

CORPORATE SECRETARY

To embed key elements and provisions of the Corporate Governance Code into the corporate governance system of PAO Rosseti Ural a position of the Corporate Secretary was introduced to our payroll schedule in 2016. The status of the corporate secretary, candidate specification, appointment and removal of the corporate secretary, reporting line, order of interaction with the governing bodies and units of the Company and other relevant activities are defined in the Regulations on the Corporate Secretary of PAO Rosseti Ural⁵⁹. The Corporate Secretary of the Board of Directors is appointed and removed by the General Director on the basis of a Board of Directors resolution, adopted as stated in the Charter and Regulations on the Corporate Secretary of PAO Rosseti Ural. The Corporate Secretary functionally reports to the Board of Directors. Administrative reporting line of the Corporate Secretary shall be established by the organizational structure of the Company. The General Director and/or Chair of the Board of Directors nominate a Corporate Secretary candidate. If the Chair of the Board of Directors is not elected, all members of the Board of Directors enjoy the right to nominate a Corporate Secretary candidate.

The Regulations stipulate the following functions of the Corporate Secretary:

- Facilitation of Company's cooperation with regulators, trading institutions, registrar, other professional participants of the securities market
- Involvement into arrangement and conduct of Company's general meetings of stockholders
- Involvement into promotion of the Company's information disclosure policy and oversight of custody of Company's corporate documents
- Involvement into improvement of Company's corporate governance system and practices
- Administration of day-to-day performance of the Board of Directors
- Facilitation of Company's relationships with stockholders, prevention of corporate conflicts, implementation of procedures enforcing rights and interests of stockholders, set forth by the Russian laws and Company's bylaws, oversight of the progress

The Corporate Secretary of PAO Rosseti Ural is Sergey Anatolyevich Gusak

Background information: Born in 1977. Educational background: Urals State Law Academy (graduate degree). Head of Corporate Governance and Stockholder Relations Department at PAO Rosseti Ural since 2008. Share in the charter capital of the Company and its SACs / common stock owned: none. Family ties with members of executive and/or oversight bodies: none. Managerial positions for the past 5 years: member of the Executive Board of NChOU DPO Educational Center of IDGC of Urals.



EXECUTIVE BODIES

The Company's current operations are managed by the sole executive body (General Director) and collegiate executive body (CEB) or Executive Board. The EB operates under the charter and bylaw, adopted by the General Meeting (Regulations on the Executive Board). The Regulations stipulate the terms and procedure for the convention and conduct of meetings as well as mechanics of decision taking. The Executive Board manages current operations of the Company and reports to the Board of Directors and General Meeting. The Board is a group of competent specialists with outstanding expertise in relevant spheres, able to fulfill their duties in a due manner to manage the Company. The Company's General Director is the Chair of the Executive Board in line with the Federal Joint-Stock Companies' Law⁶⁰ and the Company's Charter⁶¹.

The purview of the General Director covers all issues of the day-to-day operations of the Company, minus issues referred to the competence of the Executive Board.

General Director

From 09 June 2022 the Company is headed by Aleksandr Mikhailovich Pyatigor.



**General Director,
Chair of the
Executive Board
(since 09.06.2022)**

Aleksandr Mikhailovich PYATIGOR

Year of birth: 1980

Educational background: Kazakh Agro Technical University (Electricity supply and Motorization of Agriculture, 2002), FGBOU VPO National Research University MEI (Management, 2012)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2012	2018	PAO MOESK	Director for Perspective Grid Development, Deputy General Director for Technological Connection and Development of Services
2018	2020	PAO Rosseti	Deputy General Director for Sales
2020	2022	PAO Rosseti Lenenergo	Deputy General Director for Development and Technological Connection
2022	Present day	AO EESK	Board of Directors member

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Executive Board

The Charter envisages that the membership of the Executive Board is approved by the Board of Directors. During 2023 the composition of the Executive Board underwent the following changes due to talent decisions:

- Due to the resolution of the Board of Directors⁶², V.A. Skladchikov and O.V. Ocheredko were elected.
- Due to the resolution of the Board of Directors⁶³, in line with the redistribution of functional liabilities, resulted from the approval of a new HQ organizational structure, the authorities of A.M. Krivyakov were terminated and D.D. Mikheev was elected to serve on the Executive Board.

