

Corporate Secretary

The Corporate Secretary of Russian Railways is a dedicated officer whose responsibilities include ensuring that the Company's bodies and officials comply with the requirements of the laws of the Russian Federation and Russian Railways' Charter and internal documents that guarantee the respect of rights and legitimate interests of the Company's shareholders, organising measures to settle conflicts involving violation

of shareholder rights, and arranging interaction between Russian Railways and its shareholders and between the Company's governance bodies.

The Corporate Secretary is appointed and released from office based on a resolution of the Board of Directors passed by a majority vote. The Corporate Secretary's duties and responsibilities are listed in the Regulation

on the Corporate Secretary of Russian Railways and the Office of the Corporate Secretary.

Since September 2018, Andrey Zhemchugov was appointed as the Corporate Secretary.

Management Board

As a collective executive body, the Company's Management Board handles the general management of business operations (except for matters that are reserved to the General Meeting of Shareholders, the Board of Directors or the CEO and Chairman of the Management Board as per the Federal Law On Joint Stock Companies and the Company's Charter, unless otherwise stated by the Charter).

In line with its key responsibilities, the Management Board is tasked with developing proposals on the Company's business strategy, implementing its financial and business policy, making decisions on the most important matters of its day-to-day operations and coordinating activities between its divisions, improving the effectiveness of the internal

control and risk monitoring systems, and ensuring respect of shareholder rights and their legitimate interests.

The Management Board carries out its activities in accordance with the laws of the Russian Federation, the Company's Charter, resolutions of the General Meeting of Shareholders and the Board of Directors, the Regulation on the Russian Railways Management Board, and the Company's internal documents.

The Management Board is responsible for¹:

- preparing and submitting the Company's priorities and long-term plans, including annual budgets and the investment programme, to the Board of Directors, preparing progress reports, as well as developing and approving current operation plans;

- approving internal estimated tariffs, fees and payments for work (services) performed (provided) by the Company that are not related to natural monopolies;
- approving rules that arrange for and ensure accuracy of accounts, as well as submitting the Company's annual report and other financial statements to the relevant government authorities in a timely manner and providing information about the Company's operations to shareholders, creditors and the media;
- submitting prospectuses of securities and other documents related to the issuance of the Company's securities to the Board of Directors;
- arranging for implementation of long-term and current plans of the Company, as well as its investment, financial and other projects;

¹ As per the Regulation on the Russian Railways Management Board approved by Order No. 265-r of the Government of the Russian Federation dated 25 February 2004.

- establishing the procedure for keeping an account of the Company's affiliates;
- reviewing and coordinating the Company's draft Collective Bargaining Agreements and regulations on industry-wide private pension schemes, mandatory pension insurance, professional pension insurance and an industry-wide railway tariff agreement, as well as submitting them to the Company's CEO and Chairman of the Management Board;
- establishing the procedure for keeping shareholders up-to-date with Company developments;
- establishing a compensation system and incentives for the Company's employees;
- issuing binding instructions to subsidiaries on matters specified in the charters of these companies or in their existing agreements with the Company;
- approving the Company's internal documents on matters that are reserved to the Management Board;
- resolving other matters related to the Company's ongoing operations that are submitted for consideration

of the Management Board by the Chairman of the Management Board, the Board of Directors or shareholders.

While performing the above-listed functions in 2019, the Management Board of Russian Railways held 84 meetings that reviewed and resolved on a number of matters related to the development of the Russian Railways Group. The key matters included:

- reviewing the Company's financial and business performance and the delivery of the Company's investment programme and financial plan;
- approving key documents for individual business lines, including the Conceptual Framework for Promotion of Professional Guidance at Russian Railways until 2025, improvement of the Company's private pension plans in pursuance of Federal Law No. 350-FZ dated 3 October 2018 "On Amendments to Certain Legislative Acts of the Russian Federation regarding the Issues of Award and Payment of Pensions", and a project to build Russian Railways

City, a single multi-purpose centre constructed as part of the Group's initiatives to enhance commercial real estate development competencies;

- reviewing performance under the Collective Bargaining Agreement obligations and compliance with the terms of employee competitions;
- setting, extending and changing tariffs, fees and rates for services rendered by Russian Railways.

On 11–12 December 2019, the Management Board of Russian Railways held its final meeting to review the Company's operating and financial performance in 2019 and set targets for 2020.

Remuneration of the Management Board

The remuneration system for members of Russian Railways' Management Board, which was approved by the Company's Board of Directors, was developed to improve the effectiveness of the individual and collective work of the Management Board members in the short and long term, as well as to provide incentives

for the successful performance of Russian Railways as a single economic entity.

Executives are entitled to bonuses for annual results based on the fulfilment of key performance indicators (KPI) and performance assessment of the Management Board

and Russian Railways as a whole. In 2019, the Management Board remuneration on a comparable to 2018 basis (less the incentive for a three-year period, severance payments and overall increase in the remuneration amount due to a bigger number of the Management Board members) amounted to RUB 1,549 m².

Members of the Management Board

No	Full name	Position
1	Oleg Belozеров	CEO, Chairman of the Management Board
2	Anatoly Krasnoshchek	First Deputy CEO
3	Vadim Mikhailov	First Deputy CEO
4	Sergey Pavlov	First Deputy CEO
5	Elena Kharibina	Chief Accountant
6	Sergey Kobzev	Deputy CEO, Chief Engineer
7	Oleg Valinsky	Deputy CEO, Head of the Directorate of Traction
8	Gennadiy Verkhoviykh	Deputy CEO, Head of the Central Directorate of Infrastructure
9	Olga Gnedkova	Deputy CEO
10	Viktor Zimin	Deputy CEO, Head of the Railway Development Directorate of the Eastern polygon
11	Pavel Ivanov	Deputy CEO, Head of the Central Directorate of Traffic Management
12	Andrey Makarov	Deputy CEO
13	Anatoly Meshcheryakov	State Secretary, Deputy CEO
14	Vyacheslav Pavlovsky	Deputy CEO
15	Dmitry Pegov	Deputy CEO
16	Andrey Starkov	Deputy CEO
17	Oleg Toni	Deputy CEO, Head of Central and Saint-Petersburg Transport Hubs Development Centre
18	Nikolay Fedoseyev	Deputy CEO
19	Anatoly Chabunin	Deputy CEO, Director for Internal Control and Audit
20	Shevket Shaydullin	Deputy CEO, Head of the Traffic Safety Department
21	Dmitriy Shakhanov	Deputy CEO
22	Alexey Shilo	Deputy CEO, Head of the Centre for Corporate Transport Services
23	Vadim Bynkov	Head of the Legal Department



Detailed information on the company's website

² The total 2019 remuneration of the members of the Russian Railways Management Board was RUB 3,067 m.