

No.	Corporate governance principles	Criteria for evaluating compliance with corporate governance principles	Status ¹ of compliance with corporate governance principles	Explanations ² of deviations from criteria for evaluating compliance with corporate governance principles
7.2.2	The rules and procedures governing material corporate actions taken by the Company shall be established in the Company's by-laws.		Partially compliant	<p>1. The Company's by-laws stipulate the procedure governing the engagement of an independent appraiser to determine the value of the property that is alienated or acquired through a major or a related party transaction.</p> <p>2. The Company's by-laws stipulate the procedure for engaging an independent appraiser to determine the value of the Company's shares to be purchased or repurchased.</p>

No.	Corporate governance principles	Criteria for evaluating compliance with corporate governance principles	Status ¹ of compliance with corporate governance principles	Explanations ² of deviations from criteria for evaluating compliance with corporate governance principles
		3. The Company's by-laws provide for an expanded list of grounds on which the members of the Board of Directors and other persons stipulated by the law are deemed to be interested in the Company's transactions.	Not compliant	<p>The Company's by-laws do not provide for an extended list of grounds on which members of the Company's Board of Directors and other persons specified in the law of the Russian Federation are deemed to be interested in the Company's transactions.</p> <p>When identifying persons interested in transactions, the Company follows the requirements of the law of the Russian Federation. An extended list of grounds on which members of the Company's Board of Directors and other persons specified in the law of the Russian Federation are deemed to be interested in the Company's transactions may be considered in the course of next scheduled updating of the by-laws in 2021-2022</p>

RELATED PARTY TRANSACTIONS AND MAJOR TRANSACTIONS

RELATED PARTY TRANSACTIONS

In 2020, two notices were sent.

In line with the effective procedure for notifying members of executive bodies of an impending related party transaction as defined in Article 83 of Federal Law No. 208-FZ dated 26 December 1995 On Joint-Stock Companies, the Company's Board of Directors approved the procedure and form for the Company to send electronic copies of notices of such transactions (from the e-mail address of the Company's Corporate Secretary) to the e-mail addresses of members of the Board of Directors and members of the Executive Board, as well as shareholders of the Company (Minutes No. 10 dated 17 March 2017).

In total, in 2020, the Company consummated six related party transactions.

Report on the related party transactions consummated by the TransContainer in 2020

No.	Type of transaction	Contractor	Subject and other essential terms	Price	Validity term	Governance body in charge	Related party	Affiliation
1	Contract No. 3765732 dated 17 January 2020	Russian Railways	The agent, for the remuneration provided for by the contract, by order of the principal on its own behalf, but at the expense of the principal, undertakes to perform legal and other actions related to the involvement of railcars and containers for the transportation of cargoes of customers and personnel baggage of military personnel	The amount of agent remuneration is 0.01% of the fee paid by customers for the use of third-party railcars and containers (net of VAT)	30.03.2021	Notice to the members of the Board of Directors and the Management Board on the planned related party transaction under Item 1, Clause 1, Article 81 of the Law On Joint-Stock Companies	Andrey Starkov	Member (Chairman) of the TransContainer's Board of Directors Andrey Starkov held the position in the management body of a legal entity that is a party to the transaction (member of the Management Board of Russian Railways)
2	Contract No. 3765646 dated 17 January 2020	Russian Railways	The agent, for the remuneration provided for by the contract, by order of the principal on its own behalf, but at the expense of the principal, undertakes to perform legal and other actions related to the involvement of railcars and containers for the transportation of cargoes of customers and personnel baggage of military personnel	The amount of agent remuneration is 0.01% of the fee paid by customers for the use of third-party railcars and containers (net of VAT)	30.03.2021	Notice to the members of the Board of Directors and the Management Board on the planned related party transaction under Item 1.1, Clause 1, Article 81 of the Law On Joint-Stock Companies	Andrey Starkov	Member (Chairman) of the TransContainer's Board of Directors Andrey Starkov held the position in the management body of a legal entity that is a party to the transaction (member of the Management Board of Russian Railways)
3	Addendum No. 7 dated 16 January 2020 to Contract No. TKz/18/02/001 dated 09 February 2018 for transportation and forwarding services	Russian Railways	Change in the level of quotas for storage of empty TransContainer's containers at the terminals of Russian Railways and the cost of terminal services provided at the terminals of Russian Railways due to indexation	None	During the term of the contract	Notice to the members of the Board of Directors and the Management Board on the planned related party transaction under Item 1.1, Clause 1, Article 81 of the Law On Joint-Stock Companies	Andrey Starkov	Member (Chairman) of the TransContainer's Board of Directors Andrey Starkov held the position in the management body of a legal entity that is a party to the transaction (member of the Management Board of Russian Railways)
4	Pledge agreement of the share of FVKS LLC between PJSC GTLK, FVKS LLC dated 17 March 2020.	PJSC GTLK, FVKS LLC	Pledge in the amount of 30% of the share capital of LLC Freight Village Kaluga North owned by TransContainer (further - Pledger) on the right of ownership	The price of the share pledge agreement is the nominal cost of the share of RUB 945,984,300.	The agreement is valid until the earlier of the following dates: • the date of full performance of the secured obligations; • the date of actual receipt of all proceeds due to the pledge holder from the sale of the pledged item to the pledge holder's accounts or the date of the transfer of ownership of the pledged item to the pledge holder	Notice to the members of the Board of Directors and the Management Board on the planned related party transaction under Item 1.1, Clause 1, Article 81 of the Law On Joint-Stock Companies. The transaction was approved by the TransContainer's Board of Directors (Minutes No. 8 dated 12 December 2019)	Maksim Gavrilenko	Member of the TransContainer's Board of Directors Maksim Gavrilenko was a member of the Board of Directors of FVKS LLC, the beneficiary of the transaction

