

Regulation of Board of Directors of PJSC TransContainer (restated)

1 General provisions

1.1. This Regulation is developed according to the Civil Code of the Russian Federation, the Federal Law "On joint-stock companies", provisions of the Corporate Governance Code, recommended for use by the Bank of Russia, other regulatory legal acts of the Russian Federation and Charter of the Public Joint-Stock Company "Centre for Cargo Container Traffic "TransContainer"(hereinafter referred to as the Company).

1.2. This Regulation is an internal document of the Company, which determines the proceedings of the Board of Directors of the Company (hereinafter referred to as the Board of Directors).

The Board of Directors is the governing body of the Company, which carries out the General management of the Company, with the exception of issues referred by the Federal Act "On joint stock companies" to competence of the General meeting of shareholders, including the strategic management of the Company, defines the basic principles and approaches to the organization of the risk management and internal control, supervises the activities of Executive bodies of the Company, including the execution of decisions of the General meeting of shareholders and ensuring the rights and legitimate interests of shareholders and performs other key functions in accordance with the legislation of the Russian Federation, the Charter, this Regulation and other internal documents of the Company.

2. Chairman and Deputy Chairman of the Board of Directors

2.1. The work of the Board of Directors is organized by the Chairman of the Board of Directors.

2.2. The Chairman of the Board of Directors and Deputy chairman of the Board of Directors are elected by members of the Board of Directors from their number by a majority of votes from the total number of members of the Board of Directors.

The General Director of the Company cannot be the Chairman of the Board of Directors at the same time.

2.3. The Board of Directors is entitled at any time to re-elect the Chairman of the Board of Directors by a majority of votes from the total number of the Board of Directors.

2.4. Chairman of Board of Directors:

- 1) organizes the development of the work plan of the Board of Directors;
- 2) organizes control over the execution of resolutions of the Board of Directors;
- 3) convenes meetings of the Board of Directors;
- 4) ensures the timely provision of members of the Board of Directors with information (materials), required for adopting resolutions on issues on the agenda;
- 5) ensures the elaboration of effective resolutions on issues on the agenda and initiates the formulation of drafts of such resolutions;
- 6) determines the form of meetings of the Board of Directors;
- 7) approves the agenda of meetings of the Board of Directors;
- 8) determines the list of materials (information) on items on agenda of meetings, provided to members of the Board of Directors;
- 9) determines the list of persons, invited for participation in discussing separate items on agenda of meetings of the Board of Directors;

10) chairs at meetings of the Board of Directors;

11) signs the minutes of meetings of Board of Directors, demands on carrying out of an inspection (revision) of the financial and economic activity of the Company and other documents on behalf of the Board of Directors;

12) chairs at General Meetings of Company's shareholders, announces the agenda, informs on upcoming speeches and reports, as well as performs other functions of the chairman at the General Meeting of Company's shareholders provided for in the Regulation on the procedure of preparation and holding of the General Meeting of Shareholders of PJSC "TransContainer";

13) performs other functions, foreseen by the legislation of the Russian Federation, Company's Charter and resolutions of the Board of Directors.

2.5 If the Chairman of the Board of Directors is absent, his functions are performed by the Deputy Chairman of the Board of Directors.

A member of the Board of Directors, who is the General Director of the Company cannot be elected to be the Deputy Chairman of the Board of Directors.

2.6 If both the Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors are absent, then the functions of the Chairman of the Board of Directors are performed by one of the members of the Board of Directors, elected by the simple majority of votes of those present at the meeting of members of the Board of Directors.

3. Members of the Board of Directors, their rights, responsibilities and obligations

3.1. Within the competence of the Board of Directors its members are entitled:

1) to receive information on the activity of the Company, including information that constitutes commercial secret of the Company, to review its accounting and other documents, all constituent, regulatory, accounting, reporting, contractual and other documents of the Company;

2) to make written proposals on formation of the work plan of the Board of Directors;

3) to introduce issues to the agenda of meetings of the Board of Directors in accordance with the established procedure;

4) to demand the convening of the meeting of Board of Directors in accordance with procedure, provided for in this Regulation;

5) 5) to discuss at meetings of the Board of Directors the performance of the Company, to make proposals and vote on issues on the agenda of meetings of the Board of Directors of the Company;

6) to require the inclusion in the minutes of the meeting of the Board of Directors his (her) special opinion;

7) to exercise other rights, foreseen by the legislation of the Russian Federation, Company's Charter, other internal documents of the Company and this Regulation.

