

Annex 2  
to the Resolution of the Sole Shareholder  
PJSC TransContainer dated November 16, 2021

APPROVED BY  
Resolution of the Sole Shareholder of PJSC  
TransContainer  
16.11.2021

Delo-Center, LLC  
Attorney-in-Fact  
No. 07/21-d dated April 28, 2021

/Signature/ /E.S. Pushkareva

Seal: Delo-Center

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

Russian Federation,  
Moscow Region, Khimki  
2021

## **ARTICLE 1. General Provisions**

1.1 These Regulation (hereinafter referred to as the “Regulations”) have been developed in accordance with the Civil Code of the Russian Federation, the Federal Law “On Joint Stock Companies”, the provisions of the Corporate Governance Code recommended for use by the Bank of Russia, other regulations of the Russian Federation and the Articles of Association of Public Joint Stock Company Center for Cargo Container Traffic TransContainer (hereinafter referred to as the “Company”),

1.2. These Regulations represent the internal document of the Company, which determines the operating procedures of the Company’s Board of Directors (hereinafter referred to as the “Board”).

1.3. The Board of Directors shall be the governing body of the Company in charge of the general management of the Company’s activities, except for resolving issues reserved by the laws of the Russian Federation to the General Shareholders Meeting, including the strategic management of the Company. The Board of Directors shall determine the main principles and approaches to the organization of the risk management and internal control system in the Company, control the activities of the executive bodies of the Company, including the fulfillment of resolutions of the Company’s General Shareholders Meeting and ensuring the rights and legitimate interests of the Company’s shareholders, and also perform other key functions in accordance with the laws of the Russian Federation, the Company’s Articles of Association, these Regulations and other internal regulations of the Company. In its activities, the Board of Directors shall take into account the recommendations of the Corporate Governance Code recommended for use by the Bank of Russia (letter of the Bank of Russia dated April 10, 2014 No. 06-52/2463).

## **ARTICLE 2. Chairman and Deputy Chairman of the Board of Directors**

2.1. The activities of the Board shall be organized by the Chairman of the Board.

2.2. The Chairman of the Board of Directors and Deputy Chairmen of the Board of Directors shall be elected by members of the Board of Directors from among themselves by a majority vote of the total number of members of the Board of Directors.

The President and (or) Director of the Company cannot hold the positions of the Chairman of the Board of Directors and Deputy Chairman of the Company’s Board of Directors.

2.3. The Board may at any time elect a new Chairman of the Board by a majority of votes of the total number of Board members.

2.4. Chairman of the Board of Directors shall:

- 1) arrange the development of the activity plan of the Board of Directors;
- 2) supervise the implementation of resolutions of the Board of Directors;
- 3) convene meetings of the Board;
- 4) ensures the timely provision of information (materials) to members of the Board of Directors for decision-making on the agenda;
- 5) ensure the development of effective resolutions on agenda items, including initiating the formulation of draft resolutions;
- 6) determine the procedure for holding meetings of the Board;
- 7) approve the Board meeting agenda;
- 8) determine the list of materials (information) on the meeting agenda items to be submitted to Board members;
- 9) determine the list of persons invited to participate in the discussion of some agenda items of the Board meeting;
- 10) preside over Board meetings;
- 11) sign the minutes of meetings of the Board of Directors and other documents on behalf of the Board of Directors;

12) preside over the Company's General Shareholders Meetings, read out the agenda, inform of the forthcoming speeches and reports, and exercise other functions of chairman of the Company's General Shareholders Meeting as set forth in the Regulations on the Preparation and Holding of the General Shareholders Meeting of the Company;

13) perform other duties as required by the laws of the Russian Federation, the Company's Articles of Association and resolutions of the Board of Directors.

2.5. In the event of temporary absence of the Chairman of the Board of Directors, his duties shall be performed by one of the Deputy Chairman of the Board of Directors by decision of the Chairman of the Board of Directors.

