

Committees of the Board of Directors

In accordance with the recommendations of the Bank of Russia's Corporate Governance Code, the Board of Directors of JSC FPC has established three area-related standing committees for preliminary consideration of the most important issues:

- Audit and Risk Committee
- Committee on Strategic Planning, Digital Transformation and Information Technology
- Human Resources, Remuneration and Corporate Governance Committee



The activities of all committees are governed by separate Regulations approved by JSC FPC's Board of Directors

Committee formation principles

Indicator	Audit and Risk Committee	Committee on Strategic Planning, Digital Transformation and Information Technology	Human Resources, Remuneration and Corporate Governance Committee
Quantitative composition	Three people, minimum		
Chairman of the Board of Directors	Cannot be elected Chairman of the Committee	No restrictions	Cannot be elected Chairman of the Committee
General Director	Cannot be elected member of the Committee	No restrictions	Cannot be elected member of the Committee
Committee members	Participation of experts who are not members of the Board of Directors is allowed		
Competences of candidates to Committee members	<ul style="list-style-type: none">• Availability of professional training• Current competence in accounting (financial) accounting and IFRS• Competences in the field of audit, economics and finance, management• Experience in executive positions	<ul style="list-style-type: none">• Availability of professional training• Hands-on experience in the area of the Committee's activities• Knowledge required to fulfil the duties• Competences in the field of management and strategic management	<ul style="list-style-type: none">• Availability of professional training• Hands-on experience in the area of the Committee's activities• Knowledge required to fulfil the duties

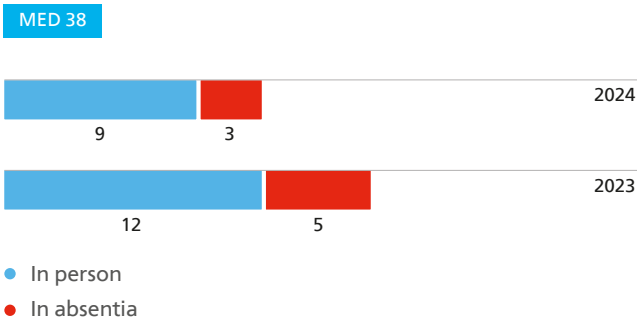
Report of the Audit and Risk Committee

The Audit and Risk Committee is an advisory and consultative body of the Board of Directors. Its primary goal is to assist the Board of Directors' efficient operation in controlling the Company's financial and business activities¹. The Committee's resolutions are of an advisory nature.

Committee's goals and objectives

Area of activity	Competencies
Accounting (financial) statements and management accounting	<ul style="list-style-type: none">• Monitoring the completeness, accuracy and integrity of accounting (financial) statements; reviewing the material aspects of the Company's accounting policy; participating in reviewing material matters and judgements related to accounting (financial) statements• Reviewing external audit results• Reviewing the rationale behind, and acceptability of, the current accounting methods, accounting (financial) reporting principles, as well as management accounting methods and management reporting principles• Previewing the draft Annual Report, budget, Operational Efficiency and Cost Optimisation Programme, and relevant performance reports
Risk management and internal control	<ul style="list-style-type: none">• Monitoring the reliability and effectiveness of the RM&ICS• Reviewing the effectiveness of risk management and internal control procedures; preparing proposals for their improvement• Reviewing and assessing the implementation of the risk management and internal control policy• Reviewing and assessing the implementation of the Conflict of Interest Management Policy• Preparing recommendations on acceptable risk levels (risk appetite, preferred risks)
Internal and external audits	<ul style="list-style-type: none">• Ensuring independent and unbiased approach of the internal audit function and reviewing its effectiveness; reviewing the Internal Audit Policy and internal audit plan; considering matters related to the appointment (dismissal) of the head of internal audit unit and the amount of their remuneration• Assessing nominees to the Company's external auditor for independence, objectivity and absence of conflicts of interest, in particular, making proposals on the external auditor's appointment, re-appointment and dismissal as well as remuneration and terms of engagement, overseeing external audits and assessing audit quality and auditors' reports• Ensuring effective interaction between the internal audit function and the Company's external auditor
Counteraction of malpractice by the Company's employees or third parties	<ul style="list-style-type: none">• Monitoring the performance of the system of alerting on potential fraud being committed by the Company's employees or third parties• Overseeing special investigations of potential fraud and misuse of insider or confidential information• Monitoring the implementation of measures adopted by the Company in response to reports of suspected fraud or other violations

