

Appendix 3

APPROVED BY  
JSC TransContainer BoD  
(Minutes No. \_\_)  
as of July 17, 2013

JSC TransContainer BoD Chairman

\_\_\_\_\_ P. D. Ilyichev

**Amendments  
to JSC TransContainer Corporate Governance Code**

Paragraphs 5 – 22 of the section ‘Board of Directors’ shall be amended to read as follows:

‘An independent director is a member of the Board of Directors of the Company who meets the following requirements:

- does not hold an office in managerial bodies, is not an employee of the Company, a corporate entity controlled by it and/or a managing organization of the Company at the time of election and during 3 years preceding the election;
- does not hold an office in managerial bodies and/or is not an employee of other corporate entity if any officer of the said entity is a member of the Personnel and Remuneration Committee of the Board of Directors of the Company;
- is not a spouse, a parent, a child, a brother and a sister of officers (manager) of the Company (officer of a managing organization of the Company);
- is not an affiliate of the Company and a corporate entity controlled by it, except for a member of the Board of Directors of the Company;
- is not the auditor of the Company (specifically, an employee of the audit company) and is not an affiliate of the auditor of the Company;
- does not perform obligations and is not an employee of an organization that performs any obligations under a contract with the Company if the total amount of transactions contemplated by the contract during a year is 10 or more per cent of the book value of assets of the Company;
- does not represent any persons or organizations bound by any obligations under a contract with the Company if the total amount of transactions during a year is 10 or more per cent of the book value of assets of the Company;
- is not a party to obligations with the Company under which he/she may acquire any property (receive funds) whose value is 10 and more per cent of the total annual revenues of the said person, except for any remuneration received for the participation in activities of the Board of Directors of the Company;
- is not a representative of the government, i.e. a person who is a representative of the Russian Federation, constituent entities of the Russian Federation and municipal entities;
- does not hold any posts of the governmental civil service of the Russian Federation and is not an officer of the Central Bank of the Russian Federation;
- did not and does not receive from the Company other remuneration, other than the director’s remuneration, is not a participant of the Company’s share option programs and is not a participant of the Company’s pension program;
- is not a spouse, a parent, a child, a brother and a sister of officers of partner organizations, advisors and other corporate entities that provide any services to the Company if the total amount of transaction contemplated by the contract during a year is 10 or more per cent of the book value of assets of the Company;

– was not a member of the Board of Directors more than nine years after the date of the first election’.