

**Key matters reviewed by the Board of Directors in 2025:**

- approval of the investment programme for FESCO Group's development in the Kaliningrad Region;
- approval of the 2024 Annual Report and annual accounting (financial) statements for 2024;
- approval of the 2025 budget for FESCO and its subsidiaries and affiliates, as well as the forecast of key indicators and the investment programme for 2026–2030;
- holding of the Annual Meeting and Extraordinary General Shareholders Meetings, approval of the agenda, and making of other decisions to prepare for the General Shareholders Meetings;
- inclusion of candidates in the list of nominees for voting at the Annual General Shareholders Meeting on the election of the Board of Directors;
- election of a new Executive Board;
- termination of powers and election of FESCO's new Corporate Secretary;

- transactions of FESCO and FESCO Group's controlled entities;
- reorganisation of controlled entities to improve Group management efficiency;
- amendments to the registrar services agreement to enable minority shareholders to exercise their rights using the shareholder's account;
- approval of the revised Internal Audit Policy;
- approval of the Regulations on the Strategy, Investments and General Affairs Committee of the Board of Directors of FESCO;
- approval of the Regulations on the Human Resources and Remuneration Committee of the Board of Directors of FESCO;
- approval of the Regulations on the Audit Committee of the Board of Directors of FESCO;
- approval of the Regulations on Bonus Payment to FESCO's Top Management<sup>1</sup>;

- consideration of reports and approval of the Internal Audit Department's semi-annual work plans;
- adoption of amendments to the Unified Industry Procurement Standard (Procurement Regulations), approved by the Rosatom's Supervisory Board<sup>2</sup>.

To ensure balanced and well-substantiated decision-making, specific matters are reviewed by the relevant Board committees prior to full Board consideration.

Information on the meetings / absentee voting of the Board of Directors and the key resolutions made is disclosed by the Company [on the website of an authorised agency](#) subject to disclosure exemptions granted by the Russian Government's Resolution No. 1102 dated 4 July 2023<sup>3</sup>.

# Committees of the Board of Directors

GRI 2-9, 2-12, 2-13, MED 38

The primary function of the committees is to conduct comprehensive preliminary reviews of matters within the Board's remit and to provide formal recommendations to support Board decision-making.

Committees are established by Board resolution. Committee membership is determined at the first Board meeting or absentee voting following the General Shareholders Meeting, with members serving until the election of the successor Board. The committees function as advisory bodies to the Board of Directors that ensure the Board's effective performance of its functions. They provide the Board of Directors with expert opinions and recommendations on

matters within their remit in accordance with committee regulations approved by the Board of Directors' resolutions<sup>4</sup> and published on the Company website <https://www.fesco.com> and [on the Internet](#).

The committees may engage independent consultants and experts to fulfil their responsibilities. Results of consideration of committee agenda items are incorporated into materials for the Board of Directors meetings / absentee voting.

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

**The Company has three committees of its Board of Directors:**

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

At year-end 2025, the Strategy, Investments and General Affairs Committee and the Human Resources and Remuneration Committee comprised five members each, while the Audit Committee comprised three members.

## Strategy, Investments 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.

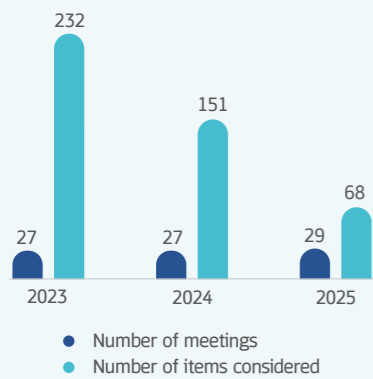
**Its key tasks include:**

- determining strategic development goals, supervising strategy execution, and calibrating the existing development strategy;

