

Meetings of the Board of Directors' Committees and their agenda

Strategic Planning Committee of the Board of Directors

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
1	14 February 2020	No. 4 of 17 February 2020	In-person meeting	<ul style="list-style-type: none"> • Preliminary approval of Russian Railways' withdrawal from TransWoodService. • Inclusion of RRC-2's shares in Russian Railways' register of non-core assets. • Russian Railways' withdrawal from RRC-2. • Approval of the Russian Railways non-core assets disposal plan for 2020. • Review of a high-level project delivery and target achievement schedule for key projects implemented in pursuance of the instructions given by the Russian President and the Russian Government. • Results of implementing a roadmap for the launch of a system to manage and control Russian Railways' large-scale construction projects in 2019. • Amendments to Russian Railways' series 001P exchange-traded bond programme and prospectus. • Improvements in labour productivity. • Assessment of whether there are currently implemented or planned large-scale investment projects.
2	29 April 2020	No. 5 of 30 April 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Amendments to Russian Railways' series 001P exchange-traded bond programme and prospectus. • Voting position of Russian Railways (its representatives) regarding the payment (declaration) of dividends for 2019 and the dividend payout procedure to be resolved upon by the governance bodies of entities included in the list of controlled entities annually approved by Russian Railways' Board of Directors. • Position of Russian Railways (its representatives) at the annual general meeting of shareholders of UTLC regarding the payment (declaration) of dividends by UTLC for 2019 and the dividend payout procedure. • Approval of the standard for assessing the implementation of the Long-Term Development Programme and KPI Achievement. • Approval of the terms of reference for assessing the implementation of Russian Railways' Long-Term Development Programme until 2025 and KPI achievement in 2019. • Progress in delivering Russian Railways' investment programme and financial plan for 2020 based on performance in 1H 2020.
3	3 July 2020	No. 6 of 14 July 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Progress in delivering Russian Railways' Long-Term Development Programme until 2025. • Preliminary approval of Russian Railways' withdrawal from TransWoodService. • Russian Railways' participation in Federal Passenger Company. • Position of Russian Railways (its representatives) regarding certain items to be resolved upon by the governance bodies of Federal Passenger Company. • Assessment of whether there are currently implemented or planned large-scale investment projects. • Proposals of Russian Railways' management regarding key approaches to upgrading the tariff system for railway freight transportation after 2024.

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
4	24 July 2020	No. 7 of 27 July 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Draft updated Charter of Russian Railways. • Draft development strategy of the TransTeleCom group of companies until 2025. • Position of Russian Railways (its representatives) regarding certain items to be resolved upon by the governance bodies of Company TransTeleCom.
5	26 August 2020	No. 8 of 26 August 2020	Absentee voting	<ul style="list-style-type: none"> • Approval of additions to Russian Railways' register of non-core assets (such additions being the property required for the creation of a Russian-Japanese centre for preventive medicine and diagnostics to be set up in the Khabarovsk Territory). • Inclusion of Uraltransbank's shares in Russian Railway's register of non-core assets. • Preliminary approval of a transaction involving the shares of business entities included in Russian Railway's register of non-core assets. • Preliminary approval of Russian Railways' participation in RZD Asset Management. • Preliminary approval of Russian Railways' withdrawal from OCRV. • Preliminary approval of Russian Railways' participation in RZD Technologies. • Position of Russian Railways (its representatives) regarding RRC-1's membership in the Union of Railway Car Repair Enterprises to be resolved upon by the board of directors of RRC-1. • Preliminary approval of a transaction involving UTLC's shares.
6	8 September 2020	No. 9 of 10 September 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Results of the transactions to sell Russian Railway's non-core assets included in the Russian Railways register of non-core assets, in 2H 2019. • Approval of additions to Russian Railway's register of non-core assets. • Preliminary approval of Russian Railways' withdrawal from Aeroexpress. • Preliminary approval of Russian Railways' withdrawal from Metallist – Remputmash Experimental Plant. • Results of operating efficiency improvement and cost-cutting initiatives.
7	7 December 2020	No. 1 of 10 December 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Draft procedure for the preparation and submission of materials and information to the Board of Directors and the Committees of the Board of Directors of Russian Railways. • Approval of the list of controlled entities resolutions on which are to be passed by the Russian Railways Board of Directors in accordance with Clause 71.23 of the Russian Railways Charter. • Approval of additions to Russian Railway's register of non-core assets. • Approval of the terms of reference for assessing the implementation of Russian Railways' Long-Term Development Programme until 2025 and KPI achievement in 2020. • Approval of the action plan of the Strategic Planning Committee of Russian Railways' Board of Directors for the 2020–2021 corporate year.

