

# 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 Directors<sup>1</sup>.

## 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 <sup>2</sup>
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)



<sup>1</sup> 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.

<sup>2</sup> 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.