

Corporate Secretary

The Corporate Secretary ensures effective ongoing interaction with shareholders, coordinates the Company's efforts to protect their rights and interests, and supports the activities of the Board of Directors. He/she is elected by the Board of Directors by majority vote for an indefinite term. The Board of Directors is entitled to re-elect the Corporate Secretary at any time.

FPC's Corporate Secretary acts as a secretary at the meetings of the Board of Directors, General Meetings of Shareholders and the meetings of the committees under the Board of Directors. His/her activities are regulated by the relevant [Regulations](#)¹.

Tasks of the Corporate Secretary:

- Organisational and information support for the work of the General Meeting of Shareholders, the Board of Directors, and committees of the Company's Board of Directors
- Coordination of collaboration between members of the Board of Directors, shareholders and Company's executive bodies to ensure efficient performance of the Board of Directors
- Compliance by the management bodies and employees of the Company with the requirements of the legislation of the Russian Federation, the Articles of Association and internal documents of JSC FPC, which ensure the enforcement of the rights and legitimate interests of shareholders
- Development of the Company's corporate governance practices

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.

Results for 2023:

62
corporate events held

289
issues worked through

4.42 out of 5
average evaluation score

The Corporate Secretary reports to the Board of Directors, which reviews the effectiveness of his/her work on an annual basis. The principles of bonus payment for the Corporate Secretary are based on the recommendations of the Human Resources, Remuneration and Corporate Governance Committee

By decision of the Board of Directors on 12 October 2018, Andrey Styopochkin was elected Corporate Secretary of JSC FPC.

Andrey Styopochkin

Year of birth, citizenship:

1977, Russian Federation

Education

Higher, Lomonosov Moscow State University

Qualification

Lawyer

Positions for the last five years

Since October 2018 – Corporate Secretary of JSC FPC

Share in the authorised capital of the Company

None

Holdings of the Company's ordinary shares

None

Transactions to acquire or dispose of FPC shares during the reporting year

None

of the Board of Directors and are set out in the Regulations on Bonuses for the Corporate Secretary of JSC FPC, which are approved by the General Director. The incentive system of the Corporate Secretary is based on the achievement of KPIs, including the indicator pertaining to ensuring effective corporate governance practices.

General Director and her Deputies

General Director

FPC's day-to-day operations are managed by its sole executive body, the General Director. The General Director is accountable to JSC FPC's shareholders and the Board of Directors and submits quarterly reports to the Board on the Company's performance (budget and contract work performance, HR and credit policy, social programmes, insurance coverage, implementation of the Board's resolutions).

Decisions on election of the General Director, termination of his/her powers, determination of the term of his/her tenure and other terms of his/her employment agreement are made by the Board of Directors.

The General Director is responsible for timely and quality budgeting and budget performance at the Company, preparing budget execution reports and organising activities at the Company's branches.

By decision of the Board of Directors in October 2020, Vladimir Pyastolov was elected General Director of JSC FPC. By decision of the Board of Directors in September 2023, Vladimir Pyastolov was elected General Director for a new term.