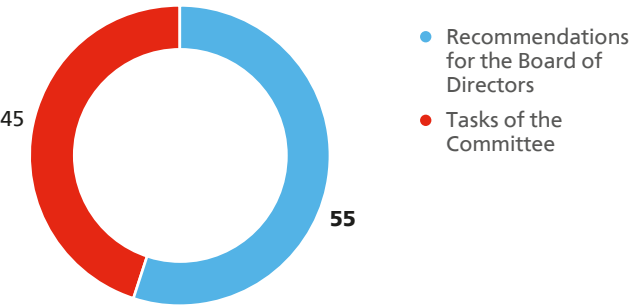
Statistics on the Committee meetings



In 2024, the Committee held 12 meetings, of which nine were held in person and three in absentia. The Committee addressed 65 issues and issued 36 recommendations to the Board of Directors, which is 55% of the issues considered by the Committee.

¹ The resolution of the Board of Directors (Minutes No. 5 dated 12 November 2024) amended the Regulations on the Audit and Risk Committee of the Board of Directors of JSC FPC in terms of the procedure for holding unscheduled meetings of the Committee and excluding consideration of the Company's Investment Programme from the Committee's scope of duties.

Structure of issues considered by the Committee, %



Key issues and documents considered by the Committee in 2024:

- Annual Report for 2023, budget and Operational Efficiency and Cost Optimisation Programme of JSC FPC for 2025–2027
- Risk management and internal control issues: the Company's risk appetite for 2024 and 2025 (preliminary), revised Risk Management and Internal Control Policy
- Quarterly reports of the General Director on financial and economic activities, progress reports on the Operational Efficiency and Cost Optimisation Programme
- Internal audit issues, including reports on the performance of the Internal Audit Department, approval of candidates for the position of Head of the Internal Audit Department, and consideration of the Regulations on the Internal Audit Unit at JSC FPC and the Regulations on the KPIs of the Internal Audit Department
- External audit issues, including annual accounting (financial) statements under RAS and consolidated financial statements under IFRS for 2023, the auditor's report on accounting (financial) statements, the procedure for determining the auditor in 2024, determination of the initial (maximum) price of the contract for the audit of RAS accounting (financial) statements and IFRS consolidated financial statements for 2025

- Revised Anti-Corruption Policy of JSC FPC, quarterly progress reports on anti-corruption and other unfair practices, and the work of the Company's anti-corruption hotline.

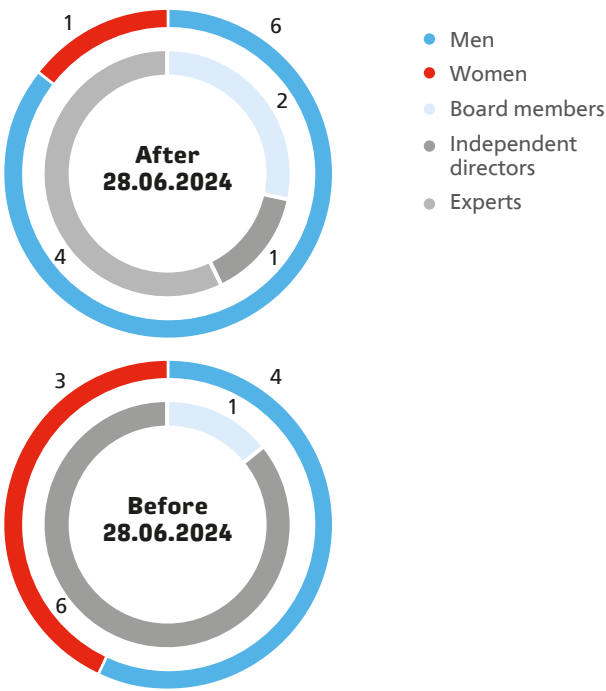
Plans for 2025:

