

APPROVED
by resolution of the General Meeting of
shareholders of PJSC TransContainer of
June, 28 2016 (protocol No. 30)

**Provision on payment of remunerations and recompenses to
the members of the Board of Directors of
PJSC TransContainer
(new edition)**

1. This Provision is developed in accordance with the Clause 2, Article 64 of the Federal Law "On Joint Stock Companies" and defines the amount and the procedure of payment of remunerations and recompenses to the members of the Board of Directors of the Public Joint Stock Company "Centre for cargo container traffic "TransContainer" (hereinafter - the Company).

2. Remuneration paid to members of the Board of Directors of the Company (hereinafter – the Board of Directors) consists of two parts: remuneration for attending the Board of Directors' meeting and the annual remuneration.

3. For attending the Board of Directors' meeting, the remuneration shall be paid to a member of the Board of Directors in the amount of:

– 30,000 roubles in the event that a member of the Board of Directors attended the meeting personally;

– 15,000 roubles in the event that a member of the Board of Directors attended the meeting in absentia or submitted a written opinion.

4. The remuneration shall be paid to a member of the Board of Directors for his attending the Board of Directors' meeting within one month after holding the meeting of the Board of Directors.

5. The remuneration for attending the Board of Directors' meeting shall be paid in the event that the over the planned loss occurs as of the last reporting date (the quarter, the year), preceding the date of holding the Board of Directors' meeting.

6. The annual remuneration for a member of the Board of Directors is calculated by the following formula:

$$S_{year} = 3,300,000 * K, \text{ where}$$

3,300,000 roubles is a basis to calculate the annual remuneration amount;

K - coefficient taking into account the participation of a member of the Board of Directors at the meetings of the Board of Directors (regardless of the form of participation).

Coefficient K is calculated by the following formula:

$$K = \text{number of meetings of the Board of Directors where the member of Board of Directors took part (regardless of the form of participation)} / \text{Total number of meeting for the reporting period.}$$

For purposes of this Provision, the reporting period is understood as the previous corporate year (the period from the Annual General Meeting of Company's Shareholders till the next Annual General Meeting of Company's Shareholders).

7. The annual remuneration shall be paid to members of the Board of Directors within one month after holding the Annual General Meeting of Shareholders of the Company.

The annual remuneration shall not be paid to members of the Board of Directors in the following cases:

if a decision on the non-payment of annual remuneration to members of the Board of Directors has been taken by the Annual General Meeting of Shareholders;
if the Company earned the net loss in the reporting period;
as provided for in the Clause 18 of this Provision.

8. According to Clauses 3 and 6 of this Provision, the amount of remuneration paid to the Chairman of the Board of Directors is increased by 50%.

9. According to Clauses 3 and 6 of this Provision, the amount of remuneration paid to the Deputy Chairman of the Board of Directors is increased by 25%.

10. The members of the Board of Directors are paid an annual additional remuneration for the work in committee of Board of Directors. The amount of the additional remuneration paid to the member of the Board of Directors, is a member of the Board of Directors Committee, 25% of the annual remuneration provided for in Clause 6 of this Provision. If a member of the Board of Directors is the Chairman of the committee or a member of two or more committees of the Board of Directors, the amount of additional remuneration is 33% of the annual remuneration provided for in Clause 6 of this Provision.

11. In the event that the composition of the Board of Directors was changed during the corporate year, the payment of annual remuneration to members of the Board of Directors shall be calculated pro rata with a number of meetings of the Board of Directors, which the member of the Board of Directors attended for a corporate year.

12. The following expenses in connection with attending the meeting of the Board of Directors (the Board of Directors' committee) are recompensed in the amount of actual expenses confirmed by primary documents:

1) expenses for travel to the place of holding the meeting of the Board of Directors (the Board of Directors committee) and back (including the insurance of passengers on the transport, payment for services for the execution of passage documents) - for a business class airline ticket or for a sleeping car ticket;

2) expenses for travel from the airport or the railway station to the hotel and back;

3) services of VIP halls at airports and railway stations;

4) expenses for the accommodation in the hotel in the suite for the single accommodation;

5) expenses for communication bills, voice services and Internet services;

6) as well as other expenses connected with attending by the member of the Board of Directors the Board of Directors' (the Board of Directors' committee's) meeting.

Expenses of the member of the Board of Directors connected with attending the Board of Directors' (the Board of Directors' committee's) meeting are

recompensed for the whole period of performing duties of the member of the Board of Directors.

13. In consultation with the member of the Board of Directors, the expenses mentioned in the Clause 12 of this Provision may be paid directly at the Company's expense.

14. The payment of reimbursements is made by the Company within one month after the submission of documents confirming the incurred expenses.

15. The payment of remuneration and recompense to members of the Board of Directors is made by the Company in the monetary form.

16. The source of payment of remunerations and recompenses to the members of the Board of Directors is other costs for purposes of financial reporting of the Company not reducing the tax basis in order to calculate the income tax.

17. The payment of remunerations and recompense to members of the Board of Directors who hold state civil service positions, as well as who are local government officials, shall be paid in accordance with the legislation of the Russian Federation, constituent entities of the Russian Federation, and municipal legal acts.

18. The member of Board of Directors has a right to refuse to receive remunerations and (or) recompenses provided for by this Provision in full or partially in pursuance of prohibitions (limitations) established by legislation of the foreign country or otherwise, by means of filing the written application for a refusal of such payments addressed to the Director General of the Company.