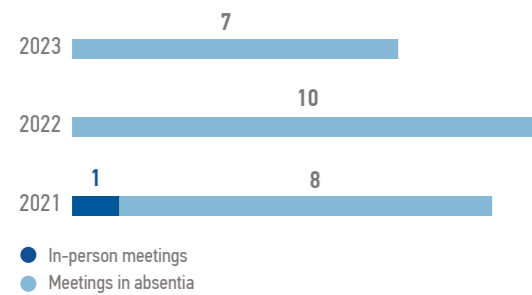
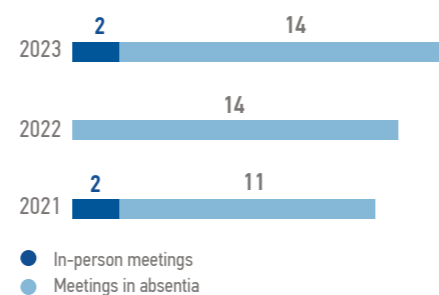


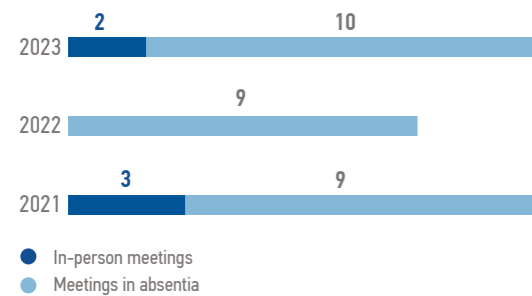
**Personnel and Remuneration Committee meetings**



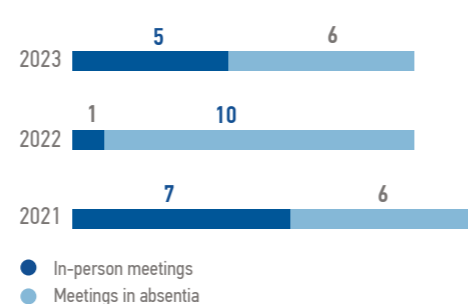
**Audit Committee meetings**



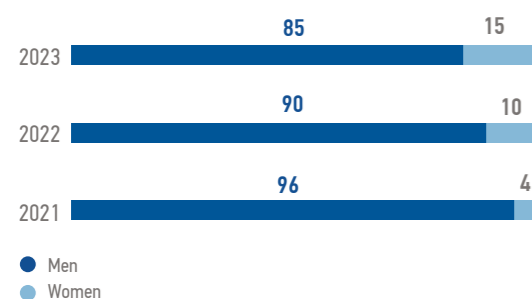
**Investment Committee meetings**



**Strategy Committee meetings**



**Gender composition of the Committees**



In the reporting year, the Committees discussed 101 items during 46 meetings. The percentage of in-person committee meetings in 2023 was 20%, and the percentage of issues considered at in-person meetings was 23%.

Committee <sup>1</sup>	AC	PRC	SC	IC
In favour	100%	100%	97.85%	94.63%
Against	-	-	2.15%	-
Abstain	-	-	-	5.37%

<sup>1</sup> Information is based on voting results recorded in the minutes of the committee meetings.

**Audit Committee**

**Dear Shareholders,**

In 2023, the Audit Committee assisted the effective work of the Company's Board of Directors by supervising the preparation of financial statements, overseeing the reliability and effectiveness of the control framework, risk management and corporate governance systems in the Company. The Committee members also engaged with the external auditor in making recommendations to the Board of Directors on issues in these areas, including during in-person meetings.

In line with the best corporate governance practices, all members of the Committee are independent directors.

In the reporting year, the Committee focused on improving corporate governance, in particular, the adoption of the Anti-Corruption Policy and documents regulating internal control, audit and risk management, as well as assessing the effectiveness of these systems and the corporate governance system as a whole.

In addition, the results of the non-core asset disposal programme, as well as internal audit reports for 3, 6 and 9 months presented in accordance with the norms of the Company's Internal Audit Policy were reviewed with relevant recommendation prepared for the Company's Board of Directors.

**Chairman of the Audit Committee of the Board of Directors of the Company**

The activities of the Audit Committee are governed by [Regulations on the Audit Committee of the Board of Directors of the Company](#) approved by the decision of the Board of Directors dated 16 November 2015<sup>1</sup> (hereinafter — the Regulations).

Given the nature of their responsibilities, the members of the Audit Committee have sufficient relevant financial experience and skills to deal with financial statements, business analysis and financial management.

**Members of the Audit Committee**

Full name, position	Composition of the Committee from 01.01.2023 to 27.03.2023 <sup>2</sup>	Composition of the Committee from 27.03.2023 to 30.06.2023 <sup>3</sup>	Composition of the Committee from 30.06.2023 to 31.12.2023 <sup>4</sup>	Participation in Committee meetings in 2023
Director 2-9 Chairman of the Committee Independent Director		+	+	14/14
Director 1-11 Independent Director	+			2/2
Director 2-10 Independent Director		+	+	14/14
Director 1-10 Independent Director	+			2/2
Director 2-11 Independent Director		+	+	14/14
Director 1-6	+			2/2

<sup>1</sup> Minutes of meeting of the Board of Directors of PJSC FGC UES No. 291 dated 19 November 2015.

