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APPROVED BY  
the Extraordinary General Meeting of  
Shareholders  
JSC "TransContainer"  
Minutes No. 1 of December 25, 2006

\_\_\_\_\_ S. Babaev,  
Chairman of the General Meeting of  
Shareholders,  
JSC "TransContainer"

(signature) Babaev C.M.

Stamp: Open Joint Stock Company TransContainer  
INN 7708591995  
OGRN 1067746341024

Regulations on Procedure for Preparing and Holding  
of General Meeting of Shareholders  
Joint-Stock Company  
Centre for Cargo Container Traffic "TransContainer"

Moscow  
2006

## 1. General

1.1. These Regulations are developed in accordance with the Civil Code of the Russian Federation, Federal Law "On Joint-Stock Companies", other laws and regulations of the Russian Federation, and Articles of Association of Joint-Stock Company "Centre for Cargo Container Traffic "TransContainer" (hereinafter --- the "**Company**"), and defines the procedure for preparing and holding of the General Meeting of Shareholders (hereinafter --- the "**General Meeting**").

1.2. The General Meeting is a supreme management body of the Company.

1.3. The General Meeting shall be ruled in its activities by laws of the Russian Federation, Articles of Association of the Company, and these Regulations.

## 2. Convening and Preparation of the General Meeting

2.1. The Board of Directors of the Company shall decide to convene the General Meeting.

Any extraordinary General Meeting of Shareholders may be convened by the Revision Commission of the Company, the Auditor of the Company or any shareholder (shareholders) owning at least 10 (ten) per cent of voting shares of the Company, if the Board of Directors of the Company fails to make a decision to convene the Extraordinary General Meeting or decides to refuse to convene it within 5 (five) days after the date of relevant request.

2.2. When preparing the General Meeting, the Board of Directors or, in the events stipulated by the second paragraph of Clause 2.1 of these Regulations, other persons (bodies) shall make the following decisions:

- a) to convene and define the form of the General Meeting;
- b) to define the date, place and time of the General Meeting, registration commencement time for persons taking part in the General Meeting (if the General Meeting is held in the form of joint presence), or define final date for submission of completed voting bulletins and postal address to send completed voting bulletin (if the General Meeting is held in the form of absentee voting);
- c) to define the agenda of the General Meeting;
- d) to define the date to prepare the list of persons entitled to take part in the General Meeting;
- e) to define the type (types) of preference shares, holders of which have a right to vote on items of the agenda of the General Meeting;
- f) to define the list of information (materials) presented to shareholders during preparation stage of the General Meeting and procedure for familiarizing of shareholders with the said information;
- g) to approve the form and text of voting bulletins;
- h) to define the date to send voting bulletins to persons entitled to take part in the General Meeting (if the General Meeting is held in the form of absentee voting or if the General Meeting of Shareholders is held in the form of joint presence, when voting bulletins must be sent (delivered) to persons entitled to take part in the General Meeting prior to the date of the General Meeting as per the Federal Law "On Joint-Stock Companies");
- i) to define the procedure to notify shareholders of the Company of the General Meeting, in particular, approve the form and text of such notice;
- j) to elect Secretary of the General Meeting and, if the number of shareholders owning voting shares of the Company does not exceed 100 (one hundred) and no Counting Commission of the Company is established, appoint the person performing duties of the Counting Commission;
- k) to approve estimated costs connected with preparing and holding of the General Meeting.

2.3. The Director General of the Company shall arrange implementation of decisions made by the Board of Directors in connection with preparing and holding of the General Meeting, in particular:

ensure timely notification of the Registrar of the Company that it is required to prepare the list of persons entitled to take part in the General Meeting by the date appointed by the Board of Directors;

ensure issuing of bulletins in accordance with the form and text approved by the Board of Directors of the Company;

ensure sending of voting bulletins to shareholders and receiving of completed voting bulletins, if the General Meeting is held in the form of absentee voting or if shareholders at the General Meeting held in the form of joint presence may vote by sending of completed voting bulletins to the Company;

ensure notification of shareholders of the General Meeting in accordance with the procedure and term defined by the Board of Directors and Articles of Association of the Company;

ensure preparing of relevant materials (information) with respect to items of the agenda of the General Meeting and a possibility to examine the said information (materials) in accordance with decisions made by the Board of Directors;

take other measures to implement decisions made by the Board of Directors.

2.4. Any persons that convene the General Meeting as per the second paragraph in Clause 2.1 of these Regulations, by own efforts shall take measures to prepare and hold the extraordinary General Meeting stipulated by Clause 2.2 of these Regulations.