3.2. A member of the Board of Directors is entitled to make a written request for documents and information on the activity of the Company both directly to the General Director of the Company (a person, acting as a sole executive body of the Company) and through the Corporate Secretary.

3.3. The member of the Board of Directors shall be provided with these documents and information within 5 (five) working days of receipt of the corresponding request.

3.4. The member of the Board of Directors, who did not attend the meeting, has a right to provide his written opinion on the items on agenda of the meeting of the Board of Directors, held as a collective meeting. The written opinion on items on agenda of the meeting of the Board of Directors shall reflect the position of the member of the Board of Directors on the proposed resolutions. The written opinion shall be provided before the beginning of the meeting to the e-mail address of the Corporate Secretary.

3.5. Members of the Board of Directors may receive remuneration and (or) reimbursement for expenses associated with performance by members of the Board of Directors of their functions, in the manner, prescribed by the Regulation on payment of remunerations and compensations to

members of the Board of Directors, approved by the General Meeting of the Company's Shareholders.

3.6. The members of the Board of Directors are obliged:

1) to carry out in accordance with the established competence the overall management of the Company, acting in its interests, exercising their rights and fulfilling their duties reasonably and in good faith;

2) to participate actively in the work of the Board of Directors and its committees, to inform about the impossibility of their participation in the meetings of the Board of Directors or its committees in which they belong;

3) not to disclose and not use for personal interests or interests of third parties confidential information on the activities of the Company and subsidiaries of the Company;

4) to refrain from actions that will or may potentially lead to a conflict between the interests of members of the Board of Directors and the Company's interests, and in case of such a conflict must immediately notify the Board of Directors thereof through the Corporate Secretary;

5) to make on the basis of their own (personal) position objective and fair judgment and to make decisions in the best interest of the Company, independent from the influence of Executive bodies of the Company, individual shareholders (groups of shareholders) or other stakeholders, while considering, but not limited to, the following factors relevant in the exercise of their rights and responsibilities:

the likely consequences of decisions in the long term;

the interests of the employees of the Company;

the need to foster the development of trust and productive relations with suppliers and subcontractors (partners), customers, creditors and other stakeholders;

the impact of the activity on the social and natural environment;

the need to foster sustainable and successful development of the Company, including maintaining and developing the Company's business reputation;

the need for honest and faithful participation in the activities of the Board of Directors and the management of the affairs of the Company.

6) within two months from the date when they learned or had to learn about the circumstances in which they may be deemed interested in transactions to notify the Company:

on legal entities in respect of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled entities are controlling persons or have the right to give mandatory instructions: on legal entities in management bodies of which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled persons hold positions;

of the known committed or proposed transactions in which they may be deemed interested persons; In the case of changing information submitted to the Company by the members of the Board of Directors in accordance with subparagraph 5 of this paragraph, the members of the Board of Directors are obliged to notify the Company about changes in such information within 14 days from the date when they learned or had to learn about the change. 7) on circumstances that led to the loss of the member of the Board of Directors of his status of the independent director.

3.7. 8) to provide the Company with information, data and documents, necessary for the Company for satisfying the requirements of the Russian Federation and achievement of the Company's purposes. The members of the Board of Directors bear responsibility to the Company for losses, inflicted to the Company by their guilty actions (inaction) if other reasons and the amount of liability are not stipulated by the legislation of the Russian Federation.

At that, those members of the Board of Directors who voted against such a resolution that led to infliction of losses to the Company or did not participate in voting, bear no responsibility for such losses.

4. Committees of the Board of Directors

4.1. In order to improve the efficiency of the Board of directors and preliminary consideration of most important issues related to the competence of the Board of Directors, the Board of Directors form the following committees: Strategic Committee;
Audit Committee;
HR and Remuneration Committee;

4.1. Committees are the advisory bodies under the Board of Directors of the Company. The Committee's resolutions are advisory to the Board of Directors.

4.2. Problems that face every committee, procedure for its forming and activity are determined by the Company's Charter and corresponding internal documents of the Company that are approved by the Board of Directors.

5. Independent Members of the Board of Directors

5.1. The Company is interested that at least 3 (three) independent directors are in the Board of Directors of the Company. Independent directors are persons who possess sufficient professionalism, experience and independence to form their own position, able to exercise objective and honest judgement, independent of the influence of executive bodies of the Company, separate groups of shareholders or other interested parties.