As of 31.12.2023, the Executive Board consisted of 6 members*:

Aleksandr Mikhailovich PYATIGOR

Year of birth: 1980

Educational background: Kazakh Agro Technical University (Electricity supply and Motorization of Agriculture, 2002), FGBOU VPO National Research University MEI (Management, 2012)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2012	2018	PAO MOESK	Director for Perspective Grid Development, Deputy General Director for Technological Connection and Development of Services
2018	2020	PAO Rosseti	Deputy General Director for Sales
2020	2022	PAO Rosseti Lenenergo	Deputy General Director for Development and Technological Connection
2022	Present day	AO EESK	Board of Directors member

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Interest in the charter capital of other companies: none

Information on the conflict of interest (incl. service on the governing bodies of other Company's firms): none



**General Director,
Chair of the
Executive Board
(since 09.06.2022)**

* The directors consented the disclosure of personal data in the report in a manner, consistent with laws of the Russian Federation.



**First Deputy
General Director –
Chief Operating
Officer, Deputy Chair
of the Executive
Board**



**Deputy General
Director for Legal
Affairs and Corporate
Governance,
Executive Board
member**



**Deputy General
Director for Sales,
Executive Board
member**

Vladimir Aleksandrovich RYABUSHEV

Year of birth: 1977

Executive Board member since: 2021

Educational background: Rudnenskiy Industrial Institute (Industrial Electricity Supply, 2000), SUSU (Retraining: Project Management of Business Development, 2019; master thesis on Management, 2021)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2021	Present day	NChOU DPO Educational Center of IDGC of Urals	Executive Board Chair
2022	Present day	AO EESK	Board of Directors member

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Interest in the charter capital of other companies: none

Information on the conflict of interest (incl. service on the governing bodies of other Company's firms): none

Kirill Evgenyevich DERYAGIN

Year of birth: 1979

Executive Board member since: 2022

Educational background: Rostov State University (Jurisprudence, 2001)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2022	Present day	AO EES	Board of Directors member
2020	2022	PAO Rosseti	First Deputy Head of Legal Affairs Department (as a second job)
2017	2022	PAO FSK UES	First Deputy Head of Legal Affairs Department

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Interest in the charter capital of other companies: none

Information on the conflict of interest (incl. service on the governing bodies of other Company's firms): none

Dmitry Dmitriyevich MIKHEEV

Year of birth: 1983

Executive Board member since: 2023

Educational background: Altay State Technical University named after I.I. Polzunov (Electricity Supply of Industrial Enterprises, 2005), Altay Academy of Economics and Law (Institute) (Management, 2008)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2019	2023	PAO Rosseti	Head of Sales Department
2020	2022	PAO FSK UES	Head of Sales Department
2012	2019	Ministry of Energy	Deputy Head of Department – Head of Perspective Development of Power Sector Section

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Interest in the charter capital of other companies: none

Information on the conflict of interest (incl. service on the governing bodies of other Company's firms): none



Deputy General Director for Technological Connection and Development of Additional Services, Executive Board member

Vladimir Andreyevich SKLADCHIKOV

Year of birth: 1986

Executive Board member since: 2023

Educational background: Russian Academy of Economics named after G.V. Plekhanov (Banking and Finance, 2008)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2021	2022	PAO Rosseti Moscow Region	Connection-related Construction Department Director
2023	Present day	AO EES	Board of Directors member
2021	2021	AO MOESK Engineering	Deputy Director of Development Department
2019	2020	PAO Rosseti Kuban	Deputy General Director for Development and Technological Connection
2017	2019	PAO MOESK	Head of SC Relations Directorate

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Interest in the charter capital of other companies: none

Information on the conflict of interest (incl. service on the governing bodies of other Company's firms): none



Deputy General Director for Economics and Finance, Executive Board member

Olga Vyacheslavovna OCHEREDKO

Year of birth: 1972

Executive Board member since: 2023

Educational background: Kuban State University (Economic and Social Planning, 1994)

Employment for the past 5 years and service on governing and oversight bodies of other organizations:

Period from	to	Company	Position
2008	2022	PAO Rosseti Kuban	Head of Financial Section, Deputy Head of Financial Directorate, Head of Finance and Treasury Department, Deputy General Director for Economics and Finance
2023	Present day	AO EESK	Board of Directors member
2023	Present day	AO EES	Board of Directors member

Interest in the charter capital/Common stock owned (as of 31.12.2023): none

Security transaction statements filed with the Company in 2023: none

Borrowings from the Company: none

Interest in the charter capital of other companies: none

Information on the conflict of interest (incl. service on the governing bodies of other Company's firms): none

Directors who left the Executive Board during 2023:

