

# BOARD OF DIRECTORS

The Board of Directors is an efficient and professionally run governance body capable of making decisions that benefit the Company and its shareholders. The Board of Directors ensures the long-term sustainability of the Company through strategic management: defining the Company's vision, mission and strategy, setting strategic goals and key performance indicators. The Board of Directors oversees the performance of the Company's executive bodies, determines the principles and approaches to organizing the risk management system and internal control system, and improves the Company's corporate governance system<sup>1</sup>.

## EFFICIENCY OF THE BOARD OF DIRECTORS

Efficiency of the Board of Directors is ensured through:

### Annual planning of the Board's activities

During the corporate year's first meeting, the Board of Directors approves its work schedule for a period extending until the convocation of the annual general meeting of shareholders. The Board's performance under such work schedule is reviewed at the last meeting of the corporate year.

### Budget approval

Annual budgets approved by the Company includes expenses to support activities of the Board of Directors. This gives Directors an opportunity to seek professional advice on relevant matters at the Company's expense.

### Rollout of an automated information system (AIS)

The meetings of the Board of Directors and its committees are prepared and held using AIS, which can be accessed by every Board member through an individual electronic device.

### Induction programmes for newly elected Board member

Newly elected Board members are required to take a one-day induction course, with the key managers giving them a brief overview of the Company's operations by way of a presentation.

## CHAIRMAN OF THE BOARD OF DIRECTORS AND HIS/HER ROLE

The Chairman organizes the work of the Board of Directors, oversees the implementation of the decisions of the Board of Directors and the general meeting of shareholders.

The Chairman of the Board of Directors is personally responsible for the efficiency of the work and provides a focus on the strategic management of the Company.

<sup>1</sup> The competence of the Board of Directors is defined in the Company's Charter. The TransContainer's Charter is available on the Company's website: <https://trcont.com/ru/investor-relations/charter-and-bylaws/charter>.

## INDEPENDENT DIRECTORS AND THEIR ROLE

Independent directors use their knowledge, experience and qualification to bring an independent view to the work of the Board of Directors. The Company highly values the contribution they make to improving the efficiency of the Board of Directors.

The Board of Directors analyses the Directors' compliance with the independence criteria on an annual basis. This item is first reviewed by the Nominations and Remuneration Committee, which then submits its opinion on each Director's compliance with the independence criteria to the Board of Directors.

Despite changes in the shareholder structure, TransContainer remains a public company, and its securities are admitted to trading on the Moscow Exchange. When deciding on the independence of the members of the Board of Directors, the Board of Directors and the Nominations and Remuneration Committee are guided by the criteria for determining independence established in the Listing Rules of the Moscow Exchange, as well as in the Corporate Governance Code of the Bank of Russia, recommended for use by joint stock companies by the letter of the Bank of Russia No. 06-52/2463 dated 10 April 2014.

## INDUCTION

Since 2013, the Company has been implementing the Induction Programme for newly elected members of the Board of Directors.

Due to the significant renewal of the Company's Board of Directors in 2020, the quality and timeliness of the preparation and conduct of the induction course for the newly elected members of the Board of Directors was of particular importance.

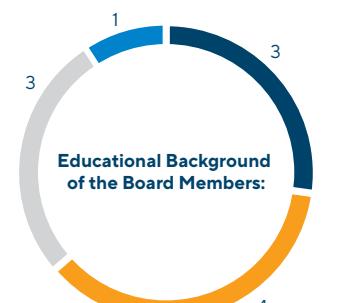
### **As part of the induction course, the following activities were carried out:**

- meetings with the Chairman of the Board of Directors and the executive bodies of the Company;
- acquaintance with the key managers of the Company;
- visiting of the Company's office;
- the management gave a presentation on the core business lines of the Company (strategic development, corporate governance, financial statements, operations, management incentives, risk management system, information technologies, terminal complex development strategy and other key focus areas of the Company);
- all members of the Company's Board of Directors were provided with key internal documents of the Company, both on paper and electronic media.

