

DISCLOSURE AND SHAREHOLDER AND INVESTOR RELATIONS

INFORMATION POLICY

Transparency is a key principle of the Company's corporate governance framework ensuring regular, full, timely and accurate disclosure of the information on Company's operations.

Key tasks of the Company's Information Policy:

- protection of rights and legitimate interests of the Company's shareholders;

- full, timely and unbiased disclosure of reliable information about the Company sufficient for the shareholders, potential investors and other stakeholders to make investment and management decisions related to their participation in the Company;
- compliance with the Russian laws and requirements set by the stock exchanges where the Company's securities are traded.

Key Principles of the Information Policy

Regularity Consistency Promptness	<ul style="list-style-type: none"> • Timely disclosure through coordination of work performed by respective functions. • Simultaneous and equivalent disclosure of significant information in Russia and abroad given that the Company's securities are traded on the Moscow and London stock exchanges¹ • Prompt communication of the Company's position with respect to any rumours or speculations creating a misleading view of the Company's valuation and the price of its securities • Prompt disclosure of information that could significantly affect the Company's valuation and the price of its securities
Accessibility	<ul style="list-style-type: none"> • Use of disclosure channels and methods available to most stakeholders • Free and unhindered access of stakeholders to the information disclosed by the Company
Completeness Reliability Comparability Neutrality	<ul style="list-style-type: none"> • Disclosure of transparent, consistent and comparable information • Provision of reliable and balanced information without evading from disclosing negative facts that are material for shareholders and investors • Disclosure of neutral disclosed information (financial and other) independent of any stakeholders' interests

¹ Until 29 September 2020, the decision on the delisting of the GDRs from the London Stock Exchange was taken by the Board of Directors of the Company on 31 August 2020 in connection with the consolidation of 100% of the ordinary shares of the Company by Delo-Center LLC as a result of the mandatory share repurchase carried out by Delo-Center LLC and the subsequent termination of the GDR programme of The Bank of New York Mellon – the depositor of the GDR programme.

The Company complies with the disclosure requirements of the Law on Joint Stock Companies, Bank of Russia and Moscow Exchange, the Company is guided by the principles of the Corporate Governance Code. In addition, to 29 September 2020¹. The Company complied with the applicable regulations of the Financial Conduct Authority (FCA), provisions of the ESG-Factors Disclosure Guide¹ of the London Stock Exchange.

The Board of Directors controls the timeliness of disclosure of reliable information on all material issues of the Company's activities². The corporate secretary participates in the disclosure procedures by implementing and updating the Company's information policy, as well as submitting a report on its compliance to the Board of Directors.

The Company actively interacts with the media maximizing the rights of stakeholders to obtain information. Along with this, the Company protects its own interests restricting access to insider and confidential information, including commercial information or other classified data protected by law.

The Company has adopted documents³ aimed at protecting the rights and interests of the Company's shareholders in transactions involving the Company's securities, as well as preventing and combating the illegal use of insider information in accordance with the Russian laws and requirements of the authorities in the securities market. The Company regularly implements a range of measures for keeping and updating the insider list. Compliance with insider information requirements is

checked by the insider information expert who reports to the Board of Directors.

The Company uses all possible channels of communication, including information systems www.e-disclosure.ru (for Russia) and on the page of the RNS website of the London Stock Exchange www.londonstockexchange.com (in accordance with the requirements of the FSA, EU Transparency Directive and the London Stock Exchange) to 29 September 2020.

All material information is available on the Company's website (www.trcont.com), including investor presentations and news releases on operating and financial results, and other important corporate developments. The corporate website offers additional means of communication to reach out to stakeholders, including hotlines and the feedback system.

Year after year, the Company adhered to webcasting of general meetings of shareholders, but in 2020, due to the unfavourable epidemiological situation in Moscow, all general meetings of shareholders were held in the form of absentee voting by sending ballots.

