

APPROVED
by the decision of the Extraordinary General Meeting of
Shareholders of JSC TransContainer
(appendix No. 3 to Minutes
No. 26 of November “6”, 2014)

Chairman
of the Extraordinary General Meeting of Shareholders
of JSC TransContainer

_____ / Y.V. Novozhilov

Regulation on General Director of PJSC TransContainer

(New version)

1. General Provisions

1.1. This Regulation of Public Joint-Stock Company “Centre for Cargo Container Traffic “TransContainer” (hereinafter referred to as “the Company”) has been elaborated in accordance with the laws of the Russian Federation, the Charter and regulatory documents of the Company.

1.2. The Regulation defines the legal status, competence, duties and responsibilities of General Director of the Company, as well as the procedure for election of General Director and termination of his/her authorities.

2. Status of General Director

2.1. General Director is the sole executive body of the Company.

2.2. General Director is the Chair of the collective executive body, the Board of the Company.

2.3. Performing his/her activities, the General Director shall be accountable to the General Meeting of the Shareholders and the Board of Directors of the Company.

2.4. General Director shall represent the Company before any third parties and shall act on behalf of the Company without any power of attorney.

2.5. A person acting as General Director may concurrently hold his/her positions in the management bodies of other organizations, as well as any other salaried positions in other organizations only if approved by the Board of Directors of the Company.

2.6. Rights and obligations of General Director in relation to managing the operations of the Company shall be governed by the laws of the Russian Federation, the Charter, this Regulation, and the employment contract concluded between the Company and General Director.

3. Procedure for election of General Director and termination of his/her authorities

3.1. Any candidacy for the position of General Director shall be nominated for election by the Company Board of Directors in accordance with the procedure defined in the Regulation on the Board of Directors of the Company.

3.2. The Board of Directors of the Company shall elect General Director by majority of votes of the members of the Board of Directors, who attend the meeting.

3.3. The Board of Directors of the Company shall assume rights and obligations of an employer acting on behalf of the Company in relation to General Director.

3.4. The Chair of the Board of Directors or any person authorized by the Board of Directors to do that shall execute the employment contract on behalf of the Company.

3.5. A candidacy for the position of General Director should meet the following requirements:

having a higher education;

being highly qualified, having the managerial work experience with a large company not less than 5 (five) years;

having a spotless reputation;

having neither a criminal record nor the cases of imposition of administrative sanctions for violations in entrepreneurial activity, in financial and tax sector and securities market field.

3.6. No person being a member, shareholder, member of the management bodies, officer or any other employee of the legal entity competing with the Company may be elected for the position of General Director.

3.7. The member of the Board of Directors standing as a candidate for the position of General Director should provide the Board of Directors with the written information concerning positions held by him/her with other organizations as well as concerning organizations where he/she, together with his/her affiliated persons, including spouse, parents, blood and half-brothers and sister, holds 20 or more percent of voting shares (interests, stocks) in the organization, the

written consent of the candidate to be nominated for the position of General Director, as well as the data related to the circumstances which may affect performance by the candidate of General Director's duties.

3.8. The Company Board of Directors has the right to deliver the decision on termination of the authorities of General Director in any time.

The termination of authorities of General Director shall be effected on the grounds prescribed by the laws of the Russian Federation and the employment contract concluded between the company and General Director.

3.9. General Director has the right to terminate the employment contract on his/her own initiative at any time by notifying the Company Board of Directors of it in writing within one month prior to such termination. Upon expiration of one-month period from the date of such notification, General Director has the right to cease to work by transferring all the documents, property and information being at his/her disposal and related to his/her performance of the duties of General Director to a person acting as General Director under the transfer and acceptance act. The Company should hand over to him/her his/her work record book and make payments to him/her.

3.10. General Director may be re-elected for an unlimited number of terms.

3.11. For the period of his/her leave, illness or business trip, General Director shall appoint the Acting General Director who shall manage the current activities of the Company within the competence of General Director, as provided by the Charter, unless otherwise specified by the Board of Directors.

4. Competence of General Director

4.1. The competence of General Director shall include all the issues concerning management of the current activities of the Company, except the issues under competence of the General Meeting of Shareholders, the Board of Directors and the Management Board of the Company.

4.2. General Director shall act on behalf of the Company, in particular taking into account any restrictions set forth by the laws of the Russian Federation, the Charter of the Company and the resolutions of the Board of Directors:

4.2.1. To provide fulfillment of the Company's business activity plans required to solve the Company tasks.

4.2.2. To arrange the accounting balance and statements of the Company.

4.2.3. To dispose of the Company property, to perform transactions on behalf of the Company, to issue powers of attorney, to open current and other accounts with banks and other credit institutions (and in cases indicated by the laws of the Russian Federation, with organizations being securities market participants).

4.2.4. To issue local regulations and other internal documents of the Company within his/her competence, to give the instructions binding on all the Company employees.

4.2.5. To represent the Company throughout the entire territory of the Russian Federation and abroad, as well as to appear in the state, non-governmental and profit-making organizations.

4.2.6. To approve the regulations on branches and representative offices of the Company.

4.2.8. To exercise the rights and obligations of the employer in relation to the Company employees, in particular to accept for employment, relocate and dismiss the Company employees, to conclude the employment contracts with employees, to take disciplinary measures and use incentives towards the employees of the Company in accordance with the employment laws of the Russian Federation.

4.2.9. To allocate the duties between the Deputy General Directors, directors, Chief Engineer and Chief Accountant of the Company.

4.2.10. Not later than 45 (forty-five) days before holding the Annual General Meeting of Shareholders, to provide for consideration of the Board of Directors the annual report, accounting balance sheet, profits and losses account of the Company, profits and losses distribution of the Company.

4.2.11. To provide organization and performance of the mobilization training and civil defense measures as well as performance of mobilization tasks assigned to the Company.

4.2.12. To provide preservation of the state secrecy and technical information protection, to implement the foreign technical counterintelligence measures, to ensure the classified document management.

4.2.13. To solve any other issues related to current activities of the Company, except the issues referred to the competence of the General Meeting of Shareholders, the Company Board of Directors and the Management Board.

5. Obligations of General Director

5.1. When performing his/her functions, General Director shall:

5.2.1. Act rationally and in good faith in the best interests of the Company, take reasonable care and take all reasonable steps for proper fulfillment of his/her obligations.

5.2.2. Manage the effective and stable operation of the Company, implementation of the plans, ensure accomplishment of the objectives and performance of the functions provided by the Charter of the Company.

5.2.3. Ensure compliance with the Charter, internal documents of the Company, resolutions of the General Meeting of Shareholders and the Company Board of the Directors.

5.2.4. Provide comprehensive protection of economic interests of the Company.

5.2.5. Refrain from actions which may lead to the conflict of interests between him/her and the Company, and — in case of such conflict of interests — immediately inform the Board of Directors of the Company on it.

6. Responsibility of General Director

6.1. General Director shall be responsible within the procedure and under the terms and conditions set forth by the laws of the Russian Federation, internal documents of the Company and the employment contract concluded between him/her and the Company, in particular for failure to fulfill or for improper fulfillment of his/her obligations, for consequences of the decisions to be made beyond his/her authorities, for the protection of data constituting the state secrecy, as well as for the results of the Company activities and preservation of its property.

6.2. General Director shall be responsible for promptness and quality of preparation and execution of the business plan of the Company and for preparation of the reports on its implementation.
