

Committees of the Board of Directors

For the purposes of preliminary consideration of the most important matters and preparation of relevant recommendations, the Russian Railways Board of Directors has set up the following committees:

- Strategic Planning Committee;
- Audit and Risk Committee;

- Personnel and Remuneration Committee;
- Priority Investment Projects Committee.

The committees are elected by the Russian Railways Board of Directors and act in accordance with the regulations on the committees approved by the Company's Board of Directors.

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, the Charter and internal documents that guarantee the rights and legitimate interests of shareholders, organising measures to settle conflicts involving violation

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

Vasily Gorev has been the Corporate Secretary of Russian Railways since September 2015.

Management Board

Members of the Russian Railways Management Board are appointed by the Company's Board of Directors (with the exception of the Chairman of the Management Board, who is appointed by the Government of the Russian Federation). 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 or the CEO and Chairman of the Management Board as per the Federal Law On Joint-Stock Companies and the Company 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 the observance of shareholder rights and their legitimate interests.

The Company's Management Board carries out its activities in accordance with the laws of the Russian Federation, the Company 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 acts in the Company's interests and reports to the Company's General Meeting of Shareholders and the Board of Directors.

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, the Management Board is responsible for:

1. 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

2. developing and approving current operation plans;
2. approving internal estimated tariffs, fees and payments for work (services) performed (provided) by the Company that are not related to natural monopolies;
3. 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;
4. submitting prospectuses of securities and other documents related to the issuance of the Company's securities to the Board of Directors;
5. arranging for implementation of long-term and current plans of the Company, as well as its investment, financial and other projects;
6. establishing the procedure for keeping an account of the Company's affiliates;
7. 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;
8. establishing the procedure for keeping shareholders up-to-date with Company developments;
9. establishing a compensation system and incentives for the Company's employees;
10. issuing binding instructions to subsidiaries on matters specified in the charters of these companies or in their existing agreements with the Company;
11. approving the Company's internal documents on matters that are reserved to the Management Board;
12. resolving other matters related to the Company's current operations that are submitted for consideration by the Chairman of the Management Board, the Board of Directors or shareholders.

While performing the above-listed functions in 2017, the Russian Railways Management Board held 71 meetings that reviewed and resolved on a number of matters related to the development of the Russian Railways Group. The key matters included:

- review of the Company's financial and business performance, meeting the targets of the Company's investment programme and financial plan;
- review and approval of the key strategic documents for individual business lines, including the Foreign Operations Strategy of Russian Railways Group until 2025, Conceptual Framework for the Reform of the Russian Railways Social Infrastructure for 2017–2021, Russian Railways Group's Traffic Safety Policy,

and the roadmap of initiatives to develop the traffic safety culture in the Russian Railways Group for 2017–2019;

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

On 13–14 December 2017, the Russian Railways Management Board held its final meeting to review the Company's operating and financial performance in 2017 and set targets for 2018.

Remuneration of the Management Board members

The remuneration system for members of the 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 a performance assessment of the Management Board and Russian Railways as a whole.

In 2017, the remuneration of the members of the Russian Railways Management Board amounted to RUB 1,268 m (on a comparable basis and net of severance payments – RUB 1,177 m).

Members of the Russian Railways 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.	Alexander Misharin	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.	Pavel Ivanov	Deputy CEO, Head of the Central Directorate of Traffic Management
10.	Petr Katsyv	Deputy CEO, Head of the Moscow Transport Hub Development Centre
11.	Anatoly Meshcheryakov	State Secretary, Deputy CEO
12.	Vyacheslav Pavlovsky	Deputy CEO
13.	Andrey Starkov	Deputy CEO
14.	Oleg Toni	Deputy CEO
15.	Nikolay Fedoseyev	Deputy CEO
16.	Anatoly Chabunin	Deputy CEO, Director for Internal Control and Audit
17.	Shevket Shaydullin	Deputy CEO, Head of Traffic Safety
18.	Dmitriy Shakhhanov	Deputy CEO
19.	Olga Gnedkova	Director for economics and finance
20.	Vadim Bynkov	Head of the Legal Department
21.	Valentin Gapanovich	Senior Advisor to the CEO



Biographies of members of the Management Board are available on the annual report's website at <http://ar2017.rzd.ru/en>

Biographical details of members of the Management Board



Oleg Belozarov

Chief Executive Officer –
Chairman of the Management
Board, Russian Railways

Mr Belozarov was born in 1969.