The induction course facilitated the rapid involvement of newly elected members of the Board of Directors in the work, their immersion in the specifics of the Company's business, as well as the creation of effective communications between the Board of Directors and the Company's management.

## MEMBERS OF THE BOARD OF DIRECTORS<sup>1</sup>

The Board of Directors is comprised of 11 members. The members of the Board of Directors are elected by the general meeting of shareholders for a period extending until the next annual general meeting of shareholders. The Chairman and the Deputy Chairman are elected by the members of the Board of Directors in accordance with Clause 17.1 of the TransContainer's Charter.

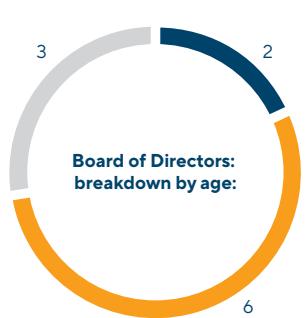


■ Legal education  
■ Finance and economics  
■ Industry-specific education  
■ Engineering education



■ Male  
■ Female

The balanced mix of experience, competencies, age and gender within the Board of Directors enables its members to discuss the agenda items thoroughly by drawing on their varied sociocultural backgrounds. The resulting decisions take greater account of stakeholder interests of wide range and contribute to the Company's sustainable development in the long run.



■ Below 45  
■ 45-55  
■ Over 55



■ Board of Directors: breakdown by compliance with the independence criteria:  
■ Executive  
■ Non-executive  
■ Independent

### Key Competencies of the Board Members by Professional Area and their Relevant Experience

Full name	Industry experience	Finance, economics, audit <sup>2</sup>	Strategy	Risk management	Corporate governance and legal matters	Transport and logistics (industry-specific)	HR management
S. Shishkarev	28 years	●	●	●	●	●	●
P. Baskakov	35 years	●	●	●	●	●	●
I. Besedin	45 years	●	●		●	●	●
V. Bychkov	21 years	●	●	●	●	●	
S. Gushchin	25 years	●	●	●	●	●	●
S. Dolgov	1 year	●	●	●	●		●
V. Evdokimenko	37 years	●	●	●	●	●	●
A. Isurins	25 years	●	●	●	●	●	●
D. Pankov	10 years	●	●	●	●	●	●
I. Shytkina	11 years	●	●	●	●		●
I. Yakovenko	18 years	●	●	●	●	●	●

<sup>1</sup> Data on members of the Board of Directors as of 31 December 2020.

<sup>2</sup> Professional experience in the transport industry and/or membership in the governance bodies of transport companies



## Sergey Shishkarev

Non-Executive Director, Chairman of the Board of Directors, Member of the Strategy Committee

**Born:** 1968

**Education:** The Military Red Banner Institute of the Ministry of Defence of USSR, Russian Academy of Public Administration under the President of the Russian Federation. Doctor of Law

Elected three times to the State Duma of the Russian Federation (third - fifth convocations). Author of more than 50 bills. In the fifth convocation - served as Chairman of the Transport Committee.

In 1993 - established Delo Group. Since 2014 - President and Member of the Board of Directors of Delo Group and several companies that are part of Delo Group. Since 2015 - Head of the Handball Federation of Russia. In 2020, after the consolidation of shares of PJSC TransContainer, he was elected Chairman of the Company's Board of Directors.

Since 2021 - Member of the Government Commission on Transport.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Petr Baskakov

Non-Executive Director, Deputy Chairman of the Board of Directors, Deputy Chairman of the Strategy Committee, Member of the Nominations and Remuneration Committee

