

# BOARD OF DIRECTORS

The Board of Directors is a collective governance body executing the general management of the Company's operations, defining its strategy, controlling the operations of the executive bodies of the Company, the implementation of resolutions made by the General Meeting of Shareholders, and the respect of the legitimate interests of the shareholders of Rosseti Kuban.

Main goals and objectives of the Board of Directors:

- Defining the development strategy of the Company, which is aimed to enhance its market value and investment attractiveness, to receive maximum profits, and expand corporate assets
- Providing the exercise and protection of the rights and legitimate interests of the shareholders, as well as assisting in corporate conflict resolution
- Providing for full, reliable and objective disclosure of the Company's information to shareholders and other parties concerned
- Establishing effective internal controls
- Conducting regular assessment of executive body activities and the Company's management operations

To achieve the goals and objectives set, the Board of Directors abides by the following principles:

- Decisions are to be made based on reliable information about the Company's operations
- Shareholders' rights to involvement with the management of the Company and the acquisition of the dividends and the Company's information are not to be restricted
- Interests of various shareholder groups are to be balanced and the Board of Directors shall make decisions that are objective and in the best interests of all of the Company's shareholders

The expenses incurred by the Company for D&O insurance of the members of the Board of Directors in 2022 amounted to RUB 7.5 million.

**In its operations, the Board of Directors abides by Federal Law on Joint Stock Companies and other federal laws and regulations of the Russian Federation, the Company's Articles of Association and the Regulation on the Board of Directors<sup>1</sup>.**

**According to the Articles of Association of Rosseti Kuban, the remit of the Board of Directors was expanded beyond the provisions of Federal Law On Joint Stock Companies.**

## MEMBERSHIP OF THE BOARD OF DIRECTORS

The Company's General Meeting of Shareholders elects the 11-member Board of Directors, who will serve in that capacity until the following annual General Meeting of Shareholders. If the Board of Directors is elected at an extraordinary General Meeting of Shareholders, the members of the Board of Directors are deemed elected for the period until the date of the next annual General Meeting of Shareholders.

First-time directors are given an opportunity to get an insight into the Company's strategy, corporate governance, risk management and internal control systems, the allocation of responsibilities among the Company's executive bodies and other material information on the Company's operations and financial and business activities.

The same membership of the Company's Board of Directors was in effect during the reporting year:

- Members elected on 30 December 2021 at the extraordinary General Meeting of Shareholders of the Company
- Members re-elected at the annual General Meeting of Shareholders on 16 June 2022

There is one woman on the Board of Directors.

## Members of the Board of Directors in office in the reporting year<sup>2</sup>

### DANIEL KRAINSKIY

Chairman of the Board of Directors, non-executive director<sup>3</sup>

Year of birth	1979
Education	Higher. Graduated from Moscow State Law Academy with a degree in jurisprudence, lawyer
Work experience for the last five years	
2017–2023	Deputy General Director for Legal Support of Rosseti, PJSC (primary place of employment)
Since 2022	Deputy General Director for Legal Support of Public Joint Stock Company Federal Grid Company – Rosseti (former name until 12 October 2022 – FGC UES, PJSC) (primary place of employment)
Since 2018	Advisor to the General Director, member of the Board of Directors of Rosseti Lenenergo, PJSC
2018 – 2022	Chairman of the Board of Directors of Lenenergo Energy Service Company, JSC
Since 2019	Member of the Management Board of Rosseti Lenenergo, PJSC
2020–2022	Deputy General Director for Legal Support (part-time), FGC UES, PJSC
Since 2020	Member of the Board of Directors of Rosseti Northern Caucasus, PJSC, Rosseti Centre, PJSC, Rosseti Siberia, PJSC, IDGC of Urals, OJSC and Rosseti Moscow Region, PJSC. Member of the Board of Directors and the Management Board of the managing organisation (Rosseti Lenenergo, PJSC) Energotrans, LLC
Since 2021	Chairman (member) of the Board of Directors of TDC, PJSC, Rosseti Siberia Tyvaenergo, JSC, Rosseti Volga, PJSC, Rosseti South, PJSC, STC UES, JSC, Rosseti Tyumen, JSC, Rosseti Yantar, JSC, Rosseti Digital, JSC, STC FGC UES, JSC Member of Strategy Committee of the Board of Directors of Rosseti Kuban, PJSC
2021–2022	Member of the Board of Directors of Rosseti North-West, PJSC
2022–2023	Member of the Management Board of Rosseti, PJSC
Since 2022	Member of the Board of Directors of ECMC UES, JSC. Member of the Management Board of Public Joint Stock Company Federal Grid Company – Rosseti (formerly FGC UES, PJSC until 12 October 2022)
Tenure on the Board of Directors of the Company	Since 3 June 2021

