



**D&O Liability Insurance**

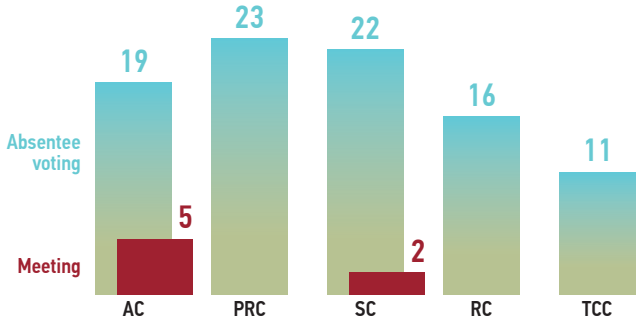
PAO Rosseti has concluded a centralized D&O contract which provides continuity of insurance and property protection of PAO Rosseti and its subsidiaries, including PAO Rosseti Ural. The insurance covers the property interests of the company and/or the insured person in relation to the risk that the insured person is under an obligation to reimburse the losses covered by the insurance contract incurred by other persons, as well as the risk-related losses of the insured person and/or company covered under the insurance contract.

**BOARD OF DIRECTORS COMMITTEES**

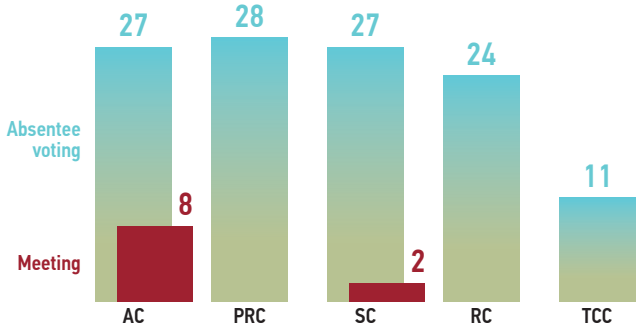
To enhance efficiency of the Board of Directors and investigate matters under its purview, the Board of Directors has established specialized functional consultative and advisory bodies — Board of Directors Committees. Primary goals of each Committee lie in preliminary examination of vital topics referred to the Board of Directors competence and in generation of recommendations used by the Board of Directors to decide on relevant aspects. If the Committees require counseling and advisory services with regard to aspects demanding specialized knowledge and skills, they are entitled to engage outside experts into examination process, relevant remunerations being paid from the Committees' budgets, approved by the Board of Directors, within allotted limits.

The Board of Directors structure comprises five permanent Committees — the Audit Committee, Personnel and Remunerations Committee, Strategy Committee, Reliability Committee and Technological Connection Committee. Any action or operation of these Committees is performed in strict compliance with the relevant Regulations stipulating the legal status, goals and objectives, rights and liabilities, structure and composition of the Committees as well as federal laws and enactments of the Russian Federation, Charter, Regulations on the Board of Directors, resolutions of the Board of Directors and Committees' Regulations.

**Committees' Meetings and Absentee voting in 2025**



**Agenda items examined by the Committees at meetings and absentee voting in 2025**



During the reported period, the Committees scrutinized 127 agenda items during 98 meetings/absentee voting. The share of Committee meetings and share of agenda items reviewed at meetings in 2025 totaled 7.1% and 7.9%, respectively. Find the exhaustive list of examined agenda items and wording of the Committees' resolutions at Committees of the Board of Directors Section the corporate web-site (Main/About us/Governing and Oversight Bodies/Committees of the Board of Directors).

## The Audit Committee

### Guided by:

- The Regulations on the Board of Directors' Audit Committee<sup>49</sup>
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Audit Committee<sup>50</sup>

The purpose of the Audit Committee is to assist in the effective fulfillment of the Board of Directors' functions with respect to preliminary consideration of matters related to control over the Company's financial and economic activities.

### Primary Objectives:

- Review of Company's accounting (financial) statements and supervision over statements preparation process
- Supervision of reliability and efficiency of the systems of internal control and risk management and corporate governance practices
- Supervision of external audit and auditor selection
- Fostering of independence and impartiality of internal audit
- Supervision of efficiency of the system combating unfair practices of Company's employees and third parties

### Compositions of the Committee and members' attendance

Name	Composition 1 (25.07.2024 — 07.08.2025)	Composition 2 (08.08.2025 — end of the reported period)	Attendance
R.A. Dmitrik	+	-	15/15 (100%)
A.V. Shevchuk	+	+	24/24 (100%)
M.A. Lavrova	+	+	24/24 (100%)
A.V. Koptev	-	+	9/9 (100%)