### **3. General Meeting of Shareholders in Form of Joint Presence**

The General Meeting of Shareholders in the form of joint presence means direct participation of shareholders of the Company in the General Meeting to discuss items of the agenda and make decisions of issues put to vote.

#### **3.1. Registration of Persons Entitled to Take Part in the General Meeting**

3.1.1. The Counting Commission or a person performing duties of the counting commission specified in the notice of the General Meeting shall register persons entitled to take part in the General Meeting.

Registration of persons entitled to take part in the General Meeting shall start at the time specified in the notice of the General Meeting.

3.1.2. To take part in the General Meeting held in the form of joint presence, persons entitled to take part in the General Meeting shall be registered.

When shareholders may vote at the General Meeting held in the form of joint presence by sending of completed voting bulletins to the Company, any persons, whose bulletins are received at least two days prior to the date of the General Meeting; such persons shall not be registered to take part in the General Meeting.

Any persons entitled to take part in the General Meeting held in the form of joint presence, whose bulletins are received at least two days prior to the date of the General Meeting, shall be entitled to attend the General Meeting.

3.1.3. Any shareholder (or representative and successor) arrived at the General Meeting shall present his/her passport or another identity card for registration.

Representatives and successors of persons included into the list of persons entitled to take part in the General Meeting shall also present documents certifying their authorities to the Counting Commission or a person performing duties of the counting commission.

The list of documents certifying authorities of representatives or successors of persons included into the list of persons entitled to take part in the General Meeting shall be defined in accordance with laws of the Russian Federation.

3.1.4. If the said documents are not presented, such representative or successor of the shareholder shall not be entitled to take part in the General Meeting.

3.1.5. Persons entitled to take part in the General Meeting of Shareholders shall be registered subject to identification of persons arrived to take part in the General Meeting by comparison of data in the list of persons entitled to take part in the General Meeting with data of documents presented by the said persons.

3.1.6. After registration any person participating in the General Meeting shall be provided with voting bulletins to vote on items of the agenda.

When shareholders may vote at the General Meeting by sending of completed voting bulletins to the Company, at the request of persons to be registered for participation in the General Meeting, whose bulletins are not received by the Company or received less than 2 (two) days prior to the date of the General Meeting, they shall be provided with voting bulletins specifying that the bulletins are provided for the second time.

3.1.7. Registration of persons entitled to take part in the General Meeting shall terminate, when the Chairperson of the General Meeting declares that discussions of the last item of the agenda are completed, provided that the quorum is present at the General Meeting.

### **3.2. Opening of the General Meeting**

3.2.1. A representative of the Counting Commission or a person performing duties of the counting commission at the meeting commencement time specified in the notice of the General Meeting shall announce whether the quorum is present to vote on items of the agenda.

3.2.2. The General Meeting of Shareholders is competent (the quorum is present), if shareholders owning in aggregate at least a half of issued voting shares of the Company take part in such meeting.

If the agenda of the General Meeting contains any issues to be voted by different groups of voters, the quorum for decision-making on such issues shall be defined separately.

However, if no quorum is present to make decisions on issues to be voted by one group of voters, this shall not prevent for decision-making on issues to be voted by another group of voters, for which the quorum is present.

3.2.3. To approve a related party transaction, the quorum shall be presented by shareholders owning voting shares of the Company and not interested in such transaction holding at least a half of votes of shareholders owning voting shares of the Company and not interested in such transaction.

3.2.4. If the quorum is present at least for one item of the agenda, the Chairperson of the General Meeting shall announce that the General Meeting is opened.

3.2.5. If by the meeting commencement time no quorum is present for any item of the agenda, the Chairperson shall announce that the General Meeting is postponed for 2 (two) hours.

The General Meeting of Shareholders may be postponed for one time only.

If within 2 (two) hours after postponement of the General Meeting, no persons are registered ensuring the quorum at least for one item of the agenda, the Chairperson of the General Meeting shall announce that the General Meeting does not take place.

If within 2 (two) hours after postponement of the General Meeting persons are registered ensuring the quorum at least for one item of the agenda, the Chairperson of the General Meeting shall open the General Meeting.

3.2.6. If no quorum is present at the annual General Meeting, another General Meeting with the same agenda shall be convened.

If no quorum is present at the extraordinary General Meeting, another General Meeting with the same agenda may be convened.