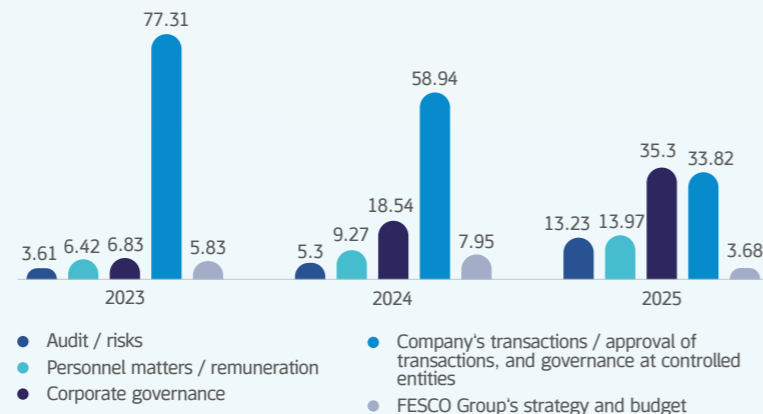
- developing priority activities;
- developing recommendations on the Dividend Policy;
- evaluating long-term performance;
- reviewing and developing recommendations regarding equity stakes in other entities;
- considering the financial model of the Company and/or its business segments;

- developing recommendations for management on determining the Company's sustainable development priorities;
- evaluating long-term sustainable development performance results.

**Board of Directors in 2023–2025, meetings / absentee votes**



**Agenda items considered by the Board of Directors in 2023–2025, %**



<sup>1</sup> Resolution of the Board of Directors dated 30 December 2025 (Minutes No. 28/25 dated 30 December 2025).  
<sup>2</sup> Resolution of the Board of Directors dated 26 November 2025 (Minutes No. 23/25 dated 26 November 2025).  
<sup>3</sup> Russian Government's Resolution No. 1102 dated 4 July 2023 On Details of Disclosure and/or Provision of Information that Must be Disclosed and/or Provided under Federal Law On Joint Stock Companies, and by the Federal Law On the Securities Market.

<sup>4</sup> Until 30 December 2025, the Regulations on the Strategy, Investments and General Affairs Committee of the Board of Directors of FESCO, Regulations on the Audit Committee of the Board of Directors of FESCO, and Regulations on the Human Resources and Remuneration Committee of the Board of Directors of FESCO, approved by resolution of the Board of Directors dated 28 November 2022 (Minutes No. 22/22 dated 29 November 2022), were in effect. By resolution of the Board of Directors dated 30 December 2025, revised versions of these regulations were approved (Minutes No. 28/25 dated 30 December 2025).

## 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.

**Its key tasks include:**

- determining the remuneration policy for members of the governing bodies of the Company, its controlled entities and affiliates, as well as overseeing its implementation;

- determining the remuneration and motivation system policy for employees of the Company, its controlled entities and affiliates;
- determining the terms for concluding and early termination of employment contracts with members of the Company's executive bodies and other key officers;
- assessing the Company's current and expected needs for the professional qualifications of members of the Company's executive bodies and other key employees, aligned

with competitive and strategic development of the Company, its controlled entities and affiliates;

- ensuring self-assessments and external reviews of the Board and its committees, and vetting Board members and candidates for independence, professional expertise, and alignment with business needs.

## Audit Committee

The Audit Committee plays a key role in the Company's audit and control systems over its financial and economic activities. This Committee assists the Board in effectively controlling the Company's financial and economic activities.

**Its key tasks include:**

- verifying the completeness, accuracy and reliability of accounting (financial) statements;
- analysing material aspects of the Company's Accounting Policy;
- overseeing the reliability and effectiveness of the risk management, internal control and corporate

governance frameworks, including assessing the effectiveness of the risk management and internal control procedures of the Company, its controlled entities and affiliates<sup>1</sup>, corporate governance practices, and preparing proposals for their improvement;

- drawing conclusions on the risk appetite and its indicators, and on the results of assessing the risk management and internal control effectiveness;
- reviewing, prior to Board approval, of the draft Risk Management and Internal Control Policy,

as well as analysing and assessing the implementation of the Risk Management and Internal Control Policy;