Audit and Risk Committee of the Board of Directors

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
1	28 January 2020	No. 7 of 29 January 2020	In-person meeting	<ul style="list-style-type: none"> • Zheldoraudit Internal Audit Centre performance report for 9M 2019 and interim performance report for 2019. • Review of the Zheldoraudit Internal Audit Centre plans for 2020. • Approval of the Zheldoraudit Internal Audit Centre budget for 2020. • Progress in improving and developing the integrated risk management model. • Review of statements on Russian Railways' risk appetite in 2020. • Review of the Russian Railways key risks in 2020 in connection with its risk portfolio. • Approval of the standard for assessing the implementation of the Long-term Development Programme and KPI Achievement. • Approval of the terms of reference for assessing the implementation of the Russian Railways' Long-Term Development Programme until 2025 and KPI achievement in 2019.
2	21 February 2020	No. 8 of 25 February 2020	In-person meeting	<ul style="list-style-type: none"> • Progress in implementing the Action Plan to remove identified gaps and act on the recommendations made by the Audit Commission on the basis of financial audits and pursuant to the instructions of the President and Government of the Russian Federation. • Corporate governance in Russian Railways. • Report on improvements in internal controls to ensure the integrity, reliability and accuracy of Russian Railways' accounting (financial) statements and disclosure of the Russian Railways accounting department risks ranked by materiality. • Status of the risk management and internal control systems during the implementation of Russian Railways investment programme. • Key indicators showing the status of the internal control system in Russian Railways and its subsidiaries and affiliates, monitoring procedure and evolution of the indicators, and analysis results of compliance with the internal control system requirements by Russian Railways and its subsidiaries and affiliates. • Results of monitoring anti-corruption risk management and internal control processes and effectiveness of anti-corruption measures taken by the Russian Railways in 2019. • Review of the Zheldoraudit Internal Audit Centre performance to plan in 2019. • Approval of the check-list to assess internal audit annual performance by the Audit and Risk Committee of the Russian Railways Board of Directors.
3	13 April 2020	No. 9 of 15 April 2020	Absentee voting	<ul style="list-style-type: none"> • Election of the secretary of the Audit and Risk Committee of Russian Railways' Board of Directors. • Determination of the price (monetary value) of the property to be contributed to the Russian Railways charter capital. • Results of Russian Railways procurement activities in 2019. • Results of internal audit performance assessment in 2019 by the Audit and Risk Committee of the Board of Directors. • Results of the analysis of the efficiency of the disposal of Russian Railways' educational facilities in 2017–2019 (including analysis of intended use of the disposed assets) in accordance with the Conceptual Framework for the Reform of the Russian Railways Preschool and School Education for 2017–2020. • Disclosures to the persons responsible for corporate governance at the audit close-out stage. • Review of the report on the allocation of funds for charity and sponsorship activities in 2019.

