

APPROVED

by the resolution of the Extraordinary General Meeting of Shareholders of JSC TransContainer (Application 2 to the Minutes No. 26 from November “6”, 2014 )

Chair at the Extraordinary  
General Meeting of Shareholders  
of JSC TransContainer

\_\_\_\_\_ / Y.V. Novozhilov

**REGULATION**  
**on the Management Board of PJSC TransContainer**

**MOSCOW, 2014**

## **1. General Provisions**

1.1. The Regulation on the Management Board of PJSC TransContainer (hereinafter referred to as “the Regulation”) has been elaborated in accordance with the laws of the Russian Federation and the Charter of Public Joint-Stock Company “Centre for Cargo Container Traffic “TransContainer” (hereinafter referred to as “the Company”).

1.2. The Regulation defines the procedure for organizing the Management Board, rights, obligations and responsibilities, procedure for electing members of the Management Board and termination of their authorities, order of operation of the Management Board, as well as order of interaction with other management bodies of the Company.

1.3. The Management Board is a collective executive body of the Company.

1.4. The Management Board shall act within its competence and shall be governed by the laws of the Russian Federation, the Charter of the Company, this Regulation, resolutions of the General Meeting of Shareholders and the Company Board of Directors.

1.5. The Management Board shall report to the Board of Directors and the General Meeting of Shareholders of the Company.

1.6. The Management Board shall fulfill resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.

1.7. The Charter of the Company defines the competence of the Management Board.

## **2. Procedure for electing members of the Management Board and termination of their authorities**

2.1. The Board of Directors of the Company shall elect the Management Board by majority votes of its members attending the meeting, as advised by General Director.

2.2. The number of members of the Management Board shall be defined by the resolution of the Board of Directors.

2.3. The term of office of the member (members) of the Management Board shall be defined by the Board of Directors of the Company simultaneously with approval of personal composition of the Management Board.

The term of office of the member (members) of the Management Board shall start from the date when the Company Board of Directors has delivered the resolution on his/her (their) election.

If the Board of Directors has not decided to elect a new member (members) of the Management Board until the date of expiry of the terms of office of the Management Board member (members), then the term of his/her (their) office shall be prolonged until the date the Board of Directors delivers its resolution.

2.4. The Management Board shall include the individuals being employees of the Company and having special knowledge related to the Company activities.

2.5. The member of the Management Board may not act at the same time as a member of the Audit Commission or a member of the Counting Commission of the Company.

2.6. No person being a participant, shareholder, member of the management bodies, officer or any other employee of a legal entity competing with the Company may be elected as a member of the Management Board.

2.7. No person found guilty of economic crimes or crimes against the government, state service interests and municipal government service or on whom the administrative penalties were imposed for the business crimes may not act as a member of the Management Board.

2.8. The members of the Management Board may not constitute more than 25 percent of members of the Board of Directors of the Company.

2.9. The member of the Management Board may be re-elected for an unlimited number of terms.

2.10. The Board of Directors of the Company has the right to decide on early termination of the authorities of any member (all the members) of the Management Board as well as on election of new members of the Management Board.

2.11. In case of discontinuation of the employment relationship between an employee of the Company being a member of the Management Board and the Company, General Director of the Company shall raise at the meeting of the Board of Directors of the Company the issue "On early termination of authorities of the member of the Management Board and on election of a new member of the Management Board".

2.12. The member of the Management Board has the right at any time to leave voluntarily the elected position by submitting a writing application in this respect to the Board of Directors of the Company via the Corporate Secretary of the Company.

2.13. If the Board of Directors receives the written application from the member of the Management Board concerning termination of his/her authorities, the Chair of the Board of Directors should convene the meeting of the Board of Directors within one month with the agenda "On early termination of the authorities of the member of the Management Board and election of a new member of the Management Board".

2.14. If the number of members of the Management Board becomes less than half of elected members of the Management Board, the Chair of the Company Board of Directors should deliver the resolution to hold the meeting of the Board of Directors to elect new members of the Management Board of the Company.