Graduated from the Saint Petersburg University of Economics and Finance with a degree in Economics and Industrial Planning in 1992. PhD in Economics.

Professional experience:

- ⊙ March 2009 – Deputy Minister of Transport of the Russian Federation;
- ⊙ May 2015 – First Deputy Minister of Transport of the Russian Federation;
- ⊙ August 2015 – President, Russian Railways;
- ⊙ November 2017 – CEO – Chairman of the Management Board, Russian Railways.



Anatoly Krasnoshchek

First Deputy Chief
Executive Officer,
Russian Railways

Mr Krasnoshchek was born in 1959.

Graduated from the Leningrad Institute of Railway Engineers with a degree in Railway Transportation Process Management in 1988. PhD in Economics.

Professional experience:

- ⊙ December 2011 – Vice President, Russian Railways;
- ⊙ March 2013 – Senior Vice President, Russian Railways;
- ⊙ October 2015 – First Vice President, Russian Railways;
- ⊙ November 2017 – First Deputy CEO, Russian Railways.



Vadim Mikhaylov

First Deputy Chief
Executive Officer,
Russian Railways

Mr Mikhaylov was born in 1969.

Graduated from State Finance Academy with a degree in Finance and Credit in 1992.

Professional experience:

- ⊙ September 2009 – Senior Vice President, Russian Railways;
- ⊙ August 2017 – First Vice President, Russian Railways;
- ⊙ November 2017 – First Deputy CEO, Russian Railways.



Alexander Misharin

First Deputy Chief
Executive Officer,
Russian Railways

Mr Misharin was born in 1959.

In 1981, graduated from the Ural State University of Railway Transport with a degree in Electrification on Railways, and in 1997 – with a degree in Economics and Company Management (Railway Transport). PhD in Economics. Doctor of Technical Sciences.

Professional experience:

- ⊙ December 2012 – First Vice President, Russian Railways;
- ⊙ November 2017 – First Deputy CEO, Russian Railways.



Elena Kharibina

Chief Accountant,
Russian Railways

Ms Kharibina was born in 1965. In 1997, graduated from the Russian State Open Technical University of Railways, Institute of Economics and Mathematics in Business with a degree in Accounting and Auditing.

Professional experience:

- ⊙ September 2012 – Deputy Head of Economics and Finance, Moscow Metro;
- ⊙ September 2016 – Chief Accountant, Russian Railways.



Sergey Kobzev

Deputy Chief Executive
Officer – Chief Engineer,
Russian Railways

Mr Kobzev was born in 1964. Graduated from the Moscow Institute of Railway Engineers with a degree in Electrification on Railways in 1986.

Professional experience:

- ⊙ December 2011 – Head of the Centre for Technological Coordination, a business unit of Russian Railways;
- ⊙ May 2014 – CTO, Transmashholding;
- ⊙ June 2015 – Head of the Northern Railway, a territorial branch of Russian Railways;
- ⊙ April 2017 – Senior Vice President, Russian Railways;
- ⊙ November 2017 – Deputy CEO – Chief Engineer, Russian Railways.



Oleg Valinsky

Deputy Chief Executive
Officer – Director
of the Traction Directorate,
Russian Railways

Mr Valinsky was born in 1961. In 1997, graduated from Saint Petersburg State Transport University with a degree in Transport Operation and Logistics.

Professional experience:

- ⊙ August 2008 – First Deputy Head of the October Railway, Russian Railways;
- ⊙ October 2014 – Head of the October Railway, Russian Railways;
- ⊙ January 2016 – Vice President – Director of the Traction Directorate, Russian Railways;
- ⊙ November 2017 – Deputy CEO – Director of the Traction Directorate, Russian Railways.



Gennady Verkhoviykh

Deputy Chief Executive
Officer – Director of the Central
Infrastructure Directorate,
Russian Railways

Mr Verkhoviykh was born in 1959. Graduated from the Leningrad Institute of Railway Engineers with a degree in Railway Operation in 1981.