2.6. In case of temporary absence of the Chairman of the Board of Directors and Deputy Chairmen of the Board of Directors, the functions of the Chairman of the Board of Directors shall be performed by one of the members of the Board of Directors elected by a simple majority vote from among the members of the Board of Directors present at the meeting.

### **ARTICLE 3. Board Members, their Rights, Obligations and Responsibilities**

3.1 A member of the Board of Directors may be any individual proposed by a shareholder or other persons and governing bodies that have the right, in accordance with the laws of the Russian Federation and the Company's Articles of Association, to nominate candidates to the Board of Directors and elected by the General Shareholders Meeting in the prescribed manner. The following requirements are imposed on candidates to the Board of Directors:

- age not less than 25 (twenty-five) years;
- the availability of a higher education background;
- at least 3 (three) years of experience in management positions;
- no criminal record;
- no prohibition on holding leadership positions.

3.2. The following issues shall fall within the competence of Board members:

1) to obtain information on the Company's activity, including the Company's proprietary information, to get acquainted with its accounting and other documents, all constituent, regulatory, registration, accounting, contractual and other documents of the Company;

2) to submit written proposals on planning of the Board activities;

3) to introduce items on the Board meeting agenda in accordance with the established procedure;

4) call for a meeting of the Board of Directors in the manner prescribed by these Regulations;

5) discuss at the meetings of the Company's Board of Directors the issues of the Company's activities, make proposals and vote on the agenda items of the meeting of the Company's Board of Directors;

6) require the inclusion in the minutes of the Board meeting of its/his special opinion on agenda items and resolutions taken;

7) exercise other rights as required by the laws of the Russian Federation, the Company's Articles of Association, other Company's internal documents and these Regulations.

3.3. A member of the Board of Directors may request in writing documents and information on the activities of the Company both directly from the President and (or) Director of the Company (a person acting as the sole executive body of the Company), and through the Corporate Secretary.

3.4. The Company's documents and information shall be submitted to such Board member not later than within five (5) working days from the date of receipt of the respective request.

3.5. A member of the Board of Directors who is absent from the meeting shall be entitled to provide a written opinion on the agenda items of the meeting of the Board of Directors held in the form of joint attendance. A written opinion on the agenda items of the meeting of the Board of Directors should reflect the position of a member of the Board of Directors on the proposed resolutions and should be drawn up in accordance with Appendix No. 1 to these Regulations. A written opinion must

be provided prior to the start of the meeting to the e-mail address of the Corporate Secretary.

3.6 Members of the Board of Directors may receive remuneration and (or) be reimbursed for expenses associated with the performance of their duties as prescribed by the internal documents of the Company.

3.7. Members of the Board of Directors shall:

1) carry out, in accordance with the established competence, the general management of the Company's activities, acting on its behalf, exercising their rights and performing their duties reasonably and in good faith;

2) actively participate in the work of the Company's Board of Directors and its committees, notify in advance of the impossibility of their participation in meetings of the Board of Directors or its committees, to which they are members;

3) avoid disclosing or using the confidential information about the activity of the Company and legal entities controlled by it in their own personal interests or interests of third parties;

4) refrain from actions that will or may result in a conflict between the interests of the members of the Board of Directors and the interests of the Company, and in the event of such a conflict, immediately notify the Board of Directors through the Corporate Secretary;

5) make objective and conscientious judgments on the basis of one's own (personal) position and resolve for the benefit of the entire Company, independent of the influence of the Company's executive bodies, individual shareholders (groups of shareholders) or other parties concerned, while taking into account, but not limited to, the following factors relevant to the exercise of their rights and performance of their duties:

- the likely consequences of the resolutions taken in the long term;
- interests of the Company's employees;
- the need to promote the development of trusting and productive relations of the Company with suppliers, co-contractors (partners), customers, creditors and other parties concerned;
- the impact of the Company's activities on the (social and natural) environment;
- the need to contribute to the sustainable and successful development of the Company, including the maintenance and development of the business reputation of the Company;
- the need for honest and conscientious participation in the activities of the Board of Directors and in managing the affairs of the Company as a whole.