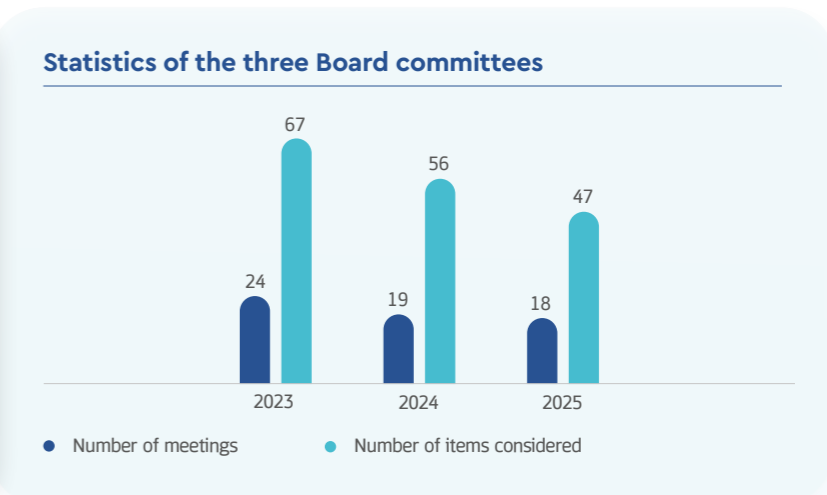
- reviewing, prior to Board approval, of the draft Internal Audit Policy of the Company and subsequent amendments to it;
- overseeing the external audit process and evaluating the quality of the audit and the auditors' reports.

<sup>1</sup> Controlled and dependent legal entities of FESCO in accordance with the terminology of FESCO's Articles of Association.

## Committees report

Participation of the members of the Board of Directors in the Board committees in 2025 was

# 100%



### Strategy, Investments and General Affairs Committee

**Statistics**  
In 2025, the Committee held

**3 in-person meetings**

**2 absentee voting sessions**  
at which 20 items crucial for the Company were considered.

In addition, the Committee held consultative meetings

**Key items considered in 2025**

- Consideration of development programmes and strategies of FESCO Group companies
- Consideration of the project to create new railway services
- Consideration of the fleet renewal investment project
- Consideration of proposals for terminal development, as well as updating the previously approved Container Terminal Development Project
- Consideration of the Project Management Regulations within the Investment and Project Activities Management process group
- Consideration of budget execution of FESCO and its subsidiaries and affiliates in 2024
- Consideration of the adjusted budget of FESCO and its subsidiaries and affiliates for 2025, as well as consideration of the forecast for the execution of FESCO's budget for three and six months of 2025
- Consideration of transactions of FESCO's controlled entities
- Top management's reports on the fulfilment of the instructions given by the Strategy Committee

### Human Resources and Remuneration Committee

**Statistics**  
In 2025, the Committee held

**2 in-person meetings**

**3 absentee voting sessions**  
and one consultative meeting, at which seven items were considered

**Key items considered in 2025**

- Consideration of the main results of the 2025 FESCO employee engagement survey
- Consideration of the corporate events plan at FESCO and Group companies to optimise corporate decision-making processes by the governing bodies of the Company and Group companies
- Consideration of changing the approach to bonus payments for the Top Management for 2025
- Consideration of the draft Regulations on Bonus Payment to FESCO's Top Management
- Consideration of the KPI performance results of FESCO's top management in 2024
- Consideration of the KPIs for FESCO's top management and senior management for 2025

### Audit Committee



#### Statistics

In 2025, the Committee held

**3** in-person meetings

**5** absentee voting sessions

at which 20 items were considered

#### Key items considered in 2025

- Consideration of the report on the organisation and functioning of FESCO's risk management system and areas for its development in 2025
- Consideration of the audit firm's opinion on maintaining independence in engagements
- Consideration of the revised Internal Audit Policy of FESCO
- consideration of FESCO's 2025 Quality Assurance and Improvement Programme for Internal Control and Audit
- Consideration of the preliminary results of the audit of FESCO's consolidated financial statements for 2024, and FESCO's accounting (financial) statements under RAS for 2024
- Consideration of the report on the audit results of FESCO Group's interim condensed consolidated financial statements for the first six months of 2025
- Reports on control actions conducted by FESCO's Internal Audit Department
- Semi-annual consideration of work plans, changes to work plans and work plan execution reports of FESCO's Internal Audit Department
- Consideration of candidate auditors for FESCO. Determining the remuneration for the services of FESCO's auditors
- Reports on the fulfilment of the instructions given by the Audit Committee

## Remuneration policy for members of the Board of Directors

At the end of 2025, there were changes in the Company's remuneration policy for members of the Board of Directors. On 23 December 2025, the resolution of the Extraordinary General Shareholders Meeting<sup>1</sup> cancelled the Regulations on Remuneration and Compensation for Members of FESCO's Board of Directors.