### **3.3. Discussion of Items of the Agenda at the General Meeting**

3.3.1. Persons speaking at the General Meeting shall comply with the following speaking procedure:

report on items of the agenda — up to 30 minutes;

co-report — up to 20 minutes;

disputes — 5 minutes;

questions, information — 2 minutes each.

3.3.2. Any shareholder that wishes to take part in disputes regarding items of the agenda of the General Meeting shall send relevant application in writing to the Secretary of the General Meeting.

Such application shall contain full name (or company name) of the shareholder (its representative), the item of the agenda that the shareholder (or its representative) wishes to discuss, and such application shall be signed by the shareholder (or its representative).

All questions shall be sent in writing to the Secretary of the General Meeting; in addition to wording of the question the shareholder (or its representative) shall specify its full name (or company name for a legal entity) and sign it.

3.3.3. The Secretary of the General Meeting shall pass all applications and questions received from shareholders to the Chairperson of the General Meeting.

If by the meeting commencement time the quorum is present only for some items of the agenda, as the last of the said items is discussed, a representative of the Counting Commission or a person performing duties of the counting commission shall announce whether the quorum is present for other items of the agenda.

3.3.4. If all items of the agenda, for which the quorum is present, are discussed, the Chairperson of the General Meeting shall announce that discussions of the items and registration of persons entitled to take part in the General Meeting are terminated.

#### **3.4. Voting at the General Meeting**

3.4.1. Shareholders shall vote at the General Meeting held in the form of joint presence in accordance with the procedure established by the Federal Law "On Joint-Stock Companies", other laws and regulations of the Russian Federation, the Articles of Association of the Company and these Regulations.

Shareholders shall vote on all items of the agenda by means of voting bulletins.

3.4.2. Any persons registered to take part in the General Meeting held in the form of joint presence shall be entitled to vote on all items of the agenda, as the General Meeting is opened and until vote counting procedure is commenced.

3.4.3. As the last items of the agenda (the last item for which the quorum is present) is discussed, persons not voted by that moment shall be provided with 30 (thirty) minutes to vote.

Upon expiration of the said time, the Chairperson of the General Meeting shall announce that the vote counting procedure is commenced.

#### **3.5. Summing-up and Announcement of Voting Results. Closure of the General Meeting.**

3.5.1. The Counting Commission or a person performing duties of the counting commission shall count votes and sum up voting results in accordance with laws of the Russian Federation.

3.5.2. Voting results and decisions made by the General Meeting may be announced at the General Meeting.

3.5.3. If voting results and decisions made by the General Meeting are not announced at the General Meeting, all persons included into the list of persons entitled to take part in the General Meeting shall be notified of decisions made by the General Meeting and voting results within 10 (ten) days after the date of the Minutes in accordance with the procedure provided for by the Articles of Association of the Company for notice of the General Meeting.

As results of voting on items of the agenda are announced, if they are announced at the General Meeting, the Chairperson shall announce that the General Meeting is closed.

#### **4. General Meeting of Shareholders in Form of Absentee Voting**

4.1. The General Meeting may be held in the form of absentee voting.

If the agenda of the General Meeting provides for election of members to the Board of Directors, Revision Commission, approval of the Auditor, or other issues set out in paragraph 11 Clause 1 Article 48 of the Federal Law "On Joint-Stock Companies" such meeting shall not be held in the form of absentee voting.

New General Meeting held instead of the failed meeting in the form of joint presence shall not be held in the form of absentee voting.

4.2. Shareholders shall vote on items of the agenda at the General Meeting held in the form of absentee voting by means of voting bulletins.

4.3. The Company shall receive completed voting bulletins not later than on the date specified as final date for submission of bulletins in the decision to convene and hold the General Meeting made as per the Federal Law "On Joint-Stock Companies" and these Regulations.

If the final date for submission of completed voting bulletins falls on day-off, the next business day shall be the final date for submission of completed voting bulletins.

The term for submission of voting bulletins shall expire on the final date for submission of voting bulletins at the close of business in the Company.

4.4. Completed voting bulletins may be sent to the Company by registered mail, delivered against signature to the Director General, a person authorized to receive correspondence addressed to the Company, or sent to the Registrar of the Company (if the Registrar performs duties of the Counting Commission).

4.5. The Director General of the Company shall arrange collection, safety and delivery of completed voting bulletins to the Counting Commission or a person performing duties of the Counting Commission.

4.6. A shareholder that is an individual shall specify in the voting bulletin his/her family name and initials; a shareholder that is a legal entity shall specify full company name of the legal entity.