6) within one calendar month from the day they learned or should have learned about the occurrence of circumstances due to which they can be recognized as interested in the Company's transactions, notify the Company of:

- legal entities in respect of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted children and/or their controlled organizations are controlling persons or have the right to issue mandatory instructions;
- legal entities in the management bodies of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted children and/or their controlled persons hold positions;
- on actual or proposed transactions, of which they are aware and in which they may be deemed an interested party;

In the event of a change in the information sent to the Company by the members of the Board of Directors in accordance with this Subclause, the members of the Board of Directors shall notify the Company of the change in such information within fourteen (14) days from the day they learned or should have learned about the change.

7) notify the Company of the circumstances that resulted in the loss of the status of an independent director by a member of the Board of Directors;

8) 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.

3.8. Board members shall be responsible to the Company for any damage caused to the Company

due to their actions (inactions), unless the laws of the Russian Federation stipulate other grounds and extent of responsibility.

However, no member of the Board who had voted against the decision which caused damage to the Company or who did not participate in the voting while acting in good faith shall bear such responsibility.

#### **CLAUSE 4. Board of Directors' Committees**

4.1. In order to increase the efficiency of its activities and preliminarily consider the most important issues reserved to the Board of Directors, the following permanent committees shall be formed by resolution of the Board of Directors:

Strategy Committee;

Audit committee;

Nominations and Remuneration Committee.

4.2. The committees shall be consultative and advisory bodies of the Company's Board of Directors. Resolutions of the Committees shall be advisory in nature for the Board of Directors.

4.3. The tasks facing each committee, the procedure for its formation and activities shall be determined by the Company's Articles of Association and the relevant internal regulations of the Company, which are approved by the Board of Directors.

#### **CLAUSE 5. Independent Members of the Board of Directors**

5.1. The Company is interested in having at least 3 (three) independent directors on the Company's Board of Directors. A Director shall be recognized independent if he/she has sufficient competence, experience and independence to form an opinion, is capable of making objective and bona fide judgments not affected by the Company's executive bodies, certain groups of shareholders or other stakeholders.

5.2 An independent Director shall be a person who is:

not affiliated with the Company;

not affiliated with a substantial shareholder of the Company<sup>1</sup>;

is not affiliated with a significant counterparty<sup>2</sup> or competitor of the Company; is not affiliated with the state (Russian Federation, constituent entity of the Russian Federation) or municipality.

Affiliation criteria shall be determined in accordance with the Corporate Governance Code recommended for use by the Bank of Russia and the Listing Rules of PJSC Moscow Exchange.

#### **ARTICLE 6. Corporate Secretary**

6.1 The Company's Corporate Secretary shall provide the organizational and informational support during operation of the Board.

6.2 The Company's Corporate Secretary shall be appointed and dismissed by the Company's President based on the resolution of the Company's Board of Directors.

The resolution to appoint and dismiss the Company's Corporate Secretary shall be taken by a

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<sup>1</sup> For the purposes of these Regulations, a substantial shareholder of the Company shall mean a person who has the right, directly or indirectly (through persons controlled by him), independently or jointly with other persons related to him by a trust management and (or) simple partnership agreement, and (or) agency, and (or) shareholder agreement, and (or) other agreement providing for the exercise of the rights certified by shares (interests) of the Company, to dispose of five or more percent of the votes attached to voting shares constituting the authorized capital of the Company;

<sup>2</sup> For the purposes of these Regulations, a significant counterparty of the Company shall mean a person who is a party to an agreement (agreements) with the Company, the amount of obligations under which is two or more percent of the book value of assets or two or more percent of the Company's revenue (income) (including the group entities controlled by the Company) or a significant counterparty of the Company (a group of companies that includes a significant counterparty of the Company).

simple majority vote of the members of the Board of Directors participating in the meeting.

The Company's Board of Directors may at any time resolve to dismiss the Company's Corporate Secretary by a simple majority vote of the members of the Board of Directors participating in the meeting.

