

Role of Independent Directors

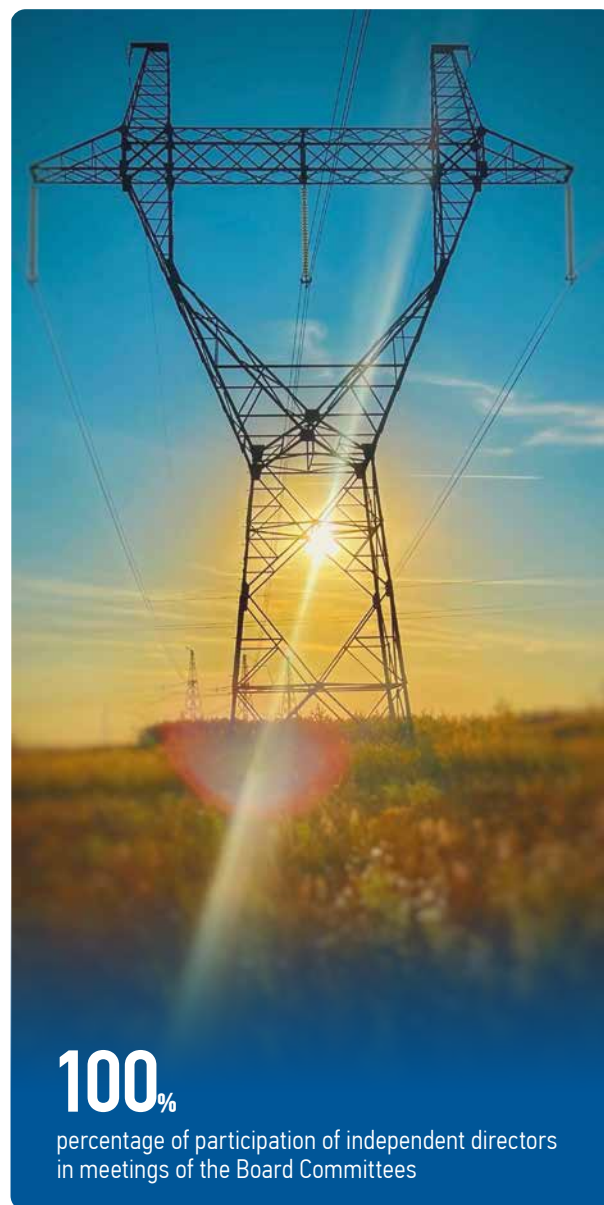
All members of the Board of Directors of the Company while performing their duties shall proceed from the requirement to make professional, reasonable and balanced decisions that contribute to the development and better performance of the Company. At the same time, in order to objectively analyse the issues under consideration and take into account various factors in the interests of the Company. The Board of Directors shall involve at least three independent directors who meet the independence criteria set out in the recommendations of the Corporate Governance Code of the Bank of Russia and the Listing Rules of PJSC Moscow Exchange. The role of independent directors is of particular importance in a number of critical processes and procedures that can directly affect the effectiveness of the Company's governance system, as follows:

- Expression and protection of the rights and legitimate interests of all groups of shareholders in an equal manner
- Organisation of the activity of the Committees of the Board of Directors responsible for the proper control of financial reporting, the risk management, internal control and audit system, the selection of auditors, anti-corruption, as well as the motivation and control of the Company's management (the Audit Committee and the Personnel and Remuneration Committee)
- Discussion of transactions and projects with items of a conflict of interest
- Interaction and involvement in issues arising from stakeholders and the professional community (counterparties, clients, minority shareholders, investors, creditors, employees, authorities, media and other stakeholders)
- Management of the development and implementation of the Company's management motivation and remuneration policies
- Provision of information openness of the Company
- Unbiased consideration of all aspects of substantial corporate activities (restructuring, M&A projects)

It is stipulated that the Company may appoint a Senior Independent Director from among the elected independent members of the Board of Directors. The Senior Independent Director shall be nominated by independent directors.

Due to the heavy workloads of all current independent directors and the challenges associated with charging them with new duties, the Company has not yet elected a Senior Independent Director.

At present, no additional risks for the Company and stakeholders arise from the absence of a Senior Independent Director. Independent directors express their opinion independently and equally and can interact directly with both the Chairman of the Board of Directors and the Company's management where required.



100%
percentage of participation of independent directors in meetings of the Board Committees

Planning of the Work of the Board of Directors

The Board of Directors considers key issues of strategic, investment and business management based on the approved plan. Planning helps to develop a position in advance, incorporate comments and provide the Board of Directors with extensively studied materials for their consideration. These are important conditions for the quality of decision-making.

Unscheduled matters arising in the course of the Company's business, such as transactions, S&A issues and other key matters, may be brought to the attention of the Board of Directors as and when required.

Work Plan of the Board of Directors

Date of approval

2022–2023 corporate year (2H 2022 and 1H 2023)

Approved at the meeting of the Board of Directors on 17.10.2022¹

2023–2024 corporate year (2H 2023 and 1H 2024)

Approved at the meeting of the Board of Directors on 03.11.2023²

Induction of New Board Members

The basic requirements for the induction procedure for newly elected members of the Board of Directors are also [set out in the Regulations on the Board of Directors of the Company](#).

Induction of new Board members includes the following activities:

- Provision of data on key matters of management and activities of the Company — development strategy, long-term development programme, business model of the Company, budget and investment programme, risk management and internal control system, controlled

organisations, management and motivation system, organisational structure, key operating and financial results for the last three years

- Submission of internal documents and key policies of the Company regulating relations, which shall be controlled and supervised by the Board of Directors
- Communication about the duties and powers of the Board members, their status, expected time commitments, and necessary resources to fulfil their functions
- Notification of planned key events involving members of the Company's Board of Directors

Training and Education of Board Members

The authority to develop training programme for members of the Board of Directors of the Company, with a view of their individual requirements, as well as supervision of the implementation of this programme, is vested in the Personnel and Remuneration Committee under the Board of Directors.

During discussion of the annual results of the performance review of the Board of Directors, the Committee considered the information regarding the balance of skills and expertise of Board members and areas for improvement for each one of them.

¹ Minutes of the meeting of the Board of Directors of PJSC FGC UES No. 592 dated 20 October 2022.

² Minutes of the meeting of the Board of Directors of PJSC Rosseti No. 631 dated 7 November 2023.