

Annex 3
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 Payment of Remuneration and Compensation to the Members of the Board of Directors
of PJSC TransContainer

Russian Federation,
Moscow Region, Khimki
2021

1. These Regulations have been developed in accordance with paragraph 2, Article 64 of the Federal Law “On Joint Stock Companies” and set the amount and procedure for paying remuneration and compensation to members of the Board of Directors of Public Joint Stock Company Center for Cargo Container Traffic TransContainer (hereinafter referred to as the “Company”), as well as in accordance with the Corporate Governance Code recommended by the Bank of Russia.

2. Members of the Board of Directors shall be paid an annual remuneration for work in the Company’s Board of Directors (hereinafter referred to as the “Board of Directors”).

3. The annual remuneration of a member of the Board of Directors shall be calculated according to the following formula:

$S_{\text{year}} = 6,000,000 * K1$, where

RUB 6,000,000 - the basis for calculating the amount of the annual remuneration;

R1 - ratio considering the participation of a member of the Board of Directors in meetings of the Board of Directors (regardless of the form of participation).

R1 ratio shall be calculated according to the following formula:

$R1 = \frac{\text{the number of meetings of the Board of Directors in which a Board member took part (regardless of the form of participation)}}{\text{total number of meetings for the reporting period}}$.

For the purposes of these Regulations, the reporting period shall mean the past corporate year (the period from the annual General Shareholders Meeting of the Company to the next annual General Shareholders Meeting of the Company).

4. Annual remuneration, including additional annual remuneration, shall be paid to members of the Board of Directors within a month after the annual General Shareholders Meeting of the Company.

Annual remuneration, including additional annual remuneration, of a member of the Board of Directors shall not be paid in the following cases:

when the annual General Shareholders Meeting resolves not to pay remuneration to members of the Board of Directors;

if the Company received a net loss in the reporting period;

in the case provided for in Clause 15 of these Regulations.

5. The amount of remuneration paid to the Chairman of the Board of Directors in accordance with Clause 3 of these Regulations shall be increased by 100%.

6. The amount of remuneration paid to the Deputy Chairman of the Board of Directors in accordance with Clause 3 of these Regulations shall be increased by 50%.

7. A member of the Board of Directors shall be paid an annual additional remuneration for work in a committee of the Board of Directors.

The annual additional remuneration of a member of the Board of Directors shall be calculated according to the following formula:

$D_{\text{year}} = 6,000,000 * R2 * R3$, where

RUB 6,000,000 - the basis for calculating the amount of the annual remuneration;

R2 - ratio considering the participation of a member of the Board of Directors in a committee meeting (regardless of the form of participation).

R3 - an additional ratio considering the contribution of a member of the Board of Directors to the work of the committee (member of the committee, Chairman of the committee).

R2 ratio shall be calculated according to the following formula:

$R2 = \frac{\text{the number of meetings of the Committee of the Board of Directors in which a Board member took part (regardless of the form of participation)}}{\text{total number of meetings for the reporting period}}$.

The R3 ratio shall be equal to:

25% - if a member of the Board of Directors is a member or deputy chairman of the committee.

33% - if a member of the Board of Directors is the Chairman of the Audit Committee or the Nominations and Remuneration Committee.

100% - if a member of the Board of Directors is the Chairman of the Strategy Committee.

If a member of the Board of Directors participates in several Committees, the additional annual remuneration shall be calculated and paid for participation in each Committee.

8. If there were changes in the members of the Board of Directors during the corporate year, annual remuneration, including additional annual remuneration, for members of the Board of Directors shall be calculated pro rata to the number of meetings of the Board of Directors which a member of the Board of Directors attended during the corporate year.

9. A member of the Board of Directors shall be compensated for the following expenses related to participation in a meeting of the Board of Directors (committee of the Board of Directors) in the amount of actual expenses confirmed by primary accounting documents:

1) travel expenses to the venue of the meeting of the Board of Directors (committee of the Board of Directors) and back (including insurance of passengers on transport, payment for services for issuing travel documents) - for a business class flight ticket or a train ticket in a two-berth compartment;

2) travel expenses from the airport or railway station to the hotel and back;

3) VIP lounge services at airports and train stations;

4) expenses for hotel accommodation in a deluxe room for single occupancy;

5) expenses for payment for communication, telephony and Internet services;

6) as well as other expenses associated with the participation of a member of the Board of Directors in a meeting of the Board of Directors (committee of the Board of Directors).

Expenses of a member of the Board of Directors related to participation in a meeting of the Board of Directors (committee of the Board of Directors) shall be compensated for the entire period of fulfillment of the duties of a member of the Board of Directors.

10. By agreement with a member of the Board of Directors, the expenses specified in Clause 9 of these Regulations may be paid directly from the Company's funds.

11. Compensation shall be paid by the Company within a month after the submission of documents confirming the expenses incurred.

12. Remuneration and compensation to members of the Board of Directors shall be paid by the Company in cash.

13. The source of payment of remuneration and compensation to members of the Board of Directors shall be other expenses for the purposes of the Company's financial statements that do not reduce the taxable base for calculating income tax.

14. Remuneration and compensation to members of the Board of Directors holding positions in the civil service, as well as being officials of local governments shall be paid in accordance with the laws of the Russian Federation, the constituent entities of the Russian Federation and municipal regulations.

15. A member of the Board of Directors shall be entitled to refuse to receive the remuneration and (or) compensation provided for by these Regulations in whole or in part due to prohibitions (restrictions) established by the laws of a foreign state, or for other reasons, by sending a letter of refusal to receive these payments addressed to the Company's President.

16. Remuneration of members of the Board of Directors shall be calculated starting from the 2021 corporate year (from April 30, 2021) in accordance with these Regulations.