5.2. An independent director is a person, who:

is not related to the Company;

is not related to Company's substantial shareholder¹;

is not related to the Company's substantial counterpart² or competitor;

is not related to the state (Russian Federation or constituent entity of the Russian Federation) or a municipal authority.

The relatedness criteria are determined in accordance with the Corporate Governance Code recommended for use by the Bank of Russia and the Listing Rules.

6. Corporate Secretary

6.1. The Corporate Secretary of the Company performs functions on organizational and information support of the work of the Board of Directors.

6.2. The Corporate Secretary is appointed to and removed from the holding position by the General Director of the Company on the basis of a resolution of the Board of Directors of the Company.

A resolution on coordinating the appointment and removal of the Corporate Secretary of the Company from the holding position is adopted by the majority of votes of members of the Board of Directors present at the meeting.

The Board of Directors is entitled at any time to adopt a resolution on the early termination of appointment of the Corporate Secretary of the Company by the simple majority of votes of members of the Board of Directors present at the meeting.

In case of adopting a resolution on termination of appointment of the Corporate Secretary, at the same meeting the Board of Directors is obliged to adopt a resolution on

¹ For the purpose of this Regulation the substantial shareholder of the Company is a person/entity which may directly or indirectly (through entities controlled by it), separately or in cooperation with other entities related to it by way of agreements of trust management, and/or ordinary partnership, and/or instruction, and/or shareholder agreement, and/or other agreement which covers execution of rights confirmed by issuer's shares, control five or more per cent of votes per the voting shares which constitute the equity capital of the Company.

² For the purpose of this Regulation the substantial counterpart of the Company is a person, who is a party to a contract (contracts) with the Company, the amount of liabilities on which make two or more percent of the balance value of the assets or two or more percent of the revenue (income) of the Company (with consideration of the group of organizations, accountable to the Company) or the substantial counterpart of the Company (group of organizations, which includes the substantial counterpart of the Company).

approving a new candidate to the position of the Corporate Secretary of the Company or determining a person, who will be the alternate of the Corporate Secretary until the moment of approving the candidate for the new Corporate Secretary.

6.3. The Corporate Secretary of the Company ensures the work of the Board of Directors, and inter alia:

- plans the work of the Board of Directors together with the Chairman of the Board of Directors of the Company;

- forms the agenda of the meeting of the Board of Directors of the Company on the basis of offers of the Chairman of the Board of Directors, members of the Board of Directors of the Company, General Director of the Company and committees of the Board of Directors of the Company;

- arranges for the preparation and providing the members of the Board of Directors of the Company with a notification on holding the meeting of the Board of Directors;

- arranges for the timely preparation by the structural subdivisions of the Company of information (materials) for the meeting of the Board of Directors of the Company;

- ensures providing the members of the Board of Directors of the Company with information (materials) on the issues on the agenda of the Board of Directors;

- attends meetings of the Board of Directors of the Company;

- keeps the minutes of the meeting of the Board of Directors of the Company, counts the votes on issues on the agenda of the meeting of the Board of Directors of the Company;

- presents the minutes of the meetings of the Board of Directors for signing to the Chairman of the Board of Directors or Deputy Chairman of the Board of Directors or member of the Board of Directors, the Chairman of the relevant meeting of the Board of Directors;

- if necessary, arranges for the audio recording during the meeting of the Board of Directors of the Company;

- in case of performing the absent voting at the meeting of the Board of Directors of the Company compiles the check lists for voting, sends the check lists and collects the received check lists as well as counts votes on issues on the agenda of the meeting of the Board of Directors of the Company;

- renders assistance to members of the Board of Directors of the Company in acquiring the necessary information, provides them with the minutes of the General Meeting of Shareholders, meetings of the Board of Directors, reports of the Revision Commission and the Company's auditor;

- ensures the compliance with the rules of approving transactions and performance of other procedures aimed at protecting the legitimate rights and interests of shareholders;

- ensures the preparation of extracts from the minutes of meetings of the Board of Directors of the Company;

- verifies the authenticity of copies of minutes or extracts from the minutes of the meeting of the Board of Directors of the Company;

- supervises the implementation of resolutions adopted by the Board of Directors of the Company;

- regularly provides a report on its work to the Board of Directors of the Company.

