

## Board of Directors

The Board of Directors of the Russian Federation is responsible for the general management of the Company acting on the basis of laws of the Russian Federation, the Articles of Association of JSC "Russian Railways" approved by Order of the Government of the Russian Federation No. 585 dated 18 September 2003 and the Regulation on the Board of Directors of JSC "Russian Railways" approved by the Decree of the Government of the Russian Federation No.265-rdated 25 February 2004.

The current composition of the eleven members of the Board of Directors of JSC "Russian Railways" was elected at the general meeting of shareholders of JSC "Russian Railways" (Decree of the Government of the Russian Federation No.1132-rdated 30.06.2012).

According to global best practice in corporate governance, independent directors have been elected to the Board of Directors of JSC "Russian Railways" since 2008. Five of eleven members of the Board of Directors are independent.

Members of the Board of Directors do not have shares in the authorized capital of JSC "Russian Railways".

BOARD OF DIRECTORS OF JSC "RUSSIAN RAILWAYS"	
Members of the Board of Directors	Position
Representatives of the Russian Federation	
Androsov Kirill Gennadievich	Managing Partner of Altera Capital
Berezkin Grigory Viktorovich	Chairman of the Board of Directors of ESN Energo Limited Liability Company
Kosov Nikolay Nikolayevich	Chairman of the Board of the International Investment Bank
Sidorov Vasily Vasilyevich	Member of the Advisory Board of shareholders of VTB Bank (Open Joint Stock Company)
Sobolev Nikolay Alexandrovich	First Deputy General Director, Financial Director of SOLLERS Open Joint Stock Company
Yakunin Vladimir Ivanovich	President of Russian Railways Open Joint Stock Company
Independent Directors	
Gusakov Vladimir Anatolevich	Managing Director of Corporate Development of Moscow Stock Exchange Open Joint Stock Company
Komissarov Dmitry Georgievich	Chairman of the Board of Directors of Tekhnologicheskaya Companya Open Joint Stock Company
Mehdorn Hartmut	Member of the Board of Directors of Russian Railways Open Joint Stock Company
Ryazanov Alexander Nikolayevich	Chairman of the Board of Directors of Russian Holding Company Closed Joint Stock Company
Shokhin Alexander Nikolayevich	President of the All-Russian Association of Employers "Russian Union of Industrialists and Entrepreneurs"

Short Biographies of Members of the Board of Directors	Meetings of the Board of Directors	Issues discussed at the meetings of the Board of Directors	Remuneration of Members of the Board of Directors	The Committee for Strategic Planning of the Board of Directors	Corporate Secretary
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Managing Partner of Altera Capital

### ANDROSOV Kirill Gennadievich

Born in 1972

#### Education

In 1994, he graduated from the Saint Petersburg State Marine Technical University, (Engineering and Economic Department), with a degree in Engineering Economics. In 2000, he was awarded a PhD in Economics from the Saint Petersburg State University of Economics and Finance. Between 2003-2005 he studied for an Executive MBA at the School of Business at the University of Chicago, EXECUTIVE

#### Professional experience

2005 — Deputy Minister of Economic Development and Trade of the Russian Federation.  
 2008 — Deputy Chief of the Government Staff of the Russian Federation.  
 2010 — Managing Partner of Altera Capital Investment Company. He is also Chairman of the Board of Directors of JSC Aeroflot, a member of the Board of Directors of JSC First Channel, LSR Group JSC, Altera Investment Fund and JSC "Russian Machines".  
 Since 2011 a member of the Public Council at the Federal Tax Service and since 2012, — a professor of the Higher School of Economics National Research University.  
 In 2012 he won the National Award "Director of the Year" in the category "Chairman of the Board of Directors: Contribution to the Development of Corporate Governance".