The Company maintains regular dialogue with institutional investors and financial analysts, providing feedback between the Company's management and the investment community. The Company's representatives take part in investor conferences and forums hosted by the Moscow Exchange and Russian and international banks and companies. IFRS statements are followed by conference calls with research analysts and investors held by the Company's management on a quarterly basis.

¹ The termination of the GDR programme of The Bank of New York Mellon – the depositor of the GDR programme.

² Environmental, social and management factors.

³ Including financial results and operating activity results, share capital structure, lists of affiliates, reports on material facts and other information in accordance with the requirements of the legislation of the Russian Federation and Great Britain.

⁴ <https://trcont.com/investor-relations/charter-and-bylaws/bylaws>.

SHARE CAPITAL AND SECURITIES

TransContainer's share capital is RUB 13,894,778,000 divided into 13,894,778 ordinary registered shares with a par value of RUB 1,000.

Information about Each Category (Type) of Shares

Share type and category	Ordinary registered shares
Form of issuance	Uncertificated
Number of shares outstanding	13,894,778
Par value of 1 (one) security (RUB)	1,000
State registration of the securities issue	dated 11.05.2006, No. 1-01-55194-Ye

The key event of 2020 was the change of the shareholder and consolidation of the shares of the Company by Delo Group.

In April 2020, LLC Enisey Capital and VTB Bank (PJSC) ceased their participation in the Company's share capital. The right to dispose of more than 49% of the share capital was acquired by Delo-Center LLC as part of the mandatory offer to acquire the Shares.

As a result of the repurchase of the Company's shares in accordance with Article 84.2 of the Law on Joint Stock Companies, Delo-Center LLC increased its shareholding in the Company's share capital to 99.641045%.

As at 12 August 2020, Delo-Center LLC has the right to exercise 100% of the Company's share capital¹.

SHARES

As at 31 December 2020, the Company's ordinary registered uncertified shares (registration number of issuance 1-01-55194-Ye dated 11 May 2006, hereafter - Shares) are admitted for trading on the Moscow Exchange and included in Level 3 of securities, ticker: TRCN. At the same time, the Moscow Exchange suspended the trading of Shares from 20 July 2020 in connection with the information published by PJSC TransContainer about the request on Shares repurchase submitted to the issuer in accordance with Article XI.1 of the Law on Joint Stock Companies.

On 1 June 2020, the Company received the corresponding notification on the right to request the repurchase of

securities under Article 84.7 of the Law on Joint Stock Companies. Earlier, on 10 April 2020, Delo-Center LLC acquired the right to dispose of 13,844,902 ordinary registered uncertified shares of the Company, representing 99.641045% of the issuer's share capital, as part of the implementation of the mandatory offer submitted to the Company on 15 January 2020 to purchase the issue-grade securities.

On 12 August 2020, LLC Delo Center repurchased the Company's securities in accordance with Article 84.8 of the Law on Joint-Stock Companies and increased its shareholding in the Company from 99.641045 to 100%.

¹ As per TransContainer's share register as at 12 August 2020, its equity is based on long-term investments. These data reflect the information available to the Company based on the share register maintained by the Company's registrar, and information publicly disclosed by the Company's shareholders.

GLOBAL DEPOSITORY RECEIPTS

TransContainer has GDRs issued for its shares, with ten GDRs representing one share. Since 2010, the depositary bank has been BNY Mellon (Cyprus) Nominees Limited, part of The Bank of New York Mellon. Starting from 16 December 2015, the depositary functions under the GDR programme were transferred directly to the New York division of The Bank of New York Mellon.

GDRs were traded on the main market of the London Stock Exchange (LSE) until 29 September 2020, ticker: TRCN. On 5 May 2014, the Company's GDRs were also included into the Unlisted Securities section of the list of securities admitted for trading on the Moscow Exchange by the relevant order of the MICEX Stock Exchange. On [2 September] 2020, the Company's GDRs were excluded from the list of the Moscow Exchange and the trading on them was terminated.