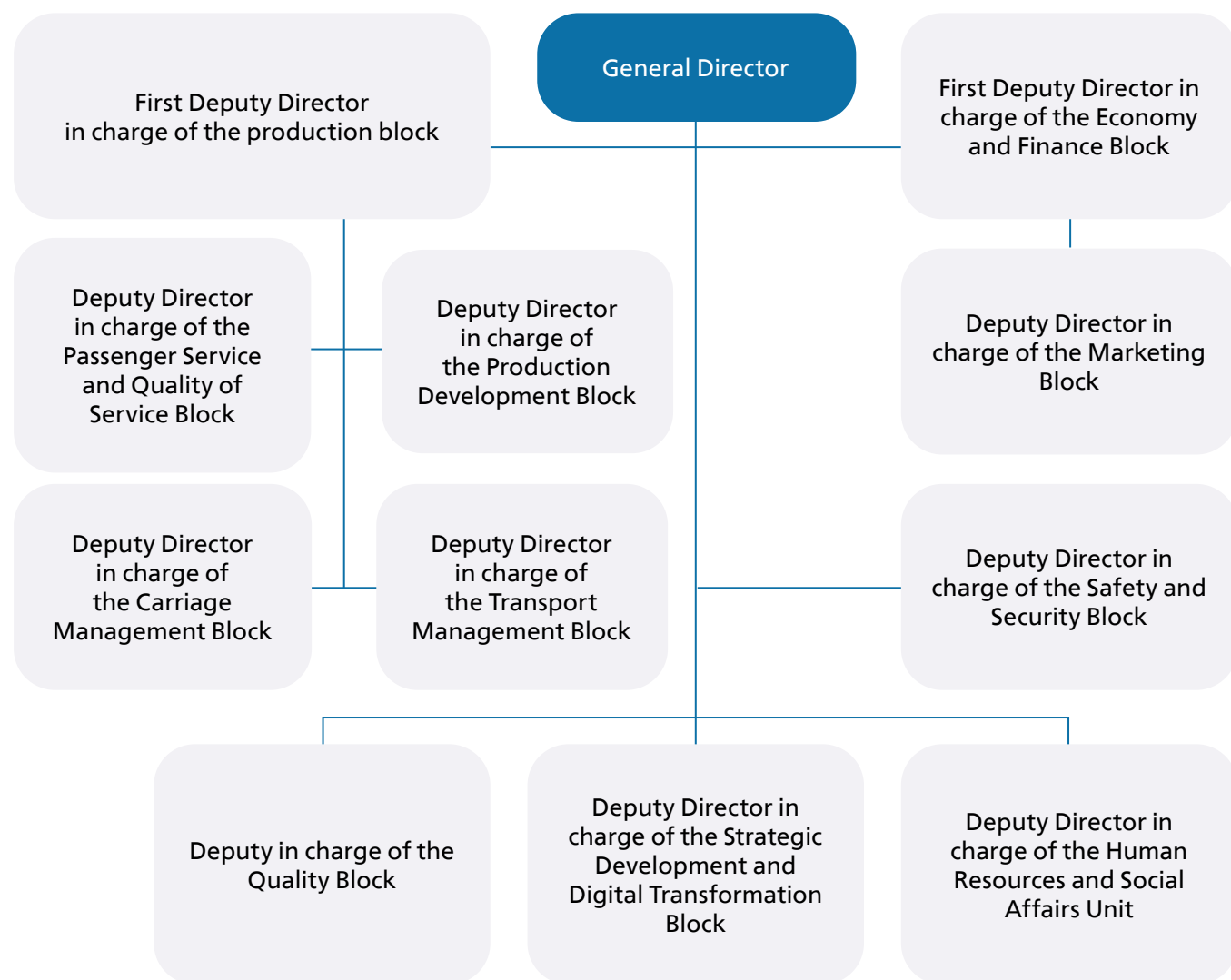
The General Director has no shares (stakes) in the Company and its controlled organisations. In 2023, he did not make any transactions with securities (shares) of the above companies.



¹ Regulations on the Corporate Secretary approved by JSC FPC's Board of Directors in December 2021 (Minutes No. 10).

Deputy General Directors

The governance structure of JSC FPC is formed by main areas of activity (functional blocks) and includes eleven Deputy General Directors.



The First Deputy Directors and Deputy Directors in charge of safety, quality, strategic development and digital transformation, human resources and social issues report directly to the General Director.

To ensure the balance of the top-level governance processes and to set up a single centre of responsibility for the organisation and provision of transport services and a single centre of responsibility for the development of financial

and business operations, marketing operations, business and product portfolio, the following positions were included in the governance structure of the Company:

- First Deputy General Director in charge of the Production Block, who has four subordinate Deputy General Directors in charge of railcar facilities, production development, transport organisation, customer service and service quality
- First Deputy General Director, heading the Economics and Finance Block, to whom the Deputy General Director for Marketing reports

Remuneration and reimbursement for the executive body and other key managers

The management incentive system aims to improve the efficiency of individual and collective work and is based on the results of the Company's KPI achievement. The principles of setting up the KPI system, defining a set of indicators, the procedure for their approval and performance monitoring are set out in the Regulations on the KPI System¹.

The principles, procedure for remuneration and annual bonus payments to executives are set out in the Regulations on the Executive Remuneration System².