If a resolution is taken to dismiss the Corporate Secretary, the Board of Directors must at the same meeting resolve to appoint a new candidate for the position of the Company's Corporate Secretary or determine the person acting as the Corporate Secretary until the candidacy of the new Corporate Secretary is approved.

6.3. The Company's Corporate Secretary shall ensure the operation of the Company's Board of Directors, including:

- plan the activities of the Board of Directors together with the Chairman of the Company's Board of Directors;

- on the basis of proposals from the Chairman of the Board of Directors, members of the Company's Board of Directors, sole executive bodies of the Company in accordance with their competence and committees of the Board of Directors, form the agenda of the meeting of the Company's Board of Directors;

- organize the preparation and sending to the members of the Company's Board of Directors of a notice of a meeting of the Board of Directors;

- organize timely preparation by the structural divisions of the Company of information (materials) for the meeting of the Company's Board of Directors;

- ensure that the members of the Company's Board of Directors receive information (materials) on the agenda items of the meeting of the Board of Directors;

- attend meetings of the Company's Board of Directors;

- keep the minutes of the meeting of the Company's Board of Directors, sum up the results of voting on the agenda items of the meeting of the Company's Board of Directors;

- if necessary, arrange audio and (or) video recording during the meeting of the Company's Board of Directors;

- when a meeting of the Company's Board of Directors is held in the form of absentee voting, prepare voting ballots, distribute the ballots and collect the received ballots, as well as sum up the voting results (including in an automated information system) and prepare minutes of the absentee meeting of the Company's Board of Directors;

- submit the minutes of the meetings of the Board of Directors for signature to the Chairman of the Board of Directors, or the Deputy Chairman of the Board of Directors, or the member of the Board of Directors who chaired the relevant meeting of the Board of Directors;

- render assistance to members of the Company's Board of Directors in obtaining the necessary information, acquaint them with the minutes of the General Shareholders Meeting, meetings of the Board of Directors, reports of the Auditor of the Company;

- ensure that the procedure for approving transactions and implementing other measures aimed at protecting the legitimate rights and interests of shareholders are complied with;

- ensure the preparation of extracts from the minutes of meetings of the Company's Board of Directors;

- certify the authenticity of copies of the minutes or extracts from the minutes of the meeting of the Company's Board of Directors;

- control the fulfillment of resolutions taken by the Company's Board of Directors;

- submit an activity report to the Company's Board of Directors on a regular basis.

6.4. The Corporate Secretary shall ensure the observance of the requirements of the laws of the Russian Federation, the Company's Articles of Association, internal documents and these Regulations during Board meetings.

6.5. The Corporate Secretary shall ensure coordinated and prompt cooperation of Board members with the Company's shareholders and their representatives (legal successors), with the sole executive

bodies of the Company (in accordance with their competence), managers and employees of the Company's subdivisions in order to provide the effective operation of the Board.

#### **CLAUSE 7. Operational Management of the Board of Directors**

7.1. Meetings of the Board shall be held in compliance with the approved plan of activities of the Board and whenever required, but at least once every two months.

7.2. As circumstances may require, the Chairman of the Board may decide on convening an extraordinary meeting of the Board.

7.3. The activity plan of the Board of Directors shall be prepared on the basis of proposals from the members of the Board of Directors, the Auditor of the Company, the sole executive bodies of the Company (in accordance with their competence).

7.4. The plan of activities of the Board shall include:

1) issues to be considered at meetings of the Board of Directors in the current corporate year (monthly);

2) the list of persons (the Company's governing bodies) responsible for the preparation of issues to be considered at Board meetings.

7.5. Meetings of the Board of Directors shall be held in the form of joint attendance of members of the Board of Directors to discuss and resolve on the agenda of the meeting (in person) or in the form of absentee voting (by filling out ballots and/or voting in an automated information system).

Meetings of the Board of Directors shall be held using an automated information system designed for holding meetings (hereinafter referred to as the "**automated information system**"). Members of the Board of Directors may also participate in the meeting via conference or videoconferencing, provided that the use of such means of communication allows the member of the Board of Directors to directly and continuously participate in the meeting.

