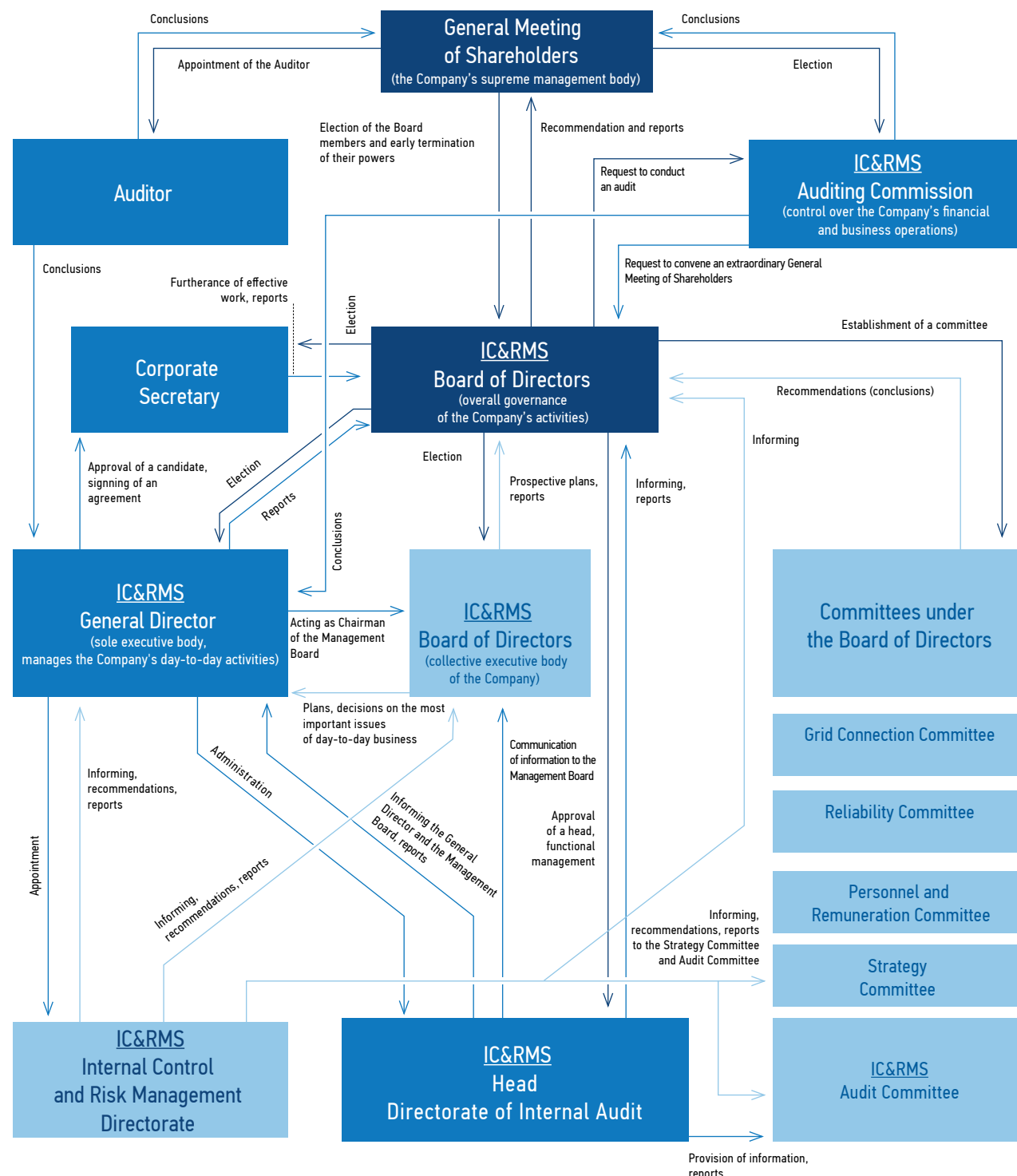


# CORPORATE GOVERNANCE STRUCTURE OF ROSSETI KUBAN JSC



**IC&RS** - Key participants of the Internal Control and Risk Management System

The Company has a Corporate Governance Code in place in order to ensure and protect the rights and interests of all of its shareholders, to improve corporate governance practices, to ensure transparency of the Company's management efficiency and to confirm its commitment

to following the recommendations and advanced principles of corporate governance.

Rosseti Kuban JSC also bides by the principles and recommendations of the Corporate Governance Code of the Bank of Russia. The report on compliance with Corporate

Governance Code in 2024 is available in [Appendix 1](#). The Board of Directors certifies that all report data contain full and reliable information on the Company's compliance with the principles and recommendations of the Corporate Governance Code of the Bank of Russia.

## THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

A total of 174 corporate events were held in 2024, including:

- one General Meeting of Shareholders
- 38 meetings of the Board of Directors, with 99.8% attendance by Board members, up 0.1% year-on-year
- 82 meetings of the committees under the Board of Directors
- 53 meetings of the Management Board

In 2024, in accordance with Russian law, the annual General Meeting of Shareholders was held in the form of absentee voting, with shareholders being given the opportunity to vote by filling out electronic ballot forms on the official website of the registrar — IRC — R.O.S.T. JSC.

