

APPROVED

By the Annual General Shareholders'
Meeting of OJSC TransContainer on
June 24, 2014
(Appendix No. 3 to the Minutes No.25)

Alterations and additions to the Charter of JSC "TransContainer"

1. To state subclause 15 of clause 2.10 of section 2 of the Charter in the following version:

"A branch of JSC "TransContainer" at Far-Eastern Railway: 680000, Khabarovsk, Dzerzhinsky st., 65"

2. To exclude subclauses 16 and 17 of clause 2.10 of section 2 of the Charter

3. To exclude the second paragraph of clause 4.4 of section 4 of the Charter;

4. To state the second paragraph of clause 7.1 of section 7 of the Charter in the following version:

"The Company is obliged to pay the dividends stated on shares of each category (type), unless otherwise provided by the Federal law "On Joint Stock Companies"."

5. To state the second paragraph of clause 7.1 of section 7 of the Charter in the following version:

"The Company is obliged to pay the dividends stated on shares of each category (type), unless otherwise provided by the Federal law "On Joint Stock Companies"."

6. To state the first paragraph of clause 7.3 of section 7 of the Charter in the following version:

"7.3. Decision of a payment (announcement) of dividends is made by the general meeting of shareholders. The stated decision should define an amount of dividends on shares of each category (type), a mode of their payment, the date, which the persons hat have a right for an acquisition of dividends count on. At the same time, the decision related to a determination of the date, which the persons hat have a right for an acquisition of dividends count on, is made only at the suggestion of the Company's Board of Directors."

7. To state clause 7.6 of section 7 of the Charter in the following version:

"7.6. The date of payment of dividends is defined by the General meeting of

shareholders in accordance with the law of the Russian Federation. The term of payment of dividends to a nominee shareholder, and the trust manager, which is the professional participant of the market of securities, that are recorded in the register of stockholders should not exceed 10 working days, and to other persons recorded in the register of stockholders should not exceed 25 working days from the date, which the persons have a right for an acquisition of dividends count on."

8. To state subclause 22 of clause 10.2 of section 10 of the Charter in the following version:

"22) making a decision of a filing an application on a listing of the Company's shares and (or) equity securities of the Company convertible to the Company's shares;"

9. Add clause 10.2 of section 10 of the Charter by subclauses 23 and 24 read as follows:

"23) making a decision of a filing an application on a delisting of the Company's shares and (or) equity securities of the Company convertible to the Company's shares;

24) a solution of other issues provided by the Federal law "On Joint Stock Companies".

10. To state subclause 11 of clause 10.5 of section 10 of the Charter in the following version:

"11) making a decision of a filing an application on a delisting of the Company's shares and (or) equity securities of the Company convertible to its shares;"

11. To state the second paragraph of clause 11.3 of the Charter in the following version:

" The date of drawing a list of the persons that have a right to participate in the General meeting of shareholders cannot be determined earlier than 10 (ten) days from the date of a making the decision of a holding of the General meeting of shareholders and more than 50 (fifty) days from the date of a holding of the General meeting of shareholders, except as otherwise provided by clause 14.9. of this Charter."

12. To add a paragraph of the following content to the clause 11.3 of the Charter:

" Information on the date of drawing a list of the persons that have a right to participate in the meeting of shareholders, is declared no less than 5 days before such date."

13. To state the first paragraph of clause 11.4 of section 11 of the Charter in the following version:

" A notification about a holding of the General meeting of shareholders is sent to each person stated in the list of the persons that have a right to participate in the

General meeting of shareholders by registered letter or is posted in the information and telecommunication network "Internet" on the web-site of the Company www.trcont.ru not later than 30 (thirty) days before the date of its holding."

14. To state the fourth paragraph of clause 11.4 of section 11 of the Charter in the following version:

" In case, if a nominee shareholder is the person recorded in the register of shareholders of the Company, a notification about a holding of the General meeting of shareholders, and also the information (materials) subject to a provision to the persons that have a right to participate in the General meeting of shareholders at a preparation to a holding of the General meeting of shareholders is sent by electronic means (as the electronic documents signed by the electronic signature) to a nominee shareholder. The nominee shareholder is obliged to inform his depositors of a notification about a holding of the General meeting of shareholders, and also the information (materials) received by him in accordance with this paragraph in the order and within the terms that are stated by the normative legal acts of the Russian Federation or an agreement with the depositor."