Professional experience:

- ⊙ February 2007 – Director, Russian Railways Passenger Transportation Department;
- ⊙ October 2013 – Director, Russian Railways Passenger Transportation Business Unit Management Department;
- ⊙ November 2015 – Vice President – Director of the Central Infrastructure Directorate, Russian Railways;
- ⊙ May 2016 – Senior Vice President – Director of the Central Infrastructure Directorate, Russian Railways;
- ⊙ November 2017 – Deputy CEO – Director of the Central Infrastructure Directorate, Russian Railways.



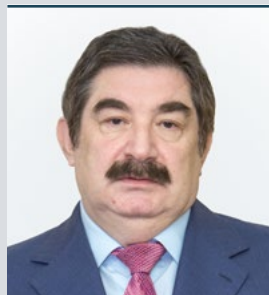
Pavel Ivanov

Deputy Chief Executive Officer – Director of the Central Traffic Control Directorate, Russian Railways

Mr Ivanov was born in 1964. Graduated from the Moscow Institute of Railway Engineers in 1986 with a degree in Railway Transportation Process Management.

Professional experience:

- April 2011 – Director of the Central Traffic Control Directorate, Russian Railways;
- June 2015 – Director of Transportation Control – Director of the Central Traffic Control Directorate, Russian Railways;
- November 2015 – Vice President – Director of the Central Traffic Control Directorate, Russian Railways;
- November 2017 – Deputy CEO – Director of the Central Traffic Control Directorate, Russian Railways.



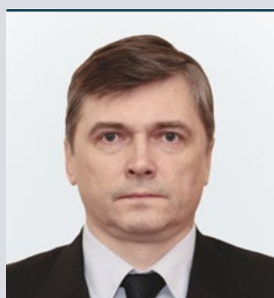
Petr Katsyv

Deputy Chief Executive Officer – Director of the Moscow Transport Hub Development Centre, Russian Railways

Mr Katsyv was born in 1953. Graduated from Moscow Automobile and Road Construction Institute in 1975 with a degree in Automobiles and Automotive Fleet. Doctor of Technical Sciences.

Professional experience:

- June 2012 – Director, Main Department of the Moscow Region for Relations with the Federal Authorities;
- September 2013 – Advisor to the Governor of the Moscow Region;
- October 2014 – Vice President – Director, Moscow Transport Hub Development Centre, Russian Railways;
- November 2017 – Deputy CEO – Director of the Moscow Transport Hub Development Centre, Russian Railways.



Anatoly Meshcheryakov

State Secretary – Deputy Chief Executive Officer, Russian Railways

Mr Meshcheryakov was born in 1966. Graduated from Kiev Military Aviation Engineering Academy in 1988 with a degree in Avionics, and from the Institute of Modern Business in 1998 with a degree in Finance and Credit. PhD in Technical Sciences.

Professional experience:

- October 2009 – First Deputy CEO, Transmashholding;
- December 2011 – Senior Advisor to the President of Russian Railways;
- February 2012 – State Secretary and Vice President, Russian Railways;
- November 2017 – State Secretary – Deputy CEO, Russian Railways.



Vyacheslav Pavlovsky

Deputy Chief Executive Officer, Russian Railways

Mr Pavlovsky was born in 1956. Graduated from the Moscow State Institute of International Relations of the USSR Ministry of Foreign Affairs in 1978.

Professional experience:

- July 2010 – Ambassador Extraordinary and Plenipotentiary of the Russian Federation to Norway;
- May 2016 – Vice President, Russian Railways;
- November 2017 – Deputy CEO, Russian Railways.



Andrey Starkov

Deputy Chief Executive Officer,
Russian Railways

Mr Starkov was born in 1969.
Graduated from Kosygin Moscow State Textile Academy with a degree in Industrial Power Engineering in 1992.

Professional experience:

- ⊙ November 2011 – Corporate Secretary, Russian Railways;
- ⊙ September 2015 – Senior Advisor to the President of Russian Railways;
- ⊙ February 2016 – Vice President, Russian Railways;
- ⊙ November 2017 – Deputy CEO, Russian Railways.



