

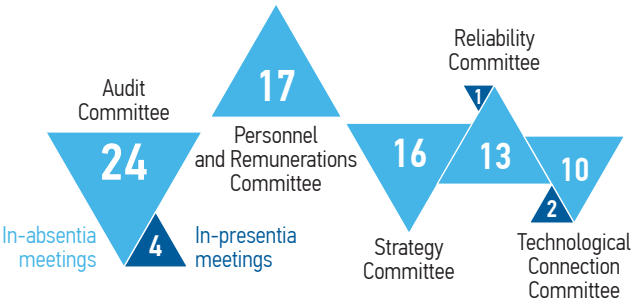
BOARD OF DIRECTORS COMMITTEES

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.

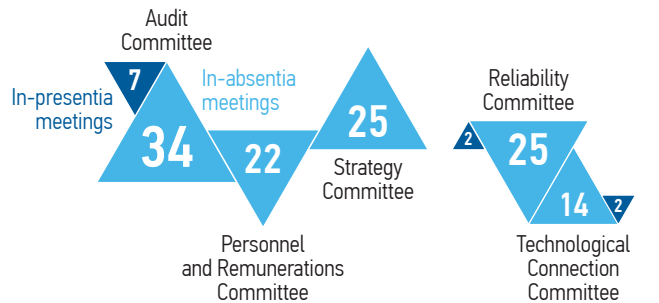
The Board of Directors structure comprises five permanent Committees – the Audit Committee, Personnel and Remunerations Committee, Strategy Committee, Reliability Committee and Technological Connection Committee. Any action or operation of these Committees is performed in strict compliance with the relevant 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.



In-presentia and in-absentia Committee meetings in 2024



Agenda items examined by the Committees on in-presentia and in-absentia meetings in 2024



During the reported period, the Committees scrutinized 131 agenda items during 87 meetings. The share of in-presentia Committee meetings and share of agenda items reviewed during in-presentia meetings in 2024 totaled 8.0% and 8.4%, 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

The Committee was established to examine issues related to the oversight of Company's financial and economic operations. The Committee plays a key role in overseeing integrity, accuracy and reliability of financial reporting, accountability and efficiency of the system of risk management, internal control and corporate governance and in fostering independence and impartiality of internal and external audit.

Guided by:

- The Regulations on the Board of Directors' Audit Committee⁵⁷
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Audit Committee⁵⁸

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 (26.07.2023 – 4.07.2024)	Composition 2 (25.07.2024 – end of the reported period)	Attendance
R.A. Dmitrik	+	+	28/28 (100%)
A.V. Shevchuk	+	+	28/28 (100%)
I.A. Shagina	+	-	16/16 (100%)
M.A. Lavrova	-	+	12/12 (100%)

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

- R.A. Dmitrik, OOO ESIH' Board of Directors' Chair (Committee Chair)
- A.V. Shevchuk, Association of Professional Investors' Executive Director

Committee's 2024 progress report:

During the reported period the Committee conducted

28 meetings

24 in-absentia meetings,
4 in-presentia meetings (VC)

Agenda items examined: 41

Topics	Issues examined during 2024
Anticorruption monitoring	Examination of the 2023 and 1H2024 report on anticorruption monitoring outcomes (Minutes dated 19.03.2024 No.178, dated 09.09.2024 No.191)
Administrative issues	Adoption of the Committee's activity plan (minutes dated 12.08.2024 No.189), Committee's budget (minutes dated 12.08.2024 No.189, dated 25.12.2024 No.201), engagement of the expert into the Audit Committee activities (minutes dated 12.08.2024 No.189)
Internal audit	Examination of Internal Audit Department's activity plans and revisions to them (minutes dated 04.07.2024 No.187), Internal Audit Department's progress reports (minutes dated 14.03.2024 No.177, dated 27.06.2024 No.185, dated 10.10.2024 No.194, dated 19.12.2024 No.200)
Internal control	Examination and approval of the information on the RM&ICS disclosed in the FY2023 annual report. (Minutes dated 13.05.2024 No.181)
Accounting (financial) statements	Examination of the Company's accounting statements (minutes dated 27.05.2024 No.183, dated 28.06.2024 No.186, dated 08.11.2024 No.196, dated 18.12.2024 No.199), examination of material aspects of the Company's 2023 accounting policy and slated revisions for 2023 (Minutes dated 29.01.2024 No.174)
External audit	Specification of the fee due to the external auditor (minutes dated 04.07.2024 No.187)
Other issues	Examination of the CY2023-2024 Committee progress report (minutes dated 17.07.2024 No.188).

THE PERSONNEL AND REMUNERATIONS COMMITTEE

The Committee was established by the Board of Directors to 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 Committee⁵⁹
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Personnel and Remunerations Committee⁵⁸

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 (09.08.2023 – 6.07.2024)	Composition 2 (18.07.2024 – end of the reported period)	Attendance
N.A. Ozhe	+	+	17/17 (100%)
D.V. Borisova	+	+	17/17 (100%)
I.A. Shagina	+	-	3/3 (100%)
A.G. Aleshin	-	+	14/14 (100%)

Committee's 2024 progress report:

During the reported period the Committee conducted

17 meetings

17 in-absentia meetings

Agenda items examined: 22

Topics	Issues examined during 2024
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 13.08.2024 No.134, dated 23.12.2024 No.146)
Hiring and staffing	Preliminary examination and approval of candidates for Deputy General Director positions, examination of their performance (minutes dated 15.05.2024 No.131, dated 30.09.2024 No.138, dated 27.11.2024 No.145)
Organizational structure	Preliminary examination of proposals regarding the Company's HQ organizational structure (minutes dated 18.10.2024 No.140, dated 25.10.2024 No.141)
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 05.11.2024 No.142)
Material incentives	Adoption of the 2023 C-level KPI and FKPI reports (minutes dated 23.08.2024 No.135), adoption of the 2024-2026 C-level KPIs and FKPIs (minutes dated 11.10.2024 No.139)
Other issues	Examination of the CY2023-2024 Committee progress report (minutes dated 17.07.2024 №133)

THE STRATEGY COMMITTEE

The key role of the Committee is to assist the Board of Directors in developing the strategy, its revision and progress oversight as well as generating updating proposals.