Two independent directors with an expertise in the preparation, analysis, evaluation and audit of financial statements serves on the Committee:

- A.V. Koptev, AO Kompleksprom's Financial Department Director (Committee Chair)
- A.V. Shevchuk, Association of Professional Investors' Executive Director

### Committee's 2025 progress report

During the reported period the Committee conducted

24 activities  
19 — absentee voting  
5 — meeting (VC)  
Agenda items examined:  
35



Topics	Issues examined during 2025
Anticorruption monitoring	Examination of the 2024 and 1H2025 report on anticorruption monitoring outcomes (minutes dated 06.03.2025 No.203, dated 12.09.2025 No.218)
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 31.10.2025 No.221)
Internal audit	Internal Audit Department's progress reports (minutes dated 14.03.2025 No.205, dated 18.06.2025 No.212)
Internal control	Examination and approval of the information on the RM&ICS disclosed in the FY2024 annual report. (minutes dated 22.05.2025 No.210)
Accounting (financial) statements	Examination of the Company's accounting (financial) statements (minutes dated 15.05.2025 No.209, dated 28.07.2025 No.215, dated 31.10.2025 No.221), examination of material aspects of the Company's 2024 accounting policy and slated revisions for 2025 (minutes dated 27.01.2025 No.202)
External audit	Specification of the fee due to the auditor (minutes dated 04.07.2025 No.213)
Other issues	Examination of the CY2024-2025 Committee progress report (minutes dated 08.08.2025 No.216).

## The Personnel And Remunerations Committee

The Committee was established by the Board of Directors to pre-examine aspects related to shaping of efficient and transparent remunerations policy and practices; HR planning, professional composition and efficiency of executive bodies and other key officers of the Company.

### Guided by:

- The Regulations on the Board of Directors' Personnel and Remunerations Committee<sup>51</sup>
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Personnel and Remunerations Committee<sup>50</sup>

The primary purpose of establishing the Personnel and Remunerations Committee is to ensure the effective operation of the Board of Directors in addressing matters within its competence and to develop necessary recommendations for the Board of Directors and the Company's executive bodies.

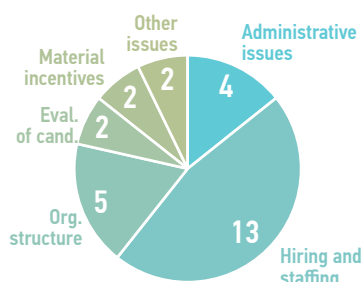
### Primary Objectives:

- Preparation of recommendations regarding remunerations due to the Company's Board of Directors
- Elaboration of principles and criteria used to define remunerations due to the Board of Directors, members of the collegiate executive body and person performing functions of the sole executive body of the Company, including management firm or director
- Generation of proposals used to define essence of the contracts concluded with the Board of Directors, members of the collegiate executive body and person performing functions of the sole executive body of the Company
- Identification of criteria used to select nominees to the Board of Directors, members of the collegiate executive body and person performing functions of the sole executive body of the Company as well as preliminary evaluation of the nominees
- Regular evaluation of the person performing functions of the sole executive body (management firm or director) and members of the collegiate executive bodies, and generation of reappointment proposals for the Board of Directors

## Compositions of the Committee and members' attendance

Name	Composition 1 (17.07.2024 — 07.08.2025)	Composition 2 (08.08.2025 — end of the reported period)	Attendance
N.A. Ozhe	+	-	14/14 (100%)
D.V. Borisova	+	+	23/23 (100%)
A.G. Aleshin	+	+	23/23 (100%)
K.V. Dashko	-	+	9/9 (100%)

## Committee's 2025 progress report



During the reported period the Committee conducted  
**23** Absentee voting

Agenda items examined:  
**28**

Topics	Issues examined during 2025
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 31.10.2025 No.167)
Hiring and staffing	Preliminary examination and approval of candidates for Deputy General Director positions, examination of their performance (minutes dated 22.05.2025 No.154, dated 09.07.2025 No.157, dated 18.07.2025 No.159, dated 26.09.2025 No.165, dated 20.10.2025 No.166, dated 13.11.2025 No.168, dated 12.12.2025 No.169)
Organizational structure	Preliminary examination of proposals regarding the Company's HQ organizational structure (minutes dated 14.01.2025 No.148, dated 21.02.2025 No.152, dated 17.07.2025 No.158)
Evaluation of candidates to the BoD and BoD performance	Examination of the report on the self-evaluation of Board of Directors' and Committees' performance (minutes dated 19.06.2025 No.155, dated 23.09.2025 No.164)
Material incentives	Adoption of the 2024 C-level KPI and FKPI reports (minutes dated 06.08.2025 No.160), adoption of the 2025-2027 C-level KPIs and FKPIs (minutes dated 15.08.2025 No.162)
Other issues	Examination of the CY2024-2025 Committee progress report (minutes dated 08.08.2025 No.161)



