

APPROVED

by Decision of the Board of Directors  
of JSC TransContainer  
Minutes of \_\_\_\_\_ No. \_\_\_\_\_

Chairman of the Board of Directors

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**REGULATION**  
**for Corporate Secretary of JSC TransContainer**

## **1. General Provisions**

1.1. This Regulation is developed in compliance with the laws of the Russian Federation, Articles of Association and other by-laws of JSC TransContainer (hereinafter the 'Company').

1.2. This Regulation sets out the status of the Corporate Secretary, election procedure, job description, rights, obligations and liability of the Corporate Secretary.

1.3. Corporate Secretary is an official of the Company whose basic duties are to ensure that bodies and officials of the Company comply with the laws of the Russian Federation, Articles of Association and by-laws of the Company that govern securing and protection of rights of the Company's shareholders, the procedure for preparation and holding of the General Meeting of the shareholders of the Company (hereinafter the 'General Meeting') and meetings of the Board of Directors of the Company, the procedure and terms for disclosure of information on the Company as well as improvement of the corporate management practice currently implemented by the Company.

1.4. The Department for Corporate Management of the Company functions as the office of the Corporate Secretary to ensure efficient performance by the Corporate Secretary of its duties.

1.5. The Corporate Secretary reports to the Chairperson of the Board of Directors of the Company.

## **2. Corporate Secretary Election Procedure**

2.1. The Board of Directors of the Company elects the Company's Corporate Secretary for a term of the powers of such Board of Directors.

Decision on election of the Company's Corporate Secretary shall be passed by a majority vote of Members of the Board of Directors participating in such meeting.

2.2. A candidate for the position of the Company's Corporate Secretary shall satisfy the following requirements:

higher professional (legal or financial and economic) education and special training in corporate management;

employment experience in the same occupation of at least 5 years;

employment experience in the field of corporate management of at least 3 years;

knowledge of laws of the Russian Federation including corporate law;

absence of affiliation to the Company;

absence of records of convictions as well as of actual bringing to administrative liability in area of business, finance, taxes and levies, securities market.

2.3. The Chairperson of the Board of Directors, Members of the Company's Board of Directors and Director General of the Company may nominate candidates for the position of the Company's Corporate Secretary.

The following data shall be submitted on each candidate for the position of the Company's Corporate Secretary to the Company's Board of Directors:

full name;

date of birth (day, month, year);

passport details (series, number, issue date and authority);

educational background (name of an education institution, profession, qualification, graduation date);

work records for the last 5 years (time period, company, occupation); data on absence of affiliation to the Company;

absence of records of convictions;

data on absence of records of actual bringing to administrative liability in area of business, finance, taxes and levies, securities market;

documents (copies of such documents) confirming that such candidate satisfy the requirements listed in Clause 2.2. hereof.

2.4. The Company's Board of Directors may at any time pass decision on early termination of powers of the Company's Corporate Secretary.

### **3. Job Description of Corporate Secretary**

3.1. The Corporate Secretary arranges preparation for and holding of the General Meeting of the Shareholders (hereinafter the 'General Meeting') including:

- receives proposals of the Company's shareholders on agenda items of the General Meeting and on candidates for the Company's Board of Directors and Audit Committee submitted to the Company;

- receives demands from the Company's Audit Committee, Auditor, shareholders that hold at least 10 per cent of the Company's voting shares as of the date of submission of requests and other authorized persons to hold extraordinary General Meeting;

- notifies the Chairperson of the Company's Board of Directors of proposals and demands submitted to the Company not later than two business days after their submission enclosing data on whether submitted proposals and demands comply with the laws of the Russian Federation;

- sends to the shareholders a decision passed by the Board of Directors on results of consideration of proposals received from them;

- requests a list of persons entitled to participate in the General Meeting from the Company's registrar based on a decision passed by the Board of Directors to hold the General Meeting;

- prepares and sends to the Company's shareholders a notice of holding of the General Meeting and voting bulletins;

- notifies Members of the Board of Directors, Director General, Members of the Audit Committee and the Company's Auditor of holding of the General Meeting;

- arranges for timely preparation of information (materials) to be submitted to the General Meeting by departments of the Company;

- provides access to information (materials) to be submitted to the Company's General Meeting for persons entitled to participate in the General Meeting;

- ensures compliance with the procedures for registration of the Company's General Meeting;

- if necessary, arranges for tape-recording of the General Meeting;

- receives the minutes of the Counting Board on voting results and prepares the minutes of the General Meeting;

- ensures timely notification of persons entitled to participate in the General Meeting of voting results of the general Meeting;

- gives explanations on issues arising during meetings to the Chairperson of the General Meeting;

- answers questions from Members of the General Meeting on the meeting procedure;

- prepares excerpts from minutes of the General Meetings;

- certifies copies of minutes or excerpts from minutes of the General Meetings;

- monitors implementation of decisions passed by the General Meeting;

3.2. The Corporate Secretary provides for work of the Company's Board of Directors including:

- prepares action plans of the Board of Directors in collaboration with the Chairperson of the Company's Board of Directors;

- prepares agenda of a meeting of the Company's Board of Directors based on proposals of the Chairperson of the Board of Directors, Members of the Board of Directors, General Director and Committees of the Company's Board of Directors;

- prepares and sends to Members of the Company's Board of Directors a notice of holding of a meeting of the Board of Directors;

- arranges for timely preparation of information (materials) to be submitted to a meeting of the Company's Board of Directors by departments of the Company;