- To review the progress report on the Internal Audit Department's activity plan for 2024
- To review the outcomes of efforts to prevent and combat corruption and other unfair practices within the Company and the work of JSC FPC's anti-corruption hotline for 2024 and the first quarter of 2025
- To review the progress reports on the Operational Efficiency and Cost Optimisation Programme of the Company for 2024 and the first quarter of 2025
- To review the General Director's reports for 2024 and the first quarter of 2025
- To agree on the audit organisation for 2025 and the cost of services to be provided
- To review the results of the assessment of the corporate governance practices of JSC FPC's subsidiaries and affiliates for the 2023–2024 corporate year, as well as the assessment of the reliability and effectiveness of the RM&ICS for 2024
- To review annual accounting (financial) statements for 2024
- To review the Annual Report for 2024

During the reporting period, the Committee had two compositions, each with seven members. The Committee, which operated until the annual General Meeting of Shareholders, consisted of six experts (representatives of OJSC Russian Railways) and one member of the Board of Directors of JSC FPC.

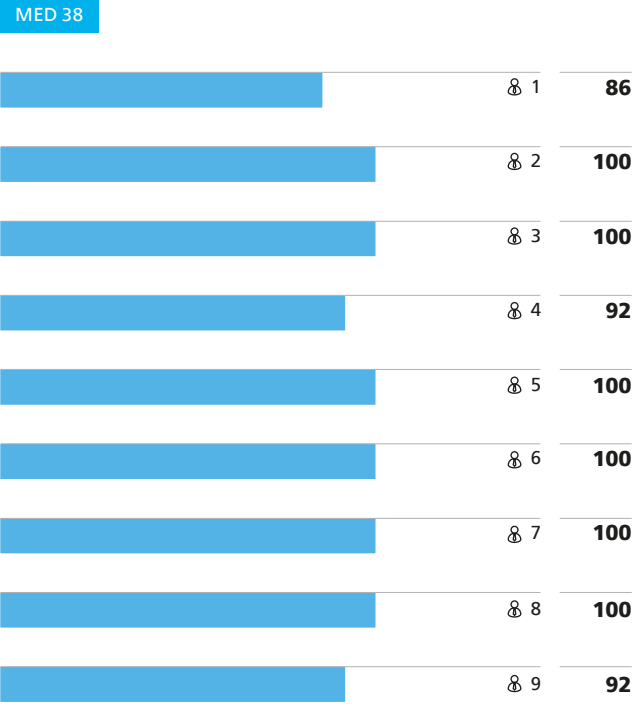
In September 2024, the current members of the Committee were elected¹, which includes three members of the Board of Directors, including one independent director, and four experts (representatives of OJSC Russian Railways). An independent director was elected as the Chairman of the Committee.

Structure of the Committee, people



Committee members actively participate in the Committee's work. Attendance during meetings is high. When unable to attend meetings in person, Committee members submitted written opinions on agenda items.

Attendance at meetings by Committee members¹, %



96%

attendance of Committee meetings

¹ Resolution of the Board of Directors dated 2 September 2024, Minutes No. 2.

¹ Show meeting attendance figures for Committee members who were on both Committee compositions, until and since 28 June 2024.

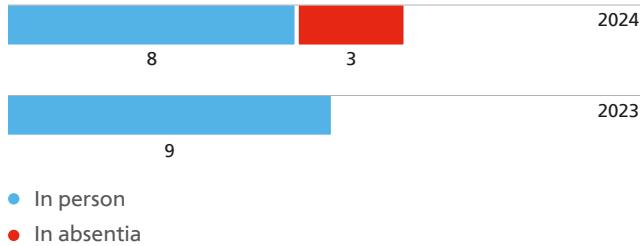
Report of the Human Resources, Remuneration and Corporate Governance Committee

The Human Resources, Remuneration and Corporate Governance Committee is a consultative and advisory body of the Board of Directors. The Committee’s resolutions are of an advisory nature. The main purpose of the Committee is to assist the Board of Directors in efficiently performing its functions with regard to the development of corporate governance, effective workforce planning and establishing transparent compensation practices in the Company, which is achieved by addressing the tasks within the Committee's competence¹.