The management bodies of the Company made all the decisions that were required and sufficient to guarantee the Company's present and strategic operations in a timely and complete manner. The endeavour involved active participation from all members of the Company's governing bodies.

In the reporting year, the Company's internal audit function conducted an assessment of corporate governance at the end of the 2023/2024 corporate year against its compliance with the laws of the Russian Federation, principles and recommendations of the Corporate Governance Code of the Bank of Russia, Listing Regulations of the Moscow Exchange and the best corporate practices. The assessment uses the Company's methodology approved

by Order No. 536-od dated 19 July 2024 in accordance with Order No. 303 dated 8 July 2024 of Rosseti PJSC.

The purpose of the assessment is to provide the Company's bodies with an independent review of the current state of the Company's corporate governance system in comparison with the target state.

Following the results, the internal audit recognised the Company's corporate governance as corresponding to the developed practice level; it also noted that the potential for improvement on a number of issues depends on the standing of the main shareholder, controlling persons and other external factors that the Company cannot have influence on.

### Changes in the Company's compliance with the Bank of Russia's Corporate Governance Code in 2022–2024



The Board of Directors and its committees conducted a self-assessment of their performance for the 2023/2024 corporate year during the reporting year, and they gave their work and organisation a relatively high

rating (with a maximum score of 5 and an overall average score of 4.9, as in the previous corporate year).

In 2025, the Company will continue its efforts to ensure the effective functioning of the Company's bodies and upgrade corporate governance based on an analysis of best practices in non-public joint stock companies.

The results of the assessment of the Company's corporate governance in the 2023–2024 corporate year by the internal audit function

Component	Maximum score	For the 2023/2024 corporate year		For reference: compliance with the applicable criteria	
		score of the Company	compliance with the applicable criteria (%)	for 2022/2023 corporate year (%)	for 2021/2022 corporate year (%)
Shareholders' rights	59	57	97	94	94
Board of Directors	128	99	77	77	77
Executive management	34	20	59	70	70
Transparency and disclosures	128	112	88	88	88
Risk management, internal control and internal audit	61	59	97	97	97
Corporate social responsibility, business ethics and compliance	31	31	100	100	100
<b>Total score</b>	<b>441</b>	<b>378</b>	<b>86</b>	<b>86</b>	<b>86</b>



# GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is a supreme management body of the Company. The General Meeting of Shareholders abides by the laws of the Russian Federation, the Articles of Association of the Company, and the Regulations on the General Meeting of Shareholders.

The competence of the General Meeting of Shareholders is determined by the Federal Law on Joint Stock Companies and the Articles of Associations of the Company.

Resolutions of the General Meeting of Shareholders of the Company are published on the corporate website in the [About the Company / Management / General Meeting of Shareholders](#) section.

The Company held one General Meeting of Shareholders in 2024.

Date of the General Meeting of Shareholders (closing date for receipt of completed voting ballots)	14.06.2024
Date and number of the Minutes of the General Meeting of Shareholders	No. 51, 17.06.2024
Quorum of a General Meeting of Shareholders (% of total number of outstanding voting shares)	99.72% for all agenda items
Key resolutions made by the General Meeting of Shareholders	<ul style="list-style-type: none"> <li>To approve the annual report and the annual accounts of the Company for 2023.</li> <li>To approve the following distribution of the Company profit (loss) for 2023: <ul style="list-style-type: none"> <li>RUB 308,326 thousand — to the reserve fund</li> <li>RUB 1,944,691 thousand — for dividend payments</li> <li>RUB 3,913,503 thousand — for the development of the Company</li> <li>RUB 0 thousand — to recover losses from previous years</li> </ul> </li> <li>To pay dividends on the Company's ordinary shares for the year ended 2023 in the amount of RUB 4.874327 per ordinary share in monetary terms.</li> <li>To elect members to the Company's Board of Directors and the Auditing Commission.</li> <li>To appoint an auditor.</li> <li>To approve the Company's Articles of Association in a new wording.</li> <li>To apply to the Bank of Russia with a request to exempt Rosseti Kuban PJSC from the obligation to disclose information in accordance with Article 30 of Federal Law No. 39-FZ dated 22 April 1996 'On the Securities Market'.</li> <li>To apply to Moscow Exchange PJSC with a request to exclude all ordinary shares of Rosseti Kuban PJSC from the list of securities admitted to organised trading on Moscow Exchange PJSC.</li> <li>To amend the Articles of Association of Rosseti Kuban PJSC to exclude the reference to the Company being a public company.</li> </ul>

In the reporting year, in accordance with the laws of the Russian Federation and pursuant to the decision of the Board of Directors of Rosseti Kuban PJSC, the General Meeting of Shareholders was held in the form of absentee voting.

The resolutions of General Meeting of Shareholder to be enforced were accomplished.