

APPROVED  
by the decision of the Board of Directors of PJSC  
TransContainer  
23.01.2020, minutes No. 11 (appendix to the minutes)

**Board of Directors Recommendations of the Public Joint Stock Company Center for Cargo Container Traffic TransContainer regarding the mandatory offer of the “Delo-Tsentr” limited liability company on purchase of the issue-grade securities of the Public Joint Stock Company Center for Cargo Container Traffic TransContainer**

On January 15, 2020, the Public Joint Stock Company Center for Cargo Container Traffic TransContainer (hereinafter referred to as the Company or PJSC TransContainer) received a mandatory offer from the shareholder of the PJSC TransContainer – “Delo-Tsentr” Limited Liability Company (hereinafter referred to as the “Delo-Tsentr” LLC) on the purchase of the ordinary registered uncertificated shares of the Company (state registration number of the issue 1-01-55194-E) in the amount of 6 947 387 (Six million nine hundred forty seven thousand three hundred eighty seven) shares (hereinafter referred to as the Mandatory offer).

In accordance with the requirements of the p. 2 of the par. 1 of the Article 84.3 of the Federal Law No. 208-FZ dated on December 26, 1995 “On Joint-Stock Companies” (hereinafter referred to as the Law on JSC) the Board of Directors of the PJSC TransContainer (hereinafter referred to as the Board of Directors) have considered the Mandatory offer received by the Company and adopted the following recommendations:

1. The mandatory offer complies with the requirements provided for by the Law on JSC and the Regulation on the requirements for the procedure for the execution of individual actions in connection with the acquisition of more than 30 percent of the shares of a joint-stock company and the exercise of state control over the acquisition of the shares of a joint stock company (approved by the Bank of Russia on 05.07.2015 No. 477 -P).

The Mandatory offer contains a note from the Bank of Russia confirming the submission of the Mandatory Offer to the Bank of Russia on December 30, 2019 in accordance with the requirements of the Article 84.9 of the Law on JSC.

The Bank Guarantee No. 00/0000/4417/466 dated on December 26, 2020 issued by Sberbank PJSC in the amount of 60 300 000 000 (Sixty billion three hundred million) rubles, corresponding to the requirements of the p. 3 of the Article 84.2 and the p.5 of the article 84.1 of the Law on JSC.

1. The Board of Directors evaluates the purchase price proposed in the Mandatory offer of 8 679 (Eight thousand six hundred seventy nine) rubles 52 kopecks per one ordinary share as reasonable and meeting the requirements of the p. 4 of the Article 84.2 of the Law on JSC, in particular:

- the purchase price exceeds the weighted average price of one ordinary share, determined based on the results of the organized bidding at Moscow Exchange PJSC for six months preceding the date of the Mandatory offer sending to the Bank of Russia (December 30,

2019), which, according to the certificate of Moscow Exchange PJSC (letter No. MB-I-2019-3305 dated on 30.12. 2019) amounts up to 8 065 (eight thousand sixty five) rubles;

- the purchase price corresponds to the highest price at which “Delo-Tsentr” LLC (or its affiliates) acquired or assumed the obligation to acquire the shares within six months preceding the date of the Mandatory offer to the Company. According to the information contained in the Mandatory offer, the highest price for such transactions amounted to 8 679 (eight thousand six hundred seventy nine) rubles 52 kopecks per one ordinary registered uncertificated share of the PJSC TransContainer (date of transaction at the highest price - December 13, 2019) .

3. The Board of Directors does not exclude a possible change in the market value of the acquired securities of the Company, including due to a decrease in the number of the securities of the Company circulating at organized tenders as a result of the implementation of the measures within the framework of the Mandatory offer. In this regard, the Board of Directors recommends that the shareholders, when deciding on the adoption of the Mandatory Offer, take into account that the shares market value in future may change due to many factors, some of which are beyond the control of the Company.

4. The Board of Directors, as applied to the plans of the “Delo-Tsentr” LLC, that sent the Mandatory offer, in relation to the Company and its employees, based on the information in the Mandatory offer, notes that no significant changes are planned in the activities of the Company.

5. For the foregoing reasons, the Board of Directors recommends that the shareholders consider the Mandatory offer of the “Delo-Tsentr” LLC to acquire the Company shares in order and on the terms provided for by the Mandatory offer.

Prior to making a decision on the sale of the shares of the Company on the basis of the Mandatory offer, the shareholders of the Company should carefully read the contents and terms of the Mandatory offer, as well as the contents of the Articles 84.2 and 84.3 of the Law on Joint-Stock Companies, the Letter of information regarding the Mandatory Offer and the recommended application form for the sale of securities.

PJSC TransContainer Board of Directors