

**Announcement of a material event**  
**Information the issuer believes to have a significant influence on the value of its issuable securities**  
**Insider information announcement**

1. General Information	
1.1. Full company name of the issuer	<i>Joint Stock Company Freight One</i>
1.2. Short company name of the issuer	<i>JSC Freight One</i>
1.3. Registered address of the issuer	<i>ul. Staraya Basmannaya, d. 12, str. 1, Moscow, Russia, 105064</i>
1.4. Primary State Registration Number (OGRN) of the issuer	<i>1137746982856</i>
1.5. Taxpayer Identification Number (INN) of the issuer	<i>7725806898</i>
1.6. Issuer's unique code assigned by the registration authority	<i>55521-E</i>
1.7. Link to the web page used by the issuer for information disclosure	<a href="http://www.e-disclosure.ru/portal/company.aspx?id=34262">http://www.e-disclosure.ru/portal/company.aspx?id=34262</a> <a href="http://www.pgkweb.ru">http://www.pgkweb.ru</a>
2. Announcement Content	
<p>2.1. Brief description of the event (the action), which occurrence (performance), according to the issuer, has an influence on the value of its securities: <i>the resolution by the CEO of the Issuer on determination of the maximum size of early buy-back of documentary inconvertible interest-bearing bearer bonds with mandatory collective custody, series 01 (state registration number 4-01-55521-E dated July 28, 2015, ISIN: RU000A0JVT76) and approval of the irrevocable public offer.</i></p> <p>2.2. If the relevant event (action) is related to a third party, or associated therewith, the full firm name (the name of the non-profit organization), location, INN (if applicable), OGRN (if applicable), or the full name (if available) of such a party: <i>information may not be disclosed, because it concerns potential Bond buyers (investors).</i></p> <p>2.3. If the relevant event (action) is related to the resolution made by the authorized body of the issuer or a third party, or is associated with such a resolution, the name of the authorized management body, the date of adoption and the content of the resolution, the date and number of the minutes of the meeting (session) of the authorized management body, if the resolution is made by the collective management body of the relevant party: <i>Resolution made by the CEO of the Issuer dated November 09, 2017 (Order # AO-PO/GD-347/17 dated November 09, 2017).</i></p> <p>Contents of the resolution made:</p> <p><i>1. The maximum size of early buy-back shall be determined regarding:</i>  – <i>documentary inconvertible interest-bearing bearer bonds with mandatory collective custody, series 01 (state registration number 4-01-55521-E dated July 28, 2015, ISIN: RU000A0JVT76) (hereinafter, Series 01 Bonds) for the total of not more than 3,000,000 (Three million) units inclusive with nominal value of RUB 1,000 (One thousand) each, having the total nominal value of RUB 3,000,000,000 (Three billion);</i>  <i>2. The text of the irrevocable public offer of Series 01 Bonds shall be approved and disclosed (Appendix 1 to the Order).</i></p> <p>Appendix 1</p> <p>IRREVOCABLE PUBLIC OFFER of Joint Stock Company Freight One</p> <p>By this offer (hereinafter, the <b>Offer</b>) Joint Stock Company Freight One (JSC Freight One), located in Moscow, Russia, OGRN 1137746982856 (hereinafter, the <b>Issuer</b>), assumes an irrevocable obligation to perform early buyback of documentary inconvertible interest-bearing bearer bonds with mandatory collective custody, series 01 (state registration number 4-01-55521-E dated July 28, 2015) (hereinafter, Series 01 Bonds) via Gazprombank (Joint Stock Company) (Short company name: GPB Bank (JSC), located in Moscow; brokerage activities license # 177-04229-100000 dated December 27, 2000, issued by Federal Securities Commission of Russia with no expiry date) (hereinafter, the <b>Agent</b>):</p> <p>State registration number of the issue and the effective date thereof:  4-01-55521-E dated July 28, 2015,  The number of securities in the issue: 5,000,000 (Five million) units,  Nominal value of one Series 01 bond: RUB 1,000 (One thousand),  The total nominal value of the issue: RUB 5,000,000,000 (Five billion),  for the total of not more than 3,000,000 (Three million) units with nominal value of RUB 1,000 (One thousand)</p>	

each, having the total nominal value of RUB 3,000,000,000 (Three billion) inclusive, from entities exercising the rights to Series 01 Bonds, in accordance with the terms of this Offer, whose rights to alienate Series 01 Bonds are not limited by the current legislation of the Russian Federation, on the following terms:

### **Terms and definitions.**

**Owner of Series 01 Bonds** is the entity exercising the rights for Series 01 Bonds;

**Presentation Period of Series 01 Bonds under the Offer** is the period of time from 10:00 AM Moscow time on the beginning date of the presentation period for Series 01 Bonds under the Offer (inclusive) till 5:00 PM Moscow time on the final date of the presentation period for Series 01 Bonds under the Offer (inclusive).