<sup>2</sup> Consent to the disclosure of personal information set out in the Corporate Governance Report section was obtained from all people who are or were members of the Company's management and control bodies. The statements of experience of the Board of Directors' members contain only the latest positions in each of their place of employment. All of the positions held by the Board members (in chronological order) can be found in quarterly reports of the Equity Issuer published online on the Company's website in the For Shareholders and Investors / Information Disclosure / Quarterly Reports of the Equity Issuer section. Information on the place of employment of the Board of Directors' members and the positions they hold are given in accordance with the data provided to the Company by them as at 28 February 2023.

<sup>3</sup> The status of the Board members (executive, non-executive, independent) is defined by the criteria of the Corporate Governance Code of the Bank of Russia.

<sup>1</sup> The Regulation on the Board of Directors of Rosseti Kuban, PJSC is published on the Company's website in the About the Company / Constituent and Internal Documents section.

**GRIGORY GLADKOVSKIY**

Non-executive director

Year of birth	1984
Education	Higher. Graduated from the Moscow State Institute of International Relations with a degree in finance and credit, international economist with knowledge of foreign languages
<b>Work experience for the last five years</b>	
2016–2018	Head of Digital Platform Division of Sberbank, PJSC
2018–2019	Advisor to the Director General of UEC, JSC
2019–2023	Deputy Chief Engineer of Rosseti, PJSC (primary place of employment)
Since 2023	Deputy Chief Engineer of Public Joint Stock Company Federal Grid Company – Rosseti (former name until 12 October 2022 – FGC UES, PJSC) (primary place of employment)
Since 2019	Member of the Board of Directors of Operator of APCS, JSC
Since 2020	Chairman of the Board of Directors of NWEUK, JSC, FTC, JSC Member of the Board of Directors of ENIN, JSC, STC FGC UES, JSC
Tenure on the Board of Directors of the Company	Since 3 June 2021

**YURI GONCHAROV**

Non-executive director

Year of birth	1977
Education	Higher. Graduated from: <ul style="list-style-type: none"> <li>Moscow State Mining University with a degree in management, master's degree in management</li> <li>Moscow Institute of Economics, Politics and Law with a degree in jurisprudence, bachelor of jurisprudence</li> </ul>
<b>Work experience for the last five years</b>	
2013–2023	Chief Adviser of Rosseti, PJSC (primary place of employment)
Since 2023	Chief Adviser of Public Joint Stock Company Federal Grid Company – Rosseti (formerly FGC UES, PJSC until 12 October 2022) (primary place of employment)
Since 2014	Member of the Board of Directors of Rosseti Tyumen, JSC, IDGC of Urals, OJSC
2017–2019	Member of the Board of Directors of IDGC of Siberia, PJSC
2018–2019	Member of the Board of Directors of MOESK, PJSC
2020–2020	Member of the Audit Committee of the Board of Directors of IDGC of Urals, OJSC
Since 2020	Member of the Board of Directors of Rosseti Northern Caucasus, PJSC
2020–2021	Chairman of the Personnel and Remuneration Committee of the Board of Directors of Rosseti North-West, PJSC Member of the Board of Directors, member of the Personnel and Remuneration Committee, Deputy Chairman of the Audit Committee of the Board of Directors of Rosseti Lenenergo, PJSC
2020–2022	Member of the Boards of Directors of Rosseti Centre and Volga Region, PJSC, Rosseti North-West, PJSC Member of the Strategy Committee of the Board of Directors of IDGC of Urals, OJSC Chairman of the Audit Committee, a member of the Strategy Committee of the Board of Directors of Rosseti Northern Caucasus, PJSC Member of the Strategy Committee, Chairman of the Personnel and Remuneration Committee of the Board of Directors of Rosseti Centre and Volga Region, PJSC
2021–2022	Member of the Audit Committee of the Board of Directors of Rosseti Kuban, PJSC, Rosseti Tyumen, JSC
Since 2021	Member of the Board of Directors of Rosseti Volga, PJSC, Rosseti Centre, PJSC
Tenure on the Board of Directors of the Company	Since 31 August 2021