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

#### **CLAUSE 8. Convening the Meeting of the Board**

8.1. Board meetings shall be convened by the Chairman of the Board (except in cases as set forth in Clauses 2.5 and 8.4 hereof):

1) according to the activity plan of the Board of Directors;

2) under the initiative of the Chairman of the Board;

3) at the written request of a member of the Board of Directors, the Auditor of the Company, the President of the Company, the Director of the Company (within his competence) or the Management Board of the Company.

8.2. The request for convening the meeting of the Board shall contain:

1) indication of the meeting initiator;

2) formulation of agenda items;

3) reasons for suggesting agenda items;

4) information (materials) on agenda items;

5) draft resolutions on agenda items.

8.3. A request for convening the meeting of the Board shall be performed in writing and signed by the person requesting such convening.

A request for convening the meeting of the Board with all necessary materials (information) attached shall be submitted to the Company's clerical office, and copies of all such documents shall be furnished to the Chairperson of the Board.

8.4. The first meeting of the newly elected Board shall be convened by one of its members (whose name comes alphabetically first) by sending a notice of the meeting to all other Board members and to the Company's President.

The Company's President shall assist and provide all information required for organization of the first meeting of the newly elected Board.

The following issues must be solved at the first meeting of the Board:

- 1) election of the Chairman of the Board;
- 2) election of the Vice-Chairmen of the Board;
- 3) formation of Board of Directors' Committees;
- 4) election of the Chairmen of Board of Directors' Committees.

8.5. Members of the Board of Directors, sole executive bodies of the Company (in accordance with their competence), the Management Board or the Auditor of the Company shall be entitled to make proposals on the formation of the agenda of the meeting of the Board of Directors.

The said proposals shall be sent to the Chairman of the Board of Directors in writing, with the scanned copy of the proposals sent to the Corporate Secretary by e-mail.

8.6. The Chairman of the Board shall be entitled to include the submitted proposals on the agenda of the next meeting of the Board or to convene an extraordinary meeting.

8.7. The notice for Board meeting shall be prepared by the Corporate Secretary and signed by the Chairperson or Vice-Chairperson of the Board (in cases as stipulated in these Regulations).

8.8. The notice of a meeting of the Board of Directors shall be sent by the Corporate Secretary to each member of the Board of Directors by e-mail at least seven (7) business days prior to the date of the Board meeting (the deadline for acceptance of voting ballots), except in cases as set forth in these Regulations.

Together with the notice for Board meeting, Board members shall have access to the materials (information) on the meeting agenda items in the automated information system.

Materials (information) on the meeting agenda items shall include:

- 1) draft resolutions of the Board on the items included on the Board meeting agenda;
- 2) explanatory notes on issues included in the Board meeting agenda;
- 3) draft documents to be brought up for confirmation, coordination or approval of the Board;
- 4) materials confirming the data specified in the draft resolutions and the explanatory notes;
- 5) other (information) materials on the issues included on the Board meeting agenda.

8.9. Materials (information) on agenda items may be provided at the request of a member of the Board of Directors also by e-mail.

8.10. In cases provided in Clause 7.2 and Article 11 hereof, under decision of the Chairman of the Board, the period for submission of notices of the meeting and presentation of materials (information) to the Board may be reduced.

## **CLAUSE 9. The Procedure for the Meeting of the Board**

9.1. The meeting of the Board shall be opened by the Chairman of the Board.

9.2. The Corporate Secretary shall ascertain that there is a quorum for holding the meeting of the Board.

A quorum for the meeting of the Board shall make at least a half of the elected Board members. When meetings of the Company's Board of Directors are held in person, the personal attendance of members of the Board of Directors, as well as their participation in the meeting by means of a conference or video conference call shall be taken into account to determine whether a quorum is present. To determine the results of voting, written opinions on the agenda items of the meeting of members of the Board of Directors who are absent from the meeting, as well as opinions reflected in the automated information system, shall be also taken into account.

9.3. The Chairman of the Board shall announce the presence of a quorum for holding the meeting of the Board and shall read out the Board meeting agenda.

