

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has three committees set up by the Company's Board for preliminary review of the most critical aspects of the Company's operations.

The Committees' activities, competencies and functions, the procedure to convene and hold the Committee meetings and issue resolutions, and the rights and responsibilities of the Committee members are all set out in the Regulation on the Committees of PJSC TransContainer¹.

Committee	Functions
Audit Committee	Key role in monitoring the completeness, accuracy and credibility of the Company's financial statements, reliability and efficiency of the risk management system, internal control framework and corporate governance, and in ensuring independence and impartiality of internal and external audits
Nominations and Remuneration Committee	Preliminary review of matters related to the development of an efficient and transparent remuneration policy and framework, HR planning, expertise and effectiveness of the Board of Directors, executive bodies and other key managers of the Company
Strategy Committee	Preliminary review of matters related to the drafting and implementation of the Company's development strategy and determination of its priorities and strategic goals, monitoring of progress on the Company's strategy, and provision of recommendations on adjustment of the existing development strategy

REPORT ON THE AUDIT COMMITTEE'S PERFORMANCE

Period	Membership of the Audit Committee
To 27.03.2020	S. Ludin – Audit Committee's chairman, independent Director V. Gaponko – Deputy Chairman of the Audit Committee, Non-Executive Director D. Davidovich – Member of the Audit Committee, independent Director M. Gavrilenko – Member of the Audit Committee, independent Director V. Shendrik – Member of the Audit Committee, Non-Executive Director A. Khatyanov – Member of the Audit Committee, Non-Executive Director
27.03.2020– 20.05.2020	S. Dolgov – Audit Committee's chairman, Executive Director I. Besedin – Member of the Audit Committee, Non-Executive Director D. Pankov – Member of the Audit Committee, Non-Executive Director
21.05.2020– 26.11.2020	S. Dolgov – Audit Committee's chairman, Executive Director I. Besedin – Deputy Chairman of the Audit Committee, Non-Executive Director S. Gushchin – Member of the Audit Committee, independent Director E. Kunayeva – Member of the Audit Committee, independent Director D. Pankov – Member of the Audit Committee, Non-Executive Director
27.11.2020– 31.12.2020	S. Dolgov – Audit Committee's chairman, Executive Director I. Besedin – Deputy Chairman of the Audit Committee, Non-Executive Director V. Bychkov – Member of the Audit Committee, Non-Executive Director; S. Gushchin – Member of the Audit Committee, independent Director V. Evdokimenko – Member of the Audit Committee, Non-Executive Director; D. Pankov – Member of the Audit Committee, Non-Executive Director

¹ The document is available on the Company's official website: <https://trcont.com/documents/20143/69792/180621-%D0%9F%D1%80%D0%B8%D0%BB.+%E2%84%96+5.%D0%9F%D0%BE%D0%BB%D0%BE%D0%B6%D0%B5%D0%BD%D0%B8%D0%B5-%D0%BE-%D0%BA%D0%BE%D0%BC%D0%B8%D1%82%D0%B5%D1%82%D0%BO%D1%85-%D0%A2%D0%9A.pdf>;a3b0e8eb-c6ca-0c94-bd54-1b2d8bd17241.

Secretary of the Audit Committee – D. Knyazhev

In 2020, the Audit Committee held

14 in-person meetings and 6 meetings in form of absentee voting, and discussed a total of

61 issues.

The Audit Committee's agendas were drafted based on the Board's instructions and the Committee's Work Schedule approved at the first meeting of the newly elected Committee. The issues including those related to financial (accounting) statements, risk management, internal control, corporate governance, internal and external audit, combating misconduct by the Company's employees or third parties, and handling of the Audit Committee's organisational

Items reviewed by the Audit Committee in 2020 (%)



matters were discussed. The unscheduled issues related to the conclusion of consulting contracts for the development and implementation of antitrust compliance in TransContainer, consideration of recommendations for optimizing the Company's business processes.