**Born:** 1961

**Education:** Moscow State University of Railway Engineering. A PhD degree in Technology

1986-1989 - worked in the system of the Ministry of Railways, 1989-1999 - rose through the ranks from Station Attendant to Deputy Head of Railway Centre for Corporate Transport Service, Moscow Railway. 2000-2002 - Head of the Moscow Railway's Container Shipping Department, 2002-2003 - Deputy Head of the Centre for Corporate Transport Service of the Ministry of Railways of the Russian Federation. Ideologist, project manager for the creation and development of logistics companies, PJSC TransContainer, Russian Railways Logistics, JSC UTLC. 2003-2018 - Head of the Center for Cargo Container Traffic TransContainer, first within the Ministry of Railways, then as a branch and subsidiary of Russian Railways. 2010-2018 - Head of the Logistics Transport Systems and Technologies Department at the Russian University of Transport (MIIT). 2014-2016 - President, Chairman of the Management Board of JSC UTLC. Since 2018 - Head of the Board of Directors of New Logistics LLC, and since 2020 - Head of the Board of Directors of FVKS LLC.

Work on the Boards of Directors, Supervisory Board of Gefco S. A., JSC Kedentransservice, Russian Railways Logistics, TransContainer, JSC UTLC, Trans-Eurasia Logistics GmbH, Oy ContainerTrans Scandinavia Ltd.

Since 2020 - Deputy Chairman of the Board of Directors of TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Ivan Besedin<sup>1</sup>

Non-Executive Director, Member of the Strategy Committee, Deputy Chairman of the Audit Committee<sup>1</sup>, Member of the Nominations and Remuneration Committee

**Born:** 1954

**Education:** Moscow State University of Railway Engineering. A PhD degree in Technology, Assistant Professor  
 1976 – 1985 – worked at Moscow State University of Railway Engineering.  
 1985 – 1999 – rose through the ranks in the Ministry of Railways from chief expert to First Deputy Minister.  
 2000 – 2001 – Deputy Chairman of the Organization for Cooperation of Railways, 2006 – 2011 – Head of the Kaliningrad Railway.  
 2011 – 2014 – Head of the Moscow Metro.  
 2015 – 2016 – Head of the Department for Managing Transport and Logistics Business Unit of the Russian Railways, 2017 – 2018 – CEO of Stadler LLC.  
 Since 2019 – Advisor to the President of LLC Management Company Delo, and also since 2019 – Member of the Boards of Directors of several companies that are part of Delo Group.  
 Since 2020 – Member of the Board of Directors of TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Vladimir Bychkov

Non-Executive Director, Member of the Strategy Committee, Member of the Audit Committee

**Born:** 1968

**Education:** Dzerzhinsky Higher School of the KGB of USSR, Finance Academy under the Government of the Russian Federation  
 2000–2003 – Deputy CEO, Delo LLC.  
 2004–2009 – CEO, Delo Group.  
 2010–2014 – President, RUSCON.  
 2014–2020 – CEO of several companies that are part of Delo Group.  
 2018–2020 – CEO, Global Ports Management LLC.  
 Since 2020 – Vice-President of MC Delo LLC and Member of the Board of Directors of TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.

<sup>1</sup> According to the resolution of TransContainer's Board of Directors dated 02 April 2021 (Minutes No. 26), he was elected chairman of the Audit Committee of TransContainer.



## Sergey Gushchin

**Independent Member of the Board of Directors, Member of the Strategy Committee, Member of the Audit Committee.**

**Born:** 1966

**Education:** Voronezh State Technical University, the Russian Presidential Academy of National Economy

In 1998 – founded and headed Transgarant LLC, and 2007–2009 – Vice-President of FESCO Transportation Group for the Rail Division. In 2009 – participated in the establishment of Olympic Games Transport Directorate, First Deputy CEO. 2010–2018 – participated in the establishment of Rail Garant Group, Member of its Management Board. Since 2018 – present –Founder and Member of the Management Board of Rail Service Holding Company.

Member of the Coordination Council and Chairman of the Engineering Committee of All-Russian Public Organization “Business Russia”, as well as Chairman of the Supervisory Board of the Railway Car Repair Association.

Since 2020 – Member of the Board of Directors of PJSC TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Sergey Dolgov<sup>1</sup>

**Executive Director, Audit Committee’s chairman**

**Born:** 1975

**Education:** Rostov State University

2008–2018 – Deputy Chairman of the Board of Directors of LLC Commercial Bank “Financial and Industrial Capital”. Since 2020 – Member of the Board of Directors of FVKS LLC.

