Directors, Chairman of the Board of Directors |
| | | Rosseti Kuban JSC | Chairman of the Grid Connection Committee of the Board of Directors |
| | 2023 | Rosseti PJSC | Member of the Management Board |
| | | Yantarenergosbyt JSC | Member of the Board of Directors |
| 2021 | present time | Rosseti Volga PJSC, Rosseti Northern Caucasus PJSC, Rosseti Tsifra JSC, Rosseti Scientific and Technical Centre JSC | Member of the Board of Directors |
| | 2021 | Rosseti South PJSC | |
| | 2022 | Rosseti Centre PJSC | |
| | 2023 | TDC PJSC, Rosseti Siberia Tyvaenergo JSC, Rosseti North-West PJSC, Rosseti Siberia PJSC, Rosseti Tyumen JSC, Rosseti Technical Customer Centre JSC | |
| 2022 | present time | Rosseti PJSC | Member of the Management Board |
| | | Rossetti Lenenergo PJSC, Mobile GRES JSC | Member of the Board of Directors |
| | 2022 | IDGC of Urals OJSC | |
| Tenure on the Board of Directors of the Company | Since 3 June 2021 | | |

9. Natalia Paramonova, non-executive director

| Year of birth | 1970 | | |
|---|---|---------------------------------|----------------------------------|
| Education | Higher. Graduated from: <ul style="list-style-type: none">• Gubkin State Academy of Oil and Gas, major in process automation, engineer• Institute of Business and Politics, major in accounting, analysis and audit, economist | | |
| Primary employment and position held | First Deputy Head of the Tariff Policy Department of Rosseti PJSC | | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2019 | 2021 | Rosseti Siberia PJSC, FTC JSC | Member of the Board of Directors |
| 2020 | 2021 | Rosseti Volga PJSC | |
| | 2022 | Kuban Main Grids JSC | |
| 2022 | present time | Rosseti Northern Caucasus PJSC | |
| | 2023 | Rosseti Yantar JSC, STC UES JSC | |
| 2023 | present time | Rosseti South PJSC | |
| | 2024 | Rosseti North-West PJSC | |
| 2024 | 2024 | Electromagistral JSC | |
| Tenure on the Board of Directors of the Company | Since 14 June 2024 | | |

10. Vladimir Kharitonov, non-executive director

| Year of birth | 1978 | | |
|---|--|---|--|
| Education | Higher. Graduated from Peoples' Friendship University of Russia, with major in power engineering, master of engineering and technology. Holds a candidate degree in Technical Science. | | |
| | Underwent professional retraining at the RANEPa under the MBA programme on Top Manager, with major in management | | |
| Primary employment and position held | Deputy General Director — Head of the Office of Rosseti PJSC | | |
| Participation in governing bodies of other organisations, in committees of the Company's Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2018 | 2021 | FTC JSC, STC UES JSC | General Director |
| | present time | Rosseti Research and Engineering Centre JSC (formerly FTC JSC) | Member of the Board of Directors |
| 2019 | present time | Rosseti Property Management JSC (formerly STC UES JSC) | |
| | | Digital Energy Association | Member of the Management Board |
| 2021 | 2022 | REC FGC UPS JSC | General Director |
| | present time | Rosseti Scientific and Technical Centre JSC, Rosseti Tsifra JSC, ENIN JSC | Member of the Board of Directors, Chairman of the Board of Directors |
| 2022 | 2022 | IDGC of Urals OJSC | |
| | present time | Rosseti Centre and Volga Region PJSC | |
| 2023 | present time | Rosseti Volga PJSC, Rosseti North-West PJSC, Rosseti Tyumen JSC | |
| | | Rosseti PJSC | Member of the Management Board |
| Tenure on the Board of Directors of the Company | Since 16 June 2023 | | |

11. Boris Ebzeev, executive director until 27 December 2024 / non-executive director since 28 December 2024

| Year of birth | 1975 | | |
|---|---|--------------------------------------|---|
| Education | Higher. Graduated from Lomonosov Moscow State University, with major in legal studies, lawyer. Holds a candidate degree in Legal Sciences | | |
| Primary employment and position held | Chairman of the Management Board, General Director of Rosseti Centre PJSC | | |
| Participation in governing bodies of other organisations, in committees of the Company’s Board of Directors for the last five years: | | | |
| Period | | Organisation | Position |
| from | to | | |
| 2014 | 2024 | Rosseti South PJSC | Chairman of the Management Board, General Director |
| 2015 | present time | Rosseti South PJSC | Member of the Board of Directors |
| 2018 | | VMES JSC | Chairman of the Board of Directors |
| 2021 | 2024 | Rosseti Kuban PJSC | Chairman of the Management Board, Acting General Director (part-time) |
| 2023 | present time | Energoservis Yuga JSC | Chairman of the Board of Directors |
| 2024 | | Rosseti Centre and Volga Region PJSC | General Director of the managing organisation – Rosseti Centre PJSC, Chairman of the Management Board |
| Tenure on the Board of Directors of the Company | | Since 31 August 2021 | |

Members of the Board of Directors of the Company elected at the annual General Meeting of Shareholders of the Company on 16 June 2023 and effective until the election of a new Board of Directors on 14 June 2024 (first composition):

1. Daniil Krainskiy, Chairman of the Board of Directors

2. Grigory Gladkovskiy

3. Anna Zabortseva

4. Alexander Kazakov

5. Madina Kaloeva
6. Konstantin Kravchenko

7. Mikhail Medvedev

8. Alexey Molskiy

9. Vladimir Kharitonov

10. Boris Ebzeev

The above members of the Board of Directors were re-elected to the current Board of Directors. For more details, see the [Current Board of Directors of Rosseti Kuban JSC \(second composition\)](#) subsection.