INTERACTION WITH THE EXTERNAL AUDITOR AND THE INTERNAL AUDIT AND CONTROL SERVICE

In order to increase the efficiency of interaction, the Chairman of the Audit Committee invites the Head of the Internal Audit and Control Service to attend the meetings, the agenda of which includes reporting and auditing issues. Hence, the members of the Audit Committee have an opportunity to get timely feedback from the auditors on the issues discussed at the meetings of the Audit Committee. Moreover, the Company seeks to ensure the highest level of transparency and make information on the Company's operations available to all stakeholders.

The Audit Committee holds confidential meetings with the Head of the Internal Audit and Control Service without inviting the representatives of the management.

In 2020, with a view to ensuring independence and impartiality of external audit function, the Audit Committee suggested that the Company's Board of Directors submit a recommendation to the Annual General Meeting of shareholders encouraging it to approve PricewaterhouseCoopers Audit (hereinafter – PwC) as a TransContainer's auditor to carry out an audit of the Company's RAS and IFRS financial (accounting) statements for 2020. The Audit Committee gave recommendations to the Board of Directors with regard to the amount of remuneration for the external auditor.

REPORT ON THE NOMINATIONS AND REMUNERATION COMMITTEE'S PERFORMANCE

Period	Membership of the Nominations and Remuneration Committee
To 27.03.2020	V. Gaponko – Chairman of the Nominations and Remuneration Committee, Non-Executive Director M. Gavrilenko – Deputy Chairman of the Nominations and Remuneration Committee, independent Director D. Davidovich – Member of the Nominations and Remuneration Committee, independent Director E. Zaltsman – Member of the Nominations and Remuneration Committee, independent Director S. Ludin – Member of the Nominations and Remuneration Committee, independent Director V. Shendrik – Member of the Nominations and Remuneration Committee, Non-Executive Director
27.03.2020– 20.05.2020	A. Polyakov – Chairman of the Nominations and Remuneration Committee, Non-Executive Director P. Baskakov – Member of the Nominations and Remuneration Committee, Non-Executive Director D. Pankov – Member of the Nominations and Remuneration Committee, Non-Executive Director
21.05.2020– 26.11.2020	I. Shitkina – Chairman of the Nominations and Remuneration Committee, independent Director D. Pankov – Deputy Chairman of the Nominations and Remuneration Committee, Non-Executive Director P. Baskakov – Member of the Nominations and Remuneration Committee, Non-Executive Director I. Besedin – Member of the Nominations and Remuneration Committee, Non-Executive Director A. Isurins – Member of the Nominations and Remuneration Committee, Executive Director
27.11.2020– 31.12.2020	A. Pankov – Chairman of the Nominations and Remuneration Committee, Non-Executive Director I. Shitkina – Deputy Chairman of the Nominations and Remuneration Committee, independent Director P. Baskakov – Member of the Nominations and Remuneration Committee, Non-Executive Director I. Besedin – Member of the Nominations and Remuneration Committee, Non-Executive Director A. Isurins – Member of the Nominations and Remuneration Committee, Executive Director

Secretary of the Nominations and Remuneration Committee – A. Eragina

In 2020, the Nominations and Remuneration Committee held

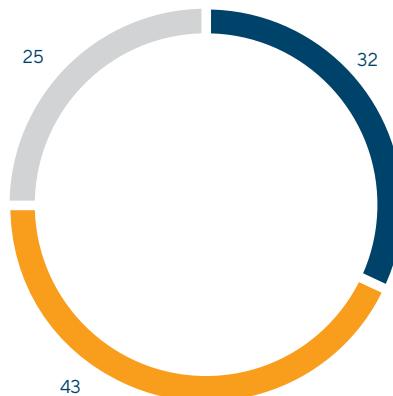
17 in-person meetings and 6 in form of absentee voting, and discussed a total of

93 issues.