Guided by:

- The Regulations on the Board of Directors' Strategy Committee⁵⁹
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Strategy Committee⁵⁸

The Committee's goal shall be 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, 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 (31.08.2023 – 13.08.2024)	Composition 2 (14.08.2024 – end of the reported period)	Attendance
A.A. Polinov	+	+	15/16 (94%)
D.V. Krainsky	+	+	16/16 (100%)
M.V. Kaloeva	+	+	16/16 (100%)
S.V. Podlutskyi	+	+	16/16 (100%)
O.V. Ocheredko	+	+	14/16 (88%)
M.V. Kalugina	+	-	8/9 (89%)
A.V. Shevchuk	+	+	16/16 (100%)
N.A. Ozhe	+	+	16/16 (100%)
R.A. Dmitrik	+	+	16/16 (100%)
A.G. Aleshin	-	+	16/16 (100%)

Committee's 2024 progress report:

During the reported period the Committee conducted

16 meetings

16 in-absentia meetings

Agenda items examined: 25

Topics	Issues examined during 2024
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 09.09.2024 No.216, dated 24.12.2024 No.221)
KPI review	Adoption of the 2023 C-level KPI and FKPI reports (minutes dated 26.08.2024 No.215), adoption of the 2024-2026 C-level KPIs and FKPIs (minutes dated 11.10.2024 No.218)
Implementation of strategy	Examination of the business plans and investment programs, business plan completion reports (minutes dated 19.01.2024 No.206, dated 21.03.2024 No.207, dated 26.04.2024 No.208, dated 30.05.2024 No.212, dated 30.07.2024 No.214, dated 11.10.2024 No.218, dated 23.10.2024 No.219), adoption of the progress report with regard to the Company's Innovative Development Program (minutes dated 29.05.2024 No.211), progress report with regard to the implementation of the Digital Transformation till 2030 Program (minutes dated 12.12.2024 No.220)
IC&RMS	Examination of the 2023 report on the RM&ICS roll-out, functioning and efficiency (minutes dated 17.05.2024 No.210)
Other issues	Examination of the CY2023-2024 Committee progress report (minutes dated 24.07.2024 No.213)

THE RELIABILITY COMMITTEE

The key role of the Committee is to assist the Board of Directors in evaluating production programs, prevention and traumatism reducing programs and quality of incident investigations, etc.

Guided by:

- The Regulations on the Board of Directors' Reliability Committee⁶⁰
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Reliability Committee⁵⁸

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 incidents⁶¹, 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 1 (16.08.2023 – 6.07.2024)	Composition 2 (17.07.2024 – end of the reported period)	Attendance
V.A. Ukolov	+	+	14/14 (100%)
R.A. Dmitrik	+	+	14/14 (100%)
A.V. Shevchuk	+	+	14/14 (100%)
V.A. Ryabushev	+	+	14/14 (100%)
A.N. Zhukov	+	+	14/14 (100%)

Committee's 2024 progress report:

During the reported period the Committee conducted

14 meetings

13 in-absentia meetings

1 in-presentia meeting (VC)

Agenda items examined: 27

Topics	Issues examined during 2024
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 12.08.2024 No.110, dated 19.11.2024 No.115)
Reliability and preparedness of the Company	Examination of the 2023 thunderstorm season performance report, progress report on operations during the 2023 high-water season, 2023 fire season performance report, report on Company's preparedness for 2023-2024 autumn/winter operations (minutes dated 19.01.2024 No.102, dated 29.01.2024 No.103), examination of the Company's 2024 production programs (minutes dated 08.02.2024 No.104)
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 12.08.2024 No.110, dated 19.11.2024 No.115)

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 Committee⁶²
- The Regulations on the Remunerations and Compensations due to the Board of Directors' Technological Connection Committee⁶³

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 (16.08.2023 – 24.07.2024)	Composition 2 (25.07.2024 – end of the reported period)	Attendance
O.V. Klinkov	+	+	12/12 (100%)
V.A. Davydkin	+	+	12/12 (100%)
R.A. Dmitrik	+	+	12/12 (100%)
S.M. Kuryavyi	+	+	12/12 (100%)
A.V. Shevchuk	+	+	12/12 (100%)

Committee's 2024 progress report:

During the reported period the Committee conducted

12 meetings

10 in-absentia meetings

2 in-presential meeting (VC)

Agenda items examined: 16

Topics	Issues examined during 2024
Administrative issues	Adoption of the Committee's activity plan and budget (minutes dated 12.08.2024 No.84, dated 19.12.2024 No.88)
Analysis of connections	Examination of progress report with regard to connection (minutes dated 02.07.2024 No.82, dated 08.11.2024 No.87, dated 25.12.2024 No.89)
Development of additional services	Examination of the progress reports with regard to the implementation of the development of additional (non-tariff) services roadmap with due consideration of the 2030 Digital Transformation Concept (minutes dated 29.01.2024 No.78, dated 08.07.2024 No.83, dated 23.08.2024 No.85)
Other issues	Examination of the information on compliance with QoS standards (minutes dated 08.07.2024 No.83)

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 Ural⁶⁴. 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.