**ALEXANDER KAZAKOV**

Non-executive director

Year of birth	1948
Education	Higher. Graduated from Moscow Engineering and Economic Institute named after S. Ordzhonikidze with a degree in economics, engineer-economist. Holds a doctorate decree in Economics
<b>Work experience for the last five years</b>	
2011–2019	Chairman of the Board of Directors of DVEUK, OJSC
2018–2021	Member of the Board of Directors of IDGC of Centre, PJSC
Since 2018	Chairman, member of the Board of Directors of Rosseti Centre and Volga Region, PJSC
2020–2021	Member of the Board of Directors of Rosseti Volga, PJSC
Since 2021	Member of the Board of Directors of Rosseti South, PJSC Chairman of the Personnel and Remuneration Committee, member of the Audit Committee of the Board of Directors of Rosseti Kuban, PJSC
Since 2022	Member of the Board of Directors of Rosseti Volga, PJSC
Tenure on the Board of Directors of the Company	Since 3 June 2021

**MADINA KALOEVA**

Non-executive director

Year of birth	1980
Education	Higher. Graduated from the North Ossetian State University n.a. K. Khetagurov with a degree in jurisprudence, lawyer
<b>Work experience for the last five years</b>	
Since 2013	Director for Corporate Governance – Head of Corporate Governance Department of Public Joint-Stock Company Federal Grid Company –Rosseti (former name until 12 October 2022 – FGC UES, PJSC) (primary place of employment)
2020–2023	Director for Corporate Governance – Head of Corporate Governance Department (part-time) of Rosseti, PJSC
Since 2014	Member of the Supervisory Board of UES SakRusenergo, JSC. Member of the Board of Directors of MTCES, JSC
2014–2021	Member of the Board of Directors of FGC UES Power Index, LLC
2015–2021	Member of the Board of Directors of FGC – Asset Management, LLC
Since 2017	Member of the Board of Directors of Agency for Forecasting of Electric Energy Balance, JSC
Since 2015	Member of the Board of Directors of IT Energy Services, LLC
Since 2021	Member of the Boards of Directors of Rosseti Centre and Volga Region, PJSC, STC UES, JSC, CTZ, JSC, ENIN, JSC
2021–2023	Member of the Board of Directors of Rosseti Digital, JSC. Chairman of the Board of Directors of Kuban Main Grids, JSC
2021–2021	Member of the Board of Directors of DVEUK-UNPG, JSC, NWEMC, JSC
Since 2022	Member of the Board of Directors of Rosseti Yantar, JSC, Rosseti North-West, PJSC, Rosseti Tyumen, JSC Member of the Audit Committee, member of the Strategy Committee of the Board of Directors of Rosseti Kuban, PJSC
Tenure on the Board of Directors of the Company	Since 31 August 2021

**KONSTANTIN KRAVCHENKO**

Non-executive director

Year of birth	1973
Education	Higher. Graduated from Voronezh Polytechnic Institute with a degree in power grid region design and technology, design & process engineer. Holds a candidate degree in Technical Science
<b>Work experience for the last five years</b>	
2012–2018	Head of the Department of Information Technology, Automation and Telecommunications of Gazprom Neft, OJSC
2018–2020	Director of Information Technology at the Corporate Governance Centre of the Moscow Representative Office of Uralvagonzavod Research and Production Corporation n.a. F. Dzerzhinsky
2020–2021	Deputy General Director for Information Technology, Uralvagonzavod Concern, JSC
2021–2023	Chief Advisor to General Director, Acting Deputy General Director for Digital Transformation of Rosseti, PJSC (primary place of employment)
Since 2021	Deputy General Director for Digital Transformation of Public Joint Stock Company Federal Grid Company – Rosseti (former name until 12 October 2022 – FGC UES, PJSC) (primary place of employment)
2021–2022	Acting General Director of Rosseti Digital, JSC Member of the Board of Directors of Rosseti Tyumen, JSC, IT Energy Service, LLC, Infrastructural Investments-3, LLC Acting General Director of Rosseti Digital, JSC – the managing company Chitatehenergo, JSC
Since 2021	Member of the Board of Directors of Rosseti Digital, JSC, MTCES, JSC, Rosseti Siberia, PJSC, Rosseti Centre and Volga Region, PJSC, FTC, JSC
Since 2022	Member of the Board of Directors of NWEMC, JSC, Rosseti South, PJSC
Tenure on the Board of Directors of the Company	Since 30 December 2021