The beginning date of the presentation period for Series 01 Bonds under the Offer is November 21, 2017;

The final date of the presentation period for Series 01 Bonds under the Offer is November 27, 2017.

**Acquisition date under the Offer** is December 04, 2017;

**Depository** is Non-Bank Credit Organization Joint Stock Company National Settlement Depository (NCO JSC NSD);

**PJSC Moscow Stock Exchange, the Stock Exchange** is MICEX-RTS Moscow Stock Exchange (PJSC Moscow Stock Exchange);

**Clearing Organization** is National Clearing Center Bank (Joint Stock Company) (NCC Bank (JSC)) or another entity performing clearing functions for the securities transactions concluded at PJSC Moscow Stock Exchange on the Acquisition date under the Offer;

**Trader** is an organization being a member of a section of the stock market (PJSC Moscow Stock Exchange), having the licenses necessary to perform broker and/or dealer activities in the securities market;

**Acquisition Price** is the price determined in accordance with clause 2 of this Offer.

### **1. Series 01 Bonds acquisition procedure.**

The Owner of Series 01 Bonds uses the right to demand buyback of Series 01 Bonds, being his property, under the rules established by Art. 8.9 of Federal Law # 39-FZ dated April 22, 1996 *On the Securities Market* (hereinafter, the Law).

During the Presentation Period of Series 01 Bonds under the Offer the Owner of Series 01 Bonds exercises the right to demand buyback of Series 01 Bonds, being his property, by giving orders (instructions) to entities keeping records of the rights to Series 01 Bonds.

By demanding the buyback of Series 01 Bonds, being his property, the Owner of Series 01 Bonds thereby confirms and guarantees that Series 01 Bonds and the rights granted thereby are not subject to pledge or other encumbrances and/or third-party rights, and are not under arrest.

The buyback demand for Series 01 Bonds shall contain the information provided for in Art. 8.9 of the Law, the minimum buyback price, at which the Owner of Series 01 Bonds is ready to sell Series 01 Bonds, as well as the information allowing to identify the Trader, on whose behalf the sale order of Series 01 Bonds (hereinafter, the Declaration of Will) will be submitted.

Declarations of Will can be submitted on any business day of the Presentation Period of Series 01 Bonds under the Offer, from 10:00 AM to 5:00 PM Moscow time.

The Issuer is not obliged to buy Series 01 Bonds under agreement with the Owners of Series 01 Bonds, whose Declaration of Will was received outside of the Presentation Period of Series 01 Bonds under the Offer.

The date when the Issuer receives the Will of the Owner of Series 01 Bonds shall be considered the date when the Depository receives the Declaration of Will.

Sale and purchase transactions with Series 01 Bonds by agreement with the Owners of Series 01 Bonds shall be concluded on condition that the acquisition price proposed by the Owner of Series 01 Bonds is not higher than the Acquisition Price.

Sale and purchase transactions with Series 01 Bonds shall be carried out at the auctions of the PJSC Moscow Stock Exchange in accordance with the Rules of Trading on the Stock Market and the Deposit Market and other documents of PJSC Moscow Stock Exchange and the documents of the Clearing Organization.

After the Owner of Series 01 Bonds gives orders (instructions) to the persons recording the rights to Series 01 Bonds and after such persons submit to the Depository the Declaration of Will, the Trader, acting on behalf of the Owner of Series 01 Bonds, on the Date of acquisition under the Offer from 10:00 AM until 1:00 PM Moscow time, shall submit to the trading system of PJSC Moscow Stock Exchange a sale order of Series 01 Bonds in *Buyback: Targeted Orders* mode, addressed to the Agent, with indication of the Acquisition Price and the T0 settlement code. The number of Series 01 Bonds indicated in such an order shall coincide with the number of Series 01 Bonds previously specified in the Declaration of Will.

By submitting to the trading system of PJSC Moscow Stock Exchange the sale orders for Series 01 Bonds, the Trader acting on behalf of the Owner of Series 01 Bonds confirms the consent of the Owner of Series 01 Bonds with the Acquisition Price.

The Agent, on behalf of the Issuer, on the Acquisition Date under the Offer, from 2:00 PM to 5:00 PM Moscow time, undertakes to submit offset targeted orders to the orders by the Owners of Series 01 Bonds (posted by the Trader), on whose behalf the Issuer received Declarations of Will, registered in the trading system by the transaction time.