### **3. Rights, obligations and responsibilities of the members of the Management Board**

3.1. The rights and obligations of members of the Management Board concerning management of the Company's current activities are defined by the Federal Law On Joint-Stock Companies, other regulations of the Russian Federation, the Charter, this Regulation.

The provisions set out in Chapter 43 of the Labor Code of the Russian Federation Specific Features in Regulating the Labor of Heads of Organizations and the Members of Collective Executive Bodies of Organizations shall apply to members of the Management Board of the Company.

3.2. Members of the Management Board should:

– carry on activities of the Company in strict compliance with the laws of the Russian Federation, the Charter and other internal documents of the Company;

- attend the meetings of the Management Board and take an active part in preparation, discussion and voting on the issues submitted for consideration before the Management Board;
- notify the Chair of the Management Board in advance via the Secretary of the Management Board if it is impossible for them to attend the meeting of the Management Board;
- become carefully familiar with the materials and information related to the issue under consideration of the Management Board and, if required, request any additional information taking a balanced approach to the risk of consequences resulted from the resolutions delivered by the Management Board;
- execute and support execution of the resolutions delivered by the Management Board, the Board of Directors and General Meeting of Shareholders of the Company;
- refrain from actions which will lead or may potentially lead to the conflict of interests between the members of the Management Board and the Company, and — in case of such conflict of interests — immediately inform the Board of Directors in this respect through the Corporate Secretary;
- inform the Board of Directors of the Company, the Audit Commission of the Company and Auditor of the Company of:
  - legal entities in which they hold independently or jointly with their affiliated entity (entities) 20 or more percent of voting shares (interest, stocks);
  - legal entities in the management bodies of which they hold any positions or intend to participate;
  - transactions in progress or proposed transactions known to them in which they may be declared as a party concerned;
- provide the Company with information, data and documents necessary to the Company in order to meet the requirements of the laws of the Russian Federation and achieve the Company objectives.

3.3. The members of the Management Board shall be entitled to:

- become familiar with the documents required to perform their functions;
- receive in a proper volume the materials and information related to the issues of the agenda of the meeting of the Management Board;
- request an additional information related to the issues of the agenda of the meeting of the Management Board.

The Secretary of the Management Board by means of electronic communication shall send the materials mentioned above to the members of the Management Board.

3.4. The members of the Management Board shall not be entitled to disclose and use for personal goals or in interests of third parties any data constituting the confidential and insider information about the Company in accordance with the laws of the Russian Federation or internal documents of the Company.

3.5. The members of the Management Board, as well as their affiliated entities, have no rights to get any presents or any other forms of remuneration from the parties interested in delivering by the Management Board the resolutions connected with the performance of their duties, as well as to enjoy any other direct or indirect benefits provided by such entities, except symbolic attentions in accordance with the generally accepted rules of politeness or souvenirs at the formal events.

3.6. A person acting as a member of the Management Board may coordinate positions with the management bodies of other organizations, only if agreed by the Board of Directors of the Company.

3.7. Exercising their rights and fulfilling their obligations, the members of the Management Board should act in the interests of the Company, exercise their rights and fulfill their obligations in relation to the Company reasonably and in good faith.

3.8. The members of the Management Board shall be responsible to the Company for any losses caused to the Company in consequence of their wrongful actions (omission), unless other grounds and extent of responsibility are specified in the federal laws.

Specifically, the members of the Management Board voting against the resolution that has led to the losses incurred by the Company or not participating in voting shall not bear the responsibility.

3.9. If, according to the provisions of par. 3.8, several persons bear the responsibility, their responsibility to the Company is joint.