Committee's goals and objectives

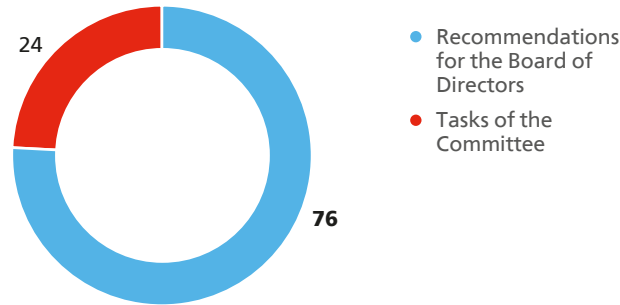
Area	Competencies
Incentive and remuneration systems	<ul style="list-style-type: none">Development and periodic reviews of the Company's policy for remuneration of the members of the Board of Directors, executive bodies and other key executivesMonitoring the introduction and implementation of the Company's remuneration policy and incentive programmes, performance assessment of the executive bodies and other key executives, including review of the reports on the achievement of key performance indicatorsPreliminary review and preparation of recommendations to the Board of Directors regarding the essential terms of employment contracts concluded with executive bodies and employees holding key management positions, as well as bonuses for executive bodies and employees holding key management positionsPreliminary assessment of the work of the Company's Corporate Secretary by year-end resultsDevelopment of recommendations to the Board of Directors on determining the amount of remuneration and bonus principles for the Corporate Secretary, as well as on approving an internal document that regulates the procedure for bonus payments to the Corporate Secretary
Human resources policy and succession planning	<ul style="list-style-type: none">Assessment of the Company's Board of Directors in terms of professional expertise, experience, independence and involvement of the Board members; review of the professional qualifications and independence of all Board nomineesDevelopment of recommendations on the performance assessment system and improving procedures for the same in respect of the Board of Directors and its committeesDevelopment of recommendations for the induction programme for newly elected members of the Board of DirectorsAnalysis of current and anticipated needs of the Company with regard to the professional qualifications of the members of the executive bodies and other key executivesSuccession planning, developing recommendations for candidates for the Company's executive bodies and other key executivesFormation of a training and professional development programme for members of the Board of Directors that takes into account the individual needs and competencies of its individual members, as well as oversight over the practical implementation of this programme
Corporate governance	<ul style="list-style-type: none">Oversight of corporate governance practicesAnalysis of the compatibility of corporate governance with the Company's goals and objectives, as well as with the scale of its operations and the risks the Company undertakesDevelopment of proposals on improvement of corporate governance practicesDevelopment of recommendations to the Board of Directors regarding reports on the work of the Corporate Secretary and evaluation of their performance, as well as payment of bonuses to them in accordance with the internal document that regulates the procedure for bonus payment to the Corporate SecretaryInteraction with an independent expert organisation (consultant) on issues related to the external evaluation of the performance of the Board of Directors and Board committees of JSC FPCDetermination of the level of disclosure in the Annual Report of information on the personal composition of the Board of Directors, individual remuneration of its members and the amount of the General Director's annual remuneration, as well as other sensitive information
Sustainable development	<ul style="list-style-type: none">Preparation of recommendations to the Board of Directors on defining the Company's sustainable development activities and reviewing reports on the achievement of such goalsPreparation of recommendations to the Board of Directors on the development of functional KPIs in terms of sustainable development and their integration into the motivation system for the Company's managersPreliminary approval of internal documents related to sustainable developmentDefinition of the format of the sustainable development report and the annual report in terms of sustainable development, preparation of recommendations on the approval of the sustainable development reportParticipation in the process of selecting an independent auditor to certify the sustainable development report and preparation of recommendations on engaging such an auditor

Statistics on the Committee meetings



The Committee held 11 meetings in 2024, most of which were in person. In the reporting period, the Committee addressed 34 issues and issued 26 recommendations to the Board of Directors, which is 76% of all issues considered by the Committee.

