



All people who were members of the Board of Directors of the Company in 2023 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 2023, a total of 38 Board meetings were conducted, four of those were in a mixed format (in person and absentia), and the rest — in absentia (by polling).

38 Board meetings

held in 2023

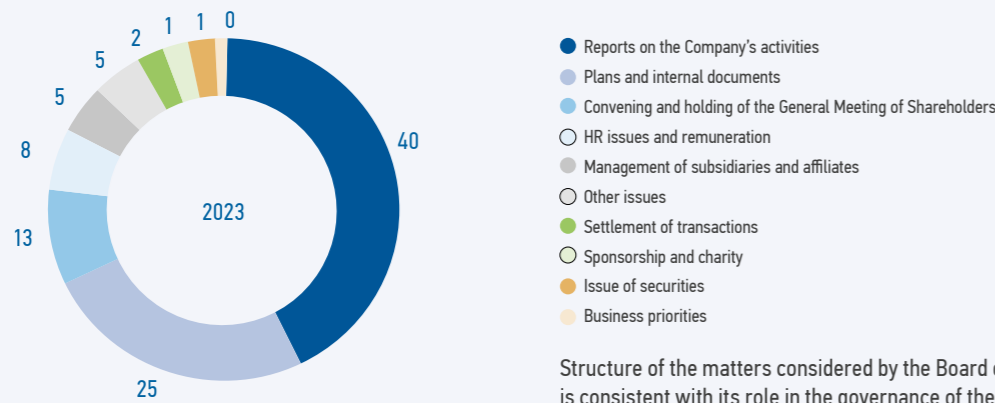
99.7%

attendance at meetings (+0.5 p.p. vs. 2022)

Activity of the Board of Directors

Indicator	2021	2022	2023
Number of the Board meetings held	47	44	38
• Including in person (in mixed format)	4	3	4
Number of issues discussed	184	162	144
• Including decisions taken	184	162	144
Number of tasks given to the Company's executive bodies	26	34	20
Average attendance of the Board meetings by the Board members (%)	87.7	99.2	99.7

Structure of matters reviewed by the Board of Directors of the Company in 2023 (%)



Structure of the matters considered by the Board of Directors in 2023 is consistent with its role in the governance of the Company.

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

Key resolutions made by the Board of Directors of Rosseti Kuban, PJSC in the reporting year



The following long-term Company plans and programmes were approved:

- Updated programme for the renovation of power grid facilities
- Company's Development Plan
- New version of the non-core asset disposal programme



The following annual and quarterly plans and programmes of the Company were approved:

- Business Plan
- Time-phased-action plan to reduce overdue receivables for electricity transmission services and to resolve disputes
- Procurement plan
- Insurance coverage programme
- Lists of KPIs and functional KPIs of the Company's management personnel, their target values and the procedure for their calculation



The following internal documents of the Company were approved:

- Policy of Holding Shares of the Company and its subsidiaries and affiliates by members of the Board of Directors of the Company, etc.
- Quality policy
- Sustainable Development Policy and Climate Policy of Rosseti, PJSC as internal documents of the Company
- New revisions of the following documents:
 - Internal Control and Risk Management Policy
 - Internal Audit Policy
 - Regulations on Labour Remuneration and Material Incentives for High-Ranking Executives
 - Anti-Corruption Policy
 - Provisions on corporate identity management
 - Regulations on Insider Information Protection
 - Standards of customer service quality



The following resolutions were taken:

- On the Company's adherence to the amendments to the Uniform Procurement Standard of Rosseti, PJSC (Procurement Regulations)
- On the approval of the Company's listing prospectus
- On self-assessment of the performance of the Board of Directors and its committees



The following documents were reviewed:

- Reports of the General Director on various aspects of the Company's financial and business activities and the implementation of the Board's resolutions



During the mixed-format meeting in the reporting year, the Board of Directors:

- reviewed progress reports on the business plan and investment programme, on the progress of priority investment projects, on the implementation of the Company's Development Plan, and on the use of financial support funds by the Company
- approved the Company's Development Plan

Participation of the Board members of Rosseti Kuban, PJSC in meetings of the Board of Directors and its committees in 2023

Full name	Composition of the Board of Directors	Number of meetings attended by a Board member (from those he/she was able to attend) ¹					
		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	–	–	25 out of 25	–	–
Grigory Gladkovskiy	First and second	38 out of 38	–	–	–	–	–
Alexander Kazakov	First and second	38 out of 38	–	15 out of 15	–	13 out of 13	–
Madina Kaloeva	First and second	38 out of 38	–	9 out of 9	25 out of 25	–	–
Konstantin Kravchenko	First and second	38 out of 38	–	–	–	–	–
Mikhail Medvedev	First and second	38 out of 38	–	6 out of 6	25 out of 25	–	–
Alexey Molskiy	First and second	38 out of 38	–	–	–	–	8 out of 8
Boris Ebzeev	First and second	38 out of 38	–	–	–	–	–
Yuri Goncharov	First	15 out of 15	–	–	–	–	–
Alexey Polinov	First	13 out of 15	–	–	–	–	–
Viktor Yavorskiy	First	15 out of 15	–	9 out of 9	–	–	–
Dmitry Bakharev	Second	23 out of 23	–	–	–	–	–
Anna Zabortseva	Second	23 out of 23	–	–	11 out of 11	–	–
Vladimir Kharitonov	Second	23 out of 23	–	–	–	–	–

The work plan for the second half of 2023 — first half of 2024 was approved by the decision of the Board of Directors dated 31 October 2023 (Minutes No. 536/2023 dated 1 November 2023). 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

The Board of Directors and its committees conducted a self-assessment of their performance for the 2022–2023 corporate year during the reporting year, and they gave their performance a relatively high rating (with a maximum score of 5 and an overall average score of 4.9).

4.9

 points

average internal score of the Board of Directors' performance

¹ 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.

Results of the self-assessment of the Board performance

Sr. No.	Assessment criteria	Average score ¹	Assessment statement
1	The Board performing key functions in the management of the Company: <ul style="list-style-type: none"> • Shaping and overseeing the implementation of the strategy • Ensuring the establishment and effective operation of the internal control and risk management system and overseeing its effectiveness • Evaluating the performance of senior management, implementing an effective incentive system 	4.9	The track record of the Company's Board of Directors is fairly highly rated by the majority of Board members. 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
2	Safeguarding of assets	4.9	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. The practice of the Board of Directors in terms of control over material 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. The Board of Directors' expanded authority to analyse and approve material transactions gives it more control over the safeguarding of the Company's assets
3	Composition and structure of the Board of Directors	4.8	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. 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
4	Organisation of the work of the Board of Directors, including: <ul style="list-style-type: none"> • Management of the Board activity • Infrastructural support • Interaction of the Board of Directors with the Company's management • Interaction of the Board of Directors with Board Committees 	4.8	The practice of organising the work of the Board of Directors of Rosseti Kuban, PJSC 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
5	Chairman of the Board of Directors: <ul style="list-style-type: none"> • Ensures organisation of efficient work of the Board of Directors, preparation and holding of its meetings • Ensures a constructive and open atmosphere when discussing matters at meetings of the Board of Directors • Ensures and encourages discussion of debatable and controversial issues by members of the Board of Directors • Members of the Board of Directors freely interact with the Chairman of the Board of Directors 	5	The Chairman of the Board of Directors of the Company ensures efficient operation of the Board of Directors and organisation of its meetings



Minutes of the meetings of the Board of Directors of Rosseti Kuban, PJSC are published on the Company's website in the About the Company / Management / Board of Directors section.

¹ The maximum score is 5.