15. To add a paragraph of the following content to the clause 11.4 of section 11 of the Charter:

"A scan copy of the minutes of the depositors of a notification about a holding of the General meeting of shareholders within 3 (three) days after its signing is posted in the information and telecommunication network "Internet" on the web-site of the Company: www.trcont.ru"

16. To state the second paragraph of clause 12.3 of section 12 of the Charter in the following version:

" The date of drawing a list of the persons that have a right to participate in an absentee voting on issues on the agenda of the General meeting of shareholders cannot be determined no less than 10 (ten) days from the date of making the decision of a holding of the General meeting of shareholders of the Company and no more 50 (fifty) days before the date a reception of bulletins by the Company."

17. To state the clause 14.8 of section 14 of the Charter in the following version:

"14.8. In case, if during the term specified in clause 14.6 of section 14 of this Charter, a decision of a calling of the extraordinary General meeting of shareholders has not been made by the Board of Directors or a decision of a refusal of its calling has been made, a body of the Company or the persons that demand its calling have a right to turn to the court with a request about a compulsion of the Company to hold the extraordinary General meeting of shareholders.

In case, if an execution of a decision of the court about a compulsion of the Company to hold the extraordinary General meeting of shareholders is left on the Plaintiff or upon his application on the body of the Company or other person, the

body or person, which holds the extraordinary General meeting of shareholders is left on the Plaintiff or upon his application in accordance with the decision of the court and has the authority provided by the Federal law "On Joint Stock Companies" and this Charter that are required for a calling and holding of the General meeting of shareholders."

18. To replace the words "within 70 (seventy) days" with the words " within 95 (ninety-five) days" in the clause 14.9.1 of section 14 of the Charter

19. To state the clause 14.9.3 of section 14 of the Charter in the following version:

"14.9.3. The date of drawing a list of the persons that have a right to participate in the General meeting of shareholders cannot be determined no less than 10 (ten) days from the date of making the decision of a holding of the General meeting of shareholders and more than 80 (eighty) days before the date of a holding of the General meeting of shareholders."

20. To state the clause 15.1 of section 15 of the Charter in the following version:

"The Board of Directors carries out the general management of the Company's activities with the exception of a solution of the issues referred by the Federal law "On Joint Stock Companies" to a competence of the General meeting of shareholders.

The following issues relate to a competence of the Board of Directors:

1) a determination of priority areas of activity of the Company, a confirmation of the development strategy, investment programme (investment projects) of the Company, other long-range plans and main programmes of activity of the Company, introduction of alterations (adjustments) to them, and also a consideration of reports about their implementation

2) a calling of annual and extraordinary General meetings of shareholders, except as otherwise provided by a clause 14.8. of section 14 of this Charter, and also an announcement of the date of a holding of new General meeting of shareholders instead of failed meeting by reason of the absence of the quorum

3) a confirmation of the notification of the date of the General meeting of shareholders

4) an election of the Secretary of the General meeting of shareholders

5) a determination of the date of drawing a list of the persons that have a right to participate in the General meeting of shareholders, solution of other issues connected with a preparation and a holding of the General meeting of shareholders

6) submission for the decision of the General meeting of shareholders the issues provided by the Federal law "On Joint Stock Companies"

7) a placement by the Company of supplement shares, in which privileged shares of the certain type placed by the Company are converted, converted in ordinary shares or privileged shares of other types, if such placement is not connected with an increase of the share capital of the Company, and also a placement by the Company of bonds and other equity securities, with the exception

of shares

8) confirmation of a decision of an issue of securities, listing prospectus and the report about the results of an issue of securities and reports about the results of an acquisition of shares of the Company

9) determination of the price of the property, placing price or the order of its determination and repurchase of equity securities in the cases provided by the Federal law "On Joint Stock Companies", and also at a solution of the issues stated in subclauses 21 and 45 of the clause 15.1 of this Charter

10) acquisition of shares, bonds and other securities placed by the Company in the cases provided by the Federal law "On Joint Stock Companies"

11) an alienation (sale) of the Company's shares transferred to the ownership of the Company due to their acquisition or repurchase from the Company's shareholders