Structure of issues considered by the Committee, %



Key issues and documents considered by the Committee in 2024:

- Regulations on JSC FPC's Executive Remuneration System
- Revised Regulations on the System of Key Performance Indicators (KPIs) for Awarding Bonuses to the Executives of JSC FPC
- Reports on the achievement of corporate and functional KPIs for 2023
- Preparation of recommendations on motivation of the General Director and Deputy General Directors based on the KPI achievement results for 2023
- Quarterly reports of the General Director on the Company's social and human resources policy on the implementation of decisions of the Board of Directors and the work plan of the Board of Directors

- Results of the performance assessment of the Board of Directors and members of the Board of Directors, committees of the Board of Directors, Chairman of the Board of Directors, Corporate Secretary for the 2023–2024 corporate year
- Issues on determining the terms of the employment agreement with the General Director and key management personnel
- Approval of candidates for the position of Deputy General Director and the terms of their employment agreement, as well as candidates for heads of JSC FPC's branches
- Revised Regulations on the Board of Directors of JSC FPC
- Results of an internal audit of JSC FPC's corporate governance practices for the 2022–2023 corporate year
- Assessment of nominees to the Board of Directors, as well their compliance with the independence criteria
- Annual Report 2023 in terms of corporate governance and sustainability
- Creation of the succession pool for the position of the sole executive body of JSC FPC for 2025
- Issue of joining the Policy of Russian Railways Holding in the area of sustainable development approved by the decision of the Board of Directors of OJSC Russian Railways

Plans for 2025:

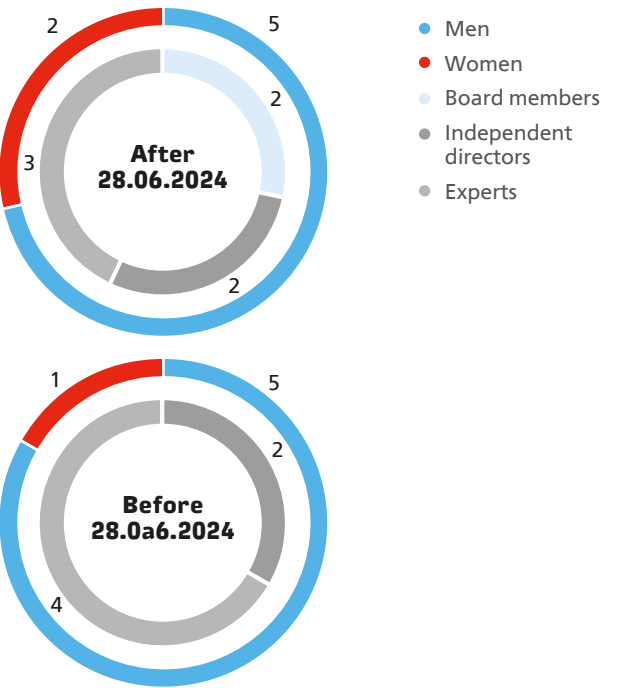
- To review the General Director's report on performance results for 2024 (on HR policy, compliance with the Code of Business Ethics, implementation of resolutions of the Board of Directors and the Board of Directors' work plan)
- To review the results of the performance assessment of the Board of Directors, members and committees of the Board of Directors, the Chairman of the Board of Directors, and the Corporate Secretary for the 2024–2025 corporate year
- To review the results of the assessment of JSC FPC's corporate governance practices for the 2024–2025 corporate year
- To review the KPI Achievement Report for 2024, preparation of recommendations on bonuses for the General Director and key executives based on the results of KPI achievement for 2024
- To review of the report of the Human Resources, Remuneration and Corporate Governance Committee of the Company's Board of Directors
- To review a plan of initiatives to improve sustainable development

¹ By resolution of JSC FPC's Board of Directors (Minutes No. 2 dated 2 September 2024 and Minutes No. 5 dated 12 November 2024), the tasks of the Human Resources, Remuneration and Corporate Governance Committee are aligned with the recommendations of the Corporate Governance Code and are supplemented with functions relating to the motivation of the Corporate Secretary, oversight of the disclosure of information on the remuneration policies and practices of the Board of Directors and executive bodies, and sustainability functions. The relevant amendments were made to the Regulations on the Human Resources, Remuneration and Corporate Governance Committee.