Since 2020 – Member of the Board of Directors, Vice President for Internal Control and Business Support of PJSC TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.

<sup>1</sup> 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 and on the abdication of powers of the chairman of the Audit Committee of PJSC TransContainer dated 31 March 2021 (ref. No. VH-2487/TsKP/1).



## Vitaly Evdokimenko

Non-Executive Director, Chairman of the Strategy Committee, Member of the Audit Committee

**Born:** 1962

**Education:** Rostov State University of Railway Engineering

1984–2003 – rose through the ranks from dispatcher to Deputy Head of the North Caucasus Railway. 1997–1998 – Director of Railway Transport at Novorossiysk Commercial Sea Port. 2004–2010 – Deputy Head of the Federal Tariff Service. 2010–2015 – CEO of JSC Federal Freight Company. 2016–2020 – Advisor to the CEO of LLC Freight Forwarding Company.

Since 2020 – Advisor to the President of MC Delo LLC and Member of the Board of Directors of TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Alexandrs Isurins

Executive Director, Member of the Strategy Committee, Member of the Nominations and Remuneration Committee

**Born:** 1976

**Education:** Baltic Russian Institute (Latvia), Maersk International Shipping Education (Denmark), Strategic Management Swedish School of Economics (Riga, Latvia), professional development programme for key managers at Singularity University (California, USA)

1995–2001 – worked for Maersk, 2001–2014 – Head of MSC's representative office in Russia. 2014–2016 – Vice President and Senior Vice President of FESCO Transportation Group, 2016–2020 – President of FESCO, Member of the Group's Board of Directors. Since 2020 – Member of the Board of Directors of Chinese-Russian Rail-Container International Freight Forwarding (Beijing) Co., Ltd and Oy ContainerTrans Scandinavia Ltd.

Since 2020 – Member of the Board of Directors, President, Chairman of the Management Board of TransContainer.

**Citizenship:** The Republic of Latvia

Does not hold shares or any other securities of the Company.



## Dmitriy Pankov

**Non-Executive Director, Chairman of the Nominations and Remuneration Committee, Member of the Audit Committee**

**Born:** 1979

**Education:** Humanities University (Institute), Ekaterinburg

2014–2015 – CEO of DP Consulting LLC. Since 2014 – held senior positions and was the member of the governance bodies of several companies that are part of Delo Group. Since 2019 – CEO of Orion Partners Law Firm LLC.

Since 2020 – Member of the Board of Directors of PJSC TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Irina Shytkina

**Senior Independent Member of the Board of Directors, Deputy Chairman of the Nominations and Remuneration Committee**

**Born:** 1965

**Education:** Lomonosov Moscow State University Professor, Doctor of Law

2010–2017 – Member of the Board of Directors of TransContainer. Professor, Department of Entrepreneurial Law, Law Faculty, Lomonosov Moscow State University, Advisor to the CEO and Chairman of the Board of Directors of JSC Elinar.

Since 2013 – Member of the governance bodies of companies of the railway sector, including the structures of Russian Railways; since 2019 – Member of the Board of Directors of JSC Management Company of Moscow State University's Vorobyovy Gory Innovative Science and Technology Center.

Since 2020 – Member of the Board of Directors of PJSC TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.



## Igor Yakovenko

Non-Executive Director, Member of the Strategy Committee

**Born:** 1974

**Education:** Golitsyno Military University of Border Security Force of Federal Security Service of the Russian Federation, Finance Academy under the Government of the Russian Federation

2002-2005 – worked at CJSC LUKOIL-Chernomorye. Since 2005 – rose through the ranks in Delo Group from chief specialist to CEO of Novorosnefteservis LLC and Novorossiysk Petrotransshipment Complex (part of the oil business division of Delo Group until 2013).