The Nominations and Remuneration Committee's agendas were drafted based on the Board's instructions and the Committee's Work Schedule approved at the first meeting of the newly elected Committee.

The Nominations and Remuneration Committee reviewed the issues related to the policy and practices of remunerating members of the Company's Board of Directors and management, HR planning, nominations, and composition of the Company's governance bodies, executive bodies, other key managers of the Company. The unscheduled issues related to the preliminary consideration of candidates for positions.

Items reviewed by the Nominations and Remuneration Committee in 2020 (%)



- Remuneration policy and practice for the members of the Board of Directors and the management of the Company
- HR planning, appointments, and membership of the management bodies, executive bodies, other key executives of the Company
- Other

INTERVIEWS WITH CANDIDATES TO KEY COMPANY POSITIONS

To approve nominees to key Company positions, in 2020, the Nominations and Remuneration Committee continued to conduct face-to-face interviews with said candidates. Staging

of face-to-face interviews with candidates, along with the in-depth analysis of the candidates' educational and professional background, help members of the Nominations and Remuneration Committee get a better understanding of the candidates' professional and personal qualities and their suitability for the Company's key positions.

REPORT ON THE STRATEGY COMMITTEE'S PERFORMANCE

Period	Membership of the Strategy Committee
To 27.03.2020	A. Starkov – Chairman of the Strategy Committee, Non-Executive Director S. Luding – Deputy Chairman of the Strategy Committee, independent Director A. Belsky – Member of the Strategy Committee, Non-Executive Director M. Gavrilenko – Member of the Strategy Committee, independent Director E. Zaltsman – Member of the Strategy Committee, independent Director A. Taycher – Member of the Strategy Committee, Non-Executive Director ¹ A. Khatyanov – Member of the Strategy Committee, Non-Executive Director
27.03.2020– 20.05.2020	S. Shishkarev – Chairman of the Strategy Committee, Non-Executive Director P. Baskakov – Member of the Strategy Committee, Non-Executive Director I. Besedin – Member of the Strategy Committee, Non-Executive Director A. Polyakov – Member of the Strategy Committee, Non-Executive Director
21.05.2020– 26.11.2020	S. Shishkarev – Chairman of the Strategy Committee, Non-Executive Director P. Baskakov – Deputy Chairman of the Strategy Committee, Non-Executive Director I. Besedin – Member of the Strategy Committee, Non-Executive Director A. Gushchin – Member of the Strategy Committee, independent Director A. Isurins – Member of the Strategy Committee, Executive Director E. Kunaeva – Member of the Strategy Committee, independent Director
27.11.2020– 31.12.2020	V. Evdokimenko – Chairman of the Strategy Committee, Non-Executive Director P. Baskakov – Deputy Chairman of the Strategy Committee, Non-Executive Director I. Besedin – Member of the Strategy Committee, Non-Executive Director V. Bychkov – Member of the Strategy Committee, Non-Executive Director A. Gushchin – Member of the Strategy Committee, independent Director S. Shishkarev – Member of the Strategy Committee, Non-Executive Director I. Yakovenko – Member of the Strategy Committee, Non-Executive Director

¹ A retired member of the Board of Directors on the basis of a written notification of PJSC TransContainer on the abdication of powers of the member of the Board of Directors of PJSC TransContainer dated 11 July 2019 (ref. No. 3722).

Secretary of the Strategy Committee – D. Knyazhev

In 2020, the Strategy Committee held

8 in-person meetings and 4 in form of absentee voting, and discussed a total of

40 issues

The Strategy Committee's agendas were drafted based on the Board's instructions and the Committee's Work Schedule approved at the first meeting of the newly elected Committee. Items related to setting the Company's business priorities, budgeting and budget monitoring, managing the Company's subsidiaries and affiliates, investing in other entities, and handling of the Strategy Committee's organisational matters were discussed.

Items reviewed by the Strategy Committee in 2020 (%)