6.4. During the process of holding a meeting of the Board of Directors the Corporate Secretary ensures the compliance with the requirements of the legislation of the Russian Federation, Charter of the Company, other internal documents of the Company and this Regulation

6.5. The Corporate Secretary ensures the coordinated and efficient work of the Board of Directors with the Company's shareholders and their representatives (successors), with the General Director of the Company, managers and employees of the Company's divisions to ensure the effective activity of the Board of Directors.

7. Arrangement of work of the Board of Directors

7.1. Meetings of the Board of Directors are held in accordance with the approved work plan of the Board of Directors and as and when necessary but at least once in two months.

7.2. In case of necessity, the Chairman of the Board of Directors can adopt a resolution in holding an extraordinary meeting of the Board of Directors.

7.3. The work plan of the Board of Directors is formed on the basis of proposals of members of the Board of Directors, Revision Commission of the Company, Auditor of the Company and the General Director of the Company.

7.4. The work plan of the Board of Directors shall include:

1) issues to be considered at meetings of the Board of Directors in the current year (on monthly basis);

2) a list of persons (governing bodies of the Company), responsible for preparation of issues to be considered at meetings of the Board of Directors.

7.5. Meetings of the Board of Directors are held in the form of joint attendance of members of the Board of Directors for discussion and adopting resolutions on the items on agenda (in person) or in the form of absent voting (by filling in the check lists).

Meetings of the Board of Directors are held with the use of the automated information system, the Members of the Board of Directors can also participate at the meeting by conference- or video-conference call provided that the use of such communication means lets the member of the Board of Directors to directly and uninterruptedly participate at the meeting.

At that the participation of the member of the Board of Directors at the meetings is considered as personal attendance.

8. Convening the Meeting of the Board of Directors

8.1. A Meeting of the Board of Directors is convened by the Chairman of the Board of Directors (except for cases provided for by points 2.5 and 6.4 of this Regulation):

1) according to the work plan of the Board of Directors;

2) on the initiative of the Chairman of the Board of Directors;

3) at the written request of a member of the Board of Directors, Revision Commission of the Company, Auditor of the Company, General Director of the Company and the Governing Body of the Company.

8.2. The request on convening the meeting of the Board of Directors shall contain:

1) reference to the initiator of the meeting;

2) wording of the agenda items;

3) reasons for placing the items on the agenda;

4) information (materials) on items on the agenda;

5) drafts of resolutions on items on the agenda;

8.3. The request on convening the meeting of the Board of Directors shall be **executed** in written form and signed by a person who requests its convening. The request of the Revision Commission of the Company on convening the meeting of the Board of Directors is signed by the Chairman of the Revision Commission.

The request on convening the meeting of the Board of Directors with all required materials (information) attached is passed to the Administrative Department of the Company, providing the Chairman of the Board of Directors with copies of all documents.

8.4. The first meeting of the newly elected Board of Directors is convened by one of members of the Board of Directors (whose last name is alphabetically the first) by giving notice to convene the meeting to all the other members of the Board of Directors and the General Director of the Company.

The General Director shall assist and provide all information necessary for the organization of the first meeting of the newly elected Board of Directors.

The following issues are necessarily resolved at the first meeting of the Board of Directors:

1) on electing the Chairman of the Board of Directors;

- 2) on electing the Deputy Chairman of the Board of Directors;
- 3) on formation of committees of the Board of Directors;
- 4) on electing chairmen of committees of the Board of Directors.

8.5. Members of the Board of Directors, Revision Commission of the Company, the General Director of the Company, Management Board or the Auditor of the Company are entitled to offer proposals on forming the agenda of the meeting of the Board of Directors.

These offers are sent to the Chairman of the Board of Directors in written form with the simultaneous e-mailing of the scanned copies of the offers to the Corporate Secretary.

8.6. The Chairman of the Board of Directors is entitled to put the received offers to the agenda of a regular meeting of the Board of Directors or to convene an extraordinary meeting.

8.7. Notification on holding the meeting of the Board of Directors is prepared by the Corporate Secretary and signed by the Chairman or Deputy Chairman of the Board of Directors (in cases provided for by this Regulation).

8.8. Notification on holding the meeting of the Board of Directors is e-mailed by the Corporate Secretary to every member of the Board of Directors no later than 15 (fifteen) days before the date of the meeting of the Board of Directors (end of the term for accepting the check lists for voting) except for cases, provided for by this Regulation.

