

Committees of the Board of Directors

The Board's committees serve as instruments for preliminary elaboration of matters before Board meetings and for developing recommendations.

Established by Board resolution, these committees function as advisory bodies that enhance the Board's effectiveness. They provide the Board with expert opinions and conclusions on matters within their remit, in accordance with committee regulations approved by the Board of Directors and published on the Company website.

The committee members are elected by the Board of Directors at its first meeting after the General Shareholders Meeting has elected the Board of Directors, and continue in office until the new Board of Directors is elected.

The committees may engage external consultants and experts to fulfil their responsibilities. Committee deliberations are incorporated into materials for Board meetings.

Each committee's powers, compositional requirements, working procedures, goals, and objectives are defined in their respective regulations.

The Company has three committees of its Board of Directors:

- ✦ Strategy, Investment and General Affairs Committee;
- ✦ Human Resources and Remuneration Committee;
- ✦ Audit Committee.

At year-end 2024, the Strategy, Investment and General Affairs Committee comprised six members, the Human Resources and Remuneration Committee five members, and the Audit Committee three members.

Strategy, Investment and General Affairs Committee

This Committee enhances Board efficiency and quality through preliminary consideration of critical matters related to business planning, investments, and development strategy for the Company and its controlled entities and affiliates. Its key tasks include developing recommendations to the Board

in areas within its remit: strategic development and priority activities, business process organisation, participation in other organisations, financial modelling of the Company and/or its business segments, budgeting, and efficiency evaluation of the Company and its controlled entities and affiliates.

Human Resources and Remuneration Committee

This Committee ensures Board performance efficiency and quality in addressing personnel and social policy matters, including remuneration policy and other personnel management matters across the Company and its controlled entities and

affiliates. It supports personnel planning, strengthening governing bodies' professional composition, establishing effective and transparent remuneration policies, and addressing other Group personnel policy matters.

Audit Committee

This Committee assists the Board in effectively controlling the Company's financial and economic activities.

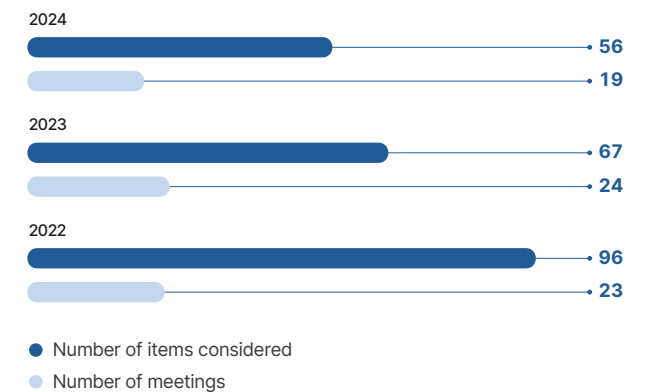
Committees report

To organise the work of its relevant committees in a way that ensures their efficiency, the Company relies on the following principles:

- ✦ committees review the most important matters related to FESCO Group's business;
- ✦ committees engage in an in-depth consideration of matters and provide recommendations to the Board of Directors to inform its decisions;
- ✦ committees are involved in monitoring and overseeing the implementation of resolutions and instructions of committees and the Board of Directors;
- ✦ committees maintain effective cross-committee communication;
- ✦ committees may engage FESCO Group's officers and employees, as well as third-party advisors and experts.

Participation of the members of the Board of Directors in the Board committees in 2024 was reported at 100%.

Board committee meetings and agenda items



¹ Regulations on the Strategy, Investment, and General Affairs Committee of the Board of Directors, Regulations on the Audit Committee of the Board of Directors, and Regulations on the Human Resources and Remuneration Committee of the Board of Directors were approved by resolution of the Board of Directors dated 28 November 2022 (Minutes No. 22/22 dated 29 November 2022).

