

# General Meeting of Shareholders

The supreme governance body of Russian Railways is its General Meeting of Shareholders. As all of the Company's shares belong to the sole shareholder, the Russian Federation, represented by the Russian Government, all resolutions on matters reserved to the General Meeting of Shareholders are adopted in writing by the Russian Government and take the form of the sole shareholder's orders and resolutions<sup>1</sup>.

The matters reserved to the General Meeting of Shareholders of Russian Railways are defined by the Federal Law on Joint Stock Companies (Article 48) and the Charter of Russian Railways (Clause 62). The matters reserved to the General Meeting of Shareholders of Russian Railways include:

- amendments to and modifications of the Company's Charter or approval of a new version of the Company's Charter;
- reorganisation of the Company;
- liquidation of the Company, appointment of the liquidation committee and approval of interim and final liquidation balance sheets;
- determining the number and election of the Board members, as well as termination of their office;
- determining the number of the Management Board members;
- election of members of the Company's Audit Commission and termination of their office;

- approval of the Company's auditor;
- due increase or reduction of the Company's charter capital;
- approval of annual reports, annual financial statements, including profit and loss statements (income statements) of the Company, and distribution of the Company's profit (including payment (declaration) of dividends except for the profit distributed as dividends for the first quarter, first half, or nine months of the financial year) or losses as at the end of a financial year;
- determining the proceedings of the General Meeting of Shareholders;
- resolutions approving material transactions and interested-party transactions, including those involving restricted property where so provided for by Articles 79 and 83 of the Federal Law On Joint Stock Companies, and reserved by the said Federal Law to the General Meeting of Shareholders;
- resolutions on joining financial and industrial groups, associations, or other unions of business entities;
- approval of internal documents governing the Company's bodies (regulations on the General Meeting of Members, Board of Directors, Management Board, and Audit Commission);
- dealing with any other matters provided for by the Federal Law On Joint Stock Companies.

In 2020, one Annual General Meeting of Shareholders and five Extraordinary General Meetings of Shareholders were held. Russian Railways' Annual General Meeting of Shareholders<sup>2</sup> adopted the following resolutions:

- approval of the annual report, balance sheet and income statement for 2019;
- distribution of net profit and losses based on financial performance in 2019;
- payment of dividends to the holders of Russian Railways' preference shares based on performance in 2019 and remuneration to members of the Board of Directors and Audit Commission;
- determination of the Board of Directors and Audit Commission composition and appointment of their members;
- approval of the auditor for 2020.

Russian Railways' Extraordinary General Meetings of Shareholders adopted the following resolutions<sup>3</sup>:

- on determining the number and election of the Board members of Russian Railways, as well as early termination of their office;
- on increasing the Company's charter capital;
- on issuing perpetual bonds;
- on amending the Charter of Russian Railways.

<sup>1</sup> In line with Article 47 of the Federal Law On Joint-Stock Companies, Article 5 of the Federal Law On the Specifics of Administration and Disposal of Railway Transport Property, and Clause 67 of the Company's Charter.

<sup>2</sup> Order No. 2509-r of the Russian Government dated 30 September 2020.

<sup>3</sup> Order No. 552-r of the Russian Government dated 6 March 2020, Resolution No. 244 of the Russian Government dated 7 March 2020, Order No. 890-r of the Russian Government dated 4 April 2020, Resolution No. 450 of the Russian Government dated 4 April 2020, Order No. 1260-r of the Russian Government dated 13 May 2020, Order No. 3190-r of the Russian Government dated 3 December 2020, Resolution No. 2004 of the Russian Government dated 3 December 2020.