#### **4. The Chair of the Management Board**

4.1. General Director shall perform the functions of the Chair of the Management Board.

4.2. The Chair of the Management Board shall:

- convene the meetings of the Management Board and approve the agenda as well as take the chair at the meetings of the Management Board;
- represent the Management Board at the General Meetings of Shareholders of the Company, at the meetings of the Board of Directors of the Company as well as in relations with third parties;
- control the prompt notification of the members of the Management Board of information related to issues of the agenda of the meeting of the Management Board;
- provide open discussion of issues considered at the meeting, public hearing of all the members of the Management Board upon delivering the resolution, summarize the discussion and formulate the resolutions delivered;
- arrange taking the minutes of the meetings of the Management Board;
- supervise the resolutions delivered by the Management Board, the Board of Directors and the General Meeting of Shareholders of the Company;
- bear the responsibility to the Board of Directors for managing the activities of the Management Board.

#### **5. Secretary of the Management Board**

5.1. The Secretary of the Management Board shall provide organization and information support of the activities of the Management Board.

5.2. The Secretary of the Management Board shall be elected by majority votes of the members of the Management Board, who attend the meeting, as advised by the Chair of the Management Board from among the Company employees who are not members of the Management Board.

5.3. The Secretary of the Management Board may be re-elected for an unlimited number of terms.

5.4. The Management Board shall be entitled at any time to terminate the powers of the Secretary of the Management Board and to elect a new Secretary of the Management Board.

5.5. The Secretary of the Management Board shall be entitled:

- to call upon officers and employees of the Company to provide the information and documents required for preparation of the materials related to the issues of the agenda of the meetings of the Management Board within the prescribed time limits;
- to call upon the responsible persons to provide the information on execution of the resolutions of the Management Board;
- not to accept for consideration at the meeting of the Management Board any materials prepared in breach of the procedure set forth in this Regulation.

5.6. The obligations of the Secretary of the Management Board shall include the following:

- providing the members of the Management Board with the materials as well as any other information necessary for any member of the Management Board in order to deliver the resolution on the issues of the agenda of the meeting of the Management Board;
- arranging proper preparation of the materials required for the meeting of the Management Board;
- providing organization and technical support of the meetings of the Management Board;
- arranging records management and maintenance of the minutes of the meetings of the Management Board and other documents of the Management Board;
- taking the minutes of the meetings of the Management Board, preparing copies of the minutes and any extract thereof;
- notifying members of the Management Board and invited persons of the date, place and time of holding the meetings of the Management Board and providing members of the Management Board and invited persons with the materials required for the meetings of the Management Board;
- supervising the resolutions of the Management Board;
- preparing activity plan of the Management Board;
- interacting with the Corporate Secretary and Secretaries of the committees of the Board of Directors in order to coordinate the activities of the Management Board, committees of the Board of Directors as well as the Board of Directors of the Company;
- performing any other functions in accordance with the internal documents, this Regulation and instructions of the Chair of the Management Board.

5.7. In case of absence of the Secretary of the Management Board, his/her functions shall be performed by any employee of the Company whose candidacy shall be elected by the Management Board at the respective meeting, as proposed by the Chair of the Management Board, whereof the record shall be made into the minutes of the meeting.

5.8. The responsibility for safety of documents related to the meeting of the Management Board shall be borne by the Secretary of the Management Board.

## **6. Procedure for preparation to and holding the meeting of the Management Board**

6.1. The Management Board shall perform its activities by holding meetings and delivering resolutions. The meetings of the Management Board, as a rule, shall be held in a form of joint attendance of the members of the Management Board. In case of impossibility to attend the meeting, a member of the Management Board has the right to provide the Secretary of the Management Board with the written opinion on the issues of the agenda of the meeting of the Management Board issued in accordance with appendix No. 1 to this Regulation.

6.2. In exceptional cases, by the decision of the Chair of the Management Board the meeting may be held in an absentee form.

6.3. The meetings of the Management Board may be held using any communication means (telephone, selector, videoconference and others) provided that the application of such communication means allows the member of the Management Board to participate in a direct and unbroken manner in the meeting.

6.4. The Management Board shall hold its meetings as and when needed, but not less than once per quarter.

6.5. The activities of the Management Board shall be carried out in accordance with the activity plan of the Management Board. The Chair of the Management Board shall define the frequency of approval of the activity plan for the Management Board.

