

Appendix No. \_

**APPROVED**  
**By the Resolution of the Board of Directors**  
**of JSC Freight One**  
**(Minutes dd. February 12, 2015 No. 1)**

**Chairman of the Board of Directors**

\_\_\_\_\_ **A.S. Voloshin**

**Provision on the Secretary of the Board of Directors**  
**of JSC Freight One**

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## **1. General Provisions**

1.1. The present Provision on the Secretary of the Board of Directors (hereinafter - the Provision) of Joint Stock Company Freight One (hereinafter - the Company) has been elaborated in accordance with the Federal Law "On Joint Stock Companies", the Articles of Association and internal documents of the Company.

1.2. The present Provision is an internal document of the Company regulating the status, rights and duties of the Secretary of the Board of Directors of the Company (hereinafter - the Secretary), as well as their election and the manner of payment them corresponding compensation.

1.3. In their activity the Secretary shall be governed by the Federal Law "On Joint Stock Companies", other legislative acts of the Russian Federation, the Articles of Association and internal documents of the Company, as well as this Provision.

## **2. Tasks and Functions of the Secretary of the Board of Directors**

2.1. The primary tasks of the Secretary include:

- 1) organizational support to the Board of Directors of the Company;
- 2) informational support to the Board of Directors of the Company;
- 3) coordination of interaction among the members of the Board of Directors, shareholders and executive bodies of the Company in order to ensure efficient operation of the Board of Directors of the Company.

2.2. The Secretary in accordance with the tasks assigned shall perform the following functions:

- 1) development and presentation to the Chairman of the Board of Directors of the draft agenda of the meetings of the Board of Directors in accordance with the activity plan of the Board of Directors and suggestions submitted by the members of the Board of Directors, the auditor of the Company and the CEO of the Company;

- 2) arrangement of preparation and sending of documents (materials) necessary to arrange and hold a meeting of the Board of Directors (notice of the upcoming meeting, materials and draft resolutions on the items of the agenda, voting ballots, draft documents, etc.);

- 3) arrangement of preparation and submission of documents (information) upon applications of members of the Board of Directors;

- 4) preparation of applications and answers to letters on behalf of the Board of Directors;

- 5) calculation of the quorum of meetings of the Board of Directors;

- 6) receipt and storage of voting ballots filled by the members of the Board of Directors (in case of absentee meeting of the Board of Directors);

- 7) counting votes and summarizing the voting results for each of the issues on the agenda of the Board of Directors;

- 8) announcement of the voting results (in case of attendee meeting of the Board of Directors);

- 9) drawing up and signing minutes of the meetings the Board of Directors and extracts from such;

- 10) sending minutes of the meetings the Board of Directors and documents approved by the Board of Directors to the members of the Board of Directors;

- 11) development and keeping the file register of the Board of Directors;

- 12) control of implementation progress of resolutions of the Board of Directors and preparation of reports on implementation of resolutions of the Board of Directors;

- 13) preparation of applications for information (materials) on the issues on the agenda of the meetings of the Board of Directors to the Company divisions;

14) control of drawing up of documents submitted for examination and approval by the Board of Directors in accordance with the legislation of the Russian Federation and internal documents of the Company;

15) preparation at the request of the Chairman of the Board of Directors (Deputy Chairman) of certain draft documents and resolutions of the Board of Directors including the draft activity plan of the Board of Directors;

16) keeping records of the meetings of the Board of Directors, including, with the consent of the members present, on magnetic media;

17) performance of other functions related to the preparation and holding of meetings of the Board of Directors basing on this Provision, orders of the Chairman and members of the Board of Directors.

2.3. The Secretary of the Board of Directors may also serve as the Secretary(-ies) of the Committee(-s) of the Board of Directors of the Company as resolved by the Committee by a majority vote of its members participating in the meeting. Functions and operating procedures of the Secretary of the Committee of the Board of Directors of the Company shall be determined by the Provision of the relevant Committee of the Board of Directors of the Company.

### **3. Rights and Duties of the Secretary of the Board of Directors**

3.1. The Secretary may:

1) apply for and receive information (materials and documents) on the issues on the agenda of the meetings of the Board of Directors, including those arising from applications by the members of the Board of Directors, executives and employees of the Company;

2) request reports from Company executives on the implementation of resolutions of the Board of Directors;

3) send documents (materials) necessary for the arrangement and holding of meetings of the Board of Directors by mail or fax, as well as by e-mail;

4) sign extracts from the minutes of the Board of Directors as well as certify copies of documents approved by the Board of Directors.

3.2. The Secretary shall:

1) carry out their functions in accordance with the legislation of the Russian Federation, the Articles of Association and internal documents of the Company, as well as this Provision;

2) at least once a year report on their activities to the Chairman of the Board of Directors;

3) ensure coordinated and efficient work of the members of the Board of Directors within the powers of the Secretary in order to ensure the efficient activity of the Board of Directors;

4) inform the Chairman of the Board of Directors of the Company about all the violations of the legislation of the Russian Federation, the Articles of Association and other internal documents of the Company during preparation and holding the meetings of the Board of Directors.

3.3. The Secretary in exercising their rights and duties shall act for the interest of the Company, exercise their rights and duties reasonably and in good faith.

