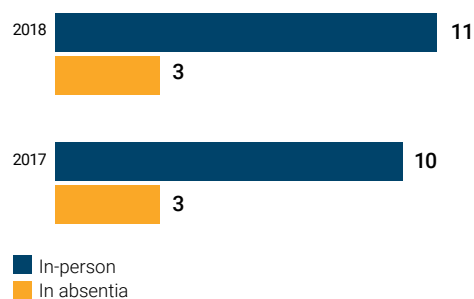


## Key Competencies of the Board Members by Professional Area and their Relevant Track Record

No.	Full name	Track record as a member of the Company's Board of Directors	Professional experience in the transportation industry	Finance, economics, audit	Strategy	Risk management	Corporate governance and legal matters	Transportation and HR logistics (industry-specific)
1.	Andrey Starkov	1 year and 11 months	Over 5 years		+		+	+
2.	Sergey Tugarinov	4.5 years	Over 20 years		+			+
3.	Vladimir Gaponko	11 months	Over 5 years	+	+	+		+
4.	Mark Garber	11 months	-	+	+	+		
5.	David Davidovich	11 months	-	+	+	+		
6.	Igor Koval	11 months	Over 5 years	+	+	+		+
7.	Sergey Ludin	11 months	-	+	+	+		
8.	Leila Mammed Zade	2.5 years	-	+	+	+		+
9.	Tatiana Orlova	11 months	Over 5 years	+		+		
10.	Alexander Panchenko	4.5 years	-	+	+	+		+
11.	Evgeny Charkin	11 months	Over 4 years					+

## Report on the Performance of the Board of Directors

In 2018, the Board of Directors held 14 meetings: 11 of which were in-person meetings, and the other 3 were conducted in the form of absentee voting.



The meetings dealt with 142 matters pertaining to strategy, oversight and reporting, appointments and remuneration of members of the Company's governance bodies and key managers, corporate governance, and social responsibility.

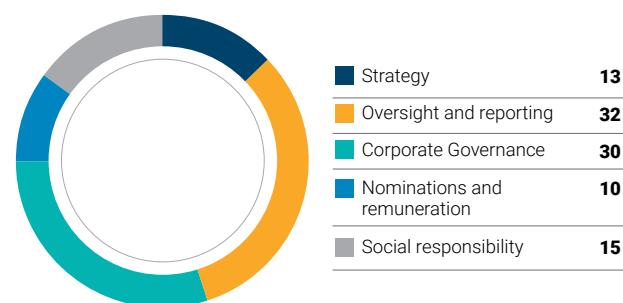
The Board of Directors paid special attention to the following aspects:

- **Strategy:**
  - > approval of 100% participation of PJSC TransContainer in CJSC Logistics-Terminal;
  - > approval of 100 % participation of PJSC TransContainer in subsidiary Chinese Joint Venture TransContainer-Mongolia (Ulaanbaatar, Mongolia);
  - > review of the report on progress of PJSC TransContainer subsidiary establishment in China;
  - > approval of the list of corporate and individual KPIs and their weights;
  - > review of the reports "On the Company's Plans for Development of the Terminal Business Segment", as well as "On implementation of the Project of Container Terminal Reconstruction at the Kuntsevo-II Station";
  - > approval of updated TransContainer's Investment Programme for 2018 concerning increase in the budget of capital expenditure to rolling stock fleet.
- **Oversight and reporting:**
  - > approval of the report on results of TransContainer's Internal Audit Service in 2017, as well plan of Internal Audit Service for 2018;
  - > approval of the report on the Company's performance in 2017 and on implementation of resolutions adopted by the Company's Board of Directors and annual general meeting of shareholders;
  - > approval of the overlapping positions held by the members of TransContainer's Executive Board and top-management in the governance bodies of other organisations;
  - > approval of initiatives to improve the procurement system;
  - > review of the key subsidiaries' performance in 2017.

- **Corporate governance:**
  - > round-up of the Board's self-assessment results for 2018;
  - > review of the Directors' compliance with the independence criteria.
- **Nominations and remuneration:**
  - > review of nominees to the subsidiaries' governance bodies;
  - > approval of nominees to the executive office's senior positions;
  - > election of the Executive Board members.
- **Social responsibility:**
  - > consideration of matters related to the Company's charitable support for children (TransContainer for Children programme) and its employees (aid for those in need of expensive treatment), promotion of sports among children and adolescents, preservation of Russia's cultural heritage, contribution to the industry-wide charitable programmes and aid for people affected by emergencies.

Diligent and efficient fulfilment of responsibilities by the members of the Board of Directors requires, inter alia, sufficient free time to work for the Board of Directors and its committees. Each member's contribution is important in ensuring the efficiency of the Board of Directors.

#### Key Items Reviewed by the Board of Directors in 2018 by Business Lines (%)



The members of the Company's Board of Directors exercise their rights and perform their duties reasonably and in good faith, acting in line with the interests of the Company and all of its shareholders and taking into account the interests of the employees, customers, partners and other stakeholders.

#### Attendance at the Meetings of the Board of Directors and its Committees in 2018<sup>1</sup>

Full name	Board of Directors	Audit Committee	Nominations and Remuneration Committee	Strategy Committee
Andrey Starkov	14 (2) / 14	-	-	-
Sergey Tugarinov	12 (4) / 14	8 (-) / 8	-	10 (-) / 10
Vladimir Gaponko	12 (2) / 12	-	9 (-) / 9	8 (5) / 8
Mark Garber	8 (6) / 12	5 (1) / 8	-	-
David Davidovich	11 (10) / 12	7 (6) / 8	8 (8) / 9	-
Igor Koval	12 (4) / 12	-	9 (2) / 9	6 (3) / 6
Sergey Ludin	12 (4) / 12	8 (-) / 8	-	6 (2) / 6
Leila Mammed Zade	10 (6) / 14	-	4 (3) / 5	4 (2) / 4
Tatiana Orlova	12 (5) / 12	5 (-) / 8	-	-
Alexander Panchenko	13 (2) / 14	6 (-) / 8	9 (-) / 9	4 (1) / 6
Evgeny Charkin	10 (5) / 14	-	7 (2) / 9	0 (-) / 4
Richard Werner	2 (-) / 2	2 (-) / 2	2 (2) / 2	2 (1) / 2
Peter Lloyd O'Brien	2 (-) / 2	2 (-) / 2	2 (-) / 2	-
Irina Kostenets	2 (-) / 2	2 (1) / 2	2 (1) / 2	-
Yuri Novozhilov	2 (1) / 2	-	-	-
Andrey Tonkikh	2 (-) / 2	-	-	2 (2) / 2
Steven Hellman	2 (1) / 2	-	-	1 (-) / 2
Irina Shytchina	2 (1) / 2	1 (-) / 2	-	-
Petr Baskakov	-	-	-	4 (-) / 4
Sergey Avseikov	-	-	-	6 (4) / 6

93.2% average quorum at the meetings of TransContainer's Board of Directors in 2018.

1. 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).