Oleg Toni

Deputy Chief Executive Officer,
Russian Railways

Mr Toni was born in 1964.
Graduated from Voronezh Engineering and Construction Institute in 1986 with a degree in Industrial and Civil Construction and from the North-West Academy of Public Administration in 2003 with a degree in State and Municipal Administration. PhD in Economics.

Professional experience:

- ⊙ April 2006 – Vice President, Russian Railways;
- ⊙ November 2017 – Deputy CEO, Russian Railways.



Nikolay Fedoseyev

Deputy Chief Executive Officer,
Russian Railways

Mr Fedoseyev was born in 1966.
Graduated from the Moscow Institute of Radio Engineering, Electronics and Automation in 1989 with a degree in Electronics, and from the Academy of the Ministry of Security in 1993 with the qualification of an officer with higher special education.

Professional experience:

- ⊙ January 1993 – served in the Federal Security Service of the Russian Federation;
- ⊙ December 2015 – Vice President, Russian Railways;
- ⊙ November 2017 – Deputy CEO, Russian Railways.



Anatoly Chabunin

Deputy Chief Executive Officer –
Internal Control and Audit Director,
Russian Railways

Mr Chabunin was born in 1960.
Graduated from Novosibirsk Institute for National Economy in 1990 with a degree in Finance and Credit.

Professional experience:

- ⊙ May 2013 – Deputy Director, Federal Service for Financial and Budgetary Oversight;
- ⊙ September 2015 – Internal Control and Audit Director, Russian Railways;
- ⊙ October 2015 – Vice President, Russian Railways;
- ⊙ November 2015 – Vice President – Internal Control and Audit Director, Russian Railways;
- ⊙ November 2017 – Deputy CEO – Internal Control and Audit Director, Russian Railways.



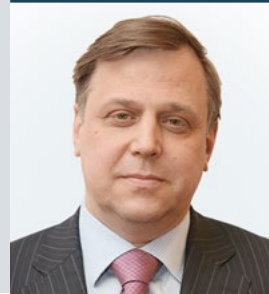
Shevket Shaydullin

Deputy Chief Executive Officer –
Director of the Traffic Safety
Department, Russian Railways

Mr Shaydullin was born in 1961.
Graduated from the Kuybyshev Institute of Railway Engineers in 1990
with a degree in Technical Locomotive Operation Management.
PhD in Technical Sciences.

Professional experience:

- ⊙ January 2012 – Vice President – Director of the Traffic Safety
Department, Russian Railways;
- ⊙ November 2017 – Deputy CEO – Director of the Traffic Safety Department,
Russian Railways.



Dmitry Shakhanov

Deputy Chief Executive Officer,
Russian Railways

Mr Shakhanov was born in 1961.
Graduated from the Academy of the USSR Ministry of Internal Affairs
in 1988 with a degree in Law.

Professional experience:

- ⊙ April 2009 – Vice President, Russian Railways;
- ⊙ November 2017 – Deputy CEO, Russian Railways.



Olga Gnedkova

Director for economics and finance,
Russian Railways

Ms Gnedkova was born in 1960.
Graduated from the Novosibirsk Institute of Railway Engineers in 1981
with a degree in Accounting. PhD in Economics.

Professional experience:

- ⊙ September 2005 – Head of Corporate Finance Department,
Russian Railways;
- ⊙ February 2017 – Economics and Finance Director, Russian Railways.



Vadim Bynkov

Head of the Legal Department,
Russian Railways

Mr Bynkov was born in 1962.
Graduated from Kalinin State University in 1985 with a degree in Law.

Professional experience:

- ⊙ April 2009 – Director, Legal Department, Russian Railways.



Valentin Gapanovich

Senior Advisor to the CEO
of Russian Railways

Mr Gapanovich was born in 1955.
Graduated from the Novosibirsk Institute of Railway Engineers in 1992 with a degree in Railway Transportation Process Management. PhD in Technical Sciences.

Professional experience:

- ⊙ June 2008 – Senior Vice President, Russian Railways;
- ⊙ April 2017 – Senior Advisor to the President of Russian Railways;
- ⊙ November 2017 – Senior Advisor to the CEO of Russian Railways.

