

APPROVED BY
Resolution of the Sole Shareholder of PJSC
TransContainer
April 04, 2022

Delo-Center, LLC
Attorney-in-Fact
No. 13/22-d dated March 31, 2022

/Signature/ /E.S. Pushkareva

Seal: Delo-Center

**REGULATION
OF THE MANAGEMENT BOARD
OF PUBLIC JOINT STOCK COMPANY
CENTER FOR CARGO CONTAINER TRAFFIC TRANSCONTAINER**

(revision No. 3)

Russian Federation,
Moscow Region, Khimki
2022

ARTICLE 1. General Provisions

1.1 These Regulations of the Management Board (hereinafter referred to as the “**Regulations**”) of Public Joint Stock Company Center for Cargo Container Traffic TransContainer (hereinafter referred to as the “**Company**”) have been developed in accordance with the laws of the Russian Federation and the Company’s Articles of Association.

1.2. The Regulations set the procedure for forming the Management Board, rights, duties and responsibilities, the procedure for electing and removing members of the Management Board, the operating procedure of the Management Board and interaction with other bodies of the Company.

1.3. The Management Board shall be a collective executive body of the Company.

1.4. The Management Board shall act within its competence and shall be guided in its activities by the norms of the laws of the Russian Federation, the Company’s Articles of Association, these Regulations, resolutions of the Company’s General Shareholders Meeting and Board of Directors.

1.5. The Management Board shall be accountable to the Company’s Board of Directors and the General Shareholders Meeting.

1.6. The Management Board shall procure that resolutions of the Company’s Board of Directors and the General Shareholders Meeting are complied with.

1.7. The competence of the Management Board shall be determined by the Company’s Articles of Association.

ARTICLE 2. Procedure for Election and Removal of Board Members

2.1. Members of the Management Board shall be elected by the resolution of the Company’s Board of Directors by a simple majority vote of its members participating in the relevant meeting, at the proposal of the President and/or Director of the Company.

2.2. The number of members of the Management Board shall be determined by the resolution of the Board of Directors at the proposal of the President and/or Director of the Company. The same person may be elected as a member of the Board an unlimited number of times.

The term of office of a member (members) of the Management Board shall be established by the Company’s Board of Directors simultaneously with the approval of the identities of the members of the Management Board. The term of office of a member (members) of the Management Board shall run from the moment the Company’s Board of Directors resolves on his (their) election.

If by the end of the term of office of a member(s) of the Management Board the Board of Directors has not resolved to elect a new member(s) of the Management Board, the term of his (their) office shall be extended until the Board of Directors takes a relevant resolution.

2.3. Individuals who are employees of the Company and have special knowledge regarding the Company’s activities shall be elected to the Management Board.

2.4. A person who is a member, shareholder, member of the governing body, officer or other employee of a legal entity competing with the Company cannot be elected as a member of the Management Board.

2.5. Members of the Management Board shall not constitute more than 25 (twenty-five) percent of the Company's Board of Directors.

2.6. The Board of Directors shall be entitled to resolve at any time (by a simple majority vote of its members participating in the relevant meeting) on the removal of any member and/or all members of the Management Board and the election of new members of the Management Board. The powers of a member of the Management Board shall be considered terminated on the date specified in the relevant resolution of the Company's Board of Directors, and if not specified, on the date of the resolution taken by the Company's Board of Directors. From the date of termination of the powers of a member of the Management Board, the employment contract with him shall be considered terminated.

2.7. If the number of members of the Management Board becomes less than half of the number of elected members of the Management Board, the Chairman of the Company's Board of Directors shall resolve to hold a meeting of the Board of Directors to elect new members of the Company's Management Board.

2.8. A member of the Management Board may at any time voluntarily resign by submitting a written notice to the Company's Board of Directors through the Corporate Secretary of the Company.