9.4. Consideration of an item at the meeting of the Board shall include the following stages:

- 1) speaking of a Board member or invited person on the agenda item;

- 2) discussion of the agenda item;
- 3) suggestions on the wording of resolution (draft resolution) on the agenda item;
- 4) voting on the proposed draft resolution on the agenda item;
- 5) counting of votes and summing-up of voting results;
- 6) announcement of voting results and of resolution on the agenda item.

9.5. The Company's Auditor, Company's employees and other persons may be invited to Board meetings.

9.6. Resolutions at Board meetings shall be adopted by a majority of votes of the Board members present at the meeting, except in cases as stipulated by the laws of the Russian Federation, the Company's Articles of Association and these Regulations.

If the members of the Board of Directors present at the meeting take an additional resolution on an agenda item and (or) a resolution to include an additional issue and a resolution thereon, such resolutions shall be taken by a majority vote of the members of the Board of Directors present at the meeting, save as otherwise provided by the laws of the Russian Federation, the Company's Articles of Association or these Regulations.

9.7. When passing resolutions at the meeting of the Board of Directors, each member of the Board of Directors shall have one vote.

In case of equality of votes, the Chairman of the Board of Directors or the person exercising his functions shall have a casting vote.

No member of the Board shall be entitled to delegate his/her vote to another Board member or third person.

9.8. The results of voting on the agenda items of the meeting of the Board of Directors shall be summed up on the basis of the results of voting of members of the Board of Directors.

#### **CLAUSE 10. The Procedure for Adopting Resolutions by Absentee Voting**

10.1. A resolution on the issues reserved to the Board competence may be taken by absentee voting (by poll and/or in an automated information system).

10.2. To take a resolution by absentee voting (by poll) each member of the Board of Directors shall not later than within seven (7) business days before the end of voting in the automated information system / the deadline for receiving ballots for absentee voting, receive a notice of absentee voting on agenda issues, draft absentee voting ballot and have access to materials (information) on the issues included in the agenda in the automated information system.

10.3. The notice of absentee voting shall contain the following data:

full name and location of the Company;

formulation of agenda items;

instructions for conducting absentee voting;

the end date and time of voting in the automated information system / the deadline for receiving absentee voting ballots.

10.4. Board members shall be entitled to submit their proposals and/or remarks on the proposed draft resolution on the issues put on the absentee voting not later than Three (3) days before the end of the voting as indicated in the notice of absentee voting.

10.5. The Corporate Secretary shall draw up an absentee voting ballot taking into account the submitted proposals and/or remarks on the proposed draft resolution on the issues put on the absentee voting in accordance with the form as shown in Annex 2 to these Regulations and form a draft resolution in the automated information system.

10.6. When filling out the absentee voting questionnaire, a Board member shall delete all but one variant of vote (either "aye", or "nay", or "abstained"). The Board member shall sign the filled out questionnaire and indicate his/her full name.

A member of the Board of Directors may also vote on proposed draft resolutions in the automated

information system.

10.7. A questionnaire which is filled out in contravention of the requirements as specified in Clause 10.6 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.

10.8. The completed and signed ballot must be submitted by a member of the Board of Directors within the period specified in the ballot to the Corporate Secretary in the original or by e-mail to the address of the Corporate Secretary.

Members of the Board of Directors whose ballots were received by the Corporate Secretary no later than the closing date for the receipt of ballots specified in the notice or who voted on the proposed draft resolutions in the automated information system shall be considered to have taken part in absentee voting.

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

10.9. The results of voting on the agenda items of a meeting held in absentia shall be summed up on the basis of ballots filled in and signed by the members of the Board of Directors received by the Company within the time period specified in the notice of absentee voting, as well as on the basis of voting by members of the Board of Directors in the automated information system.

10.10. Based on the received ballots and information reflected in the automated information system, the Corporate Secretary shall draw up the minutes of the meeting of the Board of Directors as prescribed by these Regulations.

