

APPROVED

By Resolution of the meeting  
of the Board of Directors of JSC “TransContainer”  
held on October 19, 2011 (minutes No. 4)

Chairman of the Board of Directors

\_\_\_\_\_ P.D.Ilyichev

**Regulations on Payment of Remuneration and  
Compensations to Members of the JSC “TransContainer”  
Strategy Committee**

(new version)

1. These Regulations have been developed in accordance with the Federal Law On Joint Stock Companies, the Charter, the Regulations on the Board of Directors, the Regulations on Payment of Remuneration and Compensations to Members of the JSC “TransContainer” Board of Directors, the Regulations on the Strategy Committee, and other internal documents of JSC “TransContainer” (hereinafter the “Company”).

2. These Regulations establish the procedure for, and timing of, payment of remuneration and compensations to members and the secretary of the Strategy Committee.

3. Remuneration and compensations shall be paid to members of the Strategy Committee by the Company in cash.

4. Based on these Regulations, the Strategy Committee’s budget shall be established regarding payment of remuneration and compensations to members and the secretary of the Strategy Committee.

5. The remuneration to be paid to members of the Strategy Committee shall consist of two parts: the remuneration for participation in the Strategy Committee’s meetings; and the annual remuneration.

5.1. The remuneration to members of the Strategy Committee shall be paid for participation in the meeting of the Strategy Committee.

5.2. The following remuneration shall be paid for participation in the meeting of the Strategy Committee:

– 20,000 rubles, if the member of the Strategy Committee attended the meeting personally

– 12,000 rubles, if the member of the Strategy Committee attended the meeting in absentio (provided a written opinion).

5.3. The remuneration shall be paid to members of the Strategy Committee within a month following holding the meeting of the Strategy Committee.

5.4. By resolution of the annual General Meeting of Shareholders, the annual remuneration may be paid to a member of the Strategy Committee calculated using the following formula:

$$AR = 2*(20\ 000*m+12\ 000*n), \text{ where}$$

*AR* – amount of annual remuneration

*m* – number of meetings in the accounting period personally attended by the member of the Strategy Committee

*n* – number of meetings in the accounting period attended by the member of the Strategy Committee in absentio (or regarding which he/she has provided a written opinion).

By the accounting period, for the purposes of these Regulations, shall be meant the elapsed corporate year (the period from the annual General Meeting of the Company’s Shareholders to the next annual General Meeting of the Company’s Shareholders).

5.5. The annual remuneration to members of the Strategy Committee shall be paid within a month following making of the resolution by the annual General Meeting of the Company's Shareholders regarding payment of the annual remuneration to members of the Board of Directors.

5.6. The amount of remuneration paid to the Chairman of the Strategy Committee, in accordance with Sections 5.2 and 5.5 hereof, shall be increased by 25%.

5.7. The amount of remuneration paid to the Deputy Chairman of the Strategy Committee in accordance with Sections 5.2 and 5.5 hereof shall be increased by 25%.

5.8. If any changes occur within the Strategy Committee during the corporate year, the annual remuneration to members of the Strategy Committee shall be calculated pro rata the number of meetings of the Strategy Committee attended by the member of the Strategy Committee during the corporate year.

6. Payment of compensations to members of the Strategy Committee.

6.1. Costs related to participation in a meeting of the Committee shall be reimbursed for to the member of the Strategy Committee in such manner and within such periods of time as envisaged in Section 12.1 of the Regulations on Payment of Remuneration and Compensations to Members of the JSC "TransContainer" Board of Directors.

6.2. Compensations shall be paid by the Company within one month following submission of documents evidencing the costs incurred.

7. Remuneration and compensations to members of the Strategy Committee being civil servants or officials in local authorities shall be paid in accordance with the Russian law, laws of the Russian Federation constituents, and municipal enactments.

8. Payment of remunerations and compensations to the secretary of the Strategy Committee.

8.1. The amount of remuneration to be paid to the secretary of the Strategy Committee for each meeting of the Committee shall be equal to 10,000 rubles.

8.2. Payment of remuneration to the secretary of the Strategy Committee shall be carried out by the Company within a month following meeting of the Strategy Committee.

8.3. Payment of remuneration to the secretary of the Strategy Committee shall be carried out in such manner and within such periods of time as envisaged in Sections 6.1 and 6.2 of these Regulations.

8.4. No remuneration shall be paid to the Secretary of the Strategy Committee performing the functions of the Company's corporate secretary.

9. Other costs for the purposes of the Company's financial statements which do not reduce the taxable base for the purposes of the profit tax calculation shall be the source of payment of remuneration and compensations to members and the secretary of the Strategy Committee.