

Proposed amendments and supplements to the Articles of PJSC TransContainer

Item No.	Current edition	Proposed amendments/supplements	Grounds/comment
1.	<p>Item 1 Paragraph 11.4</p> <p>The notice of the General Meeting of Shareholders shall be published in the information and telecommunication network Internet at the Company's website www.trcont.ru not later than 30 (thirty) days prior to the meeting date, unless the legislation of the Russian Federation provides for a longer period.</p>	<p>In Item 1 Paragraph 11.4 and hereinafter in the document, the former address of the official site shall be substituted by the new address of the official site of the Company www.trcont.com.</p>	<p>The official site of the Company is currently functioning at the address: www.trcont.com.</p>
2.	<p>Sub-paragraph 1 Paragraph 15.1 (the competence of the Board of Directors): defining priority directions of the Company's activity, approval of the development strategy, investment program (investment projects) of the Company, other long-term plans and major programs of the Company's activity, introduction of amendments (adjustments) to them, and consideration of reports on their implementation;</p>	<p>In Sub-paragraph 1 Paragraph 15.1 (the competence of the Board of Directors), the words "investment program (investment projects) of the Company" shall be deleted.</p>	<p>This shall be relocated to Sub-paragraph 19 Paragraph 15.1 of the Articles of the Company since the investment program is in fact a part of the Company's budget.</p>
3.	<p>Sub-paragraph 19 Paragraph 15.1 (the competence of the Board of Directors): approval of the Company's budget and its adjustments;</p>	<p>Sub-paragraph 19 Paragraph 15.1 (the competence of the Board of Directors) shall read as follows: approval of the Company's budget, investment program and their adjustments;</p>	<p>This shall be relocated from Sub-paragraph 1 Paragraph 15.1 to Sub-paragraph 19 Paragraph 15.1 of the Articles of the Company since the investment program is in fact a part of the Company's budget.</p>

4.	Sub-paragraph 52 Paragraph 15.1 (the competence of the Board of Directors): appointment of the Company's representatives to participate in supreme governing bodies of the legal entities controlled by the Company, except for the cases when the Company is represented by the General Director of the Company;	Sub-paragraph 52 Paragraph 15.1 (the competence of the Board of Directors) shall be deleted.	It is suggested to refer the consideration of this issue to the competence of the Governing Body, since according to the provisions of the Articles and the internal documents of the Company the representative shall vote on the items on the agenda in supreme governing bodies of the legal entities controlled by the Company, following the existing viewpoint of the Company. Besides, it will remove a significant barrier of expeditious considering an item by supreme governing bodies of the legal entities controlled by the Company when it is impossible for the General Director of TK to participate in and it will also remove technical restrictions of the Company's right to attend the meetings of supreme governing bodies of the legal entities controlled by the Company.
5.	Sub-paragraph 53 Paragraph 15.1 (the competence of the Board of Directors) Taking a decision on the Company's nomination of candidates to be elected to the governing and control bodies, as well as candidates for the position of the auditor of the legal entities controlled by the Company.	In Sub-paragraph 53 Paragraph 15.1 (the competence of the Board of Directors) the words "as well as candidates for the position of the auditor of the legal entities controlled by the Company" shall be substituted by the words "as well as approval of general requirements to auditors of the legal entities controlled by the Company".	As a result of the discussions at the Strategy Committee.
6.	-	Paragraph 15.1 (the competence of the Board of Directors) shall be supplemented with Sup-paragraph	According to Sub-paragraph 5.1.4 of the Russian Corporate