6.6. The draft activity plan of the Management Board shall be submitted for approval by the Management Board before the Chair of the Management Board prior to the respective period and shall include the following information:

- wording of the issues to be considered by the Management Board indicating persons responsible for preparation of materials on each issue;
- scheduled term for consideration of the issues.

6.7. The draft activity plan of the Management Board shall be prepared by the Secretary of the Management Board on the basis of resolutions of the General Meeting of Shareholders, the Board of Directors, of the issues raised by the members of the Board of Directors, the Chair and members of the Management Board, members of the Audit Commission, Auditor of the Company, as well as of the proposals of heads of business units of the Company. Such issues and proposals shall be submitted to the Secretary of the Management Board not later than twenty days prior to the scheduled period and shall contain information specified in par. 6.6. of this Regulation.

6.8. Within three working days upon signing the minutes of the meeting of the Management Board, where the activity plan of the Management Board has been approved, the Secretary of the Management Board shall send the activity plan of the Management Board to the members of the Management Board, as well as to the business units responsible for preparation of the materials on issues, as specified in the activity plan of the Management Board using means of electronic communication.

6.9. Based on the activity plan of the Management Board and taking into account the received materials submitted to the Management Board for consideration, the Secretary of the Management Board shall prepare the draft agenda of the meeting of the Management Board and submit it for approval to the Chair of the Management Board.

6.10. The Chair of the Management Board may convene extraordinary meetings on his/her initiative or at the request of any member of the Board of Directors, member of the Management Board, member of the Audit Commission and Auditor of the Company.

6.11. Upon holding the extraordinary meeting of the Management Board on the initiative of one of the members of the Board of Directors, the Management Board and

the Audit Commission or Auditor of the Company, as well as upon placing the issues on the agenda on the initiative of the persons mentioned, the initiator shall provide the Chair of the Management Board with the written request containing:

- indication of the initiator of holding the meeting or placing the issue on the agenda;
- wording of the issue and draft resolution thereon;
- accompanying materials.

The meeting shall be held not later than within fourteen calendar days upon receipt of the request for its holding.

The Chair of the Management Board shall be entitled to deny holding the extraordinary meeting or placing the proposed issue on the agenda of the meeting, in case that:

- the request to hold the meeting of the Management Board or to place the issue on the agenda of the meeting of the Management Board has been submitted by unauthorized person;
- the raised issue is beyond the competence of the Management Board;
- the request to place the additional issue on the agenda of the meeting has been submitted after the date when the agenda and materials in relation to the forthcoming meeting, as specified in par. 6.13. of this Regulation, have been sent to the members of the Management Board.

6.12. The Secretary of the Management Board shall notify the members of the Management Board of holding the meeting of the Management Board within five days prior to the meeting providing them with the agenda and necessary materials, including the draft resolutions and explanatory notes, using means of electronic communication.

6.13. In case the Chair of the Management Board makes a decision to hold the meeting in absentia, not later than 5 (five) working days before expiration date of questionnaire acceptance the members of the Management Board shall be provided by the Secretary of the Management Board with the following documents using means of electronic communication:

- notification on holding the meeting of the Management Board in absentia signed by the Chair of the Management Board;
- questionnaire for absent voting on the issues of the agenda, as prepared in accordance with appendix No. 2 to this Regulation;
- materials on the issues of the agenda.

6.14. The notification on holding the meeting of the Management Board in absentia shall include:

- full legal name of the Company and its location;
- wording of the issues of the agenda;
- indication of the fact that the meeting in absentia will be held in form of filling in the questionnaire;
- expiration date and time of absent voting questionnaire acceptance;
- list of information (materials) provided to the members of the Management Board.

6.15. When filling in the questionnaire for absent voting a member of the Management Board should leave only one of possible options uncrossed (“affirmatively”, “negatively”, “abstained”). Filled in questionnaire should be signed by the member of the Management Board indicating his/her surname and initials.



