

# GENERAL MEETING OF SHAREHOLDERS

**The general meeting of shareholders is the Company's supreme governance body. Equitable and fair treatment of the shareholders is the Company's key corporate governance principle which ensures equal, fair and favourable conditions for all shareholders to exercise their rights in managing the Company and participating in its profit through dividends.**

**The functions of, and the procedure to convene, prepare and hold a general meeting of shareholders, along with the shareholder rights are established by the Russian laws and the following by-laws of PJSC TransContainer:**

- the Charter;
- the Corporate Governance Code;
- the Regulation on the Procedure of Preparation and Holding of the General Meeting of Shareholders;
- the Code of Business Ethics.

On 12 August 2020, Delo-Center LLC completed a 100% consolidation of TransContainer, therefore, all decisions that fall within the competences of the general meeting of shareholders are taken by the sole shareholder and issued in writing.

For additional information about the transaction see Section "Equity and Securities".

## SHAREHOLDER RIGHTS

As in previous years, in 2020, the Company adhered to the current information policy and best practices in respecting shareholder rights. The approaches and principles of their implementation in this period are described in the 2019 Annual Report published on the Company's website<sup>1</sup>.

The most pressing issue for the next phase was securing the rights of shareholders during the share repurchase of ordinary registered uncertified shares (hereinafter – Shares) of the Company.

On 15 January 2020, the Company received a mandatory offer from Delo-Center LLC (shareholder of TransContainer) to acquire 6,947,387 ordinary registered uncertified shares (hereinafter – Shares) of the Company.

The repurchase request met all the requirements of the current legislation.

**The Board of Directors estimated the purchase price of RUB 8,679.52 per Share given in the mandatory offer as reasonable and compliant to Clause 4 of Article 84.2 of the Federal Law No. 208-FZ dated 26 December 1995 On Joint-Stock Companies, in particular:**

- the purchase price exceeded the weighted average price of one Share determined based on the results of organised trading on the Moscow Exchange for six months preceding the date of the mandatory offer submission to the Bank of Russia (30 December 2019). It amounted to RUB 8,065 according to the statement of the Moscow Exchange (Letter No. MB-I-2019-3305 dated 30 December 2019);
- The purchase price was in line with the highest price, at which Delo-Center LLC acquired or assumed the obligation to purchase the Shares within six months prior to the date of the mandatory offer submission to the Company.

<sup>1</sup> <https://trcont.com/ru/investor-relations/reporting/annual-reports/>.

On 10 April 2020, Delo-Center LLC acquired the right for 13,844,902 Shares of TransContainer, which amounted to 99.641045% of the issuer's share capital.

On 1 June 2020, the Company received a request to repurchase the Company's Shares from Delo-Center LLC (TransContainer's shareholder).

The repurchase request met all the requirements of the current legislation.

**The Board of Directors estimated the purchase price of RUB 8,679.52 per Share of TransContainer given in the repurchase request as reasonable and compliant to Clause 4 of Article 84.8 of the Law On Joint-Stock Companies, in particular:**

- the proposed price of the Shares repurchased on the basis of the repurchase request exceeded the market value of the Shares repurchased as defined by the appraiser. The market value of one Share of 100% stake in PJSC TransContainer as at 31 March 2020 according to the Report was RUB 7,666 per Share;
- the proposed price of the Shares repurchased on the basis of the repurchase request is not lower than the price, at which the Shares were purchased based on the mandatory offer, which resulted in LLC Deal-Center owning more than 95% of the total number of TransContainer Shares;
- the proposed price of the Shares repurchased on the basis of the repurchase request is not lower than the highest price, at which Delo-Center LLC and its affiliates purchased or committed to purchase the Shares after the expiry of the mandatory offer, which resulted in Deal-Center LLC owning more than 95% of the total number of TransContainer Shares.

On 12 August 2020, Delo Center LLC repurchased the Company's securities in accordance with the Article 84.8 of the Law On Joint-Stock Companies by buying 0.358955% of the shares from minority shareholders, thereby increasing its shareholding in the Company from 99.641045 to 100%.

