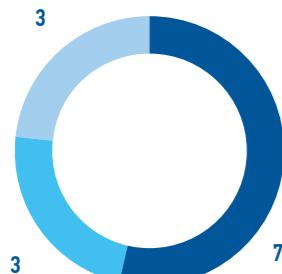
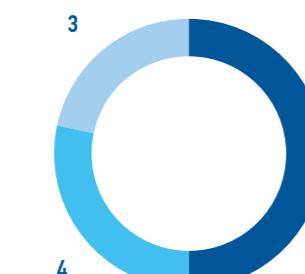


By competences (some members of the Board of Directors have two higher education degrees)

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 year<sup>1</sup>
- 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).

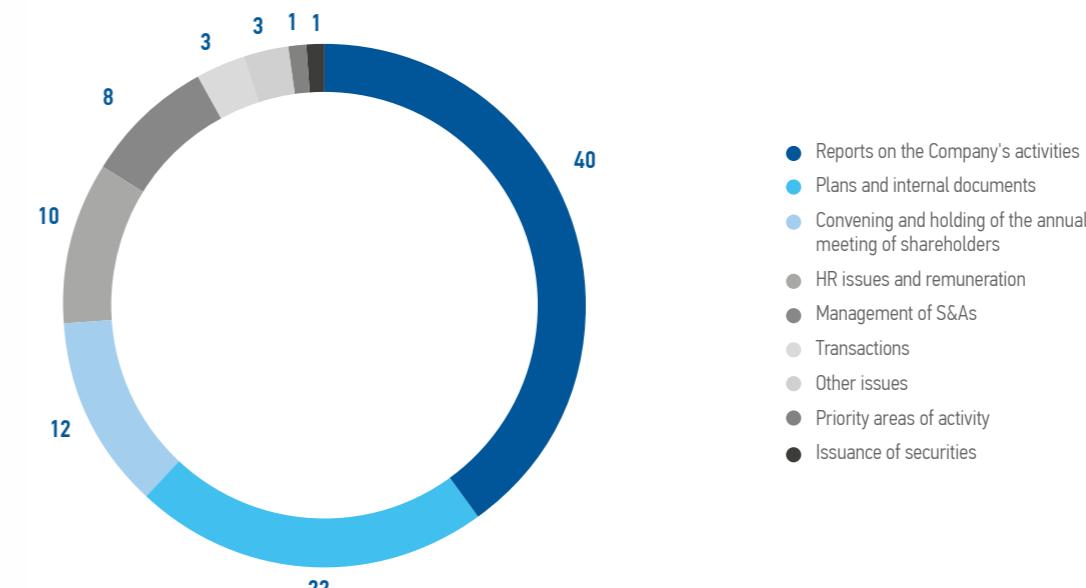
**38** BOARD MEETINGS

#### Activity of the Board of Directors

Indicator	2022	2023	2024
Number of the Board meetings held	44	38	<b>38</b>
• Including in person (in mixed format)	3	4	<b>3</b>
Number of issues discussed	162	144	<b>144</b>
• Including decisions taken	162	144	<b>144</b>
Number of tasks given to the Company's executive bodies	34	20	<b>45</b>
Average attendance of the Board meetings by the Board members (%)	99.2	99.7	<b>99.8</b>

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 (%)



<sup>1</sup> According to the data provided to the Company by the Board members.

**Key decisions made by the Board of Directors of the Company in the reporting year**

**Company's long-term plans and programmes approved/endorsed**

- Investment programme
- Updated Digital Transformation Programme
- KPIs and functional KPIs of the management staff and their target values
- Plan for the development of the production asset management system and resource plan for its implementation


**Company' annual and quarterly plans and programmes approved**

- Business Plan
- Time-phased-action plan to reduce overdue receivables for electricity transmission services and to resolve disputes
- Non-state pension scheme for employees


**Priority business areas identified**

- Ensuring reliable power supply to the venues:
  - World Youth Festival
  - Ministerial Conference of the Russia-Africa Partnership Forum