If the Board of Directors receives a written notice of resignation from a member of the Management Board, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors with the agenda "On removal of a member of the Management Board and election of a new member of the Management Board" within a month.

CLAUSE 3. Rights, Obligations and Responsibility of Members of the Company's Management Board

3.1. The rights and obligations of the members of the Management Board with regard to governance of Company's daily operations shall be determined by the Federal Law "On Joint Stock Companies", other regulations of the Russian Federation, the Company's Articles of Association, these Regulations.

3.2. Members of the Management Board shall be subject to the provisions established by Chapter 43 "Features of Labor Regulation of the Director of the Company and Members of the Collegial Executive Body of the Company" of the Labor Code of the Russian Federation.

3.3. Members of the Management Board shall:

(a) ensure the activities of the Company in strict accordance with the laws of the Russian Federation, the Articles of Association and other internal regulations of the Company;

(b) attend meetings of the Board and take an active part in the preparation, discussion and voting on issues submitted for consideration to the Board;

(c) notify the Chairman of the Management Board in advance through the secretary of the Management Board of the impossibility of attending a meeting of the Management Board;

(d) carefully study the materials and information on the issue considered by the Board, if necessary - request additional information, carefully assess the risks of the consequences of the resolutions taken by the Board;

(e) perform and ensure the performance of resolutions taken by the Management Board, the Board of Directors and the General Shareholders Meeting of the Company;

- (f) act in the interests of the Company reasonably and in good faith;
- (g) refrain from actions that will or may result in a conflict between the interests of the members of the Management Board and the interests of the Company, and in the event of such a conflict, must immediately notify the Board of Directors through the Corporate Secretary;
- (h) initiate Board meetings to address urgent issues;
- (i) ensure the confidentiality of information that has become available to a member of the Management Board in the course of fulfilling his/her duties, as well as not disclose or use insider information of the Company for personal advantage and for the advantage of third parties;
- (j) report the following information in writing to the Board of Directors and the Auditor of the Company through the Corporate Secretary:
 - on legal entities in which they hold, on their own or jointly with their affiliate(s), Twenty (20) or more percent of voting shares (equity, interest);
 - on legal entities in whose governing bodies they hold positions or intend to participate;
 - the ongoing or proposed transactions known to them, in which they can be recognized as related parties.

In the event of a change in the information specified above, the members of the Company's Management Board shall notify the Company of a change in such information within three (3) business days from the day they learned or, acting reasonably and in good faith, should have learned about their change.

- (k) provide the Company with information, data and documents necessary for the Company to fulfill the requirements of the laws of the Russian Federation and achieve its goals.

3.4. Members of the Management Board shall not make transactions using insider information.

3.5. Members of the Management Board, as well as their affiliates, shall neither receive gifts or other forms of remuneration from persons interested in resolutions of the Management Board related to the performance of their duties, nor shall they enjoy any other direct or indirect benefits provided by such persons, save in respect of the minor courtesies in accordance with conventional rules of courtesy or the souvenirs at formal events.

3.6 A member of the Management Board may hold positions in the governing bodies of other companies, other paid positions only with the consent of the Company's Board of Directors.

3.7. Members of the Management Board shall be entitled to:

- get acquainted with the documents necessary them to perform their functions;
- receive materials and information on the issues included in the agenda of the meeting of the Management Board in the proper amount;
- request additional information on issues included in the agenda of the Board meeting.

The materials mentioned above shall be sent to the members of the Management Board by the

Secretary of the Board using electronic communication means.

3.8. Members of the Management Board shall be liable to the Company in the manner and on the terms established by the laws of the Russian Federation, internal regulations of the Company and employment contracts concluded with them.

3.9. The Company may implement liability insurance programs for members of the Management Board.

ARTICLE 4. Chairman of the Management Board

4.1. The Chairman of the Board shall be the President of the Company. In the absence of the Chairman of the Management Board at the meeting of the Board, his functions shall be performed by the Company's Director. In the absence of the President and the Director at the meeting of the Management Board, the functions of the Chairman of the Management Board shall be performed by one of the members of the Company's Management Board by resolution of the Board. The Chairman of the Management Board shall not independently entrust the performance of his functions to another member of the Board.