The reimbursement of Board members' expenses is governed by the Articles of Association and the Regulations on the Board of Directors, as approved by the General Shareholders Meeting on 23 December 2025<sup>2</sup>.



In 2025, no expenses were reimbursed, and no loans were granted to members of the Board of Directors

<sup>1</sup> Minutes No. 65 of the Extraordinary General Shareholders Meeting dated 25 December 2025.

<sup>2</sup> Ibid.

# Corporate secretary

GRI 2-9, 2-15

#### The Company's Corporate Secretary regularly performs the following tasks:

- liaising with shareholders, the Board of Directors, and Company management;
- assisting in the prevention of corporate conflicts;
- organising and managing meetings or absentee voting for decision-making by the General Shareholders Meeting;
- supporting the operations of the Board of Directors and its committees;
- managing the Company's information disclosure in line with applicable laws;
- liaising with state authorities, the securities market regulator, the stock exchange, and other entities

- (organisations) regarding the activities of the Company's governing bodies, corporate governance practices, and protecting shareholder rights and legitimate interests;
- monitoring legislation and corporate governance practices in Russian companies;
- continuously improving the Company's corporate governance framework and practices, and other matters.

The Corporate Secretary operates in accordance with applicable Russian laws, FESCO's Articles of Association, Regulations on the Corporate Secretary<sup>3</sup>, other FESCO internal documents, and resolutions of the General Shareholders Meeting and Board of Directors.

In the reporting period, the Regulations on the Corporate Secretary were aligned with FESCO's Articles of Association and its revised version was approved by the Board.

Functionally reporting to the Board of Directors while administratively reporting to the CEO, the Corporate Secretary serves as secretary at General Shareholders Meetings, Board of Directors meetings, and its committee sessions.

The Office of the Corporate Secretary performs its functions under the Corporate Secretary's supervision and comprises the Corporate Governance Support Centre and the Corporate Resolution Oversight Centre.

## Corporate Secretary's tasks

- maintaining and enhancing effective corporate governance practices across the Company and FESCO Group;
- providing organisational and informational support for the General Shareholders Meeting, Board of Directors, and Board committees;
- coordinating interaction among Board members, shareholders and the executive body to ensure Board effectiveness;
- ensuring governing bodies and employees comply with Russian laws and FESCO's Articles of Association and internal documents, thereby securing shareholder rights and legitimate interests;
- disclosing information about FESCO as required by the laws on the securities market and managing insider information.

In the reporting year, the Corporate Secretary focused on achieving FESCO Group's business goals, securing consistent and efficient work of the governing bodies against the background of restrictive measures, maintaining a sustainable

level of corporate governance and its adaptation to the impact of geopolitical and sanctions factors, as well as on improving procedures for monitoring and overseeing the execution of decisions made by the Company's corporate bodies.



**Dmitry Tvardovsky** holds the position of the Corporate Secretary and Secretary of the Board of Directors of FESCO.

**Year of birth:** 1981.

**Education:** higher.

**Primary employment:** FESCO.

**Position:** Head of the Corporate Secretary Office, Corporate Secretary.

**Nationality:** Russian Federation.

Holds no shares or other securities in the Company.

<sup>3</sup> Approved by resolution of the Board of Directors on 21 October 2025 (Minutes No. 18/25 dated 21 October 2025). Until 21 October 2025, the Regulations approved by resolution of the Board of Directors on 6 February 2019 (Minutes No. 1/19 dated 7 February 2019) were in effect.