**Company's internal documents approved**

- Environmental Policy
- Standard for conducting public technological and price audits of investment projects
- Roadmap for the implementation of quality standards for consumer care
- Antitrust compliance policy
- Updated scheme of communication network development
- New edition of the Regulations on the Internal Audit Directorate
- Amendments to the Company Development Plan


**Decision taken**

- On the Company's adherence to the amendments to the Uniform Procurement Standard of Rosseti PJSC (Procurement Regulations)
- On self-assessment of the performance of the Board of Directors and its committees
- Report of Committees of the Board of Directors on the work performed


**Reports reviewed**

- Report of the General Director on various aspects of the Company's financial and business activities and the implementation of the Board's resolutions
- Report of Committees of the Board of Directors on the work performed


**Positions determined**

- Positions of representatives of the Company at general meeting of shareholders and on the Boards of Directors of the Company's S&As
- On the results of implementation of the business plan and investment programme
- On the progress on the higher-priority investment projects
- On the implementation of the Company's Development Plan
- On the Company's use of financial support

**Participation of the Board members of the Company in meetings of the Board of Directors and its committees in 2024**

Full name	Members of the Board of Directors	Number of meetings attended by a Board member (from those they were able to attend) <sup>1</sup>					
		Board of Directors	Reliability Committee	Audit Committee	Strategy Committee	Personnel and Remuneration Committee	Grid Connection Committee
Daniil Krainskiy	First and second	38 out of 38	–	–	19 out of 19	–	–
Grigory Gladkovskiy	First and second	38 out of 38	–	–	–	–	–
Anna Zabortseva	First and second	38 out of 38	–	–	19 out of 19	–	–
Alexander Kazakov	First and second	38 out of 38	–	18 out of 18	–	15 out of 15	–
Madina Kaloeva	First and second	38 out of 38	–	–	19 out of 19	–	–
Konstantin Kravchenko	First and second	38 out of 38	–	–	–	–	–
Mikhail Medvedev	First and second	38 out of 38	–	18 out of 18	19 out of 19	–	–
Alexey Molskiy	First and second	38 out of 38	–	–	–	–	9 out of 9
Vladimir Kharitonov	First and second	36 out of 38	–	–	–	–	–
Boris Ebzeev	First and second	38 out of 38	–	–	–	–	–
Dmitry Bakharev	First	16 out of 16	–	–	–	–	–
Natalia Paramonova	Second	22 out of 22	–	–	–	–	–

**Work plan for the second half of 2024 – first half of 2025**

was approved by the decision of the Board of Directors dated 18 October 2024 (Minutes No. 574/2024 dated 18 October 2024). It covers the following focus areas:

- Strategic development of the Company
- Mid-term and short-term planning of the Company's operations
- Workflow management of the Board of Directors
- Follow-up on the resolutions of the Board of Directors and the General Meeting of Shareholders

The plan includes:

- Essential issues to be considered at the Board meetings
- Deadline for consideration of issues accurate to within a month
- Format of meetings (with the right to define the final format of the meeting by the Chairman of the Board of Directors, in accordance with para. 6.12 of the Regulations on the Board of Directors)
- List of people (Company's executive bodies) responsible for the preparation of issues to be considered at the meetings of the Board of Directors

**Performance appraisal of the Board of Directors**

In the reporting year, the Board of Directors conducted a self-assessment of its performance for the 2023–2024 corporate year, rating its work and its organisation quite highly, as it did for the previous corporate year.

<sup>1</sup> Information on the participation of the Board's members in committees work is given only for the period when those persons were sitting on the Board of Directors.