The Issuer's obligation to buy Series 01 Bonds under agreement with the Owners of Series 01 Bonds is deemed to be executed at the moment of crediting funds in the amount equal to the Acquisition Price of Series 01 Bonds of the corresponding number of Series 01 Bonds and the accumulated coupon yield (ACY) for Series 01 Bonds, to the account of the Trader of PJSC Moscow Stock Exchange acting on behalf and at the expense of the Owner of Series 01 Bonds, in accordance with the Clearing Rules of the Clearing Organization.

The obligation of the Owner of Series 01 Bonds shall be fulfilled on *delivery versus payment* terms and shall be considered fulfilled at the moment of crediting the respective number of Series 01 Bonds, specified in the sale order of Series 01 Bonds, to the account of the Issuer in the Depository intended for recording rights to securities.

If the total number of Series 01 Bonds declared for acquisition at the Acquisition Price exceeds the maximum number of Series 01 Bonds being bought by the Issuer, where the obligation to buy them is provided for by this Offer, then the Series 01 Bonds declared for acquisition shall be bought from their Owners in proportion to the requests declared.

## **2. The Acquisition Price of Series 01 Bonds or the price determination procedure.**

The Acquisition Price of Series 01 Bonds shall be determined by the Issuer's chief executive officer or by the person authorized thereby after the expiry of the Presentation Period of Series 01 Bonds under the Offer on the basis of the analysis of the Declarations of Will received during the Presentation Period of Series 01 Bonds under the Offer and cannot be less than 100% of the nominal value of Series 01 Bonds.

The Acquisition Price of Series 01 Bonds, determined by the chief executive officer of the Issuer, shall be published in the form of an announcement of a material fact in accordance with the financial market regulatory acts not later than 2 (Two) business days before the Acquisition Date under the Offer:

- in the news feed (INTERFAX Corporate Disclosure Center LLC) – not later than 1 (One) calendar day after the adoption of the relevant resolution;
- on the website (<http://www.e-disclosure.ru/portal/company.aspx?id=34262>) – not later than 2 (Two) calendar days after the adoption of the relevant resolution.

The Issuer shall pay the accumulated coupon yield (ACY) calculated in accordance with clause 17 of the Resolution on the securities issue in course of the sale and purchase transaction of Series 01 Bonds on the Acquisition Date under the Offer.

## **3. Form of payment.**

In Acquisition of Series 01 Bonds on the terms of this Offer, Series 01 Bonds shall be paid in money in a cashless transaction in the currency of the Russian Federation. Settlements regarding Series 01 Bonds upon their acquisition shall be made on *delivery versus payment* terms in accordance with the Clearing Rules of the Clearing Organization.

## **4. Prohibition of assignment of claims.**

Assignment of claims for transactions concluded through the acceptance of this Offer is not allowed.

## **5. Arbitration clause and applicable law.**

This Offer, as well as the contracts concluded on its basis, shall be subject to the legislation of the Russian Federation and be construed in accordance therewith.

All disputes and disagreements arising from this Offer, as well as from transactions concluded through the acceptance of this Offer, shall be resolved in accordance with the current legislation of the Russian Federation in the Arbitration Court or in a regular court at the domicile of the Issuer.

## **6. Other conditions.**

The Issuer is not obliged to fulfill the conditions of this Offer and bear liability for non-performance or improper performance of its obligations with respect to the Owners of Series 01 Bonds who violate the terms of this Offer.

The Issuer shall not be liable for non-performance or improper performance of its obligation provided for in this Offer, if the proper performance of the obligation was impossible due to force majeure circumstances, and also for reasons depending on PJSC Moscow Stock Exchange.

The Offer is considered to have been received by the addressee at the time of placement in the news feed of any of the information agencies authorized to distribute information on the securities market. Additionally, the Issuer publishes the Offer in the internet:

<http://www.e-disclosure.ru/portal/company.aspx?id=34262>

<http://www.pgkweb.ru>

This Offer is valid until the Acquisition Date under the Offer (inclusive).

\_\_\_\_\_ O.Yu. Bukin

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2.4. If the relevant event (action) is related to, or can have material influence on the value of certain securities of the issuer, then kind, category (type) and other identification characteristics of securities of the issuer shall be indicated: ***documentary inconvertible interest-bearing bearer bonds with mandatory collective custody, series 01 (state registration number 4-01-55521-E dated July 28, 2015, ISIN: RU000A0JVT76).***

2.5. Date of the relevant event (action), and if the relevant event occurs in relation to a third party (the relevant action is performed by a third party), the date on which the issuer learned about the occurrence of the event (the said action): ***November 09, 2017.***

3. Signature

3.1. CEO of JSC Freight One

O.Yu. Bukin

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(signature)

3.2. Date        09         November       20 17 

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