4.2. Chairman of the Company's Management Board shall:

- arrange the work of the Management Board, convene meetings and approve the agenda, chair the meetings of the Management Board, ensure the keeping of minutes, determine the list of persons invited to participate in the discussion of certain issues on the agenda of the meeting of the Board;
- represent the Management Board at the Company's General Shareholders Meeting, at meetings of the Company's Board of Directors, as well as in relations with third parties;
- control the timely provision of information to the members of the Management Board on the agenda items of the meeting of the Board;
- ensure a public and open discussion of the issues considered at the meeting, take into account the opinions of all members of the Management Board when taking resolutions, sum up the discussion and formulate the resolutions to be made;
- control that resolutions taken by the Management Board, the Board of Directors and the General Shareholders Meeting of the Company are complied with;
- shall be responsible for organizing the activities of the Board.

ARTICLE 5. Secretary of the Management Board

5.1. The Secretary of the Management Board shall provide organizational and information support for the activities of the Board.

5.2. The Secretary of the Management Board shall be elected on the proposal of the Chairman of the Management Board by a majority vote of the members of the Board participating in the meeting, from among the Company's employees who are not members of the Board.

5.3. The Secretary of the Board may be re-elected an unlimited number of times.

5.4. The Management Board shall be entitled to remove the Secretary of the Board at any time and

elect a new Secretary of the Board.

5.5. The Secretary of the Management Board shall be entitled to:

- demand from officials and employees of the Company information and documents necessary for the preparation of materials on the agenda of meetings of the Management Board within the established time limits;
- demand from responsible persons information on the fulfillment of resolutions of the Management Board;
- not accept materials for the meeting of the Management Board prepared in violation of the procedure established by these Regulations and other internal regulations of the Company.

5.6. The duties of the secretary of the Management Board shall include:

- to provide members of the Management Board with materials, as well as other information necessary for a member of the Board to resolve on the agenda items of the meeting of the Board;
- to ensure the proper formation of materials for the meeting of the Management Board;
- to provide organizational and technical support for meetings of the Management Board;
- to notify members of the Management Board and invited persons of the date, place and time of the meetings of the Board and send materials for the meetings of the Management Board to the members of the Board, invited persons;
- to keep minutes of the meetings of the Management Board, make copies of the minutes and extracts therefrom;
- to control the fulfillment of resolutions of the Board;
- to draw up an activity plan of the Management Board;
- to organize record keeping and storage of minutes of meetings of the Management Board and other documents of the Board;
- to interact with the Corporate Secretary and secretaries of committees of the Board of Directors in order to coordinate the activities of the Management Board, committees of the Board of Directors and the Board of Directors of the Company;
- to perform other functions in accordance with internal regulations, these Regulations and instructions of the Chairman of the Board.

5.7. In the absence of the secretary of the Management Board, his functions shall be performed by Company's employee elected by the Board at the relevant meeting at the proposal of the Chairman of the Board, which is recorded in the minutes of the meeting.

5.8. The Secretary shall be responsible for the safety of the documents of the meeting of the Board.

CLAUSE 6. Procedure of Preparation and Holding of Meetings of the Management Board

6.1 The Board shall carry out its activities by holding meetings and taking resolutions. Meetings of

the Management Board shall be held in the form of joint presence of members of the Board. If a member of the Management Board is unable to attend the meeting, he/she shall be entitled to provide the secretary of the Board with a written opinion on the agenda items of the meeting of the Board drawn up in accordance with Appendix No. 1 to these Regulations or to take part in voting through an automated electronic system.

6.2 In exceptional cases, by resolution of the Chairman of the Management Board, meetings may be held in absentia by voting in an automated electronic system or filling out ballots.

