

APPENDICES

MAJOR TRANSACTIONS

In 2018, FPC closed no transactions treated as major transactions under Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995.

INTERESTED-PARTY TRANSACTIONS

NO.	COUNTERPARTY	PARTY (PARTIES) INTERESTED IN THE TRANSACTION	MATERIAL TERMS OF THE INTERESTED-PARTY TRANSACTION	GOVERNING BODY THAT APPROVED THE TRANSACTION
1	Russian Athletic Association Lokomotiv	Pavel Burtsev, member of FPC's Board of Directors	Organisation, integrated support, and holding of FPC General Director's 3×3 Basketball Cup. Transaction amount: RUB 4,938,675.93 including VAT (18%) Transaction date: 29 March 2018	Pending approval
2	Russian University of Transport (MIIT)	Sergey Maltsev, member of FPC's Board of Directors	Addendum to Agreement No. FPK-14-341 dated 10 October 2014 providing for professional education services for a Bachelor's degree in Management – Technological Innovations Management, to extend the period of services until 28 February 2019 with an increase in the total cost of the Agreement. Amount of the Addendum to the Agreement: RUB 598,546; total transaction amount: RUB 7,678,046, free of VAT Transaction date: 16 July 2018	Pending approval

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BALANCE SHEET

AS AT 31 DECEMBER 2018, '000 RUB

NOTE	INDICATOR	LINE CODE	AS AT 31 DECEMBER 2018	AS AT 31 DECEMBER 2017	AS AT 31 DECEMBER 2016
1	2	3	4	5	6
	ASSETS				
	I. NON-CURRENT ASSETS				
	Intangible assets	11100	735,316	822,999	981,206
	including:				
	intangible assets	11110	684,102	669,127	891,659
	investments in progress in intangible assets	11120	50,711	153,872	89,547
	advances issued	11199	503		
	Results of research and development	11200	8,310	2,542	
	including:				
	research, development and engineering	11210			
	investments in progress in research, development and engineering	11220	8,310	2,542	
	advances issued	11299			
	Intangible exploration assets	11300			
	Tangible exploration assets	11400			
	Property, plant and equipment	11500	247,162,531	218,184,360	206,102,043
	Including:				
	fixed assets	11510	243,693,428	213,150,411	202,995,340
	including:				
	buildings, machinery and equipment, vehicles	11511	239,697,292	210,188,864	199,757,596
	structures and transmission equipment	11512	3,774,162	2,739,968	3,011,520
	other fixed assets	11519	221,974	221,579	226,224
	investments in progress in property, plant and equipment	11520	3,053,462	4,537,664	2,887,695
	advances issued	11599	415,641	496,285	219,008
	Income-bearing investments in tangible assets	11600	37,599	43,412	45,725
	Including:				
	income-bearing investments in tangible assets	11610	37,599	43,366	45,725
	investments in progress in income-bearing investments in tangible assets	11620		46	
	Financial investments	11700	1,247,137	1,317,137	1,048,159
	Including:				
	contributions to equities (authorised capitals) of other entities	11710	1,247,137	1,247,137	978,159
	loans issued and bank deposits	11720		70,000	70,000
	other financial investments	11790			
	prepayments	11799			

NOTE	INDICATOR	LINE CODE	AS AT 31 DECEMBER 2018	AS AT 31 DECEMBER 2017	AS AT 31 DECEMBER 2016
1	2	3	4	5	6
	Deferred tax assets	11800			
	Other non-current assets	11900	321,511	368,429	437,983
	Total for Section I	11000	249,512,404	220,738,879	208,615,116
II. CURRENT ASSETS					
	Inventories	12100	3,857,294	3,583,054	3,349,145
	Including:				
	supplies, materials, and other similar valuables	12110	3,777,333	3,533,865	3,298,277
	rears and fatteners	12120			
	work-in-progress costs	12130	21,988	7,820	12,039
	finished products and goods for resale	12140	8,574	7,756	11,077
	goods despatched	12150			
	prepaid expenses	12160	49,399	33,613	27,752
	other inventories and costs	12190			
	Value added tax on acquired valuables	12200	11,579	11,856	48,985
	Receivables	12300	11,274,992	12,090,787	7,059,969
	Including:				
	receivables due in more than 12 months from the reporting date	12310	30,316	30,243	145,860
	including:				
	trade receivables (excluding transport services)	12311			
	trade receivables for transport services	12312			
	advances issued	12313	26,562	26,562	39,400
	other receivables	12319	3,754	3,681	106,460
	receivables due within 12 months from the reporting date	12320	11,244,676	12,060,544	6,914,109
	including:				
	trade receivables (except for transport services)	12321	485,492	822,809	1,208,335
	trade receivables for transport services	12322	1,068,765	1,147,852	1,063,002
	advances issued	12323	456,688	419,205	445,218
	taxes and charges, social insurance and social security	12324	8,105,152	8,530,522	3,526,225
	other receivables	12329	1,128,579	1,140,156	671,329
	Financial investments (excluding cash equivalents)	12400	10,600,000		2,000,000
	Including:				
	loans issued and bank deposits	12410	10,600,000		2,000,000
	other financial investments	12490			
	Cash and cash equivalents	12500	6,504,346	13,286,428	13,432,021
	Including:				
	cash on hand	12510	68,730	72,460	78,477
	cash at bank	12520	1,275,783	821,137	920,686
	cash in foreign currency accounts	12530	123,080	83,713	394,946
	cash in designated accounts and in transit	12540	490	383,814	35,190
	cash equivalents	12550	4,150,000	11,050,000	11,350,000
	other cash and cash in transit	12590	886,263	875,304	652,722
	Other current assets	12600	231,465	300,649	764,361
	Total for Section II	12000	32,479,676	29,272,774	26,654,481
	Total	16000	281,992,080	250,011,653	235,269,597

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NOTE	INDICATOR	LINE CODE	AS AT 31 DECEMBER 2018	AS AT 31 DECEMBER 2017	AS AT 31 DECEMBER 2016
1	2	3	4	5	6
LIABILITIES					
III. EQUITY AND RESERVES					
	Share capital	13100	171,961,041	165,461,041	165,461,041
	Treasury shares	13200			
	Revaluation of non-current assets	13400	1,904,451	333,477	335,970
	Additional paid-in capital (excluding revaluation)	13500	12,768,144	19,268,144	12,768,144
	Including:				
	share premium	13510			
	contributions to share capital	13520		6,500,000	
	other equity	13590	12,768,144	12,768,144	12,768,144
	Reserve capital	13600	1,012,477	616,922	352,579
	Including:				
	statutory reserves	13610	1,012,477	616,922	352,579
	reserves under constituent documents	13620			
	Retained earnings (accumulated deficit)	13700	13,544,555	7,847,911	6,698,669
	Total for Section III	13000	201,190,668	193,527,495	185,616,403
IV. NON-CURRENT LIABILITIES					
	Loans and borrowings	14100	38,677,054	20,515,582	16,194,909
	Including:				
	loans maturing in more than 12 months from the reporting date	14110	3,677,054	5,515,582	11,194,909
	borrowings maturing in more than 12 months from the reporting date	14120	35,000,000	15,000,000	5,000,000
	Deferred tax liabilities	14200	4,370,689	3,457,342	3,237,564
	Provisions	14300			
	Other liabilities	14500			
	Total for Section IV	14000	43,047,743	23,972,924	19,432,473
V. CURRENT LIABILITIES					
	Loans and borrowings	15100	7,369,288	2,433,778	3,526,959
	Including:				
	loans maturing within 12 months from the reporting date	15110	1,841,301	2,320,431	3,506,515
	borrowings maturing within 12 months from the reporting date	15120	5,527,987	113,347	20,444
	Payables	15200	24,803,783	24,429,924	22,086,596
	Including:				
	trade payables	15210	9,954,128	10,221,780	9,217,142
	payroll	15220	1,481,839	1,454,957	1,416,962
	taxes and charges, social insurance and social security	15230	1,873,333	1,649,220	1,774,786
	advances received (excluding transport services)	15240	288,880	643,401	162,011
	advances received for transport services	15250	8,703,859	7,822,516	7,484,268
	Dividends payable	15260			
	other payables	15290	2,501,744	2,638,050	2,031,427
	Future income	15300	333,701	429,018	526,346
	Provisions	15400	5,244,673	5,214,203	4,070,231
	Other current liabilities	15500	2,224	4,311	10,589
	Total for Section V	15000	37,753,669	32,511,234	30,220,721
	Total	17000	281,992,080	250,011,653	235,269,597

