

APPROVED BY
Resolution of the Board of Directors of
PJSC TransContainer
11. 06.2020 (minutes No. 3)
(Annex to the Minutes)

**Recommendations of the Board of Directors
of Public Joint Stock Company
Center for Cargo Container Traffic TransContainer
in relation to the Request received on June 01, 2020 from Limited Liability Company
Delo-Tsentr on the repurchase of issue-grade securities
of Center for Cargo Container Traffic TransContainer**

On June 01, 2020, Public Joint Stock Company Center for Cargo Container Traffic TransContainer (the Company or the PJSC TransContainer) received the request sent by Limited Liability Company Delo-Tsentr (the Delo-Tsentr LLC) to repurchase ordinary registered uncertified shares of the Company, with state registration number of the issue 1-01-55194-E (the "Request for repurchase").

The Board of Directors of TransContainer PJSC considered the Request for Repurchase received by the Company and established the following:

1. The Request for Repurchase meets the requirements stipulated by the Federal Law as of December 26, 1995 No. 208-Φ3 *On Joint Stock Companies* (as amended) (the "Law on Joint Stock Companies") and the Regulation on the Requirements for Certain Arrangements in connection with the Acquisition of more than 30 Percent of the Shares of the Joint Stock Company and the Exercise of State Control over the Acquisition of Shares of the Joint Stock Company (approved by the Bank of Russia as of July 05, 2015 № 477-II).

The Request for Repurchase contains a note from the Bank of Russia confirming the provision of the Request for Purchase to the Bank of Russia on May 14, 2020 in accordance with the requirements of Section 84.9 of the Law on Joint Stock Companies.

A copy of Report No. FAS/2020/71405 dated May 07, 2020 on the assessment of the market value of one (1) ordinary share of PJSC TransContainer (the Share) as part of a 100% stake PJSC TransContainer as of March 31, 2020 is attached to the Request for Repurchase, the appraiser - Shulga, Anton Vladimirovich, Partner, Corporate Finance Department of Deloitte & Touche CIS JSC, member of the Self-regulatory Interregional Association of Appraisers (SMAO; registered under No. 2883 dated March 20, 2009).

2. The Board of Directors estimates the purchase price bid in the Request for Repurchase for 8,679 (Eight thousand six hundred seventy nine) rubles 52 kopecks per ordinary share of PJSC TransContainer as reasonable and meeting the requirements of Clause 4 of the Art. 84.8 of the Law On joint Stock Companies, in particular:

- the bid price of the Shares repurchased on the basis of the Request for Repurchase exceeds the market value of the repurchased Shares determined by Shulga Anton Vladimirovich, the appraiser of Deloitte & Touche CIS. The market value of one (1) Shares in a 100% equity stake of PJSC TransContainer as of March 31, 2020 according to Report No. FAS/2020/71405 as of May 07, 2020 is 7,666 (Seven thousand six hundred sixty six) rubles 00 kopecks per One (1) Share;

- the bid price of the Shares repurchased on the basis of the Request for Repurchase is not lower than the price at which the Shares were acquired on the basis of the mandatory offer, as a result of which Delo-Tsentr LLC became the owner of more than 95 percent of the total number of Shares of PJSC TransContainer (the "Mandatory offer"). According to the information contained in the Request for Repurchase, the price at which the Shares were acquired on the basis of the Mandatory Offer amounted to 8,679 (Eight thousand six hundred seventy nine) rubles 52 kopecks per One (1) Share;

- the bid price of the Shares repurchased on the basis of the Request for Repurchase is not lower than the highest price at which Delo-Tsentr LLC and its affiliates purchased or undertook to purchase the Shares after the deadline for the acceptance of the Mandatory Offer, as a result of which Delo-Tsentr LLC became Owner of more than 95 percent of the total number of Shares of PJSC TransContainer. According to the information contained in the Request for Repurchase, after expiration of the Mandatory Offer, no deals to acquire the Shares by Delo-Tsentr LLC and its affiliates have been made, and neither Delo-Tsentr LLC nor its affiliates have assumed any obligations for acquisition of Shares.

3. Based on clause 6.3.1 of the Request for Repurchase, the list of owners of securities subject to repurchase will be compiled on July 18, 2020 (the 47th day after the Request for Repurchase has been sent to the Company).

The owner of the repurchased securities, registered in the register of shareholders of PJSC TransContainer, is entitled to send an application that contains the details of his/her bank account to which funds for the repurchased securities shall be transferred. Applications by owners of repurchased securities registered in the register of shareholders of PJSC TransContainer may be sent to Joint Stock Company "STATUS Registrar Company", the registrar of PJSC TransContainer at the following address: 109052, Moscow, 23 Novokhokhlovskaya Street, Bldg. 1 as per clauses 6.3.3.-6.3.4. Request for Repurchase These applications are deemed to be sent on time if they are received by the registrar of the Company no later than the date on which the owners of the repurchased Shares are determined (fixed) (i.e. July 18, 2020).

4. Shareholders should carefully read the content and conditions of the Request for Repurchase, the text of which is posted on the Company's website on the Internet at: <https://trcont.com/investor-relations/information-for-shareholders>, as well as the contents of Chapter XI, including Section 84.8 of the Law On Joint Stock Companies.

Board of Directors of PJSC TransContainer