Aleksandr Mikhailovich KRIVYAKOV

Executive Board member (tenure ended 19.04.23)

Born in 1952

Graduated from Urals Polytechnic Institute named after S.M. Kirov (Power Stations)

Managerial positions for the past 5 years: Member of the Executive Board of NChOU DPO Educational Center of IDGC of Urals

The Executive Board examines items during its meetings in a scheduled manner, factoring in resolutions of the General Meeting of Stockholders and Board of Directors as well as items proposed by the General Director and Executive Board members. The Board focused on specification of current plans and decisions to secure target achievement. The Executive Board also worked strenuously on materials and items to be approved by the Board of Directors, going deep into the issues to ensure high quality of the decisions.

Year	Executive Board meetings conducted			Agenda items examined
	Total	In-absentia	In-presentia	
2023	38	31	7	232
2022	39	37	2	287
2021	24	24	0	164

Topics	2021	2022	2023
Internal control and audit, risk management	14	12	20
Items related to operations by affiliates	5	52	31
Control and reporting	88	96	56
Transactions	33	16	39
Other aspects	6	72	55
Strategy	18	39	31

During the reported period the Executive Board conducted

38 meetings, incl.
31 in-absentia meetings,
7 in-presentia meetings
Agenda items examined: 232

Agenda items examined in 2023

Internal control and audit, risk management	Adoption of the risk register and risk management activity plan for 2023, adoption of the risk appetite, approval of the Internal Audit Department action plan for 2024.
Strategy	Approval of the roadmap on development of additional (non-tariff) services, business plan for 2024, incl. investment program and forecasts for 2025–2028.
Control and reporting	Examination of Executive Board progress reports, business plan completion reports, covering investment program

REMUNERATION AND COMPENSATION POLICY

Board of Directors

The Annual General Meeting of Stockholders, conducted on 23.05.2019, adopted Amended and Restated Regulations of Remunerations and Compensations due to the Board of Directors. In compliance with the Regulations, remunerations comprise a lump sum quarterly payment for participation in the Board activities.

Quarterly service remunerations due to each Board of Directors member are calculated, factoring in the total number of Board of Directors meetings conducted during the reported quarter and number of meetings attended by a Board of Directors member. Basic annual remunerations (Rbase) are determined according to the revenues of the Company, calculated under RAS, for the last completed report year preceding election of the Board of Directors. The following increments are added to the remunerations: 30% for the Board Chair, 20% for the Chair of a Board Committee, 10% for a membership in a Board Committee. If a Committee conducts no meetings during the reported quarter, no increments for the Board of Directors Committee Chairmanship and membership are paid. The overall quarterly remunerations and increments due to each Board of Directors member do not exceed 1/4 of Rbase. Remunerations are not paid, if a Board of Directors member fails to attend more than 50% of the meetings conducted during the reported quarter. Remunerations are paid within 30 (Thirty) calendar days after the end of the reported quarter. Remunerations are charged and paid to the Board of Directors Chairman and members, subject to legal restrictions or prohibition of any allowances from businesses. Remunerations are paid from the income obtained from non-regulated services.

A Board of Directors member obtains compensations for expenses related to the participation in Board of Directors meetings, Board of Directors Committee meetings, General Meetings of Stockholders in compliance with the Company's C-level trip reimbursement rates, valid as of the date of such meetings. The payment of compensations is made within 3 (Three) business days after presentation of documents supporting the costs incurred.

Executive Bodies

The KPI system for the executive bodies is disclosed in Section "Key Performance Indicators".

Total remunerations and/or compensations due to each governing body, RUB thousand

Type of remunerations	Board of Directors	Executive Board
Service remunerations	18,545	833
Salary	0	55,247
Bonuses	0	20,956
Commission fees	0	0
Other types	0	1,544
Reimbursement of expenses	0	0
Total	18,545	78,580

In 2022, the Company has concluded a contract with AO SOGAZ, leader of the joint tenderer (joint bid with SAO VSK), on D&O insurance for the period starting 01.07.2022 and ending 24.09.2023 (incl. additional agreements) with a RUB 20,234.76 thousand premium paid to the insurer and RUB 825,000 thousand total limit of liabilities. PAO Rosseti has concluded a single contract on D&O insurance dated 23.10.2023 No. 23D00020 for a new insurance period starting 25.09.2023 (insurance amount of RUB 5 billion) to protect proprietary interests of PAO Rosseti and its affiliates, incl. PAO Rosseti Ural.