During the reporting period, there were two Committees with different numbers of members: six members on the Committee until 28 June 2024 and seven members on the Committee elected after 28 June 2024.

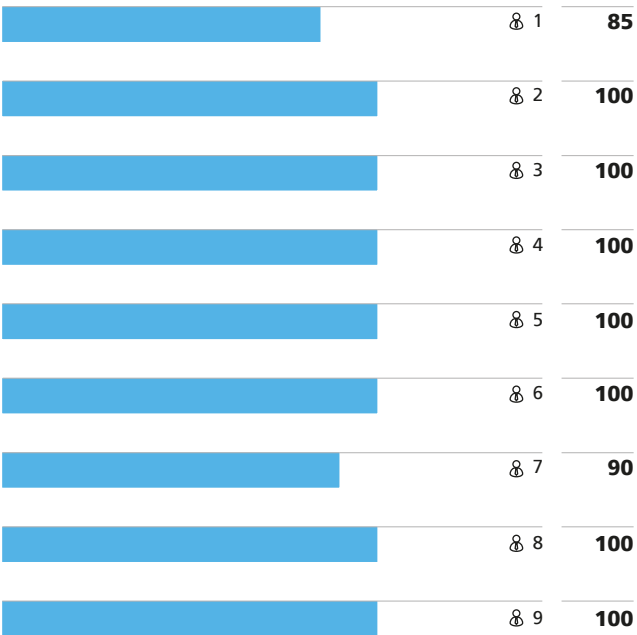
In August 2024, the Board of Directors resolved to elect two independent directors, two members of the Board of Directors and three experts (representatives of the parent company) to the Human Resources, Remuneration and Corporate Governance Committee of JSC FPC. An independent director was elected as the Chairman of the Committee.

Structure of the Committee, people



Attendance during meetings is high; members of the Committee actively participate in its work and, if they are unable to attend meetings in person, submit written opinions on agenda items.

Attendance at meetings by Committee members¹, %



97% attendance of Committee meetings

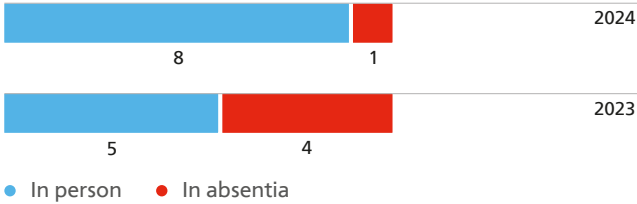
Report of the Committee on Strategic Planning, Digital Transformation and Information Technology

The Committee on Strategic Planning, Digital Transformation and Information Technology is an advisory and consultative body of the Board of Directors intended to improve the Company’s performance in the longer term¹. The Committee’s resolutions are of an advisory nature.

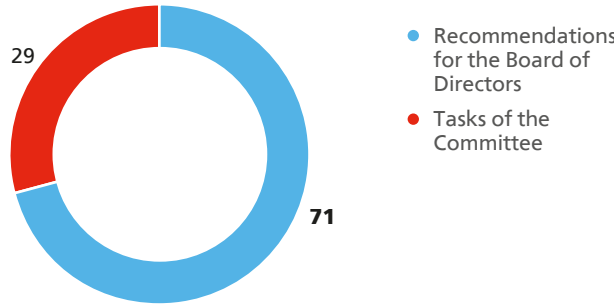
Committee’s goals and objectives

Area	Competencies
Strategic development	<ul style="list-style-type: none">Elaboration of the Company’s priority areas of activitiesIdentification of the key performance indicators, assessment of the performance in the longer termConsideration of the financial model and the valuation model of the business and its business segments; reorganisation and liquidation of the Company and its controlled entities; changes in the organisational and staff structure of the Company’s management apparatus; consideration of reorganisation of the Company’s business processes and its controlled legal entitiesPreliminary review and preparation of recommendations to the Board of Directors:<ul style="list-style-type: none">on dividend and investment policyon approval of major transactionson identification of the Development Strategyon approval of the budget and the Investment Programme
Information technology	<ul style="list-style-type: none">Determination of the Company’s strategic goalsParticipation in the development of the Development Strategy, Long-Term Development Programme and IT Strategy, oversight of their implementation and preparation of recommendations to the Board of Directors for their adjustmentOversight of the implementation of the IT strategy, review of its progress reportsPreliminary review and preparation of recommendations to the Board of Directors on IT projects and the IT budget
Digital transformation	<ul style="list-style-type: none">Preliminary review and preparation of recommendations to the Board of Directors:<ul style="list-style-type: none">on approval of the main focus areas of the digitalisation programmes and productson assessment of the impact of the new technologies on the Company’s activitieson approval and adjustment of the Company’s informatisation and innovation development programmes, as well as approval of the progress report