No.	Type of transaction	Contractor	Subject and other essential terms	Price	Validity term	Governance body in charge	Related party	Affiliation
5	Agreement No. 3876884 (on arrangements under the contacts No. 3437168 and No. 3437191 dated 08 May 2019) dated 19 March 2020	Russian Railways	Bringing the relations of the parties to the actual circumstances when in 2019, during the period until 31 December 2019, Russian Railways involved additional specialised rolling stock and containers owned by TransContainer for transportation in the interests of power structures (departments) Using the terms of the contracts No. 3437168 and 3437191 dated 08 May 2019 concluded based on the results of the public online auction No. 1142/OAE-TsFTO/19 in settlements for involving additional railcars and containers for military and special domestic transportation Determining the fee limit for involving additional railcars and containers in the amount not exceeding RUB 540,266,991.36 (net of VAT)	The fee limit for involving additional railcars and containers in the amount not exceeding RUB 540,266,991.36 (net of VAT)	30.03.2020	Notice to the Company's shareholders on the planned related party transaction under Item 1.1, Clause 1, Article 81 of the Law On Joint-Stock Companies	Andrey Starkov	Member (Chairman) of the TransContainer's Board of Directors Andrey Starkov held the position in the management body of a legal entity that is a party to the transaction (member of the Management Board of Russian Railways)
6	Loan Agreement No. TKd/20/07/0,006 dated 21 July 2020	TransContainer Europe GmbH	The Lender undertakes to provide the Borrower with a loan of EUR 5,000,000 (five million) (hereafter referred to as Loan), and the Borrower undertakes to repay the Loan and pay interest on the Loan in the amount of 4.0 (four) % per annum	Loan amount: EUR 5,000,000 (five million) The Loan amount with interest on the Loan amount of 4.0 (four) % per annum: 5,089,617.49 (five million eighty-nine thousand six hundred and seventeen euro and forty-nine euro cents)	The Borrower is obliged to repay the Loan and pay the accrued interest to the Lender not later than 31 December 2020 (inclusive). The obligation of the Lender to provide the Loan shall be deemed fulfilled from the date of receipt of the Loan amount to the Borrower's current account specified in the Loan Agreement. The Lender notifies the Borrower in writing about the fact of transferring the Loan to the Borrower	Notice to the members of the Board of Directors and the Management Board on the planned related party transaction under Item 1.1, Clause 1, Article 81 of the Law On Joint-Stock Companies; the transaction was approved by the TransContainer's Board of Directors (Minutes No. 6 dated 20 July 2020)	MC Delo LLC Delo-Center LLC Member of the Board of Directors of PJSC TransContainer S. Shishkarev	PJSC TransContainer is a controlling entity TransContainer Europe GmbH, which has the right to dispose of 100% of the share of TransContainer Europe GmbH and is a party to the transaction Delo-Center LLC is a controlling shareholder of TransContainer, which is entitled to exercise more than 50% of the votes MC Delo LLC is a controlling entity of TransContainer Europe GmbH, which is entitled to exercise more than 50% of the votes of TransContainer Europe GmbH indirectly (via Delo-Center LLC and TransContainer) S. Shishkarev, member of the Board of Directors of PJSC TransContainer, is a controlling person of the legal entity that is the party to the transaction (conducts indirect control via Delo-Center LLC and TransContainer)

MAJOR TRANSACTIONS

The main feature of a major transaction is its going beyond the ordinary business of the company, regardless of whether such transactions were made by this company before, if such transactions may lead to the termination of the company's activities or a change in its type or a significant change in its scale.

In 2020, the Company made one major transaction:

Type of transaction	Contractor	Subject and other essential terms	Transaction price	The transaction price as a percentage of the issuer's asset balance at the end of the last completed reporting period before the date of transaction	Issuer's asset balance at the end of the last completed reporting period before the date of transaction (RUB)	Validity term	Governance body in charge	Person (persons) who is (are) a party (parties) and beneficiary (beneficiaries) in the transaction
Non-revolving Credit Facility Agreement No. 7567 dated 25 December 2020	Sberbank	The Lender (Sberbank) undertakes to open a nonrevolving credit line to the Borrower (TransContainer) for the period to 09 June 2022 (inclusive). The loan limit is RUB 40,000,000,000 (forty billion). The Borrower undertakes to repay the loan and pay interest for the use of it and other payments in the amount, on time and under the terms of the Agreement.	The maximum price of the agreement consists of the loan limit of RUB 40,000,000,000.00 (forty billion) and interest for the use of the loan based on the current interest rate of the Bank of Russia plus 2 (two) % per annum. The maximum amount of the agreement is RUB 43,616,382,214.24 (forty-three billion six hundred and sixteen million three hundred and eighty-two thousand two hundred and fourteen) and 24 kopecks.	The maximum price of the agreement is RUB 43,616,382,214.24 (forty-three billion six hundred and sixteen million three hundred and eighty-two thousand two hundred and fourteen) and 24 kopecks. As a percentage of the value of TransContainer's assets as of the last reporting date, the price is 48.7%.	89,630,662,000	As at 09.06.2022 (inclusive)	The decision to agree to a major transaction was made at the meeting of the Board of Directors of TransContainer held on 22 December 2020 (Minutes No. 19 dated 24 December 2020)	Sberbank is a lender, and PJSC TransContainer is a borrower.