12) election of the General Director and early termination of his powers

13) recommendations to the General meeting of shareholders for an amount of remunerations and compensations paid to members of the Audit Commission and a determination of an amount of payment of the Auditor's services

14) recommendations for an amount of a dividend on shares and an order of its payment

15) approval of the internal documents of the Company defining the order of a generation and use of the Company's funds

16) making a decision of the use of the Company's funds, confirmation of statements of the use of means of special-purpose funds and a consideration of the results of an implementation of the statements of the use of means of special-purpose funds

17) approval of the internal documents of the Company with the exception of the internal documents, a confirmation of which is related to a competence of the General meeting of shareholders, and also other internal documents, a confirmation of which is related to a competence of the executive bodies of the Company

18) approval of the annual business plan, the Company's budget and the report about the results of a performance of the business plan and the Company's budget

19) a foundation of branches and an opening of the Company's representations and their liquidation

20) coordination of nominations for the offices of managers of branches and representations of the Company;

21) making a decision of the Company's participation in other organizations, including a coordination of constitutive documents and candidatures to administrative authorities of re-created organizations (with the exception of decisions of a participation on the organizations stated in the subclause 18 of the clause 10.2 of section 10 of this Charter), making a decision of a change of a part of participation of (number) the shares, an amount of units, parts, encumbrance of shares, parts and a termination of the Company's participation in other organizations

22) making decisions related to an receipt and issue by the Company of loans, guarantees, sureties, a conclusion of credit agreements and loan agreements, pledge, assumption of obligations on bills by the Company (issue of ordinary and exchange bills), unless otherwise provided by the internal documents of the

Company adopted by the Board of Directors

23) making a decision of a conclusion of a transaction or several interrelated transactions, the subject of which is the property, works and services, a value of which is from 5 to 25 per cent of the balance sheet of assets of the Company determined by the date of making the decision of a conclusion of a transaction, and also transactions, the subject of which is the property, works and services, a value of which is 25 and more per cent of the balance sheet of assets of the Company determined by the date of making the decision of a conclusion of a transaction made in the process of ordinary economic activity of the Company

24) approval of large transactions in the cases provided by the Chapter X of the Federal law "On Joint Stock Companies"

25) approval of the transactions provided by the Chapter XI of the Federal law "On Joint Stock Companies"

26) approval of registrar of the Company, terms of a contract with him, and also termination of a contract with him

27) election of the Chairman of the Board of Directors and early termination of his office

28) election of the deputy Chairman of the Board of Directors and early termination of his office

29) election and termination of office of the Corporate Secretary of the Company, approval of the Regulations on the Corporate Secretary

30)) the preliminary approval of decisions of a settlement by the Company of:

a) the transactions connected with a transfer of property of the Company or property rights (demands) to itself or to the third party without compensation with the exception of the transactions concluded with federal executive bodies, their territorial subdivisions by virtue of the Law of the Russian Federation.

b) the transactions connected with a releasing from the property obligation to itself or to the third party;

c) the transactions connected with a rendering of services (carrying-out of works) to third parties by the Company without compensation;

31) coordination of combination of posts in the management agencies of other organizations by the General Director of the Company

32) coordination of nominations for separate offices of administrative personnel of the Company determined by the Board of Directors

33) making a decision of a presentation to the General Director of the Company of a simultaneous bonus payment to the persons that are in office of the Company's administrative personnel, coordination of candidatures for which is determined by the Board of Directors

34) a definition of a conformance of members of the Board of Directors of the Company to criteria of independence of a member of the Board of Directors specified by the Company's internal documents

35) approval of the Policy and the Conception of the corporate risk management system, the corporate risk map, a plan of measures for a prevention of the detected risks, parameters of a risk rating, and also a consideration of the

reports about an implementation of the plan of measures for critical risks

36) estimation of operation of the system of risk management and internal control, and also the Company's corporate management system.

37) approval of the nominee of the manager of the Internal Audit Service of the Company."