TERMINATION OF THE GDR PROGRAMME AND DELISTING FROM THE LONDON STOCK EXCHANGE

As of the end of the trading day on August 26, 2020, the number of ordinary shares of PJSC TransContainer underlying GDRs was zero and the number of GDRs issued under the programme was also zero; the GDR programme was closed and the depositary agreement between PJSC TransContainer and The Bank of New York Mellon dated 15 September 2010 was terminated.

On 28 August 2020, the Depository sent a letter confirming the termination of the GDR programme and the absence of outstanding GDRs, as well as the absence of contractual and other obligations and requirements.

On 31 August 2020, the Board of Directors of TransContainer decided to approve the delisting of the GDRs representing the rights to ordinary shares of TransContainer from the London Stock Exchange and Moscow Exchange.

On 31 August 2020, PJSC TransContainer submitted:

- a request to the London Stock Exchange to terminate the admission to trading on the Main Market of the London Stock Exchange of the GDRs representing ordinary shares of the Company;

- request to the UK Listing Authority to terminate the listing of the GDRs in the Official List.

On 1 September 2020, PJSC TransContainer made an RNS disclosure about the impending delisting of the GDRs from the London Stock Exchange.

On 17 September 2020, in accordance with Clause 4.13 of the regulation of the Bank of Russia No. 708-P dated 24 December 2019, PJSC TransContainer notified the Bank of Russia on the termination of the depositary agreement.

On 29 September 2020, the procedure of GDR delisting of the Company's shares from the London Stock Exchange was completed.

DIVIDEND POLICY

As stated in TransContainer's Dividend Policy Regulation,¹ the target dividend payout ratio is 25% of the Company's net profit in accordance with the RAS (net of income from the revaluation of financial investments). At the same time, the actual share of net profit to be distributed in the form of dividends may be above or below 25% depending on the Company's financial and business plan and the Board of Directors' recommendations.

The Company's dividend policy relies on the following principles:

- annually distribute part of the Company's net profit, if any, among its shareholders in the form of dividends, while using the retained profits mainly for CAPEX projects and repayment of debt due and payable in the next reporting period;

- maintain the balance of interests between the Company and its shareholders;
- aim at maximising the Company's capitalisation and investment appeal;
- respect shareholder rights as provided for by the Russian laws and best corporate governance practices;
- ensure transparency of the dividend calculation and payment procedures.

On 14 December 2020, the sole shareholder decided to direct the Company's net profit based on the results of nine months of 2020 and the Company's net profit for previous years (undistributed profit of previous years) to pay dividends, which amounted to a total of RUB 39,823,267,434.68.

Dividends Accrued and Paid by the Company from 2015 to 2020

Dividends	2015 (for 2014)		2016	2017 (for 2016)	2018 (for 2017)	2019		2020
	From the undistributed net profit of the previous years	For the first half of 2016				For 2018	For the first half of 2019	
Total amount of dividends (RUB mln)	985.97	3,499.26	1,330.56	650.41	4,071.73	6,674.63	2,147.72	28,948.80
Dividend per share (RUB)	70.96	251.84	95.76	46.81	293.04	480.37	154.57	2,083.43
Dividend (as % of net profit)	25.0	14.2	100.0	50.0	75.0	75.0	35.0	54.5
Announcement date	24.06.2015	09.09.2016	09.09.2016	22.06.2017	15.05.2018	21.05.2019	23.09.2019	14.12.2020
Payment date	23.07.2015	04.10.2016	04.10.2016	24.07.2017	08.06.2018	06.06.2019	10.10.2019	28.12.2020
Unpaid dividends ² (RUB)	141.92	503.68	191.52	1,017,602.09	-	-	-	-

¹ The Regulation is available on the Company's website https://trcont.com/documents/20143/69792/140219-Polozhenie_o_dividendnoi_politike_novaja_redakcija_.pdf/17585a5e-2bda-f9e1-a102-ec59038b334d

² Dividends were transferred to the Company's registrar in full. Dividends were not paid to shareholders who failed to submit the data required by Clause 5, Article 44 of the Law on Joint-Stock Companies.