STATEMENT OF FINANCIAL RESULTS FOR 2018, '000 RUB

NOTE	INDICATOR	CODE	JANUARY – DECEMBER 2018	JANUARY – DECEMBER 2017
1	2	3	4	5
	Revenue	21100	226,124,901	216,205,785
	Including:			
	freight services	21101		
	long-distance passenger services	21102	202,376,887	193,677,808
	commuter services	21103		
	infrastructure services	21104		
	locomotive services	21105		
	rolling stock repairs	21106	1,744,526	1,896,332
	construction of infrastructure facilities	21107		
	research and development	21108		
	social services	21109	164,795	163,884
	other types of activities	21110	21,838,693	20,467,761
	Cost of sales	21200	(200,372,134)	(188,706,772)
	Including:			
	freight services	21201		
	long-distance passenger services	21202	(185,971,415)	(175,138,256)
	commuter services	21203		
	infrastructure services	21204		
	locomotive services	21205		
	rolling stock repairs	21206	(995,038)	(1,048,338)
	construction of infrastructure facilities	21207		
	research and development	21208		
	social services	21209	(157,272)	(142,048)
	other types of activities	21210	(13,248,409)	(12,378,130)
	Gross profit (loss)	21000	25,752,767	27,499,013
	Selling expenses	22100	(454)	(1,535)
	Administrative expenses	22200	(21,807,867)	(21,261,702)
	Profit (loss) from sales	22000	3,944,446	6,235,776
	Including:			
	freight services	22001		
	long-distance passenger services	22002	(3,694,610)	(730,781)
	commuter services	22003		
	infrastructure services	22004		
	locomotive services	22005		
	rolling stock repairs	22006	448,111	474,140
	construction of infrastructure facilities	22007		
	research and development	22008		
	social services	22009	(20,955)	(12,016)
	other types of activities	22010	7,211,900	6,504,433
	Income from participation in other entities	23100	66,139	52,697
	Interest receivable	23200	760,011	1,258,256
	Interest payable	23300	(2,760,302)	(2,288,583)
	Other income	23400	14,733,763	12,704,810
	Other expenses	23500	(7,958,397)	(7,018,646)
	Profit (loss) before tax	23000	8,785,660	10,944,310

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NOTE	INDICATOR	CODE	JANUARY – DECEMBER 2018	JANUARY – DECEMBER 2017
1	2	3	4	5
	Current income tax	24100	(1,748,466)	(2,761,723)
	Including:			
	ongoing tax liabilities (assets)	24210	(939,529)	(803,740)
	Change in deferred tax liabilities	24300	(990,555)	(517,601)
	Change in deferred tax assets	24500	55,588	297,838
	Other	24600	(17,817)	(51,717)
	Including:			
	income tax of previous years	24610	(33,759)	(13,935)
	single tax on imputed income of previous years	24620		
	corporate income tax and net income tax of the Republic of Kazakhstan	24625		
	penalties related to taxes and charges, social insurance and social security	24630	(5,678)	(37,766)
	written off deferred tax liabilities	24640	66,980	9,076
	written off deferred tax assets	24650	(45,360)	(9,092)
	Net profit (loss)	24000	6,084,410	7,911,107
	Gain/loss from revaluation of non-current assets, excluded from the net profit (loss) for the period	25100	1,570,974	
	Gain/loss from other operations, excluded from the net profit (loss) for the period	25200	(97)	(15)
	Total financial result for the period	25000	7,655,287	7,911,092
	FOR REFERENCE			
	Basic earnings (loss) per share	29000		
	Diluted earnings (loss) per share	29100		



You can **familiarize yourself with the financial statements with the audit report for 2018** on the website of FPK JSC – fpc.ru in the section “For Shareholders and Investors” / “Indicators and Reporting” in the “Company Reporting” tab

DISPOSAL OF NON-CORE ASSETS AND CARRIAGES

In 2018, FPC disposed of 2,151 passenger carriages previously included in the inventory carriage fleet, including: 2,009 retired carriages and 142 carriages sold or transferred to third-party organisations under charitable programmes.

DISPOSAL OF FPC'S NON-CORE ASSETS (REAL ESTATE) IN 2018

NO.	REAL ESTATE ASSETS, INCLUDING PARTS OF STRUCTURES – FACILITIES, LAND PLOTS (OWNED BY SUBSIDIARIES), AND ROLLING STOCK DISPOSED OF TOGETHER WITH REAL ESTATE ASSETS	ACCOUNTING INVENTORY NO.	BOOK VALUE AS AT TRANSACTION DATE, '000 RUB	
			ACCORDING TO ACCOUNTING RECORDS	ACCORDING TO TAX RECORDS
1	2	3	4	5
1	Store with a total area of 127.6 m ² at 35 Vologodskaya St., Cherepovets	9775/11000000/28	1,591.45	217.92
2	Baggage handling facility building with a total area of 241.8 m ² at 2 Vokzalnaya St., Ussuriysk, Primorye Territory	010049/9933	2,007.02	8.16
3	Real estate facilities (administration and amenity building with a total area of 2,486.3 m ² and garage-2 with a total area of 153.9 m ²) at 121a Kuznetsky Av., Kemerovo	0100040/9914/9913 0100280/9914/9913	59,472.03	3,420.18
4	Apartment with a total area of 69.3 m ² at 41 Pervostroiteley Av., Apt. 741, Komsomolsk-on-Amur, Khabarovsk Territory	9786/11000000/53	962.89	1,278.20
5	Apartment with a total area of 44.4 m ² at 24a Sibiryakov-Gvardeytshev St., Apt. 12 Zavodskoy District, Kemerovo	5101094/9914/9913	1,149.55	557.60
6	Shop for carriage servicing before journey with an annex building with a total area of 1,543 m ² at Magistralnaya St., Blagoveshchensk, Amur Region	10022/9928	12,821.12	2,967.92
7	Garage with a total area of 406.1 m ² at Magistralnaya St., Blagoveshchensk, Amur Region	10100/9928	4,379.58	3,941.63
8	Carriage maintenance building with a total area of 77.7 m ² at 121a Kuznetsky Av., Kemerovo	0100050/9914/9913	598.82	207.24
9	Workshop with a total area of 953 m ² at 5 Tverskaya Zastava Sq., Bld. 9, Moscow	10008/9821/9822	0.00	0.00
10	Garage for three personal vehicles with a total area of 66.4 m ² at 52 Portovy Proyezd, Bld. 1, Murmansk, Murmansk Region	9771/11000000/35	1,118.49	292.23
11	Apartment with a total area of 84.5 m ² located at 6 Khabarovskaya St., Apt. 21, Chita, Trans-Baikal Territory	500501	1,914.61	1,581.10
12	Apartment with a total area of 31 m ² at 3 Strelochnikov St., Apt. 13, Yekaterinburg, Sverdlovsk Region	010060/9897	1,009.00	116.70
Total		-	87,024.56	14,588.88

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ACTUAL CASH RECEIVED (NET OF VAT), '000 RUB	FINANCIAL RESULT, '000 RUB		MAINTENANCE COSTS FOR THE PAST 12 MONTHS, '000 RUB	ACTUAL COST OF SALE VS BOOK VALUE, '000 RUB	REASON FOR DIFFERENCE BETWEEN THE ACTUAL COST OF SALE AND BOOK VALUE
	PROFIT/LOSS BEFORE TAX	NET PROFIT/LOSS			
6	7	8	9	10	11
2,308.80	682.35	271.17	76.19	717.35	Sold at market value
2,920.38	893.37	314.92	44.17	913.36	Sold at market value
36,576.27	-29,566.98	-27,054.35	2,512.62	-22,895.76	Sold at market value
2,881.00	1,906.96	1,588.05	21.50	1,918.11	Sold at market value
1,800.00	630.44	385.96	50.33	650.45	Sold at market value
8,830.17	-4,010.95	-5,179.40	1,200.93	-3,990.95	A combined English–Dutch auction was held
1,804.75	-2,594.84	-2,594.83	213.38	-2,574.83	A combined English–Dutch auction was held. Sold at the minimum selling price
722.09	102.97	4.06	73.69	123.27	Sold at market value
29,600.00	29,600.00	23,655.94	0.00	29,600.00	Sold at the market value of Russian Railways
795.00	-348.49	-443.99	24.88	-323.49	Sold at market value
4,200.00	2,111.78	1,621.90	44.45	2,285.39	Sold at market value
2,082.00	1,048.00	659.94	43.34	1,073.00	Sold at market value
94,520.46	454.61	-6,770.63	4,305.48	7,495.90	-