6.3. Meetings of the Management Board may be held using any communication means (telephone, selector, video conferencing and others), provided that the use of such communication means allows a member of the Board to directly and continuously participate in the meeting.

At the same time, such participation of a member(s) of the Management Board in a meeting shall be equated to personal attendance.

6.4. The Board shall hold its meetings as necessary, but at least one (1) time per quarter.

6.5. The Board shall operate in accordance with the activity plan of the Board. The Chairman of the Board shall determine the frequency of approval of the activity plan of the Board and submit it for approval to the Board before the start of the relevant period.

6.6. The draft activity plan shall include the following information:

- wording of issues to be considered by the Board, indicating those responsible for preparing materials on each issue;
- the planned time for consideration of the issues.

6.7. The draft activity plan of the Management Board shall be prepared by the secretary of the Board on the basis of resolutions of the General Shareholders Meeting, the Board of Directors, issues initiated by members of the Board of Directors, the Chairman and members of the Board, the Company's Auditor, as well as proposals from the heads of structural divisions of the Company. Such issues and proposals must be submitted to the Secretary of the Management Board no later than twenty days before the beginning of the scheduled period and contain the information specified in Clause 6.6 of these Regulations.

6.8. The Secretary of the Management Board shall, within three (3) business days after signing the minutes of the meeting of the Board, at which the activity plan of the Board was approved, send the activity plan of the Board using electronic communication means to the members of the Board, as well as structural divisions responsible for preparing materials on the issues specified in the activity plan of the Board.

6.9. Based on the activity plan of the Board and taking into account the materials received for consideration by the Board, the Secretary of the Board shall prepare a draft agenda for the Board meeting and submit it for approval to the Chairman of the Board.

6.10. The Chairman of the Management Board may call unscheduled meetings on his own initiative, at the request of a member of the Board of Directors, a member of the Management Board and the Auditor of the Company.

6.11. The request of a member of the Board of Directors, a member of the Management Board and the Auditor of the Company for an unscheduled consideration of the issue before the Management Board

shall be submitted to the Chairman of the Board in writing and must contain the following information:

- the initiator of an unscheduled meeting or an additional issue to be included in the agenda of the scheduled meeting;
- the wording of the issue and the draft resolution thereon;
- accompanying materials.

The meeting must be held no later than ten (10) calendar days from the date of receipt of the request for it.

The Chairman of the Management Board shall be entitled to refuse to hold an unscheduled meeting or to include the proposed additional issue in the agenda of the planned meeting if:

- the request is submitted by an unauthorized person;
- the proposed issue is not reserved to the Board;
- the request to include an additional issue in the agenda of the planned meeting was received later than the deadline for sending the agenda and materials for the upcoming meeting to the members of the Board established by these Regulations.

6.12. The Secretary of the Management Board shall notify the members of the Board of the Board meeting no later than five business days before the date of the meeting, providing them with the agenda and necessary materials, including draft resolutions, explanatory notes, using electronic communication means.

6.13. If the Chairman of the Management Board decides to hold a meeting in absentia, the Secretary of the Board shall send the following documents using electronic communication means to the members of the Board no later than five (5) business days before the end of the voting period in the automated electronic system or the end of the deadline for receiving ballots:

- notice of the meeting of the Board in absentia signed by the Chairman of the Board;
- a ballot for absentee voting on agenda items drawn up in accordance with Appendix No. 2 to these Regulations;
- materials on the agenda items (also posted in the automated electronic system).

6.14. Notice of a meeting of the Management Board in absentia must contain:

- full name and location of the Company;
- formulation of agenda items;
- note on holding an absentee voting by filling out the questionnaire;
- the end date and time of voting in the automated electronic system or the deadline for receiving absentee voting ballots.