## The Strategy Committee

The Committee constitutes a collegiate advisory body established by resolution of the Board of Directors for the purpose of ensuring the effective operation of the Board of Directors in addressing matters within its competence, as well as enhancing the overall long-term effectiveness of the Company's activities.

### Guided by:

- The Regulations on the Board of Directors' Strategy Committee<sup>51</sup>
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Strategy Committee<sup>50</sup>

The Committee's goal is to prepare and give recommendations (opinions) to the Board of Directors regarding Board of Directors' fields of concern, falling under the Committee's purview, namely: strategic development and business priorities, innovation-driven development, digital transformation, administration of business processes, business planning, dividend policy, risk management, evaluation of performance efficiency of the Company and its associates.

## Compositions of the Committee and members' attendance

Name	Composition 1 (14.08.2024 — 07.08.2025)	Composition 2 (08.08.2025 — end of the reported period)	Attendance
A.A. Polinov	+	+	22/24 (91,7%)
D.V. Krainsky	+	+	24/24 (100%)
M.V. Kaloeva	+	+	24/24 (100%)
S.V. Podlutskiy	+	+	24/24 (100%)
O.V. Ocheredko	+	+	24/24 (100%)
A.V. Shevchuk	+	+	24/24 (100%)
N.A. Ozhe	+	-	15/15 (100%)
R.A. Dmitrik	+	-	15/15 (100%)
A.G. Aleshin	+	+	24/24 (100%)
V.A. Busorgin	-	+	8/9 (88,9%)

## Committee's 2025 progress report

During the reported period the Committee conducted

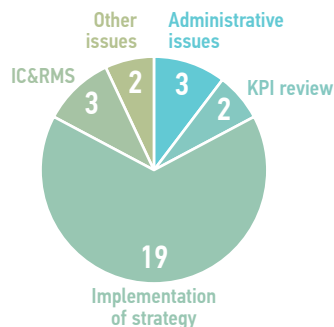
24 activities

22 — absentee voting

2 — meeting (VC)

Agenda items examined:

29



Topics	Issues examined during 2025
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 29.10.2025 No.243)
KPI review	Adoption of the 2024 C-level KPI and FKPI reports (minutes dated 08.08.2025 No.236), adoption of the 2025-2027 C-level KPIs and FKPIs (minutes dated 15.08.2025 No.237)
Implementation of strategy	Examination of the business plans and investment programs, business plan completion reports (minutes dated 17.01.2025 No.222, dated 12.02.2025 No.224, dated 20.03.2025 No.225, dated 19.05.2025 No.226, dated 18.06.2025 No.229, dated 30.06.2025 No.230, dated 08.08.2025 No.236, dated 15.09.2025 No.239, dated 29.09.2025 No.240, dated 03.10.2025 No.241), adoption of the progress reports with regard to the Company's Innovative Development Program (minutes dated 04.07.2025 No.231), with regard to the implementation of the Digital Transformation till 2030 Program (minutes dated 23.07.2025 No.234)
IC&RMS	Examination of the 2024 report on the RM&ICS roll-out, functioning and efficiency (minutes dated 22.05.2025 No.227)
Other issues	Examination of the CY2024-2025 Committee progress report (minutes dated 15.08.2025 No.237)

## The Reliability Committee

### Guided by:

- The Regulations on the Board of Directors' Reliability Committee<sup>52</sup>
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Reliability Committee<sup>50</sup>

### Primary Objectives:

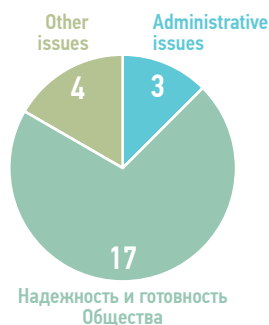
- Evaluation of production programs, plans for technical revamp, refurbishment, greenfield construction and facilities maintenance, their analysis in terms of compliance with reliability of operations and technical status of electric networks
- Evaluation whether follow-up measures from post-incident investigations are in-depth and consistent with the rules for investigation of power sector incidents<sup>7</sup>, as well as oversight of their execution
- Expertise of quality of incident investigations
- Expertise of Company's incident-prevention activities (emergency preparedness, arrangement of recovery works on grid facilities)
- Expertise of programs focusing on mitigation and prevention of injury risks among personnel and outsiders as well as in oversight of their execution
- Oversight and evaluation of activities of Company's engineering teams in terms of operation reliability and safety
- Expertise of Company's internal technical control system
- Expertise of Company's labor protection management system
- Expertise of ecology policy program
- Expertise of fire and industrial safety systems