		as follows: Monitoring of the proper organization and effective functioning of the system of the Company's information disclosure, as well as of ensuring access of shareholders to the information of the Company;	Governance Code recommended for application by the Bank of Russia.
7.	Sub-paragraph 1 Paragraph 18.5 approval of priority activities, as well as financial and business plan of the Company;	In Sub-paragraph 1 Paragraph 18.5 the words "financial and business plan" shall be substituted by the words "budget".	In order to unify the terminology used in the Articles of the Company.
8.	Note to Sub-paragraph 7 Paragraph 18.5 Essential transactions of the Company shall be defined as transactions referred by these Articles to the competence of the Board of Directors.	Note to Sub-paragraph 7 Paragraph 18.5 which shall be read as follows: Essential transactions of the Company shall be defined as transactions referred by these Articles to the competence of the Board of Directors and the amount (sum) of which shall be 25 or more percent of the carrying value of the Company's assets defined according to the data of its accounting (financial) statements for the last reporting date.	In order to eliminate the need to approve all transactions referred by the Articles to the competence of the Board of Directors only at meetings in presentia.
9.	Paragraph 18.12: The resolution on approval or further approval of an interested party's transaction shall be passed by the Board of Directors by the majority of votes of the members of the Board of Directors who are not interested in its implementation which are not and were not considered to be transactions, for the period of one year preceding the adoption of resolution, provided for by Article 83 of the Federal Law On Joint Stock Companies.	Paragraph 18.12 shall be read as follows: The resolution on the approval of an interested party's transaction, the question of approving which is submitted to the Board of Director according to Paragraph 1 Article 81 of the the Federal Law On Joint Stock Companies, shall be passed by the Board of Directors by the majority of votes of the directors who are not interested in its implementation which are not and were not considered to be transactions, for the period of one year preceding the adoption of resolution, provided for by Article 83 of the Federal Law On Joint Stock Companies. If a transaction which is referred by this Articles to the competence of the Board of Director is simultaneously an interested party's transaction or any other transaction the procedure of which is established by the legislation of the Russian Federation, such a	According to Article 83 of the Federal Law On Joint Stock Companies and in order to avoid potential conflict between the Articles and the provisions of the Federal Law On Joint Stock Companies about interested party's transactions.

		transaction shall be carried out in accordance with the procedure established by the legislation of the Russian Federation.	
10.	Sub-paragraph 6 Paragraph 22.1 (the competence of the Governing Body): determination of the Company's (the Company representatives') position concerning the following items, that are not referred to the competence of the Board of Director, on the agenda of governing bodies of the legal entities controlled by the Company, as well as items on the agenda of governing bodies of other most significant legal entities which are members of the Group of the Company and which are listed in the register approved by the Governing Body (hereinafter referred to as LEs):	In Sub-paragraph 6 Paragraph 22.1 (the competence of the Governing Body) the words "(hereinafter referred to as LEs)" shall be deleted. Hereinafter in the document the word "LEs" shall be deleted.	It is suggested to refuse any further use of the abbreviation "LEs" since the abbreviation is considered to be redundant because, according to Item 1 of the mentioned paragraph, it is clear that the competence of the Governing Body include the following issues: 1) items on the agenda of governing bodies of the legal entities controlled by the Company which are not referred to the competence of the Board of Director of PJSC TransContainer 2) items on the agenda of other most significant legal entities which are members of the Group of the Company and which are listed in the register approved by the Governing Body.
11.	Sub-paragraph 9 Paragraph 22.1 (the competence of the Governing Body): adopting a resolution on conclusion of transactions or several interrelated transactions the subject of which is the property, works and services the cost of which is equal to 2 - 5 per cent of the carrying value of the Company's assets, determined as of the date of passing the resolution on concluding the transaction, except for the transactions the approval of which is	Sub-paragraph 9 Paragraph 22.1 (the competence of the Governing Body) the words "interrelated transactions" shall be followed by the words "concluded during the period equal to one calendar year".	In order to exclude situations when the Governing Body of the Company is obliged to consider a large number of transactions, on formal grounds, the amount of obligations for which exceeds the established limit.