REPORT ON COMPLIANCE WITH THE BANK OF RUSSIA'S CORPORATE GOVERNANCE CODE

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
1.1	The company shall ensure equal and fair treatment of all shareholders in exercising their corporate governance right.	
1.1.1	The company ensures the most favourable conditions for its shareholders to participate in the general meeting, develop informed positions on agenda items of the general meeting, coordinate their actions, and voice their opinions on items considered.	<p>1. The company's internal document approved by the general meeting of shareholders governing the procedures for holding general meetings of shareholders is publicly available.</p> <p>2. The company provides accessible means of communication with the company, such as a hotline, e-mail, or online forum, to enable shareholders to express their opinions and send questions on the agenda in preparation for the general meeting. The company performed the above actions in advance of each general meeting held in the reporting period.</p>
1.1.2	The procedure for giving notice of, and providing relevant materials for, the general meeting enables shareholders to properly prepare for attending the general meeting.	<p>1. The notice of an upcoming general shareholders meeting is posted (published) online at least 30 days prior to the date of the general meeting.</p> <p>2. The notice of an upcoming meeting indicates the location of the meeting and the documents required for admission.</p> <p>3. Shareholders were given access to the information on who proposed the agenda items and nominees to the company's board of directors and the audit commission.</p>
1.1.3	In preparation for the general meeting and during the general meeting, shareholders were enabled to receive information about, and all materials related to, the meeting, put questions to executive bodies and members of the board of directors, as well as communicate with each other, in an unobstructed and timely manner.	<p>1. In the reporting period, shareholders were given an opportunity to put questions to members of executive bodies and members of the board of directors in advance of, and during the annual general meeting.</p> <p>2. The position of the board of directors (including dissenting opinions entered in the minutes) on each item on the agenda of general meetings held in the reporting period was included in the materials for the general meeting of shareholders.</p> <p>3. The company gave duly authorised shareholders access to the list of persons entitled to participate in the general meeting, as from the date when such list was received by the company, in all instances of general meetings held in the reporting period.</p>
1.1.4	Shareholders did not encounter unjustified difficulties in exercising their right to request that a general meeting be convened, to nominate candidates to governing bodies, and to make proposals for the agenda of the general meeting.	<p>1. In the reporting period, shareholders had an opportunity to make proposals for the agenda of the annual general meeting for at least 60 days after the end of the respective calendar year.</p> <p>2. In the reporting period, the company did not reject proposals for the agenda or candidates to governing bodies due to misprints or other insignificant flaws in the shareholder's proposal.</p>
1.1.5	Each shareholder was enabled to freely exercise his/her voting right in the simplest and most convenient way.	<p>1. The internal document (internal policy) contains provisions stipulating that every participant in the general meeting may, before the end of the respective meeting, request a copy of the ballot filled in by them and certified by the counting commission.</p>
1.1.6	The general meeting procedure established by the company equally enables all persons attending the meeting to voice their opinions and ask questions.	<p>1. During general shareholders meetings held in the reporting period in the form of a meeting (joint presence of shareholders), sufficient time was allocated for reports on, and discussion of the agenda items.</p> <p>2. Candidates to the company's governing and control bodies were available to answer shareholders' questions during the meeting at which their nominations were put to vote.</p> <p>3. When passing resolutions on the preparation and holding of general meetings of shareholders, the board of directors considered the use of telecommunications means to provide shareholders with remote access to general meetings in the reporting period.</p>

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COMPLIANCE WITH CORPORATE
GOVERNANCE PRINCIPLEEXPLANATIONS OF DEVIATIONS FROM THE CRITERIA FOR ASSESSING COMPLIANCE
WITH CORPORATE GOVERNANCE PRINCIPLE

x Full
Partial
None

x Full
Partial
None

JSC FPC's Articles of Association stipulate that the notice of an upcoming General Shareholders Meeting is posted on the corporate website at www.fpc.ru and is forwarded (or handed), together with voting ballots, to each person included in the list of persons entitled to participate in the General Shareholders Meeting by registered mail or delivery against signature, or via e-mail at the person's e-mail address indicated in the Company's share register, at least 20 calendar days prior to such meeting, and the notice of an upcoming General Shareholders Meeting where the Company's reorganisation is on the agenda, at least 30 calendar days prior to such meeting.

x Full
Partial
None

x Full
Partial
None

Full
Partial
x None

The Company's internal documents do not stipulate this requirement.

x Full
Partial
None

Russian Railways as a shareholder entitled to nominate candidates to the Company's governing bodies conducts all necessary interviews with candidates when preparing respective proposals.

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
1.2	Shareholders have equal and fair rights to share profits of the company by receiving dividends.	
1.2.1	The company has developed and introduced a transparent and clear mechanism for determining the dividend amount and paying dividends.	<p>1. The company's dividend policy is developed, approved by the board of directors and disclosed.</p> <p>2. If the company's dividend policy uses the company's reporting figures to determine the dividend amount, then the respective provisions of the dividend policy shall take into account the consolidated financial statements.</p>
1.2.2	The company does not resolve to pay out dividends if such resolution, while formally remaining in line with statutory restrictions, is not economically feasible and may lead to a false representation of the company's performance.	1. The company's dividend policy contains clear indications of financial/economic circumstances under which the company shall not pay out dividends.
1.2.3	The company does not allow the dividend rights of its existing shareholders to be impaired.	1. In the reporting period, the company did not take any actions that would lead to the impairment of the dividend rights of its existing shareholders.
1.2.4	The company strives to exclude any ways for its shareholders to receive profit (income) from the company other than dividends and liquidation value.	1. To exclude any ways for its shareholders to receive profit (income) from the company other than dividends and liquidation value, the company's internal documents provide for controls to timely identify and approve transactions with affiliates (associates) of the company's substantial shareholders (persons entitled to use the votes attached to voting shares) in cases when the law does not formally recognise these transactions as interested-party transactions.
1.3	Corporate governance system and practices ensure equal treatment for all shareholders owning the same type (class) of shares, including minority and non-resident shareholders, and their equal treatment by the company.	
1.3.1	The company has created conditions for fair treatment of each shareholder by the governing bodies and the company's controlling entities, including conditions ruling out abuse of minority shareholders by major shareholders.	1. In the reporting period, the procedures for managing potential conflicts of interest among major shareholders were efficient, and the board of directors paid due attention to conflicts among shareholders, if such conflicts occurred.
1.3.2	The company does not take actions which lead or may lead to artificial redistribution of corporate control.	1. Quasi-treasury shares do not exist or did not participate in voting in the reporting period.
1.4	Shareholders are provided with reliable and effective methods for recording their rights in shares, as well as are enabled to freely dispose of their shares without any hindrance.	
1.4	Shareholders are provided with reliable and effective methods for recording their rights in shares, as well as are enabled to freely dispose of their shares without any hindrance.	1. The quality and reliability of the securities register maintained by the company's registrar meet the requirements of the company and its shareholders.
2.1	The board of directors carries out the strategic management of the company, establishes the basic principles of, and approaches to, setting up a risk management and internal control system in the company, controls the activities of the company's executive bodies, and performs other key functions.	
2.1.1	The board of directors is responsible for passing resolutions related to appointment and removal of executive bodies, including due to their inadequate performance. The board of directors also ensures that the company's executive bodies act in accordance with the approved growth strategy and along the company's core lines of business.	<p>1. The board of directors has the authority stipulated in the articles of association to appoint and remove members of executive bodies and to set out the terms and conditions of their contracts.</p> <p>2. The board of directors reviewed the report(s) by the sole executive body or members of the collective executive body on the implementation of the company's strategy.</p>

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x Full
Partial
None

1. The Company's Dividend Policy is developed and approved by the Board of Directors.

2. JSC FPC's Dividend Policy uses the Company's reporting figures to determine the dividend amount, and the respective provisions of the Dividend Policy take into account the RAS financial statements.

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

Following amendments to legislation on joint stock companies, the new version of JSC FPC's Articles of Association stipulates that the provisions of Article 11 of the Federal Law On Joint Stock Companies do not apply to transactions in which the Company's controlling entity is the interested party.