38) approval of the annual budget of the Internal Audit Service of the Company, a plan of operations of the Internal Audit Service for a calendar year, and also a consideration of the report about an implementation of the plan of operations of the Internal Audit Service

39) making a decision of a suspension of powers of the management company (manager)

40)) making a decision of an appointment of the Acting General Director of the Company in the cases provided by the clauses 21.14 and 21.15 of section 21 of this Charter

41) bringing the General Director of the Company to disciplinary responsibility and his reward in accordance with the labor law of the Russian Federation

42) a consideration of the reports of the General Director about the activity of the Company , about a implementation of decisions of the General meeting of shareholders and the Board of Directors

43) an approval of the procedure of coordination of the Company with the organizations, which the Company participates in

44) a determination of the Company's position (the Company's representatives) on the following issues on the agenda of the general meeting of shareholders (participants) and meetings of the Board of Directors of subsidiaries and economic affiliates (hereinafter referred to as subsidiaries and affiliates), including a delegation to participate or not participates in a voting on the issues on the agenda, to vote for the projects of decisions as "in favor", "against" or "abstain":

a) reorganization and liquidation of the subsidiaries and affiliates;

b) about a determination of the qualitative composition of the Board of Directors of the subsidiaries and affiliates, recommendation and election of its members and early termination of their authorities;

c) about a determination of the number, nominal value, class of the declared shares of the subsidiaries and affiliates and the right that are provided by these shares;

d) about an increase of the share capital of the subsidiaries and affiliates by an increase of a value of placement of supplement shares;

e) about a placement of the securities of the subsidiaries and affiliates converted in ordinary shares;

f) about split and consolidation of shares of the subsidiaries and affiliates;

g) about an approval of large transactions made by the subsidiaries and affiliates;

h) about a participation of the subsidiaries and affiliates in other organizations (about entry the operating company or a foundation of new company), and also about acquisition, alienation and encumbrance of the shares and stakes in shares capital of the organizations, which the subsidiaries and affiliates participates in, a change of a share of participation in the share capital of the relevant company;

i) about an introduction of amendments and additions to the constitutive documents of the subsidiaries and affiliates;

j) about a payment to members of the Board of Directors (supervisory board) and the Audit Commission of the subsidiaries and affiliates of remunerations and compensations

45) an approval of conclusion of transactions, the subject of which is the Company's non-current assets in the amount of from 10 to 25 per cent of the balance sheet of these assets of the Company at the date of a making the decision of a conclusion of such transaction, and also the subject of which is the shares and stakes of the subsidiaries and affiliates to the number of more than 10 per cent of their share capitals

46) an appointment of the Company's representatives for a membership in highest management bodies of the companies of any organizational and legal form, which the Company participates in

47) making a decision of a recommendation by the Company of nominees for election for the office of the sole executive body, in other administrating authorities, control authorities, and also the nominee of the Auditor of the companies of any organizational and legal form, which the Company participates in

48) a determination of directions of a provision of the Company's insurance protection, including an appointment of the Company's Insurer

49) an appointment of the independent valuator (valuators) for a definition of a value of shares, property and other assets of the Company in the cases provided by the Federal Law "On Joint Stock Companies" and this Charter

50) an approval of transactions for an alienation of the estate property of the Company

51) an establishment of the order of a commencement of lease of the estate property of the Company

52) an approval of the Company's corporate identity

53) making a decision of a foundation of the Committees at the Board of Directors of the Company, an approval of the provisions on the Committees, and also a definition of the qualitative composition of the Committees, an election of members of the Committees and early termination of their authorities

54) an approval of the Provision on the Internal Audit Service

55) making a decision of a foundation and registration of the corporate mass media

56) evaluation of a work of the Board of Directors of the Company and its committees

57) other issues related to a competence of the Board of Directors by the Federal Law "On Joint Stock Companies" and this Charter

21. To exclude the words "and on an offer for the General meeting of shareholders to reduce the share capital of the Company till the amount, which is less than a value of its net assets" in the first paragraph of clause 18.8 of section 18 of the Charter;

22. To exclude clause 21.9. of section 21 of the Charter.

23. To state subclause 17 of clause 24.1 of section 24 of the Charter in the following version:

"17) notifications on a conclusion of the shareholder agreements sent to the Company, and also lists of the persons that conclude such agreements;"

24. To add subclauses 18 and 19 of the following content to clause 24.2 of section 24 of the Charter:

"18) court decrees on the deputies connected with a foundation of the Company, its management or membership in it;

19) other documents set forth by Russian legislation, this Charter, internal documents of the Company and decisions of the administrating authorities of the Company.";

25. To replace the words "by the Federal Securities-Market Agency" with the words "the Bank of Russia" in clause 24.2 of section 24 of the Charter