6.16. The questionnaire filled in breach of the requirements, as specified in par. 6.15. of this Regulation, shall be invalidated, shall not be counted in the quorum required to deliver the resolution by absent voting and shall not be taken into account upon vote counting.

6.17. Filled in and signed questionnaire should be sent by a member of the Management Board to the Secretary of the Management Board within the period specified in the questionnaire in an original form, by fax or by e-mail (with further provision of the original questionnaire to the address specified in the questionnaire).

The members of the Management Board shall be considered as those who have taken part in the absent voting, if the Secretary of the Management Board has received their questionnaires not later than expiry of the period of acceptance of questionnaires, as specified in the notification.

The questionnaire received after the expiration date specified in the questionnaire shall not be taken into account upon vote counting.

6.18. The votes on the issues of the agenda of the meeting in absentia shall be counted on the basis of the questionnaires filled in and signed by the members of the Management Board, which have been received by the Company within the period specified in the notification on holding the meeting of the Management Board in absentia.

6.19. Based on the questionnaires received, the Secretary of the Management Board shall execute the minutes of the Management Board in accordance with the procedure set forth by this Regulation.

6.20. The resolution delivered by the members of the Management Board by absent voting shall have the same force as the resolution delivered at the meeting of the Management Board held in a form of joint attendance.

6.21. Except for the members of the Management Board, other persons (officers of the Company, external experts and other invited persons) may attend the meetings of the Management Board without vote; their list shall be defined by Chair of the Management Board.

6.22. At the meeting of the Management Board, there shall be taken the minutes and audio recording.

6.23. The minutes of the meeting of the Management Board shall be executed not later than within three working days of its holding.

The minutes of the meeting shall include:

date, place and time of the meeting;

persons attending the meeting;

agenda of the meeting;

issues put to the vote;

voting results on the issues under consideration with indication of full names of the members of the Management Board and resolutions delivered;

date of execution of the minutes.

The minutes of the meeting of the Management Board shall be signed by the Chair of the Management Board and Secretary of the Management Board, who shall be responsible for accuracy of the minutes.

6.24. Within three working days upon signing the minutes of the meeting of the Management Board, the Secretary of the Management Board shall send to the members of the Management Board and the Chair of the Management Board, using electronic communication means, the copy of the minutes of the meeting of the Management Board,

and to other persons to whom the resolutions contained in the minutes have been sent – the extract from it.

6.25. The minutes of the meeting of the Management Board shall be provided to the Shareholders (Shareholder) holding jointly not less than 25 percent of the voting shares of the Company, to the members of the Board of Directors, the Audit Commission and Auditor of the Company at their request within seven calendar days upon submitting the written request to the premises of the executive body of the Company. The Company should provide the copy of the minutes of the meeting of the Management Board upon request of the mentioned persons.

6.26. The Company shall keep the minutes of the meetings of the Management Board as well as the audio recording of the meetings of the Management Board at the location of the Management Board on a permanent basis for not less than three years.

## **7. Procedure for delivering resolutions by the Management Board and compliance control**

7.1. A simple majority of votes of the members of the Management Board, who attend the meeting, shall deliver the resolutions at the meetings of the Management Board of the Company.

7.2. Each member of the Management Board shall have one vote. The members of the Management Board have no right to transfer their votes to any other person, including any other member of the Management Board. In case of equal votes, the Chair of the Management Board shall have a decisive vote.

7.3. The quorum required to hold the meeting of the Management Board shall include not less than half of elected members of the Management Board. Upon vote counting, the written opinion (to be included into the minutes) on the issues of the agenda of absent members of the Management Board shall be taken into account.

7.4. The resolution of the Management Board shall come into force starting from the date of holding the meeting, unless otherwise provided by the resolution of the Management Board.

The date of holding the meeting of the Management Board in absentia shall be considered to be the expiration date of questionnaire acceptance.