Statistics on the Committee meetings



Structure of issues considered by the Committee, %



In 2024, the Committee held nine meetings, of which eight were held in person and one in absentia. In the reporting period, the Committee addressed 31 issues and issued 22 recommendations to the Board of Directors, which is 71% of the issues considered by the Committee.

Key issues and documents considered by the Committee in 2024:

- Target KPIs for the Company’s operations for 2024, as well as lists of functional KPIs for the General Director and key executives
- Amendments to the Regulations on the KPI System for Awarding Bonuses to the Executives
- Changes to the organisational structure of JSC FPC

- Progress report on the Informatisation Programme for 2023 and progress report on the Digital Transformation Strategy until 2024
- JSC FPC’s adjusted budget and Investment Programme for 2024
- JSC FPC’s budget and Investment Programme for 2025–2027
- Issue of proposing to the extraordinary General Meeting of Shareholders of JSC FPC to approve the conclusion of a major transaction (give consent to the conclusion of such a transaction)

¹ Shows meeting attendance figures for Committee members who were on both Committee compositions, until and since 20 June 2024.

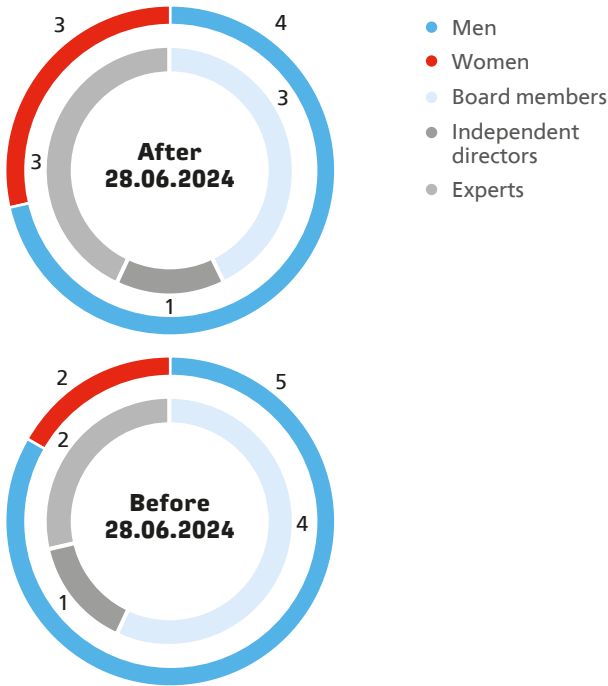
¹ By resolution of the Board of Directors of JSC FPC (Minutes No. 2 dated 2 September 2024), amendments were made to the Regulations on the Strategic Planning, Digital Transformation and Information Technology Committee of the Board of Directors of JSC FPC regarding the procedure for holding unscheduled meetings of the Committee.

Plans for 2025:

- To review the progress report on the Digital Transformation Strategy
- To review the 2024 report on the Information Policy
- To review the issue of developing recommendations on the amount of dividends on shares and the procedure for their payment according to the results of 2024
- To review the General Director's reports for 2024 and the first quarter of 2025
- To review an integrated report on the new catering model
- To review a report on JSC FPC's communications activities
- To review a report of the Strategic Planning, Digital Transformation and Information Technology Committee of the Board of Directors

During the reporting period, the Committee had two compositions with seven members each. The Committee, which operated until 28 June 2024, consisted of five members of JSC FPC's Board of Directors, including one independent director, and two experts (representatives of the parent company). In August 2024, the Board of Directors resolved¹ to elect four members of the Board of Directors, including one independent director, and