- sends to Members of the Board of Directors information (materials) on agenda items of a meeting of the Board of Directors;

- presents at meetings of the Board of Directors;

- keeps minutes of a meeting of the Company's Board of Directors, sums up the results of voting on agenda items of a meeting of the Board of Directors;

- if necessary, arranges for tape-recording of a meeting of the Board of Directors;

- if a meeting of the Board of Directors is held in a form of absentee voting, prepares voting questionnaires, distributes such questionnaires and collects received questionnaires as well as sums up the results of voting on agenda items of a meeting of the Board of Directors;

- helps Members of the Company's Board of Directors to obtain required information, familiarize them with minutes of the General Meeting, meetings of the Board of Directors, opinions of the Company's Audit Committee and Auditor;

- ensures compliance with the transaction approval procedure and other procedures aimed to protect legal rights and interests of the shareholders;

- prepares excerpts from minutes of meetings of the Board of Directors;

- certifies copies of minutes or excerpts from minutes of meetings of the Board of Directors;

- monitors implementation of decisions passed by the Company's Board of Directors.

3.3. The Corporate Secretary provides for work of Committees of the Company's Board of Directors including:

- participates in preparation of action plans of the Committees;

- participates in preparation of agendas of meetings of the Committees;

- presents at meetings of the Committees;

- requests copies of minutes of meetings of the Committees.

The Corporate Secretary may be elected Secretary of the Committees.

3.4. The Corporate Secretary ensures cooperation between the Company and its shareholders including:

- receives applications and inquires sent by the shareholders to the attention of the Company and the Chairperson of the Board of Directors;

- prepares answers to submitted applications and inquiries of the shareholders;

- gives explanations to the shareholders on issued concerning enforcement of their rights;

- ensures timely revelation and prevention of conflicts related to infringement of rights of the shareholders;

- when set forth in the laws of the Russian Federation, arranges for fulfillment of the shareholders' demand for the Company to repurchase their shares by the Company;

- requests dividend sheet from the Company's registrar based on decision passed by the General Meeting of the Shareholders;

- prepares events dedicated to dividend distribution between the shareholders.

3.5. The Corporate Secretary arranges for safekeeping of the Company's documents including:

ensures safekeeping of documents listed in the current laws of the Russian Federation and the Company's Articles of Association to the extent of its duties;

provides access for the Company's shareholders to such documents pursuant to the procedure set forth in the laws of the Russian Federation, the Company's Articles of Association and by-laws;

submits copies of such documents upon request of the Company's shareholders.

3.6. The Corporate Secretary ensures disclosure of information on the Company including:

quarterly reports of the Company;

annual reports of the Company;

messages on substantial facts (events, actions) relating to financial and economic activities of the Company;

data that may significantly influence the price of the Company's securities;

list of the Company's affiliates;

other information to be disclose by the Company in compliance with the laws of the Russian Federation, the Company's Articles of Association and other by-laws.

The Corporate Secretary shall disclose such information in the Internet as well as newsfeed and submit it to authorized bodies within the term set forth in the laws of the Russian Federation.

3.7. The Corporate Secretary performs other duties:

ensures compliance with the laws of the Russian Federation, the Company's Articles of Association and other by-laws guaranteeing enforcement of rights and legal interests of the shareholders by the Company's bodies and officials;

is in charge of development of corporate management practice of the Company;

gives explanations on corporate law and management issues to the shareholders and Members of the Company's Board of Directors and officials;

cooperates with the Company's registrar;

arranges for preparation of the Company's by-laws on any issues within its competence;

arranges for preparation of answers to inquiries from the Federal Commission for the Securities Market of the Russian Federation, Federal Anti-Monopoly Service and other state authorities and for preparation of inquiries to state authorities on issues within its competence.

#### **4. Rights and Obligations of Corporate Secretary**

4.1. The Company's Corporate Secretary may:

request and receive necessary information and documents from the Company's officials;

upon request of the Chairperson of the Board of Directors, ask the Company's officials to submit reports on fulfillment of decisions passed by the Company's Board of Directors and the General Meeting, if necessary, request written explanation why certain decisions were not fulfilled;

request information from the Company's registrar in the scope set forth in the laws of the Russian Federation;

reveal violations of the laws of the Russian Federation to the extent of corporate law, failures to comply with the Company's Articles of Association and other by-laws by the Company's officials, Members of the Board of Directors and shareholders and bring to

knowledge of the Chairperson of the Board of Directors, Members of the Board of Directors information on revealed violations.

4.2. The Company's Corporate Secretary shall:  
comply with the laws of the Russian Federation, the Company's Articles of Association and other by-laws;  
serve interests of the Company's shareholders when performing its activities;  
notify the Board of Directors of any situations that may result in violation of the laws of the Russian Federation, rights of the shareholders and corporate conflict.

## **5. Liability**

5.1. When exercising its rights and performing its obligations the Company's Corporate Secretary shall act for the benefit of the Company and its shareholders, exercise its rights and perform its duties in relation to the Company in good faith.

5.2. The Corporate Secretary shall be liable before the Company in compliance with the laws of the Russian Federation, the Company's Articles of Association and other by-laws for:

failure to comply with the laws of the Russian Federation, the Company's Articles of Association, Regulation on the Procedure of the General Meeting of the Company's shareholders, Regulation on the Board of Directors of the Company, this Regulation and other by-laws of the Company when performing its duties;

failure to duly perform duties set forth herein;

disclosure of data that constitute trade secret in compliance with the laws of the Russian Federation, the Company's Articles of Association and by-laws.

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