Sl. No.	Assessment criteria	Average score <sup>1</sup>	Assessment statement
1	The Board performing key functions in the management of the Company: <ul style="list-style-type: none"> <li>• Shaping and overseeing the implementation of the strategy</li> <li>• Ensuring the establishment and effective operation of the internal control and risk management system and overseeing its effectiveness</li> <li>• Evaluating the performance of senior management, implementing an effective incentive system</li> </ul>	5.0	<p>The track record of the Company's Board of Directors is fairly highly rated by the majority of Board members.</p> <p>The Board of Directors is actively involved in the work of the executive bodies, assessing their work and shaping their incentive system. The Board of Directors utilises various tools to monitor the executive bodies, including regular management reports on various areas of activity</p>
2	Safeguarding of assets	4.9	<p>The practice of the Board of Directors in terms of ensuring competitive procurement and control over the implementation of the procurement policy is highly appreciated.</p> <p>The practice of the Board of Directors in terms of control over controlled organisations is sufficiently in line with the recommendations of the Corporate Governance Code and is also highly appreciated by the members of the Board of Directors.</p> <p>The Board of Directors' expanded authority to analyse and approve material transactions gives it more control over the safeguarding of the Company's assets</p>
3	Composition and structure of the Board of Directors	4.9	<p>In general, the main competencies required for effective operation are evenly distributed among the members of the Company's Board of Directors. Members of the Board of Directors have expertise in accounting and corporate finance, strategic management, corporate governance, risk management, as well as in areas specific to the Company's business.</p> <p>Independent directors are able to create their own opinions based on their professional qualifications, experience, and independence. They are also able to make fair and unbiased decisions without consulting the Company's executive bodies, certain shareholder groups, or other stakeholders</p>
4	Organisation of the work of the Board of Directors, including: <ul style="list-style-type: none"> <li>• Management of the Board activity</li> <li>• Infrastructural support</li> <li>• Interaction of the Board of Directors with the Company's management</li> <li>• Interaction of the Board of Directors with Board Committees</li> </ul>	4.9	<p>The practice of organising the work of the Board of Directors of the Company in terms of organisational, legal, information and infrastructure support, interaction of the Board of Directors with committees of the Board of Directors and the Company's management is generally effective</p>
5	Chairman of the Board of Directors: <ul style="list-style-type: none"> <li>• Ensures efficient organisation of work of the Board of Directors, preparation and holding of its meetings</li> <li>• Freely interacts with Board members</li> <li>• Ensures a constructive and open atmosphere when discussing matters at meetings of the Board of Directors</li> <li>• Ensures and encourages discussion of debatable and controversial issues by members of the Board of Directors</li> </ul>	5	<p>The Chairman of the Board of Directors of the Company ensures efficient operation of the Board of Directors and organisation of its meetings</p>

<sup>1</sup> The maximum score is 5.

## COMMITTEES UNDER THE BOARD OF DIRECTORS

**In order to provide for the efficient general governance of the Company by its Board of Directors, the following committees were established**



Reliability Committee



Audit Committee



Strategy Committee



Personnel and Remuneration Committee



Grid Connection Committee

The committees have the status of collegial advisory bodies to the Board of Directors. Main tasks and functions of the Committees:

- Preliminary consideration of the issues within the competence of the Board of Directors or under investigation of the Board of Directors to oversee the activities of the Company's executive bodies
- Development of necessary recommendations for the Board of Directors and executive bodies of the Company
- Consideration of other issues by order of the Board of Directors

The activities of each of the Committees are governed by respective Regulations<sup>1</sup>.

The personal compositions of the committees (with the exception of the Audit Committee and Strategy Committee) and their chairpersons are elected by the Board of Directors of the Company from candidates nominated by members of the Board of Directors, for a term until the first meeting of the new Board of Directors.

Members of Audit and Strategy Committees are elected for a term until the next election of the respective committee.

The work of the committees is aligned with the action plans created after considering the action plan of the Board of Directors, decisions made by the Board of Directors and committees, suggestions made by the committee members, and the General Director.

On 12 July 2024, the Board of Directors reviewed the Committees' progress reports for the 2023–2024 corporate year<sup>2</sup>.

During the reporting year, 82 committee meetings were held and 148 issues were addressed; all issues subject to preliminary review by the committees of the Board of Directors were reviewed by them in a timely manner.

In the reporting year, members of the Committees carried out a self-assessment of their performance for the 2023–2024 corporate year, rating their work and its organisation quite highly and confirming their compliance with the Committee Regulations.

<sup>1</sup> The Regulations on the Board of Directors' Committees of the Company are published on the Company's website in the [About the Company / Constitutive and Internal Documents](#) section.

<sup>2</sup> The reports of Board Committees are published on the Company's website in the [About the Company / Management / Committees under the Board of Directors](#) section.