At the same time with the notification on holding the meeting of the Board of Directors, members of the Board of Directors are provided with the access to materials (information) in the automated information system on the issues on agenda of the meeting.

Materials (information) on issues on the agenda include:

- 1) draft resolutions of the Board of directors on issues put on the agenda of the meeting of the Board of Directors;
- 2) explanatory notes on issues, put on the agenda of the meeting of the Board of Directors;
- 3) draft documents that are submitted for approval, coordination or acclamation of the Board of Directors of the Company;
- 4) materials, confirming the data, contained in draft resolutions and explanatory notes;
- 5) other informational materials on the issues, put on the agenda of the meeting of the Board of Directors.

8.9. At the request of a member of the Board of Directors materials (information) on the issues on the agenda can be e-mailed as well.

8.10. In cases provided for in point 5.2 and Section 9 of this Regulation, by the decision of the Chairman of the Board of Directors the term for providing the members of the Board of Directors with notification on holding the meeting of the Board of Directors and materials (information) can be shortened.

9. Proceeding of meetings of the Board of Directors

9.1. A meeting of the Board of Directors is opened by the Chairman of the Board of Directors.

9.2. The Corporate Secretary determines the presence of a quorum for holding the meeting of the Board of Directors.

Not less than a half of the elected members of the Board of Directors constitute the quorum for holding the meeting of the Board of Directors. To determine the presence of a quorum the personal presence of the members of the Board of Directors, and their participation in the meeting via conference or video-conferencing must be taken into account. To determine the voting results are also taken into account the written opinions of members of the Board of Directors absent at the meeting, and the voting in automated information system.

9.3. Chairman of the Board of Directors informs the audience about the presence of the quorum for the meeting of the Board of Directors and announces the agenda of the meeting of the Board of Directors.

9.4. The consideration of an issue at the meeting of the Board of Directors includes the

following stages:

- 1) speech of a member of the Board of Directors or an invited person with the report on the issue on agenda;
- 2) discussion of the agenda;
- 3) proposals as to wording of the resolution on the issue on agenda;
- 4) voting on the issue on the agenda;
- 5) vote counting;
- 6) announcing the results of voting and resolution, adopted on the issue on the agenda.

9.5. Members of the Revision Commission of the Company, Auditor of the Company, employees of the Company and other persons can be invited to meetings of the Board of Directors.

9.6. Resolutions at meetings of the Board of Directors are adopted by the majority of votes of those members of the Board of Directors taking part at the meeting, except for cases, foreseen by the legislation of the Russian Federation, Charter of the Company and this Regulation.

9.7. If present at a meeting of members of the Board of Directors adopted an additional decision on the question of the agenda and (or) the decision on the inclusion of an additional question and the decision thereon, such decision shall be taken by majority of votes of the members present at the meeting of the members of the Board of Directors if otherwise is not provided by the legislation, the Charter and internal documents of the Company. When making decisions at the meeting, each member of the Board of Directors has one vote.

In case of an equality of votes, the Chairman of the Board of Directors has a casting vote.

Vote transfer from one member of the Board of Directors to another member of the Board of Directors is not permitted.

9.8. Voting results on issues on the agenda of the meeting of the Board of Directors are summarized based on the results of the voting of members of the Board of Directors.

If at least a half of members of the Board of Directors are present at the meeting, written opinions of members of the Board of Directors that are not present at the meeting are considered when counting votes on issues on the agenda.

10. Order of adopting resolutions by absent voting

10.1. A resolution of the Board of Directors on issues of its competence can be adopted by absent voting (by poll).

10.2. In order for the Board of Directors to adopt a resolution by absent voting (by poll), every member of the Board of Directors no later than 15 (fifteen) days before the end of the term for accepting the check lists for the absent voting is provided with a notification on holding the absent voting on the issues on the agenda, a draft of the check list for the absent voting and access to materials (information) on issues, put on the agenda in the automated information system.

10.3. The notification on holding the absent voting shall contain:

full name of the Company and its location;

wording of the agenda items;

reference to holding the absent voting by filling in the check list;

deadline (date and time) for receiving the check lists for the absent voting;

list of information (materials), provided to members of the Board of Directors.

10.4. Members of the Board of Directors are entitled to provide their proposals and (or) comments on the proposed draft resolution of the Board of Directors on issues, put on absent voting not later than 15 (fifteen) days before the end of the term for receiving the check lists for voting, indicated in the notification on holding the absent voting.