**ANDROSOV**  
Kirill Gennadievich



**BEREZKIN**  
Grigory Viktorovich



**KOSOV**  
Nikolay Nikolayevich



**SIDOROV**  
Valily Vasilyevich



**SOBOLEV**  
Nikolay Alexandrovich



**YAKUNIN**  
Vladimir Ivanovich

#### Independent Directors



**GUSAKOV**  
Vladimir Anatolievich



**KOMISSAROV**  
Dmitry Georgievich



**MEHDORN**  
Hans Hartmut



**RYAZANOV**  
Alexander Nikolayevich



**SHOKHIN**  
Alexander Nikolayevich

#### Appendix 6.

List of issues discussed at the meetings of the Committee for Strategic Planning of the Board of Directors of JSC "Russian Railways"

#### Appendix 7.

List of issues discussed at the meetings of the Committee for Audit, Risks and Remuneration of the Board of Directors of JSC Russian Railways

#### Appendix 6.

List of issues discussed at the meetings of the Committee for Strategic Planning of the Board of Directors of JSC "Russian Railways"

##### Minutes No. 1 dated 31 January 2012

- 1 Principles of participation of the board of directors of JSC "JSC" in the management of subsidiaries and affiliates and control over their activities.
- 2 Concept of the integrated development of the container business in JSC Holding Company.

##### Minutes No. 2 dated 02 February 2012

- 1 Preliminary results of redistribution of management functions from territory subsidiaries of JSC "RZD" and railway departments to central directorates of JSC "RZD".
- 2 Establishment of JSC "Regional Transportation Company" — an affiliate of JSC "RZD" in the field of intermodal passenger transportation — with the participation of the Bryansk Regional Administration.

##### Minutes No. 3 dated 06 March 2012

- 1 On measures taken in 2011 to implement the strategy of CJSC "Company TransTeleCom" for 2011 and schedule for 2012.
- 2 Approval of the concept of the High-Speed Railway-1 project and priority measures for its implementation.

##### Minutes No. 4 dated 10 May 2012

Progress in the development and implementation of the effective car fleet management technology in the context of multiple operators of rolling stock and the lack of the inventory rolling stock.

##### Minutes No. 5 dated 18 June 2012

- 1 Application of direct long-term contracts for supply of steel products with the price formula accounting for the guidelines approved by Order of the RF Trade Ministry No. 1243 dated 20 December 2010.

- 2 Determination of the position of JSC "RZD" (representatives of JS "RZD") at the meeting of the board of directors of JSC "VGK" in respect of the agenda item "Participation of JSC "VGK" in Limited Liability Company "Knorr-Bremze 1520".
- 3 Determination of the position of JSC "RZD" (representatives of JS "RZD") at the meeting of the board of directors of JSC "FPC" in respect of the agenda item "Participation of JSC "FPC" in Open Joint Stock Company "FPC-Logistics".

**Minutes No. 6 dated 25 June 2012**

- 1 On measures taken in 2011 to implement the strategy of CJSC "Company TransTeleCom" for 2011 and schedule for 2012.
- 2 Implementation of technological measures aimed at intensifying the use of the existing infrastructure, including by increase of the length and weight of a freight train, application of advanced interval traffic regulation systems, optimization of passenger traffic, improvement of performance of terminal yards, upgrading the locomotive fleet.
- 3 Reduction of RZD's share in JSC "Zheldorremash".
- 4 Determination of the position of JSC "RZD" (representatives of JS "RZD") at the meeting of the board of directors of JSC "FPC" in respect of the agenda item "Participation of JSC "FPC" in Open Joint Stock Company "FPC-Logistics".

**Minutes No. 7 dated 26 October 2012**

- 1 Adjustment of the investment program and financial plan of JSC "RZD" for 2012 according to the performance in 1H 2012.
- 2 Draft consolidated financial plans of JSC "RZD" and its key subsidiaries and affiliates and draft investment program of JSC "RZD" for 2013 and the planning period of 2014 and 2015.
- 3 Reduction of RZD's share in JSC "Central SPC".

**Minutes No. 8 dated 27 November 2012**

- 1 Participation of JSC "RZD" in the share capital of CJSC "Locomotive Football Club".
- 2 Participation of CJSC "Company TransTeleCom" in CJSC "Maginfo".