### Compositions of the Committee and members' attendance

Name	Composition 2 (08.08.2025 — end of the reported period)		Attendance
	Composition 1 (17.07.2024 — 07.08.2025)		
V.A. Ukolov	+	+	16/16 (100%)
R.A. Dmitrik	+	-	11/11 (100%)
A.V. Shevchuk	+	+	16/16 (100%)
V.A. Ryabushev	+	+	16/16 (100%)
A.N. Zhukov	+	+	16/16 (100%)
V.A. Busorgin	-	+	4/5 (80%)



## Committee's 2025 progress report



During the reported period the Committee conducted  
**16** absentee voting

Agenda items examined:  
**24**

Topics	Issues examined during 2025
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 10.11.2025 No.129)
Reliability and preparedness of the Company	Examination of the thunderstorm season performance report, progress report on operations during the high-water season, fire season performance report, report on Company's preparedness for 2024-2025 autumn/winter operations (minutes dated 20.01.2025 No.117, dated 14.05.2025 No.124, dated 09.12.2025 No.130, dated 29.12.2025 No.131), examination of the Company's 2024 production programs (minutes dated 14.05.2025 No.124)
Other issues	Examination of the CY2024-2025 Committee progress report (minutes dated 15.08.2025 No.127)

## The Technological Connection Committee

The Committee was established by the Board of Directors to examine items related to generation of proposals improving antimonopoly laws, fostering non-discriminatory access to connection services, updating Company's bylaws and standards stipulating non-discriminatory access to connection services as well as to evaluate Company's efficiency in connection of customers to the networks.

### Guided by:

- The Regulations on the Board of Directors' Technological Connection Committee<sup>53</sup>
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Technological Connection Committee<sup>50</sup>

### Primary Objectives:

- Generation of proposals to improve legislation with regard to antimonopoly regulation and provision of non-discriminatory access of consumers to connection services
- Generation of proposals to improve Company's bylaws and standards with regard to provision of non-discriminatory access of consumers to connection services
- Preparation of principles and criteria for evaluation of Company's connection efficiency
- Evaluation of Company's connection efficiency
- Evaluation of Company's efficiency in enhancing grid development planning quality
- Analysis of current situation and generation of proposals for the Board of Directors in terms of connection to electric networks and perspective grid development
- Generation of proposals on the improvement of internal regulations and standards of the Company related to additional (non-tariff) services, etc.

The full list of the objectives is disclosed in the Regulations on the Technological Connection Committee.

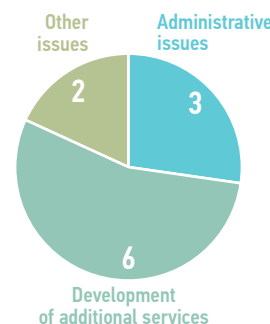
### Compositions of the Committee and members' attendance

Name	Composition 1 (25.07.2024 — 07.08.2025)	Composition 2 (08.08.2025 — end of the reported period)	Attendance
O.V. Klinkov	+	+	11/11 (100%)
V.A. Davydkin	+	+	11/11 (100%)
R.A. Dmitrik	+	-	6/6 (100%)
S.M. Kuryavyi	+	-	6/6 (100%)
A.V. Shevchuk	+	+	11/11 (100%)
Y.D. Chernikov	-	+	5/5 (100%)
V.A. Busorgin	-	+	4/5 (80%)

### Committee's 2025 progress report

During the reported period the Committee conducted  
**11** absentee voting

Agenda items examined:  
**11**



Topics	Issues examined during 2025
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 20.11.2025 No.99, dated 28.11.2025 No.100)
Development of additional services	Examination of the progress reports with regard to the implementation of the development of additional (non-tariff) services roadmap (minutes dated 21.04.2025 No.92, dated 23.06.2025 No.93, dated 08.10.2025 No.98)
Other issues	Examination of the CY2024-2025 Committee progress report (minutes dated 08.08.2025 No.95)