

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	—

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)



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.

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

1. Daniil Krainkiy, 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
	2022	Lenenergo Energy Service Company JSC
2019	present time	Rosseti Lenenergo PJSC
2020	present time	Rosseti Urals PJSC
		Rosseti Moscow Region PJSC
		Energotrans LLC
	2023	Rosseti Northern Caucasus PJSC, Rosseti Centre PJSC, Rosseti Siberia PJSC
2021	present time	Rosseti South PJSC
		Rosseti Kuban JSC
	2022	Rosseti North-West PJSC
	2023	TDC PJSC, Rosseti Sibria Tyvaenergo JSC, Rosseti Volga PJSC, STC UES JSC, Rosseti Tyumen JSC, Rosseti Yantar JSC, Rosseti Tsifra JSC, STC FGC UES JSC
2022	present time	Rosseti PJSC
	2023	CECM UES JSC
2023	present time	Energetik JSC
Tenure on the Board of Directors of the Company		
Since 3 June 2021		

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
2020		NWEMC JSC, Rosseti Research and Engineering Centre JSC, ENIN JSC
	2023	REC FGC UPS JSC
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:		
	• 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:		
Period	Organisation	Position
from	to	
2018	2021	Industrial Technologies LLC
2020	2023	OS-Centre LLC
2023	present time	Rosseti Kuban JSC
Tenure on the Board of Directors of the Company		
Since 16 June 2023		

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.

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	Organisation	Position
from	to	
2018	2021	IDGC of Centre PJSC
present time		Rosseti Centre and Volga Region PJSC
2020	2021	Rosseti Volga PJSC
2021	present time	Rosseti South PJSC
		Rosseti Kuban JSC
		Member of the Audit Committee of the Board of Directors, member of the Personnel and Remuneration Committee of the Board of Directors
2022	present time	Rosseti Volga PJSC
		Member of the Board of Directors
Tenure on the Board of Directors of the Company		
Since 3 June 2021		

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
	present time	UES SakRusenergo JSC
		MTCES JSC
2015	2021	FGC Asset Management LLC
	2023	IT Energy Service LLC
2017	present time	APBE JSC
2021	present time	Rosseti Centre and Volga Region PJSC, ENIN JSC
	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
		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		Chitatekhenergo JSC Acting General Director of Rosseti Tsifra JSC — managing company Chitatekhenergo 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																																																																			
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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:																																			
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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
	present time	Rosseti Research and Engineering Centre JSC (formerly FTC JSC)
2019	present time	Rosseti Property Management JSC (formerly STC UES JSC)
		Digital Energy Association
2021	2022	REC FGC UPS JSC
	present time	Rosseti Scientific and Technical Centre JSC, Rosseti Tsifra JSC, ENIN JSC
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
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
2015	present time	Rosseti South PJSC
		VMES JSC
2018		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 Krainkiy, Chairman of the Board of Directors

2. Grigory Gladkovskiy
3. Anna Zabotseva
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	Position
from	to	
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	

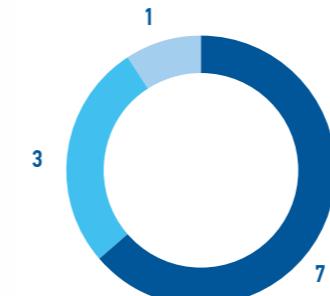
Share of independent directors:

- in the first composition of the Board of Directors — 2/11
- in the second composition of the Board of Directors — 1/11

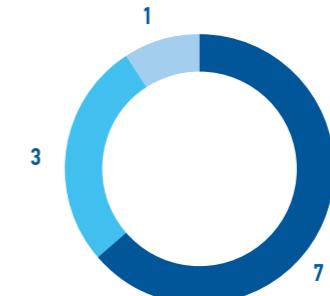
Structure of the Board of Directors (persons)