6.15. When filling out the absentee voting questionnaire, a Management Board's member shall delete all but one variant of vote (either "aye", or "nay", or "abstained"). A Board member shall sign the

filled out ballot and indicate his/her full name.

6.16. A questionnaire which is filled out in contravention of the requirements as specified in Clause 6.15 of these Regulations shall be deemed null and void and will not be counted when ascertaining the quorum required for adopting resolution by absentee voting and when calculating the votes.

6.17. The Board member shall send the filled out and signed ballot to the Secretary of the Management Board not later than the date specified in the ballot in the original, by fax or e-mail (with subsequent delivery of the original ballot to the address specified therein). Members of the Management Board who voted in the automated electronic system or whose ballots were received by the Secretary of the Board no later than the voting date / the deadline for receiving ballots specified in the notice shall be considered to have taken part in absentee voting.

Questionnaires received upon expiration of the term specified therein shall not be taken into account when calculating the votes and determining the results of voting.

6.18. The Secretary of the Management Board shall sum up the results of voting on the agenda items of a meeting held in absentia based on the results of voting in the automated electronic system and (or) ballots filled in and signed by members of the Management Board received by the Company within the time period specified in the notice of a meeting of the Board in absentia form.

6.19. Based on the voting results in the automated electronic system and (or) the ballots received, the Secretary of the Management Board shall draw up the minutes of the Board in the manner prescribed by these Regulations.

6.20. A resolution taken by members of the Management Board by absentee voting shall have the same effect as a resolution taken at a meeting of the Board in the form of joint attendance.

6.21. In addition to members of the Management Board, meetings of the Management Board may be attended by other persons (officials of the Company, external experts and other invited persons), the list of which is determined by the Chairman of the Board, without the right to vote.

6.22. The meeting of the Company's Management Board shall be minuted and, by resolution of the Chairman of the Board, audio and (or) video recorded.

6.23. The minutes of the meeting of the Management Board shall be drawn up within three (3) business days after the meeting.

The minutes shall contain the following information:

- date, place and time of the meeting;
- attendees;
- agenda of the meeting;
- voting issues;
- the results of voting on the issues under consideration, specifying the full names of the members of the Management Board and the resolutions taken;
- the date of the minutes.

The minutes of Board meeting shall be signed by the Chairman of the Management Board and the Secretary of the Board, who are responsible for the correctness of the minutes.

6.24. Within three (3) business days from the date of the minutes of the meeting of the Management Board, the secretary of the Board shall send a copy of the minutes of the meeting of the Board via electronic communication to the members of the Board and the Chairman of the Board.

The Secretary of the Board shall send extracts from the minutes of the meeting of the Board on relevant issues to other persons upon request.

6.25. Minutes of the meeting of the Management Board shall be provided to shareholders (shareholder) owning in aggregate at least 25 (twenty-five) percent of voting shares of the Company, members of the Board of Directors, the Auditor of the Company at their request within seven (7) calendar days from the date of presentation of a written request on the premises of the Company's executive body. The Company shall, at the request of the said persons, provide them with copies of the minutes of the meetings of the Management Board.

6.26. The Company shall keep the minutes of the meetings of the Management Board at the location of the Board permanently, and audio and (or) video recordings of the meetings of the Board for at least three (3) years.

ARTICLE 7. Procedure for Taking Resolutions by the Management Board and Monitoring their Implementation

7.1. Resolutions at a meeting of the Company's Management Board shall be taken by a simple majority vote of the members of the Management Board participating in the meeting.

7.2. Each member of the Board shall have one vote. Members of the Management Board shall not have the right to transfer their votes to another person, including another member of the Board. In case of equality of votes, the Chairman of the Board shall have the casting vote.

7.3. The quorum for a meeting of the Management Board shall be at least half of elected members of the Management Board. When determining whether a quorum is present and the results of voting, a written opinion on the agenda items of absent members of the Management Board shall be taken into account. Such opinion shall be sent before the start of the meeting of the Management Board and shall be attached to the minutes.

