

General Meeting of Shareholders



Governing and Supervisory Bodies of JSC “Russian Railways”

General Meeting of Shareholders

All shares of the Company are owned by the Russian Federation. The Russian Federation is represented by the Government of the Russian Federation.

The supreme governing body of JSC “Russian Railways” is the general meeting of shareholders. According to Article 47 of the Federal Law On Joint Stock Companies decisions of the general meeting of shareholders are adopted by the sole shareholder — the Government of the Russian Federation at its sole discretion and executed in writing in the form of decrees and orders.

In accordance with laws, decisions of the annual general meeting of shareholders are adopted by the Government of the Russian Federation not later than 30 June.

Decisions of the annual general meeting of shareholders of JSC “Russian Railways” in 2012 were executed in the form of the Decree of the Russian Government No. 1132-r dated 30 June 2012.

Agenda:

- ▶ Approval of the annual report, balance sheet, profit and loss statement of the Company for 2011;
- ▶ Distribution of profits and losses of the Company according to results of the financial year;
- ▶ Payment of dividends according to results of 2011;
- ▶ Determination of the number of members in the Company’s Board of Directors;
- ▶ Election of the Company’s Board of Directors;
- ▶ Determination of the number of members in the Company’s Audit Committee;
- ▶ Election of members of the Company’s Audit Committee;
- ▶ Approval of the Company’s auditor for 2012;
- ▶ Remuneration of members of the Company’s Board of Directors.

In the reporting year, in addition to the annual general meeting of shareholders, three extraordinary General Meetings of shareholders were held. They considered amendments to the Articles of Association and an increase in the Company’s authorized capital. The relevant decisions were executed in the form of the Decree of the Government of the Russian Federation No. 2427-r dated 19 December 2012 and Orders of the Government of the Russian Federation No. 1117 dated 1 November 2012 and No. 1336 dated 19 December 2012.