10.5. The Corporate Secretary compiles the check list for the absent voting taking into account all received proposals and (or) comments on the proposed draft resolution of the Board of Directors on issues put on absent voting, according to form, provided for in the Appendix to this Regulation.

10.6. The check list for the absent voting is uploaded to the automated information system

and sent to members of the Board of Directors no later than 3 (three) days before the end of term for receiving the check lists, indicated in the notification on holding the absent voting.

Member of the Board of Directors may vote on the proposed draft decisions in the automated information system.

10.7. When filling in the check list for the absent voting, a member of the Board of Directors shall leave only one possible voting variant uncrossed ("for", "against", "abstain"). The filled in check list shall be signed by a member of the Board of Directors with the indication of his full name.

10.8. A check list, filled in violation of the requirements specified in paragraph 8.7 of this Regulation, shall be deemed invalid and is not involved in determining the quorum required for adopting a resolution by the absent voting and is not taken into account at votes counting.

10.9. The filled in and signed check list shall be provided by the member of the Board of Directors within the term, indicated in the check list to the Corporate Secretary either in original or by e-mail to the address of the Corporate Secretary Members of the Board of Directors, whose check lists were received by the Corporate Secretary no later than the deadline for receiving the check lists, indicated in the notification and who have voted on the proposed draft resolutions in the automated information system are considered to have participated in the absent voting.

The check list, received by the Company after the deadline, indicated in the check list, is not taken into account at votes counting of the absent voting.

10.10. Votes on issues on the agenda at the meeting, held in absentia, are counted on the basis of the check lists, filled in and signed by members of the Board of Directors and received by the Company within the deadline, stipulated in the notification on holding the absent voting as well as on the basis of votes of members of the Board of Directors in the automated information system.

10.11. On the basis of the received check lists and information, reflected in the automated information system, the Corporate Secretary draws up the minutes of the Board of Directors pursuant to the procedure established by this Regulation.

11. Convening and holding the meeting of the Board of Directors, associated with formation of executive bodies of the Company

11.1. Convening and holding of the meeting of the Board of Directors, associated with the establishment of executive bodies of the Company (election, termination, suspension of powers) are performed according to rules, stipulated by this Regulation in consideration of peculiarities defined in this section.

11.2. The order, established by this section, is applied in cases:

1) of terminating the powers of the General Director of the Company and electing a new General Director thereof (or the Alternate General Director of the Company);

2) of electing the General Director of the Company (in case is earlier the Board of Directors decided to terminate the powers of the General Director of the Company and to elect the Alternate General Director thereof and a new General Director of the Company was not elected);

3) of suspending the powers of the managing organization (manager) and appointing the Alternate General Director of the Company.

11.3. Preparation and holding of the meeting of the Board of Directors, the agenda of which includes issues, indicated in point 9.2 of this Regulation, consists of the following stages:

1) notification of members of the Board of Directors on convening the meeting with the indication of the right to nominate a candidate for election to the position of the General Director of the Company (or the Alternate General Director of the Company in case of raising a question of suspending the powers of the managing organization (manager) or a candidate of the managing organization (manager) in cases, provided for by this section;

2) raising candidates for election to the position of the General Director of the Company (the Alternate General Director of the Company, managing organization (manager) by members

of the Board of Directors;

3) consideration of proposals of members of the Board of Directors on candidates to the position of the General Director of the Company (the Alternate General Director of the Company, managing organization (manager) at the meeting of the Board of Directors;

4) adoption of a resolution on putting (refusing to put) the proposed candidates into the list for voting (compiling a list of candidates for voting);

5) adoption of a resolution on termination of powers of the General Director of the Company or on suspending the powers of the managing organization (manager);

6) adoption of a resolution on electing the General Director of the Company (the Alternate General Director of the Company in case of raising the question on suspending the powers of the managing organization (manager);

7) adoption of a resolution on electing the Alternate General Director of the Company in case of adopting a resolution on termination of powers of the General Director of the Company, but as a result of voting no resolution on electing a new General Director of the Company was adopted;

8) formation of the proposal of the Board of Directors on a candidate (candidates) of the managing organization (manager) for voting at the General Meeting of shareholders of the Company on the issue of transferring the powers of the General Director of the Company to the managing organization (manager).