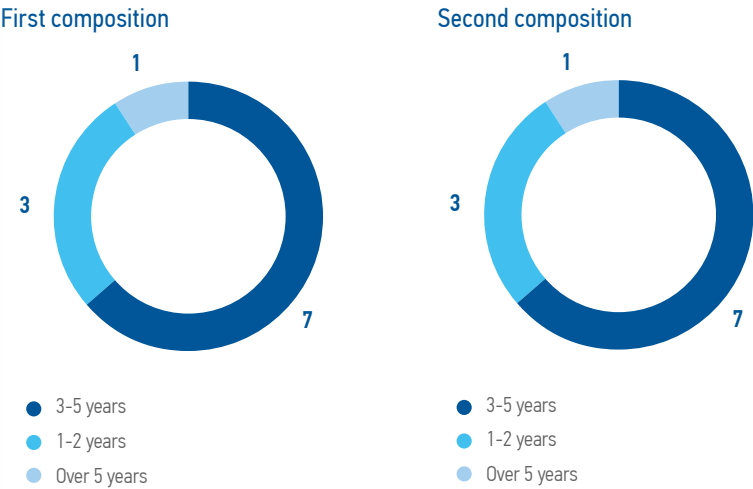
11. Dmitry Bakharev, non-executive director

| | | |
|---|--|---|
| Year of birth | 1979 | |
| Education | Higher. Graduated from Moscow Power Engineering Institute (Technical University), with major in economics and management at the enterprise, engineer-economist | |
| Primary employment and position held | First Deputy Head of the Tariff Policy Department of Rosseti PJSC | |
| Participation in governing bodies of other organisations, in committees of the Company’s Board of Directors for the last five years: | | |
| Period | | Organisation |
| from | to | Position |
| 2020 | 2023 | The person did not hold any positions in the issuer or in the management bodies of other organisations during this period |
| Tenure on the Board of Directors of the Company | | From 16 June 2023 to 14 June 2024 |

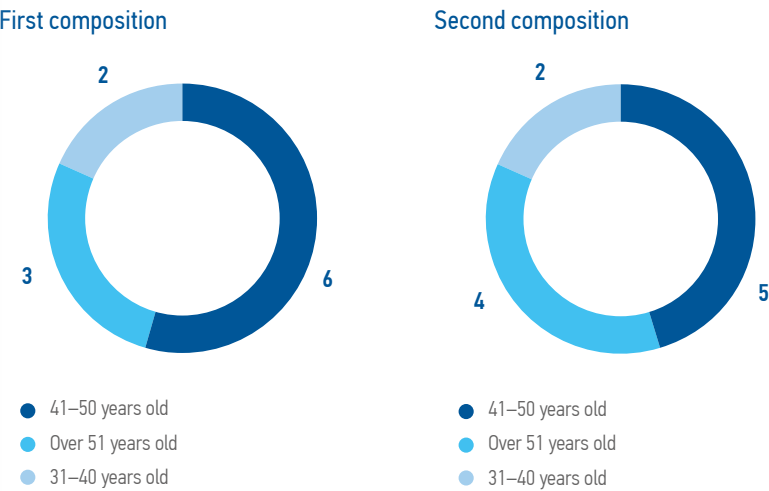
- Share of independent directors:
- in the first composition of the Board of Directors — 2/11
 - in the second composition of the Board of Directors — 1/11

Structure of the Board of Directors (persons)

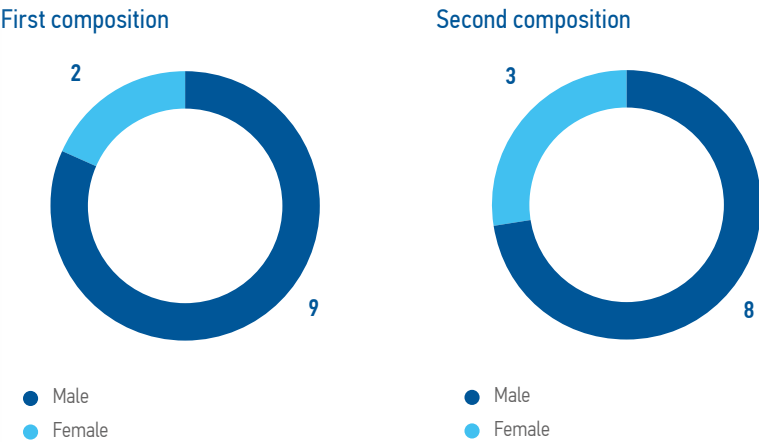
By length of service (average length of service on the Board of Directors of both compositions — 3.2 years)