<sup>2</sup> Minutes of meeting of the Company's Board of Directors No. 581 dated 1 July 2022.

<sup>3</sup> Minutes of meeting of the Company's Board of Directors No. 613 dated 30 March 2023.

<sup>4</sup> Resolution of the Board of Directors of the Company dated 30 June 2023 (Minutes No. 624 dated 3 July 2023).

## Activities in 2023

In 2023, the Audit Committee met 16 times and considered 37 issues.

Meeting form	Number of meetings	Number of issues considered
In person	2	4
In absentia	14	33

### Key Focus Areas of the Audit Committee in 2023

- Control over the preparation of accounting (financial) statements
- Risk management, internal control and corporate governance
- Internal and external audits
- Counteraction to dishonest actions, compliance

### Matters reviewed by the Audit Committee, %



### Key Issues Reviewed

- On recommendations to the Board of Directors of PJSC Rosseti on matters related to:
- Approval of internal documents on risk management, internal control and internal audit, Anti-Corruption Policy
  - Approval of the risk appetite
  - Review of the annual accounting (financial) statements of PJSC Rosseti for 2022 and interim condensed IFRS consolidated financial statements of PJSC Rosseti for 3 and 6 months of 2023
  - Assessment of the effectiveness of risk management and internal control systems, results of the internal quality assessment of the internal audit activity
  - Assessment of the quality of audit performance and efficiency of the external audit of the accounting (financial) statements of PJSC Rosseti for 2022
  - Progress evaluation of the non-core asset disposal programme
  - Assessment of corporate governance efficiency at PJSC Rosseti and the Rosseti Group based on the results of the 2022/2023 corporate year
  - Review of preliminary results of the audit of the annual accounting (financial) statements of PJSC Rosseti for 2023
  - Consideration of preliminary results of the audit of the consolidated IFRS financial statements of the Rosseti Group for 2023

Decisions were taken on all issues reviewed. Recommendations were made on those that are subject to consideration by the Board of Directors of the Company.

Internal Auditor's Report on the Performance Evaluation of the Internal Control System and Risk Management System for 2022 was considered by the Committee on 30 August

2023 (Minutes No. 161 dated 30 August 2023) and, following the Committee's recommendations, was approved by the Board of Directors (Minutes No. 631 dated 7 November 2023).

The internal auditor's report on the results of the assessment of the effectiveness of the RM&ICS at the Rosseti Group for 2023 will also be submitted for review by the Audit Committee and approval by the Company's Board of Directors.

## Personnel and Remuneration Committee

### Dear Shareholders,

The Committee works towards efficient implementation of the Company's HR policy. In the reporting period, the Committee continued to improve its approach to motivating key employees and members of the governing bodies.

Among the issues considered were the results of the self-assessment of the Board of Directors and Committees and the execution of the Development Plans of the subsidiaries for 2022.

The Committee worked to approve the Procedure for Calculating Key Performance Indicators (KPI) and Functional Key Performance Indicators (FKPI) for Rosseti's

management personnel and assess the achievement of these KPIs for 2023, paying special attention to the efficiency of innovation activities. Our specialist determined target values of KPIs for the forthcoming period. In preparation for the General Meeting of Shareholders, the Committee issued recommendations on the remuneration of Board members who are not civil officers.

In the next corporate year, we plan to consider the approval of 2024–2026 KPIs for the Company and its executive team.

**Chairman of the Personnel and Remuneration Committee, the Board of Directors of the Company**

The activities of the Personnel and Remuneration Committee are regulated by [the Regulations on the Personnel and Remuneration Committee of the Board of Directors of the Company](#) as amended and approved by the resolution of the Board of Directors dated 3 October 2016<sup>1</sup>.

### Members of the Personnel and Remuneration Committee

Full name, position	Composition of the Committee from 01.01.2023 to 27.03.2023 <sup>2</sup>	Composition of the Committee from 27.03.2023 to 30.06.2023 <sup>3</sup>	Composition of the Committee from 30.06.2023 to 31.12.2023 <sup>4</sup>	Participation in Committee meetings in 2023
Director 2-9 Chairman of the Committee Independent Director		+	+	6/6
Director 1-11 Independent Director	+			1/1
Director 2-10 Independent Director		+	+	6/6
Director 1-10 Independent Director	+			1/1
Director 2-11 Independent Director		+	+	6/6
Director 1-6	+			1/1

<sup>1</sup> Minutes of meeting of the Company's Board of Directors No. 341 dated 5 October 2016.

<sup>2</sup> Resolution of the Board of Directors of the Company dated 30 June 2022 (Minutes No. 581 dated 1 July 2022).

<sup>3</sup> Resolution of the Board of Directors of the Company dated 27 March 2023 (Minutes No. 613 dated 30 March 2023).

<sup>4</sup> Resolution of the Board of Directors of the Company dated 30 June 2023 (Minutes No. 624 dated 3 July 2023).