11.4. In case of adopting a resolution on suspending the powers of the managing organization (manager) and appointing the Alternate General Director, the Board of Directors shall adopt a resolution on holding an extraordinary General Meeting of shareholders of the Company for resolving the issue on the early termination of powers of the managing organization (manager).

11.5. In case, provided for in p. 11.4 of this Section, at the meeting, at which a resolution on terminating the powers of the managing organization (manager) and appointing the Alternate General Director of the Company, the Board of Directors is also obliged to consider an issue on the candidate (candidates) of the managing organization (manager), to which it is planned to transfer the powers of the sole executive body of the Company as well as to adopt other resolutions, associated with the suspension of powers of the managing organization (manager) and execution by the Alternate General Director of the Company of its functions prior to holding the General Meeting of shareholders of the Company.

11.6. Notification on holding the meeting of the Board of Directors, the agenda of which contains issues, provided for by point 11.2 of this Regulation, is sent to members of the Board of Directors in writing no later than 3 (three) days before the date of holding the meeting of the Board of Directors.

The indicated meeting of the Board of Directors is held in form, foreseen by the Charter of the Company.

11.7. Unless otherwise stipulated by a resolution of the Board of Directors, every member of the Board of Directors is entitled to propose only one candidate to the position of the General Director of the Company (the Alternate General Director of the Company). a member of the Board of Directors is also entitled to propose a candidate to the position of the Alternate General Director of the Company in case of adopting a resolution on termination of powers of the General Director of the Company, but as a result of voting no resolution on electing a new General Director of the Company was adopted; At that the member of the Board of Directors is entitled to propose the same person both to the position of the General Director of the Company and to the position of the Alternate General Director of the Company.

11.8. In case of introducing the issue on suspending the powers of the managing organization (manager) on the agenda of the meeting of the Board of Directors, a member of the Board of Directors of the Company is also entitled to propose a candidate of the managing organization (manager) for defining a proposal of the Board of Directors to the General Meeting of shareholders of the Company on the issue of transferring the powers of the sole executive

body of the Company to the managing organization (manager).

11.9. The proposal on nomination of a candidate (p.p. 11.7 and 11.8 of this Regulation) is introduced in written form and is signed by member of the Board of Directors who nominated the candidate.

11.10. The proposal on nomination of a candidate to the position of the General Director of the Company (the Alternate General Director of the Company) shall contain the following information:

- 1) the name of the proposed candidate;
- 2) date and place of birth;
- 3) information on education, speciality and qualification;
- 4) information on availability of a scientific degree;
- 5) information on positions held for the previous five years;
- 6) number and categories (types) of shares of the Company, owned by the candidate;
- 7) information whether the candidate to the position of the General Director of the Company has conflict of interests, by his participation, membership in the governing bodies or positions held in other legal entities that are competitors of the Company;
- 8) information on no records of convictions for crimes as well as facts of imposition of administrative sanctions for committing offences in the field of entrepreneurial activity, finances, taxes and securities market;
- 9)
 - 10) information on legal entities in respect of which the candidate for the post of the General Director, his (her) wife (husband), parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled entity are controlling persons or have the right to give mandatory instructions; information on legal entities in respect of which the candidate for the post of the General Director, his (her) wife (husband), parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled entity are controlling persons or have the right to give mandatory instructions; information on legal entities in management bodies of which the candidate for the post of the General Director, his (her) wife (husband), parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) their controlled persons hold positions
- 11) written consent of the candidate to be nominated to the position of the General Director;
- 12) information on circumstances that can affect the execution by the candidate of obligations of the General Director.

11.11. The proposal on nomination of a candidate to the position of the managing organization shall contain the following information:

- 1) full commercial name of the organization;
- 2) information on the date and place of the state registration of the organization;
- 3) information on the founders of the organization;
- 4) information on shareholders (members) of the organization;
- 5) information on affiliated persons of the organization;
- 6) information about controlling persons and the controlled organizations of the managing organization;
- 7) information on compliance of the General Director or board members of the managing directors with requirements, imposed on the General Director of the Company;
- 8) information on the financial ability of the managing organization to compensate for possible losses of the Company and third parties, which are the result of its actions;
- 9) information that the managing organization does not perform similar functions in companies competing with the Company and is not in any other property relations with the Company;
- 10) information on persons who on behalf of the managing organization will report to the Board of Directors and General Meeting of Shareholders on work performed by the managing

organization;

11) other information on the candidate of the managing organization which is of significant importance for adopting of a resolution by the General Meeting of shareholders of the Company on transferring the powers of the General Director of the Company to the managing organization, including information on risks, associated with transferring the powers to the managing organization as well as the justification of the necessity of such transfer.