Strategy, Investment and General Affairs Committee

Number of meetings and items considered	Key items considered in 2024
In 2024, the Committee held four in-person meetings to consider 15 items crucial for the Company	<ul style="list-style-type: none">Review of implementation reports for the development concept of a controlled entityConsideration of a transportation development concept in FSU nationsApproval of amendments to previously approved development programmes for new cargo transportation directionsContainer equipment fleet expansion and new terminal constructionConsideration of FESCO's 2024 budget implementation forecast and approval of key metrics of FESCO Group's budget for 2025President's reports on the fulfilment of the instructions given by the Audit Committee

Human Resources and Remuneration Committee

Number of meetings and items considered	Key items considered in 2024
In 2024, the Committee held three meetings in absentia to consider four items	<ul style="list-style-type: none">Status of implementation of orders issued by the Human Resources and Remuneration CommitteeRegulations on Bonus Payment to FESCO's Top ManagementConsideration of KPIs for FESCO's top management and senior management for 2024Consideration of KPI achievement by the top management of FESCO and controlled entities

Audit Committee

Number of meetings and items considered	Key items considered in 2024
In 2024, the Committee held 12 meetings, including five meetings in absentia, to consider 37 items	<ul style="list-style-type: none">Consideration of FESCO Group's Risk Management Framework (target model) and FESCO's Risk Management PolicyQuarterly consideration of FESCO Group's 2024 material risk mapsIntegration of internal regulations of Rosatom and FESCO and its subsidiariesResults of control actions conducted by FESCO's Internal Audit DepartmentSemi-annual consideration of work plans and work plan execution reports of FESCO's Internal Audit Department and results of control actionsConsideration of potential auditors of FESCO and its controlled entities for the audit of the 2024 financial statements under RAS and IFRS and determining the auditors' remuneration;Reports on the fulfilment of the instructions given by the Audit Committee

Remuneration policy for members of the Board of Directors

Remuneration of members of the Board of Directors is established in accordance with the Regulations on Remuneration and Compensation for Members of FESCO's Board of Directors¹.

This policy was developed based on Corporate Governance Code principles and recommendations, incorporating the Company's established remuneration and compensation calculation practices. The Regulations provide for a clear remuneration structure (base and additional remuneration). Board member remuneration excludes short and long-term bonus payments, additional benefits (including all types of insurance except director liability insurance), pension schemes and plans, and other social payments. There are no additional payments or compensation in case of early termination of powers of the members of the Board of Directors. The Regulations specify annual remuneration amounts for Board members.

According to the Regulations, base remuneration is paid to Board members for participating in in-person Board meetings through personal attendance, submitting written opinions for in-person meetings in accordance with the Regulations on the Board of Directors, and participating in absentee voting.

Base remuneration is paid quarterly in equal instalments within 30 calendar days of the end of the respective reporting quarter based on the actual number of days the individual served as a Board member during that quarter.

The Regulations also provide for reimbursement of expenses associated with Board members' duties.

In 2024, total remuneration paid to the Board of Directors serving until 21 May 2024 amounted to RUB 81,375 million. Total compensation paid amounted to RUB 76,623.20. No loans were granted by the Company to the members of the Board of Directors in the reporting year.

Types of remuneration for the corporate year²

Indicator	Remuneration
Base remuneration, RUB '000	15,000
Additional remuneration ³ , %	
<ul style="list-style-type: none">Chairman of the Board of Directors	50
<ul style="list-style-type: none">Committee Chairman	50
<ul style="list-style-type: none">Committee member	25

¹ Approved by the Extraordinary General Shareholders Meeting on 18 January 2023 (Minutes No. 58 dated 19 January 2023).

² The calculation period for payment of remuneration and compensation is established from the election date of the Company's Board of Directors at an annual General Shareholders Meeting of the Company to the date of the next annual General Shareholders Meeting of the Company at which new members of the Company's Board of Directors will be elected.

³ Additional remuneration is calculated as a percentage of the base remuneration for the corporate year.