### **4. Liability of the Secretary of the Board of Directors**

The Secretary is liable for:

1) compliance with the legislation of the Russian Federation, the Articles of Association of the Company, the Provision on the Board of Directors of the Company, this Provision and other internal documents of the Company in performing their functions;

- 2) timely sending notices of upcoming meetings of the Board of Directors to the members of the Board of Directors;
- 3) completeness and timeliness of sending information materials on the issues on the agenda of the meetings of the Board of Directors of the Company to the members of the Board of Directors;
- 4) accuracy of drawing up and authenticity of the information in the minutes of the meetings of the Board of Directors;
- 5) timeliness of sending the minutes of the meetings of the Board of Directors to the members of the Board of Directors of the Company;
- 6) compliance with the confidentiality terms regarding the information (being) received in connection with the activities of the Board of Directors, where such information is legally protected commercial or other secret;
- 7) performance of other functions under this Provision.

## **5. Election Procedure of the Secretary of the Board of Directors**

5.1. The Secretary shall be elected by the members of the Board of Directors by a majority vote of its members present at the meeting.

5.2. The Board of Directors may at any time reelect the Secretary.

5.3. The candidacy of the Secretary shall be nominated by the Chairman of the Board of Directors. In case the proposed candidate is an employee of the Company, their candidacy shall be coordinated with the person performing the functions of the CEO of the Company.

5.4. The Secretary shall have the necessary professional qualifications to perform the duties assigned to them, including:

- 1) a higher legal and (or) economic (financial) education;
- 2) appropriate professional experience of at least 1 year;
- 3) expertise in the field of corporate law.

5.5. The term in office of the Secretary may not be longer than the term in office of the Board of Directors that elected them.

## **6. Compensation to the Secretary of the Board of Directors**

6.1. By the results of the Secretary's work for the period between the Annual General Meetings of Shareholders the Secretary may be paid annual bonus upon the resolution of the Board of Directors of the Company.

Expenses on the compensation specified in the Section above shall apply to other expenses of the Company in the period in which they are incurred.

The Board of Directors shall resolve on payment of annual bonus at the last meeting held prior to the Annual General Meeting of Shareholders basing on the recommendations of the Employment and Compensation Committee of the Board of Directors.

To examine the issue of evaluation of the Secretary's activity in preparation for the latest meeting of the Employment and Compensation Committee of the Board of Directors held prior to the Annual General Meeting of Shareholders of the Company, the members of the Employment and Compensation Committee of the Board of Directors shall fill in the evaluation sheet (Appendix No. 1 to this Provision).

The Secretary's activity for the reporting period (the quality of information and organization support to the Board of Directors) shall be evaluated by each member of the Employment and Compensation Committee of the Board of Directors by the four-point scale (excellent – 3; good – 2; fair – 1; poor – 0).

The Employment and Compensation Committee of the Board of Directors shall recommend the bonus amount basing on the average evaluation by the members of the Employment and Compensation Committee of the Board of Directors as follows:

<b>Average evaluation</b>	<b>Bonus amount</b>
0 to 0.99	0
1 to 1.99	30 minimum wages at JSC Freight One*
2 to 3	60 minimum wages at JSC Freight One *

\* Minimum wage set by JSC Freight One as of the date on which the resolution on payment of annual bonus to the Secretary of the Board of Directors of JSC Freight One is made.

Compensation to the Secretary shall be paid by the Company within one month after the resolution by the Board of Directors on such payment.

6.2. For performing the functions of the Secretary(-ies) of a Committee(-s) of the Board of Directors of the Company (or any other person(-s) performing the functions of the Secretary(-ies) of a Committee(-s) of the Company) for each meeting of the Committee (regardless of the form of the meeting) the amount of compensation shall be equal to one minimum wage of the Company as of the last date of the reporting quarter<sup>1</sup>.

The compensation specified in this paragraph shall be paid on a quarterly basis within one month since the last date of the reporting quarter.

Expenses on the compensation specified in the Section above shall apply to other expenses of the Company in the period in which they are incurred.

## **7. Final Provisions**

7.1. This Provision shall be approved by the Board of Directors of the Company by a majority vote of the members of the Board of Directors and shall come into effect upon approval thereof by the Board of Directors of the Company.

7.2. In case of changes in the legislation of the Russian Federation, the Articles of Association of the Company or the Provision on the Board of Directors of the Company this Provision shall apply to the extent not contrary to the applicable legislation, the Articles of Association of the Company and the Provision on the Board of Directors of the Company.

7.3. Changes and (or) amendments to this Provision shall be approved by the Board of Directors of the Company by a majority vote from the total number of members of the Board of Directors.

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<sup>1</sup> A reporting quarter is a period from January to March, April to June, July to September, and October to December.

**EMPLOYMENT AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS  
of Joint Stock Company Freight One**

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**EVALUATION SHEET**

**Issue:**

Evaluation of activity of the Secretary of the Board of Directors of JSC Freight One (evaluation of quality of information and organization support to the Board of Directors).

**Resolution:**

Evaluate the activity of the Secretary of the Board of Directors of JSC Freight One as:

- excellent – 3.....
- good – 2.....
- fair – 1.....
- poor – 0.....

*(Please put V or X in the box you choose)*

**Special opinion of the Committee member:**

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**Member of the Employment  
and Compensation Committee  
the Board of Directors of JSC Freight One**

\_\_\_\_\_ (signature)

\_\_\_\_\_ (full name)

**THIS EVALUATION SHEET IS ONLY VALID IF SIGNED BY THE CORRESPONDING  
MEMBER OF THE EMPLOYMENT AND COMPENSATION COMMITTEE**