2013-2015 – Head of the terminals network of Gazpromneft Marine Bunker in Novorossiysk.

Since 2015 – held senior positions and was the member of the Boards of Directors and executive bodies of several companies that are part of Delo Group.

Since 2020 – Member of the Board of Directors of PJSC TransContainer.

**Citizenship:** Russian Federation

Does not hold shares or any other securities of the Company.

**To 26 March 2020, the Board of Directors included:**

- 1) Andrey Starkov
- 2) Sergey Ludin
- 3) David Davidovich
- 4) Alexey Belsky
- 5) Vladimir Gaponko
- 6) Aleksey Taycher
- 7) Aleksandr Hatyanov
- 8) Viktor Shendrik
- 9) Lea Verni
- 10) Maksim Gavrilenko
- 11) Evgeny Zaltsman

**Under the resolution of the Extraordinary General Meeting of Shareholders dated 26 March 2020, the following persons were elected to the Company's Board of Directors:**

- 1) David Davidovich
- 2) Sergey Ludin
- 3) Lea Verni
- 4) Maksim Gavrilenko
- 5) Ramil Zainetdinov
- 6) Petr Baskakov
- 7) Ivan Besedin
- 8) Sergey Dolgov
- 9) Dmitriy Pankov
- 10) Artem Polyakov
- 11) Sergey Shishkarev

**Under the resolution of the Annual General Meeting of Shareholders dated 14 May 2020, the following persons were elected to the Company's Board of Directors:**

- 1) Petr Baskakov
- 2) Ivan Besedin
- 3) Sergey Gushchin
- 4) Sergey Dolgov
- 5) Alexandrs Isurins
- 6) Elena Kunayeva
- 7) Dmitriy Pankov
- 8) Artem Polyakov
- 9) Steven Hellman
- 10) Irina Shytkina
- 11) Sergey Shishkarev

**Under the resolution of the sole shareholder dated 25 November 2020, the following persons were elected to the Company's Board of Directors:**

- 1) Sergey Shishkarev
- 2) Petr Baskakov
- 3) Ivan Besedin
- 4) Vladimir Bychkov
- 5) Sergey Gushchin
- 6) Sergey Dolgov
- 7) Vitaly Evdokimenko
- 8) Alexandrs Isurins
- 9) Dmitriy Pankov
- 10) Irina Shytkina
- 11) Igor Yakovenko

**General information on the members of the Board of Directors:**

- in the opinion of the Company, all members of the Board of Directors have sufficient competence and time to effectively work on the Company's Board of Directors;
- in the reporting year, there were no loans (credits) extended by the Company to the Chairman and members of the Board of Directors;
- the members of the Board of Directors did not hold shares of the Company in the reporting year, did not conduct share acquisitions and disposals;
- according to the Company, no lawsuits were brought against the members of the Board of Directors;
- consent to the processing and disclosure of personal data has been obtained from all members of the Board of Directors.

<sup>2</sup> 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).

<sup>3</sup> 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 15 May 2020 (ref. No. VH-1878/TsKP).

## REPORT ON THE PERFORMANCE OF THE BOARD OF DIRECTORS

The members of the Company's Board of Directors act in line with the interests of the Company and all of its shareholders and take into account the interests of the employees, customers, partners and other stakeholders. Diligent and efficient fulfilment of responsibilities by the members of the Board of Directors requires, *inter alia*, sufficient free time to work for the Company's Board of Directors and its committees. Each member's contribution is important in ensuring the efficiency of the Board of Directors.