By age (average age of the members of the Board of Directors of both compositions — 49 years)

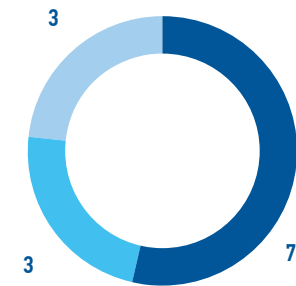


Gender composition



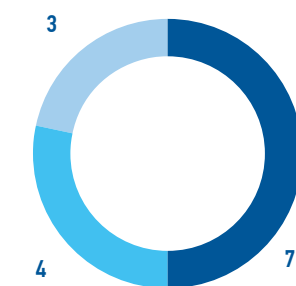
By competences (some members of the Board of Directors have two higher education degrees)

First composition



- Economics and management
- Electrical power, engineering
- Jurisprudence

Second composition



- Economics and management
- Electrical power, engineering
- Jurisprudence

All members of the Board of Directors of the Company in 2024 are citizens of the Russian Federation.

None of the members of the Board of Directors:

- Owned the shares of the Company and its S&As or made transactions with them during the reporting year¹
- Took training courses at the expense of the Company

- Had family ties with people who are members of the bodies that manage and/or control the financial and economic activities of the Company
- Was held administratively liable for financial improprieties, offence regarding tax and fees or security market, or had any criminal record for economic crimes or crimes against the state
- Hold positions in the management bodies of commercial organisations during the period when bankruptcy

- proceedings were initiated against these organisations and/or one of the bankruptcy procedures provided for by the insolvency legislation of the Russian Federation was introduced
- Had any conflicts of interest (including those related to participation in the governing bodies of the Company's competitors) in the reporting year
- Received any loans (borrowings) from the Company

PERFORMANCE OF THE BOARD OF DIRECTORS

In 2024, a total of 38 Board meetings were conducted, three of those were in a mixed format (in person and absentia), and the rest — in absentia (by polling).

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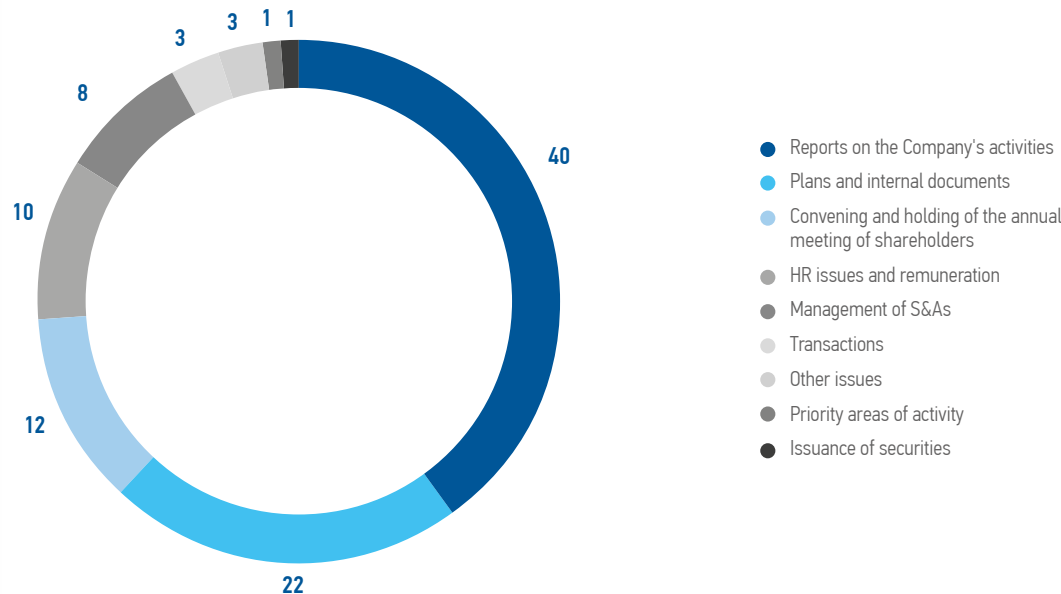
BOARD MEETINGS

Activity of the Board of Directors

| Indicator | 2022 | 2023 | 2024 |
|---|------|------|------|
| Number of the Board meetings held | 44 | 38 | 38 |
| <ul style="list-style-type: none"> Including in person (in mixed format) | 3 | 4 | 3 |
| Number of issues discussed | 162 | 144 | 144 |
| <ul style="list-style-type: none"> Including decisions taken | 162 | 144 | 144 |
| Number of tasks given to the Company's executive bodies | 34 | 20 | 45 |
| Average attendance of the Board meetings by the Board members (%) | 99.2 | 99.7 | 99.8 |

Structure of the issues considered by the Board of Directors in 2024 is consistent with its role in the governance of the Company.

Structure of issues reviewed by the Board of Directors of the Company in 2024 (%)



¹ According to the data provided to the Company by the Board members.