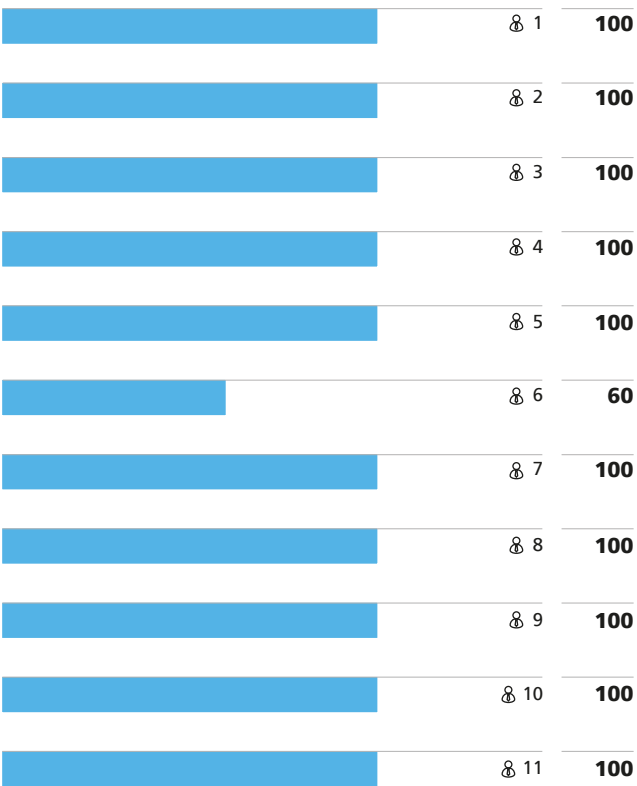
Structure of the Committee, people



three experts (representatives of the parent company) to JSC FPC's Strategic Planning, Digital Transformation and Information Technology Committee. The Chairman of the Board of Directors of JSC FPC (non-executive director) was elected Chairman of the Committee.

Committee members actively participate in the Committee's work. Attendance during meetings is high. When unable to attend meetings in person, Committee members submitted written opinions on agenda items.

Attendance at meetings by Committee members², %



Corporate Secretary

JSC FPC created a separate position of corporate secretary. The Corporate Secretary is not permitted to do additional duties at JSC FPC in addition to their duties as Corporate Secretary. The Corporate Secretary of JSC FPC reports to the Chairman of the Board of Directors and the Board of Directors.



Their activities are regulated by the relevant [Regulations](#)¹

The Corporate Secretary ensures efficient ongoing interaction with shareholders, coordinate the Company's efforts to protect shareholder rights and interests, and supports the activities of the Board of Directors. The Board of Directors elects the Corporate Secretary for an indefinite term by a majority vote of the Board's whole membership. The Board of Directors is entitled to re-elect the Corporate Secretary at any time.

The Corporate Secretary performs the duties of secretary to the Board of Directors, the General Meeting of Shareholders, and the committees of the Company's Board of Directors.

Tasks of the Corporate Secretary:

- Organisational and information support for the work of the General Meeting of Shareholders, the Board of Directors and their committees
- Organisation of public disclosure and presentation of information on the Company's activities
- Liaison between members of the Board of Directors, shareholders and the Company's management
- Compliance by the management bodies and employees with the requirements of the legislation of the Russian Federation, the Articles of Association and internal documents of the Company, which ensure the enforcement of the rights and legitimate interests of shareholders
- Development of the corporate governance practices
- Control over execution of resolutions of the General Meeting of Shareholders and the Board of Directors

The Department for Organising the Work of the Board of Directors and Committees of the Corporate Development Department is functionally subordinate to the Corporate Secretary.

Andrey Styopochkin² was elected Corporate Secretary of JSC FPC.

¹ Minutes No. 2 dated 2 September 2024.
² Show meeting attendance figures for Committee members who were on both Committee compositions, until and since 28 June 2024.

¹ Regulations on the Corporate Secretary approved by the Board of Directors of JSC FPC, Minutes No. 10 dated 27 December 2021.
² Resolution of the Board of Directors dated 12 October 2018, Minutes No. 6.