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
4	29 April 2020	No. 10 of 30 April 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Review of the Russian Railways risk monitoring report for 2019 (including the self-assessment report on the risk management and internal control system). • Amendments to the Regulation on the Procurement of Goods, Work and Services for the Needs of Russian Railways approved by the Board of Directors on 28 June 2018. • Annual assessment of corporate governance, risk management and internal control systems by the Zheldoraudit Internal Audit Centre. • Criteria used by the Zheldoraudit Internal Audit Centre to select subsidiaries and controlled entities for audits, and collaboration between the with Zheldoraudit Internal Audit Centre, Zheldorkontrol Internal Control Centre, audit commissions of subsidiaries and controlled entities and the external auditor regarding audits of subsidiaries and controlled entities. • Position of Russian Railways (its representatives) at the meeting of the FFC Board of Directors regarding approval of the FFC budget performance report for 2019. • Review of the report on RZD Logistics budget performance in 2019. • Preliminary approval of Russian Railways withdrawal from Metallist – Remputmash Experimental Plant (valuation matters).
5	21 May 2020	No. 11 of 21 May 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Review of Russian Railways annual report for 2019. • Preliminary approval of Russian Railways annual RAS financial (accounting) statements for 2019, including the income statement. • Review of the auditor's report on Russian Railways accounting (financial) statements for 2019. • Review of the consolidated IFRS financial statements of Russian Railways for 2019. • Review of the auditor's report on Russian Railways consolidated financial statements for 2019. • Recommendations to the general meeting of shareholders as to approval of the Russian Railways auditor for 2020. • Independence, objectivity and no conflict of interests of Russian Railways auditor nominated for 2020. • Proposals regarding remuneration of the auditor in 2020. • Report of the Audit Commission on the Russian Railways operational and financial performance in 2019. • Position of Russian Railways (its representatives) at the meeting of the FPC Board of Directors regarding approval of the FPC budget performance report for 2019. • Review of the progress report on the Consolidated Programme to Improve Operational Efficiency and Optimise Costs at FPC in 2018–2020. • Form and procedure to inform the members of the Board of Directors about operational and financial performance of Russian Railways.

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
6	5 June 2020	No. 12 of 5 June 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Review of the draft Regulation on Internal Audit. • Review of the draft Regulation on the Quality Management System at Russian Railways. • Position of Russian Railways (its representatives) at the meeting of Company TransTeleCom Board of Directors regarding approval of the Company TransTeleCom budget performance report for 2019. • Position of Russian Railways (its representatives) at the meeting of RRC-1 Board of Directors regarding approval of RRC-1 budget performance report for 2019. • Position of Russian Railways (its representatives) at the extraordinary meeting of UTLC Logistics shareholders regarding approval of UTLC Logistics budget performance report for 2019. • Review of GEFCO performance report for 2019. • Results of Russian Railways procurement activities in Q1 2020. • Free transfer of Russian Railways non-core assets to public law institutions.
7	16 June 2020	No. 13 of 16 June 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Review of the draft updated Charter of Russian Railways. • Review of the draft procedure for the preparation and submission of materials and information to the Board of Directors and the Committees of the Board of Directors of Russia Railways. • Preliminary review of the draft Regulation on Russian Railways' Board of Directors.
8	15 July 2020	No. 14 of 15 July 2020	Absentee voting	<ul style="list-style-type: none"> • Appointment and remuneration of the head of the internal audit function.
9	22 July 2020	No. 15 of 23 July 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Amendments to the Regulation on the Procurement of Goods, Work and Services for the Needs of Russian Railways approved by the Board of Directors on 28 June 2018. • Position of Russian Railways (its representatives) at the meeting of Company TransTeleCom Board of Directors regarding approval of Company TransTeleCom budget adjustments in 2020. • FFC budget performance and necessity of budget adjustments based on the market trend analysis in Q1 2020. • Review of RZDstroy budget performance report for 2019 (including progress in delivering the Integrated Programme for Financial Rehabilitation of RZDstroy). • Review of the report on Blagosostoyanie Private Pension Fund performance in 2019. • Report on the Zheldoraudit Internal Audit Centre performance in Q1 2020. • Measures taken by the Zheldoraudit Internal Audit Centre to act on the recommendations from the Audit and Risk Committee of the Board of Directors of Russian Railways. • Progress under Agreement No. 145 of 24 October 2018 between Russian Railways and Rusenergosbyt, including criteria for price category selection. • Charitable co-financing of the school construction in Tulun, Irkutsk Region.