In 2020

**34** meetings of the Board of Directors were held: 16 of which were in-person meetings, and the other 18 were conducted in the form of absentee voting

**179** issues were considered at these meetings.

### Key items reviewed by the Board of Directors in 2020:

- the approval of the revised TransContainer's Charter, Regulation on the Company's Board of Directors, revised Regulation on the Company's Management Board and Regulation on the Sole Executive Bodies of TransContainer was recommended to the general meeting of shareholders;
- recommendations regarding the mandatory offer from Delo-Center LLC for the acquisition of issue-grade securities of PJSC TransContainer were considered;
- the delisting of the GDRs representing the rights to ordinary shares of PJSC TransContainer from London and Moscow Exchanges was approved;
- the powers of the CEO were terminated prematurely, the President and Director were elected;
- members of the Management Board were elected;
- the overlapping of the positions of the President of PJSC TransContainer was agreed;
- the Company's Budget and Investment Program for 2021 was approved;
- adjustments to the Company's Budget and Investment Program for 2020 were approved;
- the key performance indicators (KPIs) for the management team of PJSC TransContainer for 2020 were approved;
- the executive office's positions appointed upon approval by the Company's Board of Directors were determined;
- nominees to the senior positions of the executive office and branches were approved;
- the Directors' compliance with the independence criteria was reviewed;
- the list of controlled companies determined by the Board of Directors of PJSC TransContainer was approved;
- reports on the implementation of the project on TransContainer's participation in LLC SpecTransContainer, CJSC Logistics-Terminal, LLC TransContainer-Mongolia and FVKS LLC in 2019 were reviewed.
- Budgets and budget implementation reports of the controlled entities included in the annual list approved by the Board of Directors were reviewed;
- the uniform requirements for the organization and conduct of external audit of TransContainer group companies were approved;
- the reports on the Company's performance in 2019 and on implementation of resolutions adopted by the Company's Board of Directors and annual general meeting of shareholders were approved;
- the report on the related party transactions consummated by TransContainer in 2019 was approved;
- changes in TransContainer's Corporate Risk Management System Policy were approved;
- the report on the implementation of the action plan of the Company's Internal Audit Service for 2019 was reviewed;
- the action plan of the Internal Control and Audit Service of TransContainer for 2021 was reviewed;
- the work of the Board of Directors and its committees for the corporate year was summed up, and the performance of the Corporate Secretary in the corporate year was assessed;
- matters related to the Company's charitable support for children (TransContainer for Children programme) and its employees, sports non-profit organisations, preservation of Russia's cultural heritage, contribution to the industry-wide charitable programmes were considered;
- conclusion of the sponsorship agreement between PJSC TransContainer and the Autonomous Non-profit Organisation Professional Handball Club was approved.

## Attendance<sup>1</sup> at the Meetings of the Board of Directors and its Committees in 2020<sup>2</sup>

Full name	Board of Directors	Audit Committee	Nominations and Remuneration Committee	Strategy Committee
S. Shishkarev	25 (3) / 34	-	-	7 (2) / 12
P. Baskakov	25/34	-	20/23	9/12
I. Besedin	25/34	17/20	17/23	9/12
V. Bychkov	4/34	2/20	-	1/12
S. Gushchin	20/34	14/20	-	7/12
S. Dolgov	25/34	17/20	-	-
V. Evdokimenko	4/34	2/20	-	1/12
A. Isurins	20/34	-	16/23	7/12
D. Pankov	25/34	17/20	20/23	-
I. Shytkina	19 (1) / 34	-	16/23	-
I. Yakovenko	4/34	-	-	1/12

## SELF-ASSESSMENT

The results of the Board of Directors' self-assessment are highly important for determining how to improve its performance: they allow to identify the focus areas where the activities of the Board and its committees can be improved, factors that reduce the effectiveness of the Board of Directors, and contribute to the development of proposals to improve the performance of the Board of Directors and its committees.

Due to the change in the shareholding structure in the reporting year and the subsequent complete renewal of the Company's Board of Directors before the end of the corporate year, the performance of the Board of Directors has not been evaluated. Self-assessment of the work of the Company's Board of Directors for 2020/2021 corporate year is planned in 2021.

<sup>1</sup> The Board of Directors as of 31 December 2020

<sup>2</sup> The table presents data in the "8 (1) / 10" format, which means that the Director attended eight out of ten meetings of the Board (committee) in person, including one meeting via a written opinion or a questionnaire (in case of an in-absentia meeting).