7.5. The resolutions of the Management Board shall be binding on the employees of the Company.

7.6. The Secretary of the Management Board shall control the compliance with the resolutions of the Management Board. Conducting such control, the Secretary of the Management Board shall be entitled to ask the responsible persons in respect of progress of implementing the resolutions of the Management Board. Upon expiration of the scheduled period, the responsible persons should inform the Secretary of the Management Board in respect of implementation of the respective resolution of the Management Board.

The Secretary of the Management Board shall communicate the information on the progress of implementing the resolutions of the Management Board to the members of the Management Board on a quarterly basis.

## **8. Final provisions**

8.1. The Regulation as well as any amendments hereto shall be approved by the General Meeting of Shareholders, as proposed by the Board of Directors of the Company. The resolution on approval of the Regulation on the Management Board shall be delivered by majority votes of the Shareholders holding the voting shares, who attended the General Meeting of Shareholders.

Appendix No. 1  
to the Regulation of the Management  
Board of JSC TransContainer

**WRITTEN OPINION**  
**of a member of the Management Board of JSC TransContainer**

\_\_\_\_\_  
(full name of a member of the Management Board)

**on the issues of the agenda of the meeting of the Management Board of JSC  
TransContainer**

\_\_\_\_\_, \_\_\_\_\_  
(date of holding the meeting of the Management Board)

**On issue No. 1 of the agenda:**

\_\_\_\_\_  
(wording of the issue of the agenda of the meeting)

**I vote “\_\_\_”<sup>1</sup> in respect of the following resolution:**

\_\_\_\_\_  
(wording of the resolution on the issue of the agenda)

**On issue No. 2 of the agenda:**

\_\_\_\_\_  
(wording of the issue of the agenda of the meeting)

**I vote “\_\_\_” in respect of the following resolution:**

\_\_\_\_\_  
(wording of the resolution on the issue of the agenda)

...

**On issue No. n of the agenda:**

\_\_\_\_\_  
(wording of the issue of the agenda of the meeting)

**I vote “\_\_\_” in respect of the following resolution:**

\_\_\_\_\_  
(wording of the resolution on the issue of the agenda)

**Member of the Management Board**

**JSC TransContainer** / \_\_\_\_\_ / \_\_\_\_\_  
(signature) (full name)

date

<sup>1</sup> Possible options of voting: “Affirmatively”, “Negatively”, “Abstained”.

**The Management Board  
of Open Joint-Stock Company  
"Centre for Cargo Container Traffic "TransContainer"**

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**Q U E S T I O N N A I R E**

for absent voting on the issues of the agenda of the meeting  
of the Management Board on JSC TransContainer

\_\_\_\_\_

(date of holding the meeting)

**Issue 1:**

\_\_\_\_\_

**Resolution:**

\_\_\_\_\_

\_\_\_\_\_

**AFFIRMATIVELY**

**NEGATIVELY**

**ABSTAINED**

*(leave your variant uncrossed)*

**Issue 2:**

\_\_\_\_\_

**Resolution:**

\_\_\_\_\_

\_\_\_\_\_

**AFFIRMATIVELY**

**NEGATIVELY**

**ABSTAINED**

*(leave your variant uncrossed)*

**Issue n:**

\_\_\_\_\_

**Resolution:**

\_\_\_\_\_

\_\_\_\_\_

**AFFIRMATIVELY**

**NEGATIVELY**

**ABSTAINED**

*(leave your variant uncrossed)*

**Filled in and signed questionnaire for voting should be sent in an original form and by fax  
\_\_\_\_\_ or by e-mail \_\_\_\_\_ not later than on \_\_\_\_\_.**  
/date, time/

**The questionnaire received by the Company after the specified date and time shall not be  
taken into account upon vote counting.**

**Please, send the original questionnaire to the following address: 125047, Moscow, 19  
Oruzheynyy pereulok, office \_\_\_\_\_.**

**Member of the Management Board**

**JSC TransContainer** \_\_\_\_\_ / \_\_\_\_\_  
(signature) (full name)

**THE QUESTIONNAIRE NOT SIGNED BY A MEMBER OF THE MANAGEMENT BOARD  
SHALL BE INVALID**