#### **CLAUSE 11. Convening the Board Meeting for Formation of the Company's Executive Bodies**

11.1. The meeting of the Board for formation of the Company's sole executive bodies (for election and termination of their authorities) shall be convened and held as required by the rules stated in these Regulations and taking into account the specifics determined by this Clause of the Regulations.

11.2. The procedure determined by this Clause shall apply in the event of termination of the powers of the President and (or) Director of the Company and the election of a new President and (or) Director of the Company.

11.3. The preparation and holding of the Board meeting, the agenda of which includes the items indicated in Clause 11.2 of these Regulations, shall include the following stages:

- 1) notification of members of the Board of Directors of the convening of a meeting specifying the right to nominate candidates for the position of President and (or) Director of the Company
- 2) nomination by members of the Board of Directors of candidates for the position of President and (or) Director of the Company;
- 3) consideration at the meeting of the Board of Directors of proposals of its members on candidates for the position of President and (or) Director of the Company;
- 4) making a decision to include (refuse to include) the proposed nominees in the ballot (making a list of nominees to be included in the ballot);
- 5) resolving to terminate the powers of the President and (or) the Director of the Company;
- 6) resolving to elect the President and (or) the Director of the Company.

11.4. The notice for the Board meeting with the agenda containing the issues as stipulated in Clause 11.2 of these Regulations shall be sent to Board members in writing not later than Three (3) days prior to the date of the relevant Board meeting.

11.5. Each member of the Board shall be entitled to nominate no more than one candidate for the position of President and (or) Director of the Company.

11.6. The proposal for nomination of a candidate (Clause 11.5 of these Regulations) shall be submitted in writing and signed by the member of the Board nominating a candidate.

11.7. A proposal to nominate a candidate for the position of the sole executive body of the Company (President and (or) Director) must contain the following information:

- 1) name of the proposed candidate;
- 2) date and place of birth;
- 3) data on education, specialty and qualification;
- 4) data on the academic degree, if any;
- 5) information about positions held over the past five years;
- 6) number and categories (types) of Company shares owned by the candidate;
- 7) information that a candidate for the position of the sole executive body of the Company does not have a conflict of interest caused by his participation, membership in governing bodies or holding positions in other legal entities that are competitors of the Company;
- 8) information about no criminal record;
- 9) information about legal entities in respect of which the candidate for the position of the sole executive body of the Company, his (her) spouse (husband), parents, children, full and half brothers and sisters, adoptive parents and adopted children and/or their controlled entities are controlling persons or have the right to issue mandatory instructions;
- 10) information about legal entities in the governing bodies of which the candidate for the position of the sole executive body of the Company, his (her) spouse (husband), parents, children, full and half brothers and sisters, adoptive parents and adopted children and/or their controlled entities hold positions;
- 11) written consent of the candidate to nominate his candidacy for the position of the sole executive body of the Company (President and (or) Director);
- 12) information about the circumstances that may affect the candidate's performance of the duties of the President and (or) Director of the Company.

11.8. Proposals for nomination of candidates for the position of the sole executive body of the Company (President and (or) Director) must be received by the Company in the original or to the e-mail address of the Corporate Secretary (with subsequent submission of the original at the meeting) not later than one (1) day prior to the respective meeting, at which the proposals of Board members are to be considered.

11.9. The Company's Board shall be obliged to consider the proposals for nomination obtained from Board members in compliance with the requirements of Clause 11.8 of these Regulations and adopt a resolution on their inclusion or refusal to include in the ballot.

11.10. Failure to observe the requirements of Clauses 11.5 - 11.8 of these Regulations may serve as a basis for refusal to include the candidate in the ballot.

11.11. If no candidate receives enough votes following the results of voting for election of the sole executive body of the Company (President and (or) Director), the Board shall be entitled to appoint an acting President and (or) Director of the Company. In this situation the Board shall vote for those candidates for the post of the Company's acting President and/or Director General, which were nominated by Board members in compliance with Clause 11.5 of these Regulations. In the event that no member of the Board nominates a candidate for the post of the Company's President and/or Director General in compliance with Clause 11.5 of these Regulations, the voting shall be carried on the candidates, which Board members will be entitled to nominate during the Board meeting.