	referred to the competence of the General meeting of shareholders and the Board of Directors of the Company;		
12.	-	<p>Paragraph 22.1 (the competence of the Governing Body) shall be supplemented with the Sup-paragraph as follows:</p> <p>18) appointment of representatives of the Company for participation in supreme governing bodies of the legal entities controlled by the Company and legal entities which are members of the Group of the Company and which are listed in the register approved by the Governing Body, except for the cases when the Company is represented by the General Director of the Company.</p>	Since the mentioned issue is suggested to be excluded from the competence of the Board of Directors and to be transferred to the Governing Body's competence.
13.	<p>Section 26:</p> <p>26.1. The Company shall keep the following documents:</p> <p>1) The Articles of the Company, amendments and supplements thereto registered in accordance with the applicable procedure, the resolution on establishment of the Company, certificate of the Company's state registration;</p> <p>2) documents confirming the rights of the Company to the property on its balance;</p> <p>3) internal documents of the Company;</p> <p>4) the Regulations on the Company's branches and representative offices;</p> <p>5) annual reports;</p> <p>6) resolutions on issue of securities;</p> <p>7) securities prospectuses, quarterly issuer's reports and other documents containing information subject to publication or disclosure otherwise according to the federal laws;</p>	<p>Section 26 shall be read as follows:</p> <p>26.1. The Company shall keep the documents provided for by the Federal Law On Joint Stock Companies, these Articles, Company's internal documents, resolutions of the Company's governing bodies, as well as documents stipulated by legal acts of the Russian Federation.</p> <p>26.2. The Company shall keep the documents referred to in Paragraph 26.1 of these Articles at the location of the executive body of the Company in the manner and within the time frames established by the Bank of Russia.</p> <p>26.3. When reorganizing the Company all documents shall be transferred to the assignee following the established procedure.</p> <p>26.4. When liquidating the Company the documents intended for permanent storage of scientific and historical importance shall be transferred for state storage to the relevant body, the personnel records</p>	In order to avoid duplication of relevant provisions of the legislation.

<p>8) accounting documents; 9) accounting (financial) statement documents; 10) minutes of the General Meeting of Shareholders, the Board of Directors' meetings, the Audit Commission and the Company's Governing Body; 11) ballot papers as well as powers of attorney (copies of the powers of attorney) to participate at the General Meeting of Shareholders; 12) appraisers' reports; 13) lists of the Company's affiliates; 14) lists of people entitled to participate at the General Meeting of Shareholders and people entitled to receive dividends, and other lists compiled by the Company for execution of the shareholders' rights according to the requirements of the Federal Law On Joint Stock Companies; 15) reports of the Audit Commission, the Company's Auditor, state and local financial control bodies; 16) Memorandum of association of the Company; 17) notices on conclusion of the shareholders' agreements sent to the Company and lists of people who concluded such agreements; 18) judicial acts on disputes related to founding the Company, governing thereof or membership therein. 19) other documents provided for by the Federal Law On Joint Stock Companies, these Articles, Company's internal documents and resolutions of the Company's governing bodies, as well as documents stipulated by legal acts of the Russian</p>	<p>(orders, personnel files and account records, personal accounts, etc.) shall be transferred for storage to the relevant archive of the constituent entity of the Russian Federation. Transfer and arrangement of documents shall be performed following the requirements of the archive bodies. The information on the Company shall be provided by it according to the requirements of the legal acts of the Russian Federation. 26.5. The Company ensures access to information and documents for shareholders in accordance with the procedure and within the deadlines provided for by Article 91 of the Federal Law On Joint Stock Companies and other legal acts of the Russian Federation</p>	
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<p>Federation.</p> <p>26.2. The Company shall keep the documents referred to in Paragraph 26.1 of these Articles at the location of the executive body of the Company in the manner and within the time frames established by the Bank of Russia.</p> <p>26.3. When reorganizing the Company all documents shall be transferred to the assignee following the established procedure.</p> <p>26.4. When liquidating the Company the documents intended for permanent storage of scientific and historical importance shall be transferred for state storage to the relevant body, the personnel records (orders, personnel files and account records, personal accounts, etc.) shall be transferred for storage to the relevant archive of the constituent entity of the Russian Federation. Transfer and arrangement of documents shall be performed following the requirements of the archive bodies.</p> <p>The information on the Company shall be provided by it according to the requirements of the legal acts of the Russian Federation.</p> <p>26.5. The Company shall provide shareholders with access to the documents provided for by Paragraph 26.1. of this article. Shareholder(s) cumulatively holding at least 25 per cent of the Company voting shares shall be entitled to access accounting documents and minutes of meetings of the Governing Body.</p> <p>26.6. The documents provided for by Paragraph 26.1 hereof shall be submitted by the Company within 7 (seven) business days upon receipt of the relevant requirement for</p>		
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	<p>familiarization in the premises of the Company's executive body.</p> <p>On request of people entitled to have access to the documents provided for by Paragraph 26.1 hereof, the Company shall provide them with copies of the documents specified.</p> <p>The cost for making copies of the documents shall be set by the General Director and shall not exceed the expenses amount for their making.</p> <p>26.7. The Company ensures access to the information for shareholders and Company's employees taking into account the requirements of the legislation of the Russian Federation On State Secrets.</p>		
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