4.7. A representative of the shareholder that is an individual shall specify in the voting bulletin his/her family name and initials and details of the power of attorney (other document certifying his/her authorities); a representative of the shareholder that is a legal entity shall specify his/her family name and initials, position or details of the power of attorney (other document certifying his/her authorities).

4.8. Representatives of shareholders shall attach to voting bulletins their powers of attorney (their notarized copy) or other documents certifying their authorities.

4.9. The General Meeting held in the form of absentee voting is competent (the quorum is present), if the Company receives bulletins from shareholders owning in aggregate at least a half of issued voting shares of the Company by the final date for submission of voting bulletins.

To approve a related party transaction, the quorum shall be presented by shareholders owning voting shares of the Company and not interested in such transaction, holding in aggregate a half of votes of shareholders owning voting shares of the Company and not interested in such transaction.

#### **5. Executive Bodies of the General Meeting**

5.1. The General Meeting shall have the following executive bodies:

- a) Chairperson of the General Meeting;
- b) Counting Commission;
- c) Secretary of the General Meeting.

5.2. The Chairperson of the Board of Director shall preside over the General Meeting.

If the Chairperson of the Board of Directors is not present at the General Meeting, the Deputy Chairperson of the Board of Directors shall preside over the General Meeting.

If the Chairperson of the Board of Directors and his/her deputy are not present at the General Meeting, any member of the Board of Directors may preside over the General Meeting, as decided by shareholders present at the General Meeting.

5.3. The Chairperson of the General Meeting shall open and close the General Meeting, announce the agenda of the General Meeting and sequence of speeches and reports with respect to items of the agenda, termination of discussions regarding items of the agenda and commencement of vote counting, ensure compliance with the procedure of the General Meeting defined in these Regulations, sign minutes of the General Meeting.

5.4. If the number of shareholders owning voting shares of the Company does not exceed 100 (one hundred) and no Counting Commission is established, any person authorized by the Board of Directors shall perform duties of the Counting Commission.

5.5. If the number of shareholders owning voting shares of the Company exceeds 100 (one hundred) the Company shall establish the Counting Commission. The General Meeting shall approve the number of members and candidate to members of the Counting Commission.

The Counting Commission shall not include members of the Board of Director, Revision Commission and Director General of the Company, as well as the managing organization or manager and persons that are proposed as candidates to such positions.

5.6. If the number of shareholders owning voting shares of the Company exceeds 500 (five hundred), duties of the Counting Commission at the General Meeting shall be performed by a professional player of the security market, which holds the register of shareholders of the Company (the Registrar of the Company).

5.7. The Counting Commission shall perform the following duties:

- a) to check authorities and register persons taking part in the General Meeting (shareholders, their representatives and successors);
- b) to define whether the quorum is present at the General Meeting;
- c) to explain questions of shareholders (their representatives or successors) arising in the course of exercising of their rights to vote at the General Meeting;
- d) to explain the voting procedure on issues put to vote;
- e) to ensure compliance with the established voting procedure and voting rights of shareholders;

f) to count votes and sum up results of voting;

g) to record votes;

h) to notify persons included into the list of persons entitled to take part in the General Meeting of voting results;

i) to pass voting bulletins to archive;

j) to perform other duties provided for by laws of the Russian Federation, Articles of Association of the Company and the contract signed by the Company with the Registrar (if it performs duties of the Counting Commission).

5.8. The Secretary of the Company shall be elected by the Board of Directors during the preparation stage of the General Meeting or persons requesting to convene the General Meeting in the events provided for by laws of the Russian Federation.

5.9. The Secretary of the Company shall perform the following duties:

a) to receive applications of persons taking part in the General Meeting to provide a right to participate in disputes regarding items of the agenda, and to receive questions;

b) to pass applications received from shareholders to the Chairperson of the General Meeting.

c) to take records at the General Meeting (basic provisions of speeches and reports);

d) to perform other duties provided for by the Articles of Association of the Company and these Regulations.

## 6. Financial Provision of the General Meeting

Any expenses connected with preparing and holding of the General Meeting shall be incurred by the Company in accordance with the estimated costs approved by the Board of Directors and shall be provided for in the budget of the Company.

- 6.2. The Director General of the Company shall present to the Board of Directors report on expenses to prepare and hold the General Meeting within two months after the General Meeting.
- 6.3. In the event of extraordinary General Meeting convened by persons that request to hold such meeting, expenses on its preparation and holding shall be paid by such persons.

Expenses on preparing and holding of the General Meeting set out in this Clause may be compensated from funds of the company, as decided by the General Meeting, provided that such expenses are confirmed by documents.