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10	29 September 2020	No. 16 of 30 September 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Review of Russian Railways risk monitoring reports for Q1 2020 and 1H 2020. • Results of procurement activities in 1H 2020. • Report on the Zheldoraudit Internal Audit Centre performance in 1H 2020. • Review of GEFCO performance report for 1H 2020. • Free transfer of Russian Railways non-core assets to public law institutions. • Approval of adjustments to UTLC Logistics budget for 2020. • Performance of the Audit and Risk Committee of Russian Railways' Board of Directors in the 2019–2020 corporate year.
11	27 November 2020	No. 1 of 30 November 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Election of the secretary of the Audit and Risk Committee of Russian Railways' Board of Directors. • Adjustments to FFC budget for 2020. • Adjustments to FPC budget for 2020. • Review of the progress report on the Consolidated Programme to Improve Operational Efficiency and Optimise Costs at FPC in 2018–2020 for 1H 2020 and management of FPC key risks in 1H 2020. • Review of the report on RZD Logistics performance in 1H 2020. • Review of RZDstroy budget performance report for 1H 2020 and progress in delivering the Integrated Programme for Financial Rehabilitation of RZDstroy. • Review of the report on the allocation of funds for charity and sponsorship activities in 1H 2020. • Adjustments to the charity and sponsorship fund of Russian Railways in 2020. • Action plan of the Audit and Risk Committee of Russian Railways' Board of Directors for the 2020–2021 corporate year
12	8 December 2020	No. 2 of 9 December 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Approval of the action plan of the Audit and Risk Committee of Russian Railways' Board of Directors for the 2020– 2021 corporate year. • Review of adjustments to RRC-1 budget for 2020. • RZDstroy performance improvement programme • Amendments to the Regulation on the Procurement of Goods, Work and Services for the Needs of Russian Railways approved by the Board of Directors on 28 June 2018. • Results of procurement activities for 9M 2020. • Free transfer of Russian Railways' non-core asset to the city of Moscow. • Free transfer of Russian Railways non-core assets to public law institutions. • Disclosure of information to the auditor of Russian Railways. • Determination of the initial (maximum) price of the contract for statutory audit of Russian Railways' financial (accounting) statements and consolidated IFRS financial statements for 2021.

Personnel and Remuneration Committee of the Board of Directors

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
1	20 February 2020	No. 3 of 20 February 2020	In-person meeting	<ul style="list-style-type: none"> • Appointment of a member of Russian Railways' Management Board. • Candidates to the boards of directors of the companies included in the list of controlled entities approved by Russian Railways' Board of Directors resolutions on which are to be passed by Russian Railways' Board of Directors in accordance with Clause 71.23 of the Russian Railways Charter. • Candidates' compliance with the independence criteria set for independent directors serving on the boards of directors of controlled entities. • Approvals for members of Russian Railways' Management Board to hold positions in the governance bodies of other entities. • Self-assessment by Russian Railways' Board of Directors for the 2019–2020 corporate year.
2	27 April 2020	No. 4 of 27 April 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Election of the secretary of the Personnel and Remuneration Committee of Russian Railways' Board of Directors. • Holding an introductory meeting with the candidates to be appointed as independent directors of the boards of Russian Railways' controlled entities and nominated for the first time. • Results of self-assessment by Russian Railways' Board of Directors for the 2019–2020 corporate year. • Amendments to the Regulation on the Remuneration System for Members of the Management Board of Russian Railways. • Progress of approving the Regulation on the Remuneration to Members of the Board of Directors of Russian Railways.
3	19 May 2020	No. 5 of 19 May 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Recommendations for the Company's Annual General Meeting of Shareholders on the remuneration payable to members of the Audit Commission based on their performance in the 2019–2020 corporate year. • Recommendations for the Company's Annual General Meeting of Shareholders on the remuneration payable to members of the Board of Directors based on their performance in the 2019–2020 corporate year. • Results of KPI achievement and general qualitative assessment of performance by the Management Board and the entire Russian Railways in 2019. • Approvals for members of Russian Railways' Management Board to hold positions in the governance bodies of other entities. • Approval of the onboarding procedure for newly elected members of the Board of Directors. • Amendments to the regulations on committees of the Board of Directors. • Adoption of policies on key performance indicators and remuneration of the management teams of Russian Railways' subsidiaries.