If no candidate receives enough votes following the results of voting for appointing the acting President and (or) Director of the Company, the Board shall be entitled to appoint an acting President and (or) Director of the Company.

11.12. When considering the candidates for the post of the Company's sole executive body at the Board meeting, Board members shall be entitled to request additional information from a Board member on the candidate nominated by such Board member.

The failure to submit additional information may not serve as a basis for refusal to include such candidate in the ballot.

## **ARTICLE 12. Minutes of the Meeting of the Board**

12.1. The Corporate Secretary shall take the minutes of the meeting of the Board of Directors.

12.2. The minutes of the meeting of the Board of Directors shall be drawn up no later than three (3) days after its holding (summing up the results of absentee voting).

12.3. The minutes shall specify as follows:

full corporate name of the Company;

form of the meeting;

the venue and time of the meeting (summation of the voting results);

members of the Board of Directors present at the meeting (participating in absentee voting), information on the quorum of the meeting;

agenda of the meeting;

draft resolutions on agenda items put to the vote and roll-call results of voting thereon;

summary of reports and speeches of persons participating in the meeting;

resolutions adopted;

other information provided for by the current civil legislation of the Russian Federation.

The minutes of the meeting of the Board of Directors shall be signed by the Chairman of the Board of Directors or the person acting as the Chairman in accordance with Clauses 2.5 or 2.6 of these Regulations, and the Corporate Secretary, who are responsible for the correctness of the minutes.

Documents approved by the Board of Directors, as well as written and dissenting opinions of members of the Board of Directors shall be attached to the minutes and shall be an integral part thereof.

If the Board of Directors takes resolutions by absent voting, the ballots signed by the members of the Board of Directors shall be attached to the minutes.

12.4. Board members shall be notified of the adopted resolutions by sending a copy of the minutes of the Board meeting not later than within Three (3) days from the date of signing of these minutes.

12.5. The Company shall keep the minutes of the Board meetings at the place of the Company's President or in any other place, which is to be known and accessible for interested persons.

## **ARTICLE 13. Amendments to these Regulations**

13.1. These Regulations shall be approved by the resolution of the Company's General Shareholders Meeting and shall be considered valid from the date of the relevant resolution.

13.2. The resolution to make amendments to these Regulations or to approve the restated Regulations shall be taken by the General Shareholders Meeting as prescribed by the laws of the Russian Federation and these Articles of Association.

13.3. 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.

13.4. 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.

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**ANNEX 1**

**to the Regulations on the Board of  
Directors  
PJSC TransContainer**

**WRITTEN OPINION  
Member of the Board of Directors of PJSC TransContainer**

\_\_\_\_\_  
(Full name of the member of the Management Board)

**on agenda items of the meeting of the Board of Directors 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 “\_\_\_”<sup>3</sup>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 Board of  
Directors of PJSC** \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

<sup>3</sup> Voting options: “For”, “Against”, “Abstained”.

**TransContainer /**

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(signature)

(name)

**date**

**ANNEX 2**

**to the Regulations on the Board of  
Directors  
PJSC TransContainer**

**BOARD OF DIRECTORS  
of Public Joint Stock Company Center for Cargo  
Container Traffic TransContainer**

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**QUESTIONNAIRE  
for absentee voting on the agenda items of the meeting  
of the Board of Directors of PJSC TransContainer**

**Item 1:**

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**Resolution:**

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**AYE**

**NAY**

**ABSTAINED**

*(delete as appropriate)*

**Item 2:**

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**Resolution:**

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**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.

**Member of the Board of  
Directors of PJSC  
TransContainer**

\_\_\_\_\_/\_\_\_\_\_  
(signature)

\_\_\_\_\_/\_\_\_\_\_  
(name)

**THIS QUESTIONNAIRE SHALL BE VALID ONLY IF SIGNED BY THE MEMBER OF  
THE BOARD OF DIRECTORS**