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

1. The board of directors has the authority stipulated in JSC FPC's Articles of Association to appoint and remove members of executive bodies and to set out the terms and conditions of their contracts.

2. The draft version of JSC FPC's Development Strategy until 2030 was approved by FPC's Board of Directors in November 2017 and submitted for review at a meeting of the Board of Directors of Russian Railways and a meeting of the Management Board of Russian Railways.
FPC's Board of Directors did not review the report on the implementation of the Company's strategy in 2018. It is planned that this matter will be reviewed in the second half of 2019.

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
2.1.2	The board of directors defines the main long-term targets of the company's operations, assesses and approves its key performance indicators and key business goals, as well as the strategy and business plans for the company's core lines of business.	1. In the reporting period, the board of directors reviewed at its meetings matters related to the progress in the implementation of the strategy and its updates, approval of the company's financial and business plan (budget), and consideration of the implementation criteria and performance (including interim criteria and performance) of the company's strategy and business plans.
2.1.3	The board of directors determines the principles of, and approaches to organising a risk management and internal control system in the company.	1. The board of directors has determined the principles of, and approaches to organising a risk management and internal control system in the company. 2. The board of directors assessed the company's risk management and internal control system in the reporting period.
2.1.4	The board of directors defines the company's policy on remuneration due to, and/or reimbursement (compensation) of costs incurred by, members of the board of directors, executive bodies, and other key managers of the company.	1. The company has developed and put in place the policy on remuneration and/or reimbursement (compensation) of costs of the members of the board of directors, executive bodies, and other key managers, approved by the board of directors. 2. In the reporting period, the board of directors reviewed at its meetings matters related to the said policy (policies).
2.1.5	The board of directors plays a key role in preventing, identifying and settling internal conflicts between the company's bodies, shareholders and employees.	1. The board of directors plays a key role in preventing, identifying and settling internal conflicts. 2. The company has set up a system for identification of transactions involving a conflict of interest, and a set of measures to resolve such conflicts.
2.1.6	The board of directors plays a key role in ensuring the company's transparency, the timeliness and completeness of its information disclosures, and unhindered access to the company's documents for shareholders.	1. The board of directors has approved the regulations on the information policy. 2. The company has designated the persons responsible for the implementation of the information policy.
2.1.7	The board of directors controls the company's corporate governance practices and plays a key role in its significant corporate events.	1. In the reporting period, the board of directors considered the matter of the company's corporate governance practices.
2.2	The board of directors is accountable to the company's shareholders.	
2.2.1	Performance of the board of directors is disclosed and made available to the shareholders.	1. The company's annual report for the reporting period includes the information on individual attendance at board of directors and committee meetings. 2. The annual report contains key results of assessment of the board of directors' performance in the reporting period.
2.2.2	The chairman of the board of directors is available to communicate with the company's shareholders.	1. The company has in place a transparent procedure enabling shareholders to forward questions to the chairman of the board of directors and express their respective positions.
2.3	The board of directors manages the company in an efficient and competent manner and makes fair and independent judgements and decisions in line with the best interests of the company and its shareholders.	
2.3.1	Only persons with impeccable business and personal reputation, possessing the knowledge and expertise required to make decisions falling within the authority of the board of directors and to essential performing its functions efficiently are elected to the board of directors.	1. The procedure for assessing the board of directors' performance established in the company includes, inter alia, assessment of professional qualifications of directors. 2. In the reporting period, the board of directors (or its nomination committee) assessed nominees to the board of directors in terms of having the required experience, knowledge, business reputation, absence of a conflict of interest, etc.

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x	Full Partial None	Matters related to the implementation, update and approval of the Company's financial and business plan (budget) were reviewed at the meeting of the Board of Directors held in the reporting period.
x	Full Partial None	Full compliance with subparagraph 1. FPC's Board of Directors approved JSC FPC's Risk Management Policy (Minutes No. 9 dated 16 November 2018), which sets out, inter alia, the principles of, and approaches to organising a risk management system. The principles of, and approaches to organising an internal control system in the Company are set out in the Internal Control Policy approved by FPC's Board of Directors (Minutes No. 9 dated 23 December 2015).
x	Full Partial None	1. The policy on remuneration of the Company's key managers is approved by order of the General Director. 2. Matters related to the policy on remuneration of the General Director were not reviewed by the Board of Directors in the reporting period.
x	Full Partial None	
x	Full Partial None	
x	Full Partial None	
x	Full Partial None	The performance of the Board of Directors was not assessed in the reporting period.
x	Full Partial None	
x	Full Partial None	FPC's Board of Directors and the Human Resources, Remuneration, and Corporate Governance Committee of FPC's Board of Directors did not assess the nominees to the Board of Directors in the reporting period. Russian Railways as a shareholder entitled to nominate candidates to the Company's governing and control bodies conducts all necessary interviews with candidates when preparing respective proposals.

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
2.3.2	The company's directors are elected via a transparent procedure enabling shareholders to obtain information on nominees sufficient to judge on their personal and professional qualities.	1. Whenever the agenda of the general shareholders meeting included election of the board of directors, the company provided to shareholders the biographical details of all nominees to the board of directors, the results of their assessment carried out by the board of directors (or its nomination committee), and the information on whether the nominee meets the independence criteria set forth in Recommendations 102–107 of the Code, as well as the nominees' written consent to be elected to the board of directors.
2.3.3	The board of directors is balanced, including in terms of qualifications of its members, their experience, knowledge and business qualities, and has the trust of shareholders.	1. As part of assessment of the board of directors' performance carried out in the reporting period, the board of directors analysed its needs in terms of professional qualifications, experience, and business skills.
2.3.4	The company has a sufficient number of directors to organise the board of directors' activities in the most efficient way, including ability to set up committees of the board of directors and enable the company's substantial minority shareholders to elect a nominee to the board of directors for whom they vote.	1. As part of the assessment of the board of directors' performance carried out in the reporting period, the board of directors considered whether the number of directors was in line with the company's needs and with the interests of shareholders.
2.4	The board of directors includes a sufficient number of independent directors.	
2.4.1	An independent director is a person of sufficient professionalism, experience and self-reliance to form his/her own opinion, able to make impartial judgements in good faith independent from the company's executive bodies, particular groups of shareholders or other stakeholders. It should be noted that under normal circumstance a nominee (elected director) cannot be considered independent if he/she is related to the company, its substantial shareholder or counterparty, the company's competitor, or the government.	1. In the reporting period, all independent directors met the independence criteria set out in Recommendations 102–107 of the Code, or were deemed independent by resolution of the board of directors.
2.4.2	The compliance of nominees to the board of directors with the criteria for independence is assessed, and a regular review of compliance of independent directors with such criteria is performed. Substance shall prevail over form in such assessments.	1. In the reporting period, the board of directors (or the nomination committee of the board of directors) formed its opinion on the independence of each nominee to the board of directors and presented respective opinions to shareholders. 2. In the reporting period, the board of directors (or the nomination committee of the board of directors) reviewed at least once the independence of the current members of the board of directors listed by the company in its annual report as independent directors. 3. The company has developed procedures defining the actions to be taken by a member of the board of directors if he/she ceases to be independent, including the obligation to timely notify the board of directors thereof.
2.4.3	Independent directors make up at least one third of the elected directors.	1. Independent directors make up at least one third of directors.
2.4.4	Independent directors play a key role in preventing internal conflicts in the company and in the performance by the latter of material corporate actions.	1. Independent directors (who do not have a conflict of interest) carry out a preliminary assessment of material corporate actions implying a possible conflict of interest, and the results of such assessment are presented to the board of directors.

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Full
x Partial
None

In the reporting period, the Company provided to shareholders the biographical details of nominees to the Board of Directors as part of the materials for the General Shareholders Meeting.

The Human Resources, Remuneration, and Corporate Governance Committee of FPC's Board of Directors assessed independent directors for compliance with the independence criteria.

Full
x Partial
None

The performance of the Board of Directors was not assessed in the reporting period.

Full
x Partial
None

It was not assessed whether the number of directors was in line with the Company's needs and with the interests of shareholders. The Company does not have substantial minority shareholders.

Full
x Partial
None

Based on the questionnaires submitted to the Human Resources, Remuneration, and Corporate Governance Committee of the Board of Directors, Sergey Zemlyansky, Alla Saltykova and Sergey Maltsev meet the independence criteria.