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
4	16 June 2020	No. 6 of 16 June 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Termination and appointment of members of Russian Railways' Management Board. • Candidates to the boards of directors of RRC-1, Company TransTeleCom, and Federal Passenger Company included in the list of controlled entities approved by Russian Railways' Board of Directors resolutions on which are to be passed by Russian Railways' Board of Directors in accordance with Clause 71.23 of the Russian Railways Charter. • Approvals for members of Russian Railways' Management Board to hold positions in the governance bodies of other entities. • Review of the draft updated Charter of Russian Railways. • Review of the draft procedure for the preparation and submission of materials and information to the Board of Directors and the committees of the Board of Directors of Russian Railways. • Preliminary review of the draft regulation on Russian Railways' Board of Directors.
5	23 September 2020	No. 7 of 23 September 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Termination and appointment of members of Russian Railways' Management Board. • Approvals for members of Russian Railways' Management Board to hold positions in the governance bodies of other entities. • Position of Russian Railways (its representatives) on the agenda items of the general meeting of shareholders and the meeting of the board of directors of Federal Passenger Company included in the list of controlled entities approved by Russian Railways' Board of Directors resolutions on which are to be passed by Russian Railways' Board of Directors in accordance with Clause 71.23 of the Company's Charter, as well as on items "Election of Federal Passenger Company's CEO" and "Re-election of Federal Passenger Company's Board of Directors". • Position of Russian Railways (its representatives) on the agenda item of the general meeting of shareholders of UTLC Logistics included in the list of controlled entities approved by Russian Railways' Board of Directors resolutions on which are to be passed by Russian Railways' Board of Directors in accordance with Clause 71.23 of the Company's Charter. • Recommendations for the Russian Railways Annual General Meeting of Shareholders on the remuneration payable to members of the Board of Directors based on their performance in the 2019–2020 corporate year. • Recommendations for the Russian Railways Annual General Meeting of Shareholders on the remuneration payable to members of the Audit Commission based on their performance in the 2019–2020 corporate year. • Performance of the Personnel and Remuneration Committee of Russian Railways' Board of Directors in the 2019–2020 corporate year.
6	26 November 2020	No. 1 of 26 November 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Election of the secretary of the Personnel and Remuneration Committee of Russian Railways' Board of Directors. • Appointment of a member of Russian Railways' Management Board. • Approval of the action plan of the Personnel and Remuneration Committee of Russian Railways' Board of Directors for the 2020–2021 corporate year.
7	25 December 2020	No. 2 of 25 December 2020	In-person meeting via video conference	<ul style="list-style-type: none"> • Appointment of First Deputy CEO of Russian Railways. • Adjustment of corporate-wide KPI targets for 2020. • Approval of corporate-wide KPI targets for 2021.

Digital Transformation and Innovation Committee of the Board of Directors

No.	Meeting date	Meeting minutes	Meeting form	Meeting agenda
1	20 February 2020	No. 2 of 20 February 2020	In-person meeting	<ul style="list-style-type: none"> • Approval of Russian Railways Group’s Comprehensive Innovative Development Programme until 2025. • Russian Railways’ IT Development Strategy until 2025. • Membership of Company TransTeleCom in the Digital Transport and Logistics Association for transport and logistics market participants.
2	30 June 2020	No. 3 of 30 June 2020	Absentee voting	<ul style="list-style-type: none"> • Review of the report on the implementation of Russian Railways’ Comprehensive Innovative Development Programme until 2020 in 2019. • Review of the draft development strategy of the TransTeleCom group of companies until 2025. • Preliminary approval of Russian Railways’ participation in RZD Technologies.