

APPROVED

The annual General Meeting of  
Shareholders of PJSC "TransContainer"  
on June 22, 2017 (Appendix No. to the  
minutes No. \_\_\_ of June 24, 2017)

Presiding Officer

At the Annual General Meeting of  
Shareholders of PJSC "TransContainer"

\_\_\_\_\_ / \_\_\_\_\_

Amendments to the Regulations on payment of remuneration and compensation to the members of the Board of Directors of PJSC "TransContainer" approved by the annual General Meeting of Shareholders on June 28, 2016 (Minutes No. 30)

1. Item 6 of the Regulation on payment of remuneration and compensation to the members of the Board of Directors of PJSC "TransContainer" approved by the annual General Meeting of Shareholders on June 28, 2016 (Minutes No. 30) (hereinafter - the Regulations) shall be amended as follows:

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

$S_{\text{year}} = 4,300,000 * K$ , where

4,300,000 roubles is a basis to calculate the annual remuneration amount;

K1 - 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 K1 is calculated by the following formula:

$K1 = \text{number of meetings of the Board of Directors where the member of Board of Directors took part (regardless of the form of participation)} / \text{Total number of meeting for the reporting period.}$

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).»

2. Item 7 of the Regulation shall be amended as follows:

«7. The annual remuneration, including the additional 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, including the additional 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».

3. Item 8 of the Regulation shall be amended as follows:

«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 100%»

4. Item 10 of the Regulation shall be amended as follows:

«10. For the work in a committee of the Board of Directors member of the Board of Directors receives the additional annual remuneration.

The additional annual remuneration for a member of the Board of directors is calculated by the following formula:

$D \text{ year} = 4\,300\,000 * K2 * K3$ , where

4 300 000 roubles is a basis to calculate the annual remuneration amount;

K2 – coefficient taking into account the participation of a member of the Board of Directors at the meetings of a committee (regardless of the form of participation).

K3 – additional coefficient taking into account the contribution made by a member of the Board of Directors to the work of a committee (member of the committee, chairman of the committee).

Coefficient K2 is calculated by the following formula:

$K2 = \text{number of meetings of the committee of the Board of Directors where the member of Board of Directors took part (regardless of the form of participation)} / \text{Total number of meetings for the reporting period.}$

Coefficient K3 is equal to:

25% - if a member of the Board of directors is a member of a committee or a deputy chairman of a committee.

33% - if a member of the Board of directors is a chairman of a committee.

In the case of participation of a member of the Board of Directors in more than one committee additional annual remuneration is calculated and paid for participation in each committee.

5. Item 11 of the Regulation shall be amended as follows:

«11. In the event that the composition of the Board of Directors was changed during the corporate year, the payment of annual remuneration, including the additional 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».