The Committee deemed that the relation of Sergey Maltsev, member of the Board of Directors, to the substantial shareholder was formal and did not affect his ability to make independent and impartial judgements in good faith.

FPC's Board of Directors did not pass such resolutions in the reporting period.

x Full
Partial
None

x Full
Partial
None

Full
x Partial
None

There were no material corporate actions in the reporting period.

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
2.5	The chairman of the board of directors facilitates the best performance of assigned duties by the board of directors.	
2.5.1	The board of directors is chaired by an independent director, or a senior independent director is chosen from among the elected independent directors to coordinate the activities of independent directors and enable the interaction with the chairman of the board of directors.	<p>1. The board of directors is chaired by an independent director, or a senior independent director is appointed from among the independent directors.</p> <p>2. The role, rights and duties of the chairman of the board of directors (and, if applicable, of the senior independent director) are duly set out in the company's internal documents.</p>
2.5.2	The chairman of the board of directors maintains a constructive environment at meetings, enables free discussions of agenda items, and supervises the execution of resolutions passed by the board of directors.	1. The performance of the chairman of the board of directors was assessed as part of the procedure for assessing the efficiency of the board of directors in the reporting period.
2.5.3	The chairman of the board of directors takes all steps necessary for the timely provision to directors of information required to pass resolutions on agenda items.	1. The company's internal documents set out the duty of the chairman of the board of directors to take all steps necessary for the timely provision to directors of materials regarding items on the agenda of the board meeting.
2.6	Directors act reasonably and in good faith in the best interests of the company and its shareholders, relying on sufficient information, exercising due care and prudence.	
2.6.1	Directors make decisions based on all information available, without conflict of interest, subject to equal treatment of the company's shareholders, and assuming normal business risks.	<p>1. The company's internal documents provide that a director should notify the board of directors if he/she has a conflict of interest in respect of any item on the agenda of the board meeting or the board's committee meeting, prior to the discussion of the relevant agenda item.</p> <p>2. The company's internal documents stipulate that a director should abstain from voting on any item in connection with which he/she has a conflict of interest.</p> <p>3. The company has in place a procedure enabling the board of directors to get professional advice on matters within its remit at the expense of the company.</p>
2.6.2	The rights and obligations of directors are clearly defined and set out in the company's internal documents.	1. The company has adopted and published an internal document clearly defining the rights and duties of directors.
2.6.3	Directors have sufficient time to perform their duties.	<p>1. Individual attendance at board and committee meetings, as well as time devoted to preparation for attending meetings, was recorded as part of the procedure for assessing the board of directors in the reporting period.</p> <p>2. In accordance with the company's internal documents, directors inform the board of their intentions to joint management bodies of other organisations (except for entities controlled by, or affiliated to, the company), or of the relevant appointment made.</p>
2.6.4	All directors have equal access to the company's documents and information. Newly elected directors are furnished with sufficient information about the company and performance of the board of directors as soon as possible.	<p>1. In accordance with the company's internal documents, directors are entitled to have access to documents and make queries regarding the company and entities under its control, and the company's executive bodies should provide relevant information and documents.</p> <p>2. The company has in place a formalised induction program for newly elected directors.</p>
2.7	Meetings of the board of directors, preparation for such meetings and participation of directors ensure efficient performance by the board of directors.	
2.7.1	Meetings of the board of directors are held as needed, taking into account the scale of operations and goals of the company at a particular time.	1. The board of directors held at least six meetings in the reporting year.

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x Full
Partial
None

1. The Chairman of FPC's Board of Directors is not an independent director. The candidate to become Chairman of FPC's Board of Directors is approved by the Board of Directors of Russian Railways. Independent directors do not require additional coordination; a senior independent director is not appointed.

2. The role, rights, and duties of the Chairman of the Board of Directors and the senior independent director are set out in the Regulations on the Board of Directors of JSC FPC.

x Full
Partial
None

The performance of the Board of Directors was not assessed in the reporting period.

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

The performance of the Board of Directors was not assessed in the reporting period.
The Company's internal documents do not stipulate the requirement for Directors to provide information about their intentions to joint management bodies of other organisations.
The Regulations on the Board of Directors of JSC FPC stipulate that Directors should provide information to the Board of Directors:

- on entities in which they hold 20 or more percent of voting shares (interests or stakes) on their own or with affiliates
- on entities in which they serve on a governing body
- on FPC's performed or proposed transactions known to them, in which they may be recognised as interested parties.

x Full
Partial
None

x Full
Partial
None

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
2.7.2	The company's internal regulations formalise a procedure for arranging and holding meetings of the board of directors, enabling members of the board of directors to prepare for such meetings in a proper manner.	1. The company has an approved internal document that describes the procedure for arranging and holding meetings of the board of directors and sets out, in particular, that the notice of the meeting shall be given, as a rule, at least five days prior to such meeting.
2.7.3	The format of the meeting of the board of directors is determined taking into account the importance of items on the agenda. The most important matters shall be dealt with at meetings of the board of directors held in person.	1. The company's articles of association or internal document provides for the most important matters (as per the list set out in Recommendation 168 of the Code) to be passed at in-person meetings of the board of directors.
2.7.4	Resolutions on the most important matters related to the company's operations are passed at a meeting of the board of directors by a qualified majority or by a majority of all elected directors.	1. The company's articles of association provide for resolutions on the most important matters set out in Recommendation 170 of the Code to be passed at a meeting of the board of directors by a qualified majority of at least three quarters or by a majority of all elected directors.
2.8	The board of directors sets up committees to preview the most important matters related to the company's operations.	
2.8.1	To preview matters related to controlling the Company's financial and business activities, it is recommended to set up an audit committee comprised of independent directors.	<p>1. The board of directors has set up an audit committee comprised solely of independent directors.</p> <p>2. The company's internal documents set out the tasks of the audit committee, including those listed in Recommendation 172 of the Code.</p> <p>3. At least one member of the audit committee represented by an independent director has experience and knowledge of preparing, analysing, assessing and auditing accounting (financial) statements.</p> <p>4. Meetings of the audit committee were held at least once a quarter during the reporting period.</p>
2.8.2	To preview matters related to adopting an efficient and transparent remuneration scheme, a remuneration committee was set up, comprised of independent directors and headed by an independent director who is not the chairman of the board of directors.	<p>1. The board of directors has set up a remuneration committee comprised solely of independent directors.</p> <p>2. The remuneration committee is headed by an independent director who is not the chairman of the board of directors.</p> <p>3. The company's internal documents set out the tasks of the remuneration committee, including those listed in Recommendation 180 of the Code.</p>
2.8.3	To preview matters related to talent management (succession planning), professional composition and efficiency of the board of directors, a nomination (appointments, human resources) committee was set up, predominantly comprised of independent directors.	<p>1. The board of directors has set up a nomination committee (or its tasks listed in Recommendation 186 of the Code are fulfilled by another committee) predominantly comprised of independent directors.</p> <p>2. The company's internal documents set out the tasks of the nomination committee (or the tasks of the committee with combined functions), including those listed in Recommendation 186 of the Code.</p>
2.8.4	Taking into account the company's scope of business and level of risks, the company's board of directors made sure that the composition of its committees is fully in line with the company's business goals. Additional committees were either set up or not deemed necessary (strategy committee, corporate governance committee, ethics committee, risk management committee, budget committee, health, safety and environment committee, etc.).	1. In the reporting period, the board of directors considered whether the composition of its committees was in line with the board's tasks and the company's business goals. Additional committees were either set up or not deemed necessary.

