

Self-evaluation of corporate governance level

The Company conducts self-evaluation of corporate governance practices on an annual basis in compliance with the Methodology⁴².
CY2022-2023 evaluation of efficiency of corporate governance*

Component	Number of criteria under evaluation	Largest possible score	Internal Audit's evaluation	Compliance, %	Evaluation of corporate governance
Shareholder rights	19	71	65	92%	Developed practices
Board of Directors	51	185	120	65%	Good practices
Executive bodies	5	40	34	85%	Developed practices
Transparency and disclosures	15	135	113	84%	Developed practices
Risk management, internal control and internal audit	16	63	63	100%	Best practices
Corporate social responsibility, business ethics	6	31	31	100%	Best practices
Total score	112	525	426	81%	Developed practices

* Pursuant to Federal Laws⁴³⁻⁴⁵ items 16,18,19 of the questionnaire are not taken into account in CY2020-2023 evaluations.

Compliance with the principles of the Corporate Governance Code**

Aspects	Principles, recommended by the Code	Principles complied with in full	Principles complied with in part	Principles that are not complied with by the Company
Rights of stockholders and equal treatment of stockholders in the exercising of their rights	13	12	0	1
Board of Directors	36	26	8	2
Corporate Secretary	2	2	0	0
Remuneration system	10	8	2	0
Risk Management and Internal Control System	6	6	0	0
Information disclosure, information policy	7	6	1	0
Significant and important corporate actions and events	5	3	2	0
Total	79	63	13	3

** The statistical data is an aggregate from the report regarding Company's compliance with principles and recommendations of the Corporate Governance Code.

Examine the Appendix for more details on the Company's compliance with the principles and recommendations of the Corporate Governance Code.

GENERAL MEETINGS OF STOCKHOLDERS

General Meeting of Stockholders is the supreme governing body of PAO Rosseti Ural. The exhaustive list of the General Meeting's purview is described in the Federal Joint-Stock Companies' Law and Company's Charter⁴⁶. Aspects comprising the General Meeting's purview cannot be delegated to the Board of Directors, Executive Board and General Director of the Company. The General Meeting is not entitled to examine and decide on aspects that are not affirmed as its competence by the Federal Joint-Stock Companies' Law. The Federal Joint-Stock Companies' Law, Bank of Russia's Regulations on General Meetings of Stockholders, the Charter and Regulations on the General Meeting of Stockholders stipulate preparation and conduct of the general meetings of stockholders of PAO Rosseti Ural.

Guided by recommendations of the Corporate Governance Code, the Company strives to provide its stockholders with a large variety of materials during arrangement of the general meeting to enhance feasibility of their decisions, including but not limited to the position of the Board of Directors with regard to the meeting agenda, charts and tables for comparison of the current versions and to-be-introduced revisions of the Company's bylaws. All materials are posted on the Company's official web-site and Interfax newswire web-page (agency accredited by the Bank of Russia for disclosures on securities and other financial instruments).

The Regulations on the General Meeting of Stockholders stipulate, in an easy-to-understand manner, the mechanics of the meeting, with stockholders permitted to discuss the agenda items and address relevant questions. Votes regarding agenda items of the General Meeting are tallied by the counting board. Its functions are performed by the independent registrar of the Company.

Annual General Meeting of Shareholders

Meeting date:
09.06.2023

Form: Letter ballot

Quorum: 86.9490%

Outcomes of the AGM in 2023

Agenda item	Distribution of votes	Voting results
Adoption of the FY2022 Company's annual report, annual financial statements	In Favor – 99.9958% Against – 0.0000% Abstention – 0.0000%	To adopt the Company's FY2022 annual report and annual financial statements, as stated by Appendices No.1-2 posted on the official website: https://www.rosseti-ural.ru/company/controls/gsm/ Based on the voting results, the resolution on the agenda item is "PASSED"
Approval of FY2022 profit allocation, incl. dividend payout (announcement)	In Favor – 99.9997% Against – 0.0000% Abstention – 0.0001%	1. To approve the following FY2022 profit allocation, RUB thousand: Unallocated profit (loss) of the reported period: 3,269,162 To distribute to: · Reserve fund: 0 · Enterprise development: 1,173,453 · Dividends, incl.: 2,095,709 9M2022 interim dividends (EGM Minutes dated 23.12.2022 No.19): 1,655,059 dividend due: 440,650 Recovery of the losses of previous periods: 0 2. To pay RUB 0.00504 as dividends per one common share of the Company as of FY2022 in monetary form. 3. Payment deadlines for nominal holders and trustees, being professional participants of securities market – maximum 10 business days, for other registered stockholders – maximum 25 business days after the record date. 4. To set 23 June 2023 as the record date (date when the list of entities entitled to collect dividends is prepared). Based on the voting results, the resolution on the agenda item is "PASSED"
Election of the Company's Board of Directors	Cumulative voting	To elect the following persons to serve on the Board of Directors: 1. Aleksandr Viktorovich Shevchuk 2. Vitaly Vladimirovich Anikin 3. Roman Avgustovich Dmitrik 4. Natalia Aleksandrovna Ozhe 5. Daniil Vladimirovich Krainsky 6. Aleksandr Mikhailovich Pyatigor 7. Aleksandr Yuryevich Korneev 8. Andrey Petrovich Tulba 9. Elena Viktorovna Andreeva 10. Maria Gennadyevna Tikhonova 11. Irina Aleksandrovna Shagina Based on the voting results, the resolution on the agenda item is "PASSED"
Election of the Company's Board of Internal Auditors	Polling	To elect the following persons to serve on the Board of Internal Auditors: 1. Anton Sergeevich Ulyanov 2. Viktor Vladimirovich Tsarkov 3. Svetlana Mikhailovna Trishina 4. Olga Viktorovna Ostroukhova 5. Gayane Robertovna Andriasova Based on the voting results, the resolution on the agenda item is "PASSED"
Approval of the Company's auditor	In Favor – 99.9705% Against – 0.0000% Abstention – 0.0293%	To appoint the alliance of auditors (joint tenderer), comprised of OOO CATR – auditor services (lead joint tenderer) and OOO Crowe Audex (member of joint tenderer) as the Company's auditor. Based on the voting results, the resolution on the agenda item is "PASSED"
Introduction of amendments into the Charter, requiring filing with the Russian Ministry of Justice of an application on authorization of inclusion of the word, derived from the official name of the Russian Federation or Russia, into new corporate name of the Company	In Favor – 99.9661% Against – 0.0000% Abstention – 0.0302%	Amendments into the Charter were approved (visit for more details: https://rosseti-ural.ru/public/upload/content/files/IR%20-%20disclosure/IR/Changes2Charter090623eng.pdf). Based on the voting results, the resolution on the agenda item is "PASSED"

The minutes of the 2022 AGM were disclosed on the official website at: <https://rosseti-ural.ru/en/company/controls/gsm/>



Analysis of the AGM voting

The quorum of the 2022 AGM totaled 86.9490%, showing a considerable interest of shareholders. Shareholders supported the proposed resolution drafts on agenda item No.1 and 2. As for agenda items No.5 and 6, the shareholders also supported the proposed resolutions, the share of "Abstention" votes totaled 0.0293% and 0.0302%, respectively.