7.4. The resolution of the Management Board shall become effective on the date of the meeting, unless otherwise provided by the resolution of the Management Board.

The date of the meeting of the Management Board in absentia shall be the date of the end of voting in the automated electronic system and the receipt of ballots.

7.5. Resolutions of the Management Board shall be binding on the Company's employees.

7.6. The Secretary of the Management Board shall control the fulfillment of the resolutions of the Management Board. As part of such control, the Secretary of the Management Board shall be entitled to request information from responsible persons on the progress in implementing the resolutions of the Management Board. At the end of the set period, the responsible persons shall submit information on the implementation of the relevant resolution of the Management Board to the Secretary of the Board.

Information on the implementation of resolutions of the Management Board shall be quarterly

communicated by the Secretary of the Board to the members of the Board.

CLAUSE 8. Final Provisions

8.1. These Regulations and amendments thereto shall be approved by the General Shareholders Meeting at the suggestion of the Board of Directors or the Chairman of the Management Board of the Company. The resolution to approve the Regulations on the Management Board and make amendments thereto shall be taken by a majority vote of voting shareholders participating in the General Shareholders Meeting.

8.2. If, as a result of a change in the laws of the Russian Federation, certain Clauses of these Regulations contradict the norms of the laws of the Russian Federation, the relevant Clauses of these Regulations shall cease to be valid, and the Regulations shall be valid to the extent permitted by the laws of the Russian Federation.

8.3. If, as a result of amendments to the Company's Articles of Association, certain Clauses of these Regulations contradict the Company's Articles of Association, the relevant Clauses of these Regulations shall become invalid and until the amendments to the Regulations are made, the Company's Articles of Association shall prevail.

ANNEX 1

to the Regulations of the Management
Board of
PJSC TransContainer

**WRITTEN OPINION
of a member of the Management Board of PJSC TransContainer**

(Full name of the member of the Management Board)

on the agenda of the meeting of the Management Board of PJSC TransContainer

(date of the meeting of the Management Board)

Regarding agenda item No. 1:

(wording of the item on the agenda of the meeting)

I vote “___”¹ the following resolution:

(resolution on the agenda item is stated)

Regarding agenda item No. 2:

(wording of the item on the agenda of the meeting)

I vote “___” the following resolution:

(resolution on the agenda item is stated)

...

Regarding agenda item No. n:

(wording of the item on the agenda of the meeting)

I vote “___” the following resolution:

(resolution on the agenda item is stated)

**Member of the Management
Board** _____ / _____ / _____

¹ Voting options: “For”, “Against”, “Abstained”.

PJSC TransContainer /

date

(signature)

(name)

ANNEX 2

to the Regulations of the Management
Board of
PJSC TransContainer

**Management Board
of Public Joint Stock Company Center for Cargo
Container Traffic TransContainer**

QUESTIONNAIRE

for absentee voting on the agenda items of the meeting
of the Management Board of PJSC TransContainer

(meeting date)

Item 1:

Resolution:

AYE

NAY

ABSTAINED

(delete as appropriate)

Item 2:

Resolution:

AYE

NAY

ABSTAINED

(delete as appropriate)

Item n:

Resolution:

AYE

NAY

ABSTAINED

(delete as appropriate)

The filled out and signed voting ballot shall be sent in the original and by fax to _____

or to an e-mail address no later than _____.

/date, time/

The questionnaire received by the Company upon expiration of the term mentioned above will not be taken into account when calculating the votes and summarizing the results of absentee voting.

Please send the original of the questionnaire to the following address: 19 Oruzheyniy Pereulok, Room _____, Moscow, 125047.

Member of the Management

Board

PJSC TransContainer /

/

_____ /

/

(signature)

(name)

**THIS BALLOT SHALL BE VALID ONLY IF SIGNED BY THE MEMBER OF THE
MANAGEMENT BOARD**