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x Full
Partial
None

x Full
Partial
None

The Regulations on the Board of Directors of JSC FPC contain a recommendation to the Board of Directors to deal with the most important matters at meetings held in person. The list of such matters is specified in paragraph 7.10 of the Regulations on the Board of Directors of JSC FPC.

x Full
Partial
None

In accordance with paragraph 18.10 of JSC FPC's Articles of Association, resolutions of the Company's Board of Directors on including the persons nominated by shareholders or the Board of Directors in the list of members of the collegial executive body or the Company's Audit Commission, or on approving the auditor and electing the person acting as the sole executive body of each company created through reorganisation in the form of merger, division or spin-off, as well as in cases stipulated by the Federal Law On Joint Stock Companies are passed by a majority of at least three quarters of the total number of Directors.
In accordance with paragraph 18.11 of JSC FPC's Articles of Association, resolutions of the Company's Board of Directors on matters listed in subparagraphs 1, 12, 21, 25, 27, 38, 43-45 and 47 of paragraph 15.1, Article 15 of the Articles of Association, as well as on approving the Company's dividend policy are passed by a majority of Directors.

x Full
Partial
None

Members of the Board of Directors and employees of Russian Railways and JSC FPC are involved in the activities of the Audit and Risk Committee of FPC's Board of Directors.
The Committee is headed by an independent director.

x Full
Partial
None

Members of the Board of Directors and employees of Russian Railways and JSC FPC are involved in the activities of the Human Resources, Remuneration, and Corporate Governance Committee of FPC's Board of Directors.
The Committee is headed by an independent director who is not the Chairman of FPC's Board of Directors.

x Full
Partial
None

JSC FPC has set up the Human Resources, Remuneration, and Corporate Governance Committee of the Board of Directors. The roles of the Committee are set out in the Regulations on the Human Resources, Remuneration, and Corporate Governance Committee of FPC's Board of Directors and comply with recommendations of the Corporate Governance Code concerning the remuneration committee and the nomination committee.
The Committee includes one independent director.

x Full
Partial
None

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
2.8.5	Committees are composed so as to enable comprehensive discussions of matters under preview, taking into account the diversity of opinions.	<p>1. Committees of the board of directors are headed by independent directors.</p> <p>2. The company's internal documents (policies) include provisions stipulating that persons who are not members of the audit committee, the nomination committee and the remuneration committee may attend committee meetings only by invitation of the chairman of the respective committee.</p>
2.8.6	Committee chairmen inform the board of directors and its chairman on the work of their committees on a regular basis.	1. During the reporting period, committee chairmen reported to the board of directors on the work of committees on a regular basis.
2.9	The board of directors ensures performance assessment of the board of directors, its committees and members of the board of directors.	
2.9.1	The board of directors' performance assessment is aimed at determining the efficiency of the board of directors, its committees and members, consistency of their work with the company's development requirements, as well as bolstering the work of the board of directors and identifying areas for improvement.	<p>1. Self-assessment or external assessment of the board of directors' performance carried out in the reporting period included performance assessment of committees, individual members of the board of directors and the board of directors in general.</p> <p>2. Results of self-assessment or external assessment of the board of directors' performance carried out in the reporting period were reviewed at the in-person meeting of the board.</p>
2.9.2	Performance of the board of directors, its committees and members shall be assessed regularly at least once a year. An external advisor is engaged at least once in three years to conduct an independent assessment of the board of directors' performance.	1. The company engaged an external advisor to conduct an independent assessment of the board of directors' performance at least once over the last three reporting periods.
3.1	The company's corporate secretary ensures efficient ongoing interaction with shareholders, coordinate the company's efforts to protect shareholder rights and interests, and supports the activities of the board of directors.	
3.1.1	The corporate secretary has the knowledge, experience and qualifications sufficient to perform his/her duties, as well as an impeccable reputation and the trust of shareholders.	<p>1. The company has adopted and published an internal document – regulations on the corporate secretary.</p> <p>2. The biographical data of the corporate secretary are published on the corporate website and in the company's annual report with the same level of detail as for members of the board of directors and the company's executives.</p>
3.1.2	The corporate secretary is sufficiently independent of the company's executive bodies and have the powers and resources required to perform his/her tasks.	1. The board of directors approves the appointment, dismissal and additional remuneration of the corporate secretary.
4.1	Remuneration payable by the company is sufficient to attract, motivate and retain people with competencies and qualifications required by the company. Remuneration payable to directors, executive bodies and other key executive officers of the company is in compliance with the approved remuneration policy of the company.	
4.1.1	The amount of remuneration paid by the company to directors, executive bodies and other key managers creates sufficient incentives for them to work efficiently while enabling the company to engage and retain competent and qualified specialists. At the same time, the company avoids unnecessarily high remuneration, as well as unjustifiably large gaps between remunerations of the above persons and the company's employees.	1. The company has in place an internal document (internal documents) – the policy (policies) on remuneration of directors, executive bodies and other key managers, which clearly defines (define) the approaches to remuneration of the above persons.

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x Full
Partial
None

Two committees of the Board of Directors (the Audit and Risk Committee and the Human Resources, Remuneration, and Corporate Governance Committee) are headed by independent directors. The Strategic Planning Committee is headed by the Chairman of the Company's Board of Directors.

x Full
Partial
None

Full
Partial
x None

The performance of the Board of Directors was not assessed in the reporting period.

Full
Partial
x None

Independent assessment of the board of directors' performance was not conducted in the reporting period.

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
4.1.2	The company's remuneration policy is devised by the remuneration committee and approved by the board of directors. The board of directors, assisted by the remuneration committee, ensures control over the introduction and implementation of the company's remuneration policy, revising and amending it as required.	1. In reporting period, the remuneration committee considered the remuneration policy (policies) and the practical aspects of its (their) introduction and presented relevant recommendation to the board of directors as required.
4.1.3	The company's remuneration policy includes transparent mechanisms for determining the amount of remuneration due to directors, executive bodies and other key managers of the company, and regulate all types of expenses, benefits and privileges provided to such persons.	1. The company's remuneration policy (policies) includes (include) transparent mechanisms for determining the amount of remuneration due to directors, executive bodies and other key managers of the company, and regulates (regulate) all types of expenses, benefits and privileges provided to such persons.
4.1.4	The company defines a policy on reimbursement (compensation) of costs detailing a list of reimbursable expenses and specifying service levels that directors, executive bodies and other key managers of the company can claim. Such policy can make part of the company's remuneration policy.	1. The remuneration policy (policies) defines (define) the rules for reimbursement of costs incurred by directors, executive bodies and other key managers of the company.
4.2	Remuneration system for directors ensures alignment of financial interests of directors with long term financial interests of shareholders.	
4.2.1	The company pays fixed annual remuneration to directors. The company does not pay remuneration for attending particular meetings of the board of directors or its committees. The company does not apply any form of short-term motivation or additional financial incentive for directors.	1. Fixed annual remuneration was the only form of monetary remuneration payable to directors for their service on the board of directors during the reporting period.
4.2.2	Long-term ownership of the company's shares helps align the financial interests of directors with long-term interests of shareholders to the utmost. At the same time, the company does not link the right to dispose of shares to performance targets, and directors do not participate in stock option plans.	1. If the company's internal document(s) – the remuneration policy (policies) stipulates (stipulate) provision of the company's shares to directors, clear rules for share ownership by directors shall be defined and disclosed, aimed at stimulating long-term ownership of such shares.
4.2.3	The company does not provide for any extra payments or compensations in the event of early termination of directors' mandates resulting from the change of control or any other reasons.	1. The company does not provide for any extra payments or compensations in the event of early termination of directors' mandates resulting from the change of control or any other reasons.

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x Full
Partial
None

In 2018, the Human Resources, Remuneration, and Corporate Governance Committee of FPC's Board of Directors did not review matters related to the remuneration of the General Director and key managers of the Company.

Information on bonuses paid to the General Director is submitted for review by the Human Resources, Remuneration, and Corporate Governance Committee of FPC's Board of Directors on a quarterly basis.

x Full
Partial
None

x Full
Partial
None

x Full
Partial
None

Full
Partial
x None

Not applicable. The Regulations on Remuneration and Reimbursement for Members of JSC FPC's Board of Directors do not stipulate provision of the Company's shares to directors.

