

APPROVED

By Resolution of the meeting of the Board of Directors of JSC "TransContainer", which was 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"
Audit Committee**

(new version)

1. These Regulations were drafted in accordance with the Federal Law *On Joint-Stock Companies*, the Articles of Association, the Regulations on the Board of Directors, the Regulations on Payment of Remunerations and Compensations to Members of JSC “TransContainer” Board of Directors, the Regulations on the Audit Committee and other internal documents of JSC “TransContainer” (hereinafter — the “Company”).

2. These Regulations establish the procedure for and timing of payment of remunerations and compensations to members and the Secretary of the Audit Committee.

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

4. Based on these Regulations, the Audit Committee’s budget is created, as concerns payment of remunerations and compensations to members and the Secretary of the Audit Committee.

5. The remuneration paid to members of the Audit Committee consists of two parts – the remuneration for participation in the meeting of the Audit Committee and the annual remuneration.

5.1. The remuneration to members of the Audit Committee is paid for participation in the meeting of the Audit Committee.

5.2. The following remuneration is paid for participation in the meeting of the Audit Committee:

- 20,000 rubles if a member of the Audit Committee attended the meeting personally

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

5.3. The remuneration is paid to members of the Audit Committee within a month from holding the meeting of the Audit Committee.

5.4. By resolution of the annual General Meeting of Shareholders, annual remuneration may be paid to a member of the Audit 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 reporting period, which were personally attended by the member of the Audit Committee

n – number of meetings in the reporting period, which were attended by the member of the Audit Committee in absentio (provided a written opinion).

By the reporting 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 shall be paid to members of the Audit Committee within a month from making a decision by the annual General Meeting of the Company's Shareholders as to payment of the annual remuneration to members of the Board of Directors.

5.6. The amount of remunerations paid to the Chairman of the Audit Committee according to Clauses 5.2 and 5.5 of these Regulations shall be increased by 25%.

5.7. The amount of remunerations paid to the Deputy Chairman of the Audit Committee in accordance with Clauses 5.2 and 5.5 of these Regulations shall be increased by 25%.

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

6. Payment of compensations to members of the Audit Committee

6.1. Costs related to participation in a meeting of the Committee shall be reimbursed for to a member of the Audit Committee, in such manner and within such period of time as envisaged in Clause 12.1 of the Regulations on Payment of Remuneration and Compensations to Members of the JSC "TransContainer" Audit Committee.

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

7. Remunerations and compensations shall be paid to members of the Audit Committee, who are civil servants and who are officials in local authorities in accordance with Russian law, laws of the Russian Federation constituents and municipal enactments.

8. Payment of remunerations and compensations to the Secretary of the Audit Committee.

8.1. The amount of remuneration paid to the secretary of the Audit Committee for each of the Committee's meetings shall be equal to 10,000 rubles.

8.2. Payment of remuneration to the secretary of the Audit Committee shall be effectuated by the Company within a month from holding the meeting of the Audit Committee.

8.3. Payment of remuneration to the secretary of the Audit Committee shall be carried out in such manner and within such periods of time as envisaged in Clauses 6.1 and 6.2 hereof.

8.4. No remuneration shall be paid to the Secretary of the Audit Committee who acts as 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 purpose of the profit tax calculation, shall be the source of payment of remunerations and compensations to members and the secretary of the Audit Committee.