Payments for ordinary shares represented by the GDRs<sup>1</sup> were transferred and received by the Bank of New York Mellon (BNY Mellon), the depositor under the Company's global bank receipts program, as a registered holder of ordinary shares represented by the GDRs. According to the BNY Mellon's announcement, which came into force on 26 August 2020, the holders of the GDRs of PJSC TransContainer were obliged to transfer their GDRs to BNY Mellon for cancellation and exchange, and the GDR holders in brokerage accounts were to automatically exchange their GDRs for cash. BNY Mellon also notified the holders of the TransContainer's GDRs that the agreement between BNY Mellon and the GDR holders was immediately terminated. BNY Mellon closed the account books for all transactions.

## HOLDING GENERAL MEETINGS OF SHAREHOLDERS

Traditionally, at the general meeting, shareholders have the opportunity to meet members of the Company's management and supervisory bodies and ask them questions. PJSC TransContainer is among the first businesses in Russia to have adopted telecommunications solutions to provide remote access for shareholders wishing to attend general meetings (streamed live on the official internet website) During webcasting the shareholders have an opportunity to ask questions in real time.

In 2020, due to the unfavourable epidemiological situation in Moscow, the annual general meeting of shareholders was held in the form of absentee voting with ballots.

Since 2010, the Company's registrar, Registrar Society STATUS, Joint-Stock Company (STATUS), has been acting as the counting board during general meetings of shareholders.

<sup>1</sup> GDR – global depositary receipt

## GENERAL MEETINGS OF SHAREHOLDERS IN 2020

In 2020, one annual general meeting of shareholders and five extraordinary general meetings of shareholders (two of them in the form of a sole shareholder decision) were held<sup>1</sup>.

### Matters discussed at general meetings of shareholders in 2020

| Meeting format  | Date       | Discussed matters  | Quorum (%) |
|---|------------|--|------------|
| Extraordinary general meeting of shareholders in the form of absentee voting with ballots | 26.03.2020 | 1. On the early termination of the powers of the members of the Company's Board of Directors.<br>2. On the election of members of the Company's Board of Directors   | 99.5719    |
| Extraordinary general meeting of shareholders in the form of absentee voting with ballots | 26.03.2020 | 1. On the early termination of the powers of the members of the TransContainer's Revision Commission.<br>2. On the election of members of the TransContainer's Revision Commission   | 50.000014  |
| Extraordinary general meeting of shareholders in the form of absentee voting with ballots | 30.04.2020 | 1. Approval of the revised Charter of the Company.<br>2. Approval of an internal document regulating the performance of the Company's governance body (Regulation on the Company's Board of Directors).<br>3. Approval of an internal document regulating the performance of the Company's governance body (Regulation on the Company's Management Board).<br>4. Approval of an internal document regulating the performance of the Company's governance body (Regulation on the Sole Executive Bodies of the Company)   | 99.6410    |
| Annual general meeting of shareholders in the form of absentee voting with ballots        | 14.05.2020 | 1. Approval of PJSC TransContainer's annual accounting (financial) statements of 2019.<br>2. Approval of PJSC TransContainer's Annual Report of 2019.<br>3. Distribution of the Company's profits and losses as per the results of the reporting year 2019.<br>4. Payment (announcement) of dividends as per the results of the reporting year 2019.<br>5. On revision of the Regulation on Payment of Remuneration and Compensation to the Members of TransContainer's Board of Directors.<br>6. Payment of remuneration and compensation to the members of the Company's Board of Directors.<br>7. Payment of remuneration and compensation to the members of the Company's Revision Commission.<br>8. On the approval of the auditor of PJSC TransContainer for 2020.<br>9. On the accession of TransContainer to the Russian Association of Freight Forwarding and Logistic Organisations.<br>10. On the termination of TransContainer's membership in the Association of Commercial Sea Ports.<br>11. On the election of members of the TransContainer's Board of Directors.<br>12. On the election of the TransContainer's Revision Commission | 99.6441    |
| Decision of the sole shareholder  | 25.11.2020 | 1. On the early termination of the powers of the members of the TransContainer's Board of Directors.<br>2. On the election of members of the TransContainer's Board of Directors   | 100        |
| Decision of the sole shareholder  | 14.12.2020 | On the payment of dividends based on the results of previous years and on the results of nine months of 2020.  | 100        |

<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/investor-relations/shareholder-meetings>.