x Full
Partial
None

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
4.3	The company considers its performance and the personal contribution of each executive to the achievement of such performance, when determining the amount of a fee payable to members of executive bodies and other key managers of the company.	
4.3.1	Remuneration due to members of executive bodies and other key managers of the company is determined in a manner providing for reasonable and justified ratio of the fixed and variable parts of remuneration, depending on the company's results and the employee's personal contribution.	<p>1. In the reporting period, annual performance results approved by the board of directors were used to determine the amount of the variable part of remuneration due to members of executive bodies and other key managers of the company.</p> <p>2. During the latest assessment of the system of remuneration for members of executive bodies and other key managers of the company, the board of directors (remuneration committee) made sure that the company applies efficient ratio of the fixed and variable parts of remuneration.</p> <p>3. The company has in place a procedure that guarantees return to the company of bonus payments illegally received by members of executive bodies and other key managers of the company.</p>
4.3.2	The company has in place a long-term incentive program for members of executive bodies and other key managers of the company with the use of the company's shares (options and other derivative instruments where the company's shares are the underlying asset).	<p>1. The company has in place a long-term incentive program for members of executive bodies and other key managers of the company with the use of the company's shares (financial instruments based on the company's shares).</p> <p>2. The long-term incentive program for members of executive bodies and other key managers of the company implies that the right to dispose of the shares and other financial instruments used in this program takes effect at least three years after such shares or other financial instruments are granted. The right to dispose of such shares or other financial instruments is linked to the company's performance targets.</p>
4.3.3	The compensation (golden parachute) payable by the company in case of early termination of powers of members of executive bodies or key managers at the company's initiative, provided that there have been no actions in bad faith on their part, does not exceed the double amount of the fixed part of their annual remuneration.	1. In the reporting period, the compensation (golden parachute) payable by the company in case of early termination of the powers of executive bodies or key managers at the company's initiative, provided that there have been no actions in bad faith on their part, did not exceed the double amount of the fixed part of their annual remuneration.
5.1	The company has in place an effective risk management and internal control system providing reasonable assurance in the achievement of the company's goals.	
5.1.1	The company's board of directors determined the principles of, and approaches to organising a risk management and internal control system in the company.	1. Functions of different management bodies and units of the company in the risk management system and internal control are clearly defined in the company's internal documents/relevant policy approved by the board of directors.
5.1.2	The company's executive bodies ensure establishment and continuous operation of an efficient risk management and internal control system in the company.	1. The company's executive bodies ensured the distribution of functions and powers related to risk management and internal control between the heads (managers) of units and departments accountable to them.
5.1.3	The company's risk management and internal control system ensures an objective, fair and clear representation of the current state of the company and its future prospects, the integrity and transparency of the company's reporting, as well as reasonable and acceptable risk exposure.	<p>1. The company has in place an approved anti-corruption policy.</p> <p>2. The company has arranged for accessible means of notifying the board of directors or the board's audit committee about violations of the law, the company's internal procedures and code of ethics.</p>
5.1.4	The company's board of directors takes necessary measures to make sure that the company's risk management and internal control system is consistent with the principles of, and approaches to its setting up determined by the board of directors, and that the system is functioning efficiently.	1. In the reporting period, the board of directors or the board's audit committee assessed the efficiency of the company's risk management and internal control system. The information on the key results of this assessment is included in the company's annual report.

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x	Full Partial None	<p>1. Annual targets set out in JSC FPC's budget approved by the Board of Directors were used to determine the amount of the variable part of remuneration due to members of executive bodies and other key managers of the Company.</p> <p>2. The remuneration system for members of executive bodies and other key managers of the Company was not assessed.</p> <p>3. JSC FPC's corporate regulations do not provide for a procedure that guarantees return to the Company of bonus payments illegally received by members of executive bodies and other key managers of the Company.</p>
x	Full Partial None	Not applicable.
x	Full Partial None	
x	Full Partial None	
x	Full Partial None	
x	Full Partial None	
x	Full Partial None	JSC FPC's Internal Audit Unit assessed the efficiency of the company's risk management and internal control system; the results of the assessment were submitted for review by FPC's Board of Directors upon review by the Audit and Risk Committee of FPC's Board of Directors.

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
5.2	The company performs internal audits for regular independent assessment of the reliability and effectiveness of the risk management and internal control system, as well as corporate governance practices.	
5.2.1	The company has set up a separate business unit or engaged an independent external organisation to carry out internal audits. The functional and administrative reporting lines of the internal audit unit are delineated. The internal audit unit functionally reports to the board of directors.	1. To perform internal audits, the company has set up a separate internal audit business unit functionally reporting to the board of directors or the audit committee, or engaged an independent external organisation with the same line of reporting.
5.2.2	The internal audit unit assesses the performance of the internal control and risk management system, as well as the corporate governance system. The company applies generally accepted standards of internal audit.	1. In the reporting period, the performance of the internal control and risk management system was assessed as part of the internal audit procedure. 2. The company applies generally accepted approaches to internal audit and risk management.
6.1	The company and its business are transparent for shareholders, investors and other stakeholders.	
6.1.1	The company has developed and adopted an information policy ensuring an efficient exchange of information between the company, its shareholders, investors and other stakeholders.	1. The company's board of directors approved an information policy developed in accordance with the Code's recommendations. 2. The board of directors (or one of its committees) considered matters related to the company's compliance with its information policy at least once in the reporting period.
6.1.2	The company discloses information on its corporate governance system and practices, including detailed information on compliance with the principles and recommendations of this Code.	1. The company discloses information on its corporate governance system and general principles of corporate governance applied in the company, including disclosure on its website. 2. The company discloses information on the composition of executive bodies and the board of directors, independence of the board members and their membership in the board's committees (as defined in the Code). 3. If the company has a controlling entity, the company publishes a memorandum of the controlling entity setting out the latter's plans for the company's corporate governance.
6.2	The company makes timely disclosures of complete, updated and reliable information to allow shareholders and investors to make informed decisions.	
6.2.1	The company discloses information based on the principles of regularity, consistency and promptness, as well as availability, reliability, completeness and comparability of disclosed data.	1. The company's information policy defines the approaches to, and criteria of identification of information that can have a material impact on the company's evaluation and the price of its securities, as well as procedures ensuring timely disclosure of such information. 2. If the company's securities are traded on foreign regulated markets, the company ensures concerted and equivalent disclosure of material information in the Russian Federation and in the said markets in the reporting period. 3. If foreign shareholders hold a significant amount of the company's shares, during the reporting year, information was disclosed not only in the Russian language, but also in one of the most widespread foreign languages.
6.2.2	The company avoids a formalistic approach to information disclosure and discloses critical information about its operations even if such disclosure is not required by law.	1. In the reporting period, the company disclosed annual and 6M financial statements prepared under the IFRS. The company's annual report for the reporting period contains annual financial statements prepared under the IFRS, along with the auditor's report. 2. The company discloses complete information on its capital structure, as stated in Recommendation 290 of the Code, in its annual report and on the corporate website.

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x Full
Partial
None

To perform internal audits, the Company has set up a separate internal audit business unit – JSC FPC's Internal Audit Unit. The Internal Audit Unit functionally reports to the Board of Directors.

x Full
Partial
None

JSC FPC's local regulations on risk management and internal control have been developed in compliance with international practices and standards (including COSO's Enterprise Risk Management – Integrated Framework, GOST R ISO 31000-2010, GOST R ISO 31010-2011, etc.).

x Full
Partial
None

x Full
Partial
None

A memorandum is not available.

x Full
Partial
None

Paragraphs 2 and 3 are not applicable: JSC FPC does not have foreign shareholders, the Company's securities are not traded on foreign regulated markets.

x Full
Partial
None

In the reporting period, the company disclosed annual and 6M financial statements prepared under the IFRS.
The Annual Report does not contain annual financial statements prepared under the IFRS,
The Company discloses complete information on the capital structure of JSC FPC, as stated in Recommendation 290 of the Code, in its Annual Report and on the corporate website of the company.

