

Memorandum of Understanding

between JSC UTLC and ASSTRA Forwarding AG

Munich

May 9, 2017

JSC “United Transport and Logistics Company”, hereinafter referred to as UTLC, is represented by Alexey GROM, president and chief of the Board

ASSTRA Forwarding AG, hereinafter referred to as ASSTRA, is represented by Dmitry Lagun, president of the Board

Both, together hereinafter referred to as the Parties, have signed this Memorandum of Understanding (MoU), concerning the realization of joined project of transportation of goods in containers from China to Europe and vice versa via railways of Kazakhstan, Russia, Belarus and European countries.

1. The parties agree to build their relationship on a strategic partnership in the field of international railway freight (export and import shipments from/to China and Europe). In the relations between the Parties and third parties to consider mutual interests each of the Party and to act in relation to third parties in a way to protect the rights and interests of each other to the greatest extent and to promote economic benefits for the other Party.
2. The Parties agree to cooperate in developing the rail transit services between Europe and China and vice versa by providing a stable complex regular and competitive service to the customers.
3. UTLC shall be responsible for establishing and operating the Terminal-to-Terminal transit rail service at the gage 1520 and shall procure the provision of

the necessary rolling stock and all related services on the “Europe-China-Europe” railway route

4. Under the present MoU the Parties agree to negotiate a price offer in respect of the volumes of goods in containers as a part of regular container trains between China and Europe and the balance of transportation in both directions U WEST and U EAST, via the territory of EEU countries: Republic of Kazakhstan, the Russian Federation and the Republic of Belarus. The term of price offer to be provided is 15 days from the date the present MoU is signed.

5. ASSTRA shall be responsible for attracting customers to UTLC railway basic U WEST and U EAST services.

6. The Parties agree that UTLC shall represent Asstra to its clients which use UTLC’s container trains as a possible partner of services from the terminal for deliveries door to door as in China and in the EU and CIS countries.

7. The Parties agree to sign the direct contract.

8. The Parties agree on a joint marketing plan, and marketing efforts for the project realisation.

9. Depending on the results of cooperation between the Parties under this MoU and any agreements entered into in connection therewith, UTLC (subject to its incorporation) and ASSTRA shall consider the establishment of a framework for further collaboration.

10. This MoU shall take effect on 09.05.2017 and shall continue in full force and effect until 09.05.2022. Either Party may terminate this MoU at any time provided that at least 30 days’ prior written notice has been given to the other Party.

11. No amendment or variation of this MoU shall be effective unless in writing and signed by or on behalf of each of the Parties.


12. This MoU is not legally binding and does not create any rights or obligations for the Parties or any third party. In particular, this MOU is not a preliminary contract or a legally binding contract, or an offer to enter into a contract which is capable of acceptance.

13. This MoU shall be executed in number of both counterparts, each of which shall be deemed an original and which together shall constitute one and the same instrument. This MoU shall be made and signed in English language.

UTLC

Alexey GROM

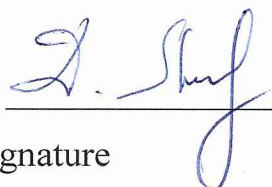
President-Chief of the Board


Signature

ASSTRA

Dmitry Lagun

President of the Board


Signature