11.12. The proposal on nominating the candidate to the position of the manager shall contain information, provided for in p. 11.10 of this Regulation as well as information whether the candidate has a certificate of State registration as a private entrepreneur.

11.13. Proposals on nominating candidates to the position of the General Director of the Company (the Alternate General Director of the Company, managing organization (manager) shall be received by the Company in original or by fax (with further providing of the original at the meeting) no later than 1 (one) day before the meeting, at which the proposals of the Board of Directors will be considered.

11.14. The Board of Directors of the Company shall consider the offers on nominating the candidates, received from members of the Board of Directors in compliance with requirements of p. 11.13 of this Regulation and adopt a resolution on putting them to the list for voting or refusing to do so.

11.15. Failure to comply with requirements, established by p.p. 11.7-11.13 of this Regulation can serve as a ground for refusal to put a candidate to the list for voting.

11.16. If as a result of voting on the issue on electing the General Director of the Company none of the candidates secures the necessary vote, the Board of Directors is obliged to appoint the Alternate General Director of the Company. In this case voting is performed on those candidates to the position of the Alternate General Director of the Company, who were nominated by members of the Board of Directors according to p. 11.7 of this Regulation. In case if none of members of the Board of Directors has nominated a candidate to the position of the Alternate General Director of the Company according to p. 11.7 of this Regulation, the voting is performed on the candidates who can be nominated by members of the Board of Directors during the meeting of the Board of Directors.

11.17. At the meeting of the Board of Directors during the process of considering the candidates to position of the General Director of the Company, the members of the Board of Directors are entitled to request additional information on the nominated candidate from a corresponding member of the Board of Directors.

Failure to provide such information cannot serve as a reason to refuse to put the candidate to the list for voting.

12. Minutes of the Meeting of the Board of Directors

12.1. The Corporate Secretary takes the minutes at meetings of the Board of Directors.

12.2. The minutes of a meeting of the Board of Directors is drawn up no later than 3 (three) days upon its holding (vote counting of the absent voting).

12.3. The minutes shall contain:

full commercial name of the Company;

form of the meeting;

place and time of the meeting (votes counting);

members of the Board of Directors present at the meeting (participating in the absent voting), information on whether the quorum was present;

Meeting Agenda:

issues put to a vote and name voting results on them;

summarized reports and speeches of persons participating at the meeting;

adopted resolutions

The minutes of the meeting of the Board of Directors is signed by the Chairman of the

meeting and the Corporate Secretary who are responsible for correct drawing up of the minutes.

Documents, approved by the Board of Directors as well as written and special opinions of members of the Board of Directors are attached to the minutes and are the inevitable part thereof.

In case if the Board of Directors adopts resolutions by the absent voting, then the check lists for voting, signed by members of the Board of Directors, are attached to the minutes.

12.4. Resolutions, adopted by the Board of Directors, are communicated to members of the Board of Directors by sending them a copy of the minutes of the meeting of the Board of Directors no later than 3 (three) days after the minutes of the meeting of the Board of Directors is signed.

12.5. The Company shall keep the minutes of the Board of Directors at the location of the executive body of the Company or in any other place known and accessible to those concerned.

Appendix
to the Resolution of the Board of
Directors
of PJSC TransContainer

BOARD OF DIRECTORS
of the Public Joint Stock Company "Centre for Cargo Container
Traffic "TransContainer".

C H E C K L I S T

for absent voting on the issue on the agenda of the meeting
of the Board of Directors of PJSC TransContainer

Issue 1:

Resolution:

FOR

AGAINST

ABSTAIN

(Leave your answer uncrossed)

Issue 2:

Resolution:

FOR

AGAINST

ABSTAIN

(Leave your answer variant uncrossed)

Filled in and signed check list for voting is e-mailed at _____ no later than

/date, time/

The check list received by the Company after the deadline will not be considered when
votes counting of the absent voting.

Member of the Board of Directors
of PJSC «TransContainer»

_____/_____

(Signature)

(Full name)

**THIS FEEDBACK FORM IS INVALID UNTIL SIGNED BY THE MEMBER OF THE
BOARD OF DIRECTORS**