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
6.2.3	The annual report, as one of the most important tools of information exchange with shareholders and other stakeholders, contains information enabling assessment of the company's performance in the reporting year.	<ol style="list-style-type: none"> 1. The company's annual report contains information on the key aspects of the company's operations and its financial results. 2. The company's annual report contains information on the environmental and social aspects of the company's operations.
6.3	The company provides information and documents as per the requests of shareholders in compliance with principles of fairness and ease of access.	
6.3.1	The company provides information and documents as per the requests of shareholders in compliance with principles of fairness and ease of access.	1. The company's information policy establishes the procedure for providing shareholders with easy access to information, including information on legal entities controlled by the company, as requested by shareholders.
6.3.2	When providing information to shareholders, the company ensures reasonable balance between the interests of particular shareholders and its own interests consisting in preserving the confidentiality of important commercial information which may materially affect its competitiveness.	<ol style="list-style-type: none"> 1. In the reporting period, the company did not refuse shareholders' requests for information, or such refusals were justified. 2. In cases defined by the information policy, shareholders are warned of the confidential nature of the information and undertake to maintain its confidentiality.
7.1	Actions that significantly impact or may significantly impact the share capital structure or financial condition of the company and, respectively, shareholders position (material corporate actions) are fairly executed providing observance of rights and interests of shareholders and other stakeholders.	
7.1.1	Material corporate actions include restructuring of the company, acquisition of 30% or more of the company's voting shares (takeover), execution by the company of significant transactions, increase or reduction of the company's authorised capital, listing or de-listing of the company's shares, as well as other actions which may lead to material changes in the rights of shareholders or violation of their interests. The company's articles of association define a list of transactions or other actions classified as material corporate actions pertaining to the competence of the company's board of directors.	<ol style="list-style-type: none"> 1. The company's articles of association define a list of transactions or other actions classified as material corporate actions, and criteria for their identification. Resolutions on material corporate actions are referred to the jurisdiction of the board of directors. When execution of such corporate actions is expressly referred by law to the jurisdiction of the general shareholders meeting, the board of directors presents relevant recommendations to shareholders. 2. According to the company's articles of association, material corporate actions include at least: company reorganisation, acquisition of 30% or more of the company's voting shares (in case of takeover), execution by the company of material transactions, increase or reduction of the company's authorised capital, listing or delisting of the company's shares.
7.1.2	The board of directors plays a key role in making decisions or working out recommendations regarding material corporate actions, relying on the opinions of the company's independent directors.	1. The company has in place a procedure enabling independent directors to express their opinions on material corporate actions prior to approval thereof.
7.1.3	When taking material corporate actions affecting the rights and legitimate interests of shareholders, equal terms and conditions are ensured for all shareholders of the company, and, in case of insufficient statutory mechanisms for protecting shareholder rights, additional measures are taken to protect the rights and legitimate interests of the company's shareholders. In doing so, the company is guided by the corporate governance principles set forth in the Code, as well as by formal statutory requirements.	<ol style="list-style-type: none"> 1. Taking into account the specifics of the company's operations, the company's articles of association establish lower minimum criteria for the company's transactions to be deemed material corporate actions than those provided by law. 2. All material corporate actions in the reporting period were duly approved before they were taken.

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x Full
Partial
None

x Full
Partial
None

x Full
Partial
None
Not met

Full
x Partial
None

Partly not applicable.

Since JSC FPC is a non-public joint stock company, its Articles of Association do not contain provisions on the listing and delisting of the Company's shares. JSC FPC does not have treasury shares.

Full
Partial
x None

JSC FPC's internal documents do not provide for such a procedure.

x Full
Partial
None

ITEM	CORPORATE GOVERNANCE PRINCIPLES	CRITERIA FOR ASSESSING COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLE
7.2	The company performs material corporate actions in such a way as to ensure that shareholders timely receive complete information about such actions, allowing them to influence such actions and guaranteeing adequate protection of their rights when performing such actions.	
7.2.1	Information about material corporate actions is disclosed with explanations of the grounds, circumstances and consequences.	1. In the reporting period, the company disclosed information about its material corporate actions in due time and in detail, including the grounds for, and timelines of, such actions.
7.2.2	Rules and procedures related to material corporate actions taken by the company are set out in the company's internal documents.	<p>1. The company's internal documents provide for the procedure for engaging an independent appraiser to determine the value of the property disposed of or acquired pursuant to a major transaction or an interested-party transaction.</p> <p>2. The company's internal documents set out the procedure for engaging an independent appraiser to assess the value of the company's shares at their repurchase or redemption.</p> <p>3. The company's internal documents provide for an expanded list of grounds on which members of the company's board of directors as well as other persons as per the applicable law are deemed to be interested parties to the company's transactions.</p>

REGISTRAR DETAILS

Protection of the interests and rights of FPC's shareholders is ensured through a reliable method for recording their rights to shares – the share register is maintained by an independent entity, Company STATUS.

On 28 April 2014 (Minutes No. 15), FPC's Board of Directors approved Joint Stock Company Registry Society STATUS as FPC's registrar and approved the terms of the contract therewith.

Full name of the registrar: Joint Stock Company Registry Society STATUS

Abbreviated name of the registrar: Company STATUS

Location: 23 Novokhokhlovskaya St., Bld. 1, Moscow, 109052, Russia

INN 7707179242 / KPP 770901001

Tel.: +7 (495) 974-83-50 (general inquiries)

Email: office@rostatus.ru, info@rostatus.ru

Website: <http://www.rostatus.ru>

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x Full Partial None		
x Full Partial None		<p>JSC FPC's internal documents provide for an expanded list of grounds on which the Company's Directors and other persons as per the applicable law are deemed to be interested parties to the Company's transactions.</p> <p>JSC FPC's Articles of Association stipulate that the provisions of Article 11 of the Federal Law On Joint Stock Companies do not apply to transactions in which the Company's controlling entity is the interested party.</p>

LIST OF FPC'S BRANCHES AND THEIR STRUCTURAL UNITS CERTIFIED TO GOST R ISO 9001-2015

BRANCH	STRUCTURAL UNITS	QMS PROCESSES
Moscow	Orekhovo-Zuyevovo PCD Nikolayevka PCD Moscow-3 PCD Orel PCD Moscow-Kievskaya PCD Smolensk PCD Moscow-Yaroslavskaya CS Bryansk CS Moscow-Kalanchevskaya CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Carriage overhauls with service life extension (KVR) Depot repairs (DR) Stage one and two (KR-1 and KR-2) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Northwest	Saint Petersburg-Moskovsky PCD Saint Petersburg-Moskovsky CS Moscow PCD Kaliningrad PCD Pskov CS Petrozavodsk CS Vehicle Transport Centre RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)

BRANCH	STRUCTURAL UNITS	QMS PROCESSES
North Caucasus	Mineralnye Vody PCD Novorossiysk PCD Adler CS Rostov CS Makhachkala CS Grozny CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
West Siberian	Novosibirsk PCD Novosibirsk-Glavny CS Omsk PCD Barnaul CS Tomsk CS Novokuznetsk CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one and two (KR-1 and KR-2) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Ural	Sverdlovsk PCD Yekaterinburg CS Perm CS Tyumen CS Chelyabinsk PCD Orenburg PCD Orsk CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Northern	Kotlas PCD Kotlas CS Yaroslavl CS Vologda CS Syktyvkar CS Arkhangelsk CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Volga	Saratov PCD Saratov-Passazhirsky CS Volgograd CS Voronezh PCD RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Gorky	Gorky-Moskovsky PCD Kirov PCD Izhevsk CS Kazan CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Kuybyshev	Samara PCD Ufa CS Penza CS Ulyanovsk CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Far East	Vladivostok PCD Khabarovsk CS Tynda CS RWA	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Yenisey (Krasnoyarsk PCD)	Krasnoyarsk PCD	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
East Siberian (Irkutsk PCD)	Irkutsk PCD	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)
Zabaikalie (Chita CS)	Chita CS	Passenger, baggage, and unaccompanied baggage transport Passenger assistance, customer service, and carriage servicing and maintenance on long-distance trains Issuance and sales of travel and carriage tickets and documents Carriage servicing before journey Depot repairs (DR) Stage one (KR-1) carriage overhauls Current repairs of coupled/uncoupled carriages Wheelset repairs Repairs of carriage components and assemblies Carriage maintenance and inspection (TO-1, TO-2, and TO-3)

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DISCLAIMER

This Annual Report of the Joint Stock Company Federal Passenger Company (hereinafter referred to as the Company) based on the results of work for 2018 (hereinafter referred to as the Annual Report) was prepared using information available to the Company at the time of its preparation.

This Annual Report contains information on the results of the Company's activities in 2018 and forecast data, statements regarding the intentions, opinions or current expectations of the Company regarding the results of its activities, financial position, liquidity, growth prospects, strategy, as well as the development of an industry in which Company works. By their nature, such forward-looking statements are characterized by risks and uncertainties, since they relate to events and depend on circumstances that may not occur in the future.

The Company does not give any direct or implied representations or warranties and does not bear any responsibility in case of losses that individuals or legal entities may incur as a result of using the forward-looking statements of this Annual Report, for any reason, directly or indirectly. These individuals should not fully rely on the forward-looking statements contained in this document, as they are not the only possible scenario.

The sum of the parts of the whole is not always equal to the total due to the use of arithmetic rounding.

Except as provided for by the laws of the Russian Federation, the Company does not undertake to revise or confirm expectations and estimates, as well as publish updates and changes to forecast statements presented in the Report in connection with subsequent events or the receipt of new information.

CONTACTS

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Abbreviated name of the Company:

JSC FPC

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