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

First composition

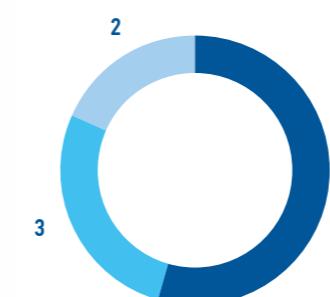


Second composition

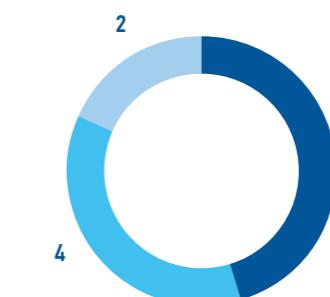


By age (average age of the members of the Board of Directors of both compositions — 49 years)

First composition

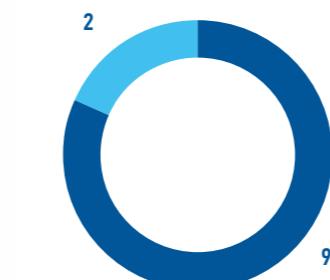


Second composition

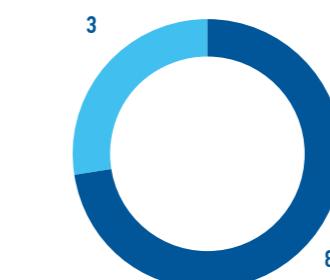


Gender composition

First composition

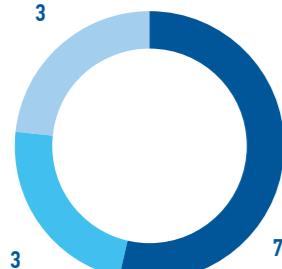


Second composition

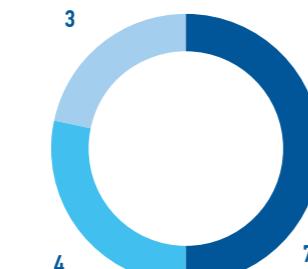


By competences (some members of the Board of Directors have two higher education degrees)

First composition



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).

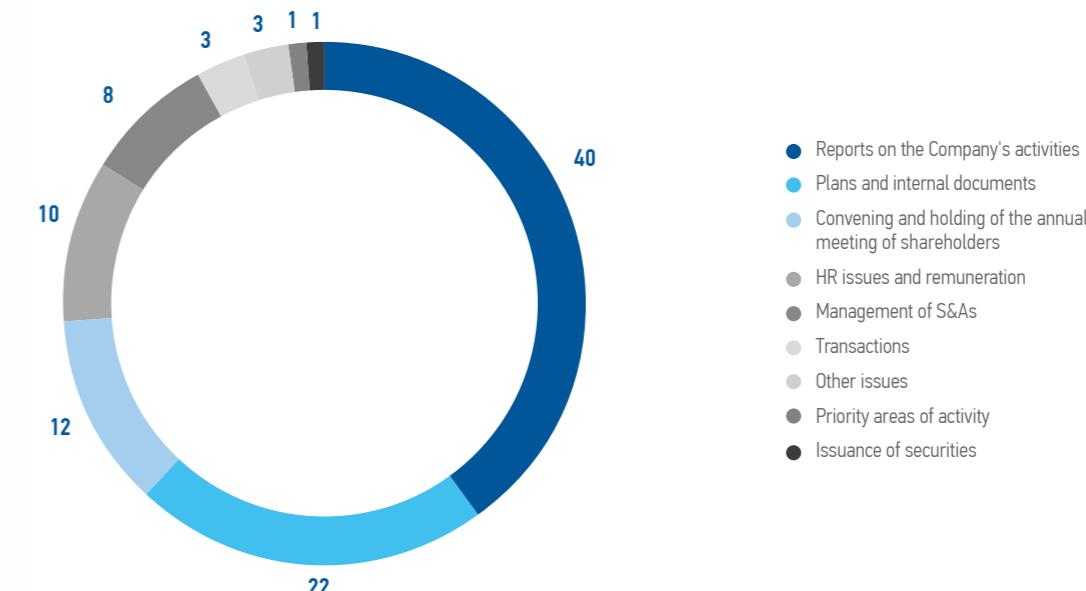
38 BOARD MEETINGS

Activity of the Board of Directors

Indicator	2022	2023	2024
Number of the Board meetings held	44	38	38
• Including in person (in mixed format)	3	4	3
Number of issues discussed	162	144	144
• 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.