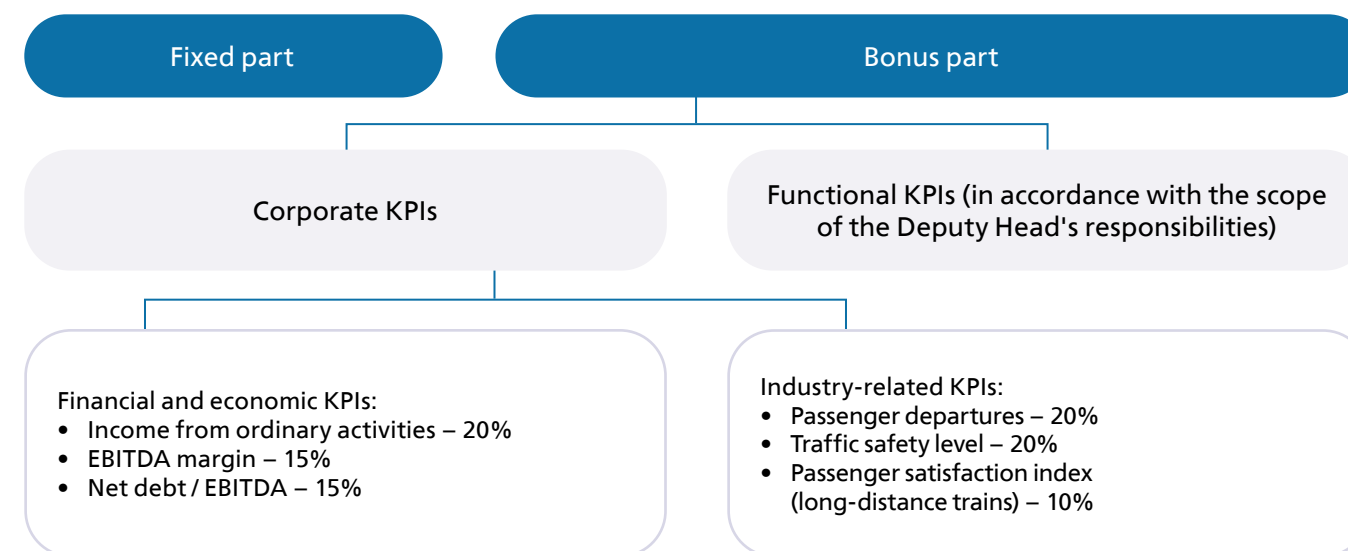
Management remuneration consists of a fixed and a bonus part. The bonus part depends on the Company's performance and is determined by financial, economic and industry-related indicators. Its size is set based on KPIs, which are approved and updated annually by the Board of Directors on the recommendation of the Strategic Planning, Digital Transformation and Information Technology Committee.

The decision on whether to award bonuses to management based on the results for the reporting year is made by the Board of Directors based on the KPI achievement report and recommendations of the Human Resources, Remuneration and Corporate Governance Committee.

Remuneration of FPC's General Director and key executives of the Company, RUB million



Remuneration of the General Director of JSC FPC and key executives of the Company



¹ Regulations on the KPI system for the bonus purposes for FPC's executives, approved by the Board of Directors (Minutes No. 24 dated 3 July 2023). The Regulations were developed in pursuance of the Russian Federation Government Order No. 3579-r dated 28 December 2020 "Methodological Recommendations on the Formation and Application of Key Performance Indicators of Joint Stock Companies, the shares of which are owned by the Russian Federation, and Certain Non-Profit Organisations for the Purpose of Determining the Amount of Remuneration for their Management Personnel" and the Model Regulations on the System of Key Performance Indicators for the Bonus Payments to Managers of the Parent Company's Controlled Entity, approved by Order No. 867/r dated 10 April 2023 "On Amendments to Certain Acts Regulating the Incentive System for Managers of Companies Controlled by the Parent Company".

² Regulations on the Management Remuneration System of JSC FPC approved by the Board of Directors (Minutes No. 24 dated 3 July 2023). The Regulations were developed in pursuance of Resolution No. 209 of the Government of the Russian Federation dated 13 February 2023 "On the terms of remuneration of managers, their deputies, chief accountants and members of collegial executive bodies of state corporations, state-owned companies, business entities, shares in the charter capital of which are owned by the Russian Federation" and the model regulation on the system of remuneration of executives of the major shareholder's controlled company, approved by Order No. 867/r dated 10 April 2023 "On Amendments to Certain Acts Regulating the System of Incentives for Managers of Companies Controlled by the Major Shareholder".