**MIKHAIL MEDVEDEV**

Independent director

Year of birth	1969
Education	Higher. Graduated from the Saint-Petersburg State University of Economics and Finance with a degree in finance and credit, economist
<b>Work experience for the last five years</b>	
2011–2019	Deputy General Director for Intra Tool Holding, LLC
2015–2018	Deputy General Director for Economics and Finance of Safonovo Industrial Park, LLC
Since 2017	Member of the Strategy and Development Committee of the Board of Directors of Tumenenergo, JSC Member of the Reliability Committee of the Board of Directors of Rosseti Kuban, PJSC
Since 2018	Adviser to General Director of Avangard, JSC (primary place of employment)
Since 2019	Member of Strategy Committee of the Board of Directors of Rosseti Kuban, PJSC
Tenure on the Board of Directors of the Company	Since 16 June 2017

**ALEXEY MOLSKIY**

Non-executive director

Year of birth	1980
Education	Graduated from Moscow Power Engineering Institute with a degree in power systems and grids, engineer, and economics and management of electric power enterprises, engineer-economist
<b>Work experience for the last five years</b>	
2006–2020	First Deputy Chairman of the Management Board of FGC UES, PJSC
2016–2020	Member of the Management Board of FGC UES, PJSC
2020–2023	Deputy General Director for Investments, Capital Construction and Service Sales, member of the Management Board of Rosseti, PJSC (part-time)
Since 2023	Deputy General Director for Investments, Capital Construction and Service Sales of Public Joint Stock Company Federal Grid Company – Rosseti (former name until 12 October 2022 – FGC UES, PJSC) (primary place of employment)
Since 2014	Chairman of the Supervisory Board of UES SakRusenergo, JSC Member of the Supervisory Board of NPO Market Council Association
Since 2015	Member of the Board of Directors of TaigaEnergoStroy, JSC
Since 2019	Chairman, member of the Board of Directors of ECOM UES, JSC
2019–2023	Chairman, member of the Board of Directors of Tomsk Main Grids, OJSC
2019–2020	Chairman of the Board of Directors for Energosetproekt, JSC
Since 2020	Member of the Presidium of the CIGRE RNC Member of the Board of Directors of Rosseti Moscow Region, PJSC, Energocenter, JSC, Yantarenergosbyt, JSC Chairman of the Grid Connection Committee of the Board of Directors of Rosseti Kuban, PJSC
Since 2021	Member of the Boards of Directors of TDC, PJSC, Rosseti Tyumen Tyvaenergo, JSC, Rosseti Volga, PJSC, Rosseti North-West, PJSC, Rosseti Northern Caucasus, PJSC, Rosseti Centre, PJSC, Rosseti Siberia, PJSC, Rosseti Tyumen, JSC, CTZ, JSC, Rosseti Digital, JSC
2021–2021	Member of the Board of Directors of Rosseti South, PJSC
Since 2022	Member of the Board of Directors of IDGC of Urals, OJSC, Rosseti Lenenergo, PJSC, STC FGC UES, JSC, Mobile GTPP, JSC Member of the Management Board of Rosseti, PJSC
Tenure on the Board of Directors of the Company	Since 3 June 2021

**ALEXEY POLINOV**

Non-executive director

Year of birth	1978
Education	Higher. Graduated from Moscow State Construction University with a degree in economics and management at the enterprise (in construction), economist. Holds a candidate degree in Economics
<b>Work experience for the last five years</b>	
2018–2018	Advisor to the Director General of UEC, JSC
Since 2018	Advisor to the General Director, Deputy General Director for Economics and Finance of Rosseti Lenenergo, PJSC (part-time)
Since 2019	Member of the Management Board of Rosseti Lenenergo, PJSC
2021–2023	Chief Advisor, Acting Deputy General Director for Economics and Finance of Rosseti, PJSC
2022–2022	Acting Deputy General Director for Economics and Finance, FGC UES, PJSC
Since 2022	Deputy General Director for Economics and Finance of Public Joint Stock Company Federal Grid Company – Rosseti (former name until 12 October 2022 – FGC UES, PJSC) (primary place of employment)
Since 2021	Member of the Board of Directors of Rosseti Lenenergo, PJSC, Rosseti North-West, PJSC, Rosseti South, PJSC, Rosseti Moscow Region, PJSC, Rosseti Siberia, PJSC, IDGC of Urals, OJSC, Rosseti Yantar, JSC, Rosseti Tyumen, JSC, Rosseti Digital, JSC, FGC Asset Management, LLC, ECOM UES, JSC
Since 2022	Member of the Board of Directors and the Management Board of Public Joint Stock Company Federal Grid Company – Rosseti (formerly FGC UES, PJSC until 12 October 2022)  Member of the Board of Directors, Rosseti Center, PJSC, Rosseti Northern Caucasus, PJSC
Tenure on the Board of Directors of the Company	Since 3 June 2021

