

General Meeting of Shareholders

The General Meeting of Shareholders is the highest governing body of JSC FPC. In 2024, one annual General Meeting of Shareholders and three absentee ballots were held.

Resolutions adopted by the General Meeting of Shareholders in 2024

Date	Type of meeting	Decision-making process	Resolutions taken
12.01	Extraordinary	Absentee voting	The number of Board members was determined
14.03	Extraordinary	Absentee voting	Retained earnings of previous years were allocated for dividend payment Resolution was taken on payment of dividends by property
28.06	Annual	Meeting	Resolution was taken on the distribution of JSC FPC's profits and losses based on the results of the reporting year 2023 Resolution was taken not to pay 2023 dividends Members of the Board of Directors of JSC FPC were elected for the term until the third Annual General Meeting of Shareholders of JSC FPC Resolution was taken to pay remuneration to the previous members of the Board of Directors based on their performance in the 2023–2024 corporate year Revised Regulations on the Auditing Commission of JSC FPC and the Regulations on the Payment of Remuneration and Compensation to Members of the Auditing Commission were approved The revised Regulations on the Board of Directors of JSC FPC were approved
28.06	Extraordinary	Absentee voting	Amendments were made to the previously adopted resolutions of the General Meeting of Shareholders of JSC FPC 'On the distribution of retained earnings from previous years' (the amount of dividends and the amount of retained earnings were adjusted)

JSC STATUS Registrar performed the functions of a counting commission.

Board of Directors

Nomination and selection of candidates

In accordance with the Articles of Association of JSC FPC, the Board of Directors is elected by the General Meeting of Shareholders. The quantitative composition of the Board of Directors is determined by the resolution of the General Meeting of Shareholders.

The Board of Directors is built based on the principle of balance, which ensures that the number of independent directors and the knowledge, abilities, and experience of the Board members match the size and nature of the Company's operations.

In June 2024, JSC FPC's Annual General Meeting of Shareholders elected the Board of Directors for the first time for a three-year term. This resolution favours the long-term maintenance of the required collective expertise of the Board of Directors and the continuity of the Company's strategic management process.

OJSC Russian Railways selects and appoints candidates for the Board of Directors of JSC FPC based on the Company's current needs, which are determined, among other things, by the outcomes of the Board of Directors' annual performance self-assessment This procedure helps to analyse the work of the Board of Directors as

a whole, assess the individual contribution and degree of involvement of directors in the work of the Board of Directors, identify areas for development and determine the need for expertise required by the Board of Directors in the future.

Since JSC FPC is a key controlled company of OJSC Russian Railways, including independent directors in the list of candidates is a mandatory criterion in formation of the Board of Directors. JSC FPC's Board of Directors may include the General Director of JSC FPC.

Candidates to the Board of Directors of JSC FPC shall be persons with impeccable reputation, knowledge, skills and experience necessary for making decisions within the remit of the Board of Directors and required for the effective performance of its functions.

The Human Resources, Remuneration and Corporate Governance Committee analyses the professional qualifications and independence of all candidates before the Annual General Meeting of Shareholders. The Committee uses the findings to formulate suggestions for the Board of Directors' vote on candidate elections and shares them with shareholders.