**BORIS EBZEEV**

Executive director

Year of birth	1975
Education	Higher. Graduated from Lomonosov Moscow State University, with a degree in jurisprudence, lawyer. Holds a candidate degree in legal sciences
<b>Work experience for the last five years</b>	
Since 2014	Chairman of the Management Board, General Director of Rosseti South, PJSC (primary place of employment)
2014–2019	Member of the Board of Directors of Donenergo, JSC
Since 2015	Member of the Board of Directors of Rosseti South, PJSC
Since 2018	Chairman of the Board of Directors for VMES, JSC
Since 2021	Chairman of the Management Board, Acting General Director of Rosseti Kuban, PJSC (part-time)
Tenure on the Board of Directors of the Company	Since 31 August 2021

**VIKTOR YAVORSKIY**

Independent director

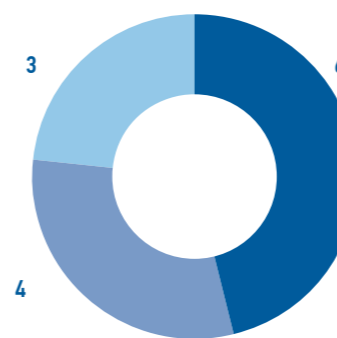
Year of birth	1955
Education	Higher. Graduated from Moscow Power Engineering Institute with a degree in automated control systems, system engineer
<b>Work experience for the last five years</b>	
Since 2002	General Director of Technology Centre, LLC
Since 2006	President of OSBI KLASS Audit and Consulting Group, LLC (primary place of employment)
Since 2013	Management Board Presidium member for All-Russian Non-Governmental Organisation of Small and Medium Business OPORA RUSSIA
Since 2014	General Director for TORI-AUDIT, LLC
2015–2019	Member of the Board of Directors of Tumenenergo, JSC
Since 2020	Chairman of the Audit Committee of the Board of Directors of Rosseti Kuban, PJSC
Tenure on the Board of Directors of the Company	Since 20 June 2019

**2/11**

proportion of independent directors among members of the Board of Directors

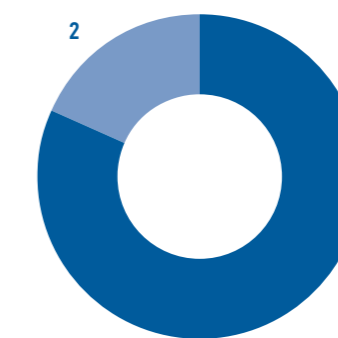
**STRUCTURE OF THE BOARD OF DIRECTORS OF THE COMPANY IN 2022 (%)**

IN TERMS OF EXPERTISE (PEOPLE)



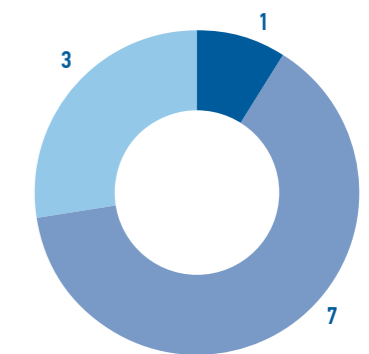
- Economics and Management
- Jurisprudence
- Power Engineering, Engineering

BY TENURE ON THE BOARD OF DIRECTORS OF THE COMPANY (PEOPLE)



- 1–2 years
- 3–6 years

BY AGE (PEOPLE)



- 31–40 years old
- 41–50 years old
- 51–75 years old

All people who were members of the Board of Directors of the Company in 2022 are citizens of the Russian Federation.

None of the members of the Board of Directors:

- Owned the Company shares or made transactions with them during the reporting year<sup>1</sup>
- Took training courses at the expense of the Company
- Had no 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 management bodies of the Company's competitors) in the reporting year
- Received any loans (borrowings) from the Company

<sup>1</sup> According to the data provided to the Company by the Board members.