

EXPLANATORY NOTE

Re: Issue 2 (items 2.1 and 2.2)

Of the Agenda of Extraordinary General Shareholders' Meeting "Approval of Related Party Transactions"

(Approval of entry into contracts of insurance of liability of directors, officials and companies

Approval of entry into liability insurance contracts in view of securities offering (POSI))

For the purpose of insurance of liability of members of the Board of Directors and management of the Company JSC TransContainer has been entering into contracts of insurance of liability of members of the board of directors and management of JSC TransContainer (D&O policy) since February 2009.

In October – November 2010 within preparation to public offering of shares the Company took actions to conclude the liability insurance contract in view of securities offering (POSI policy).

Global depositary receipts to common stock of the Company (GDR) were allowed to be traded at London Stock Exchange on November 12, 2010. In accordance with the law of Great Britain, in the event of submission of incomplete, unreliable or unfair information in the international Prospectus shareholders may bring an action against the Company, members of the Board of Directors, management of the Company and selling shareholder within 6 (six) years from the moment of submission of the international Prospectus to the London Stock Exchange.

POSI policy covers any actions of the company within preparation to the public offering of shares, as well as all information contained in the international Prospectus and Russian Prospectus registered by the Federal Financial Markets Service of Russia in 2008 (necessary for listing of securities in Russia).

The insurance period under POSI policy is determined from November 4 till December 1, 2010 (period of public offering of shares) and stipulates for the period of discovery of 6 years (period within which action against the Company may be brought). The Insurance premium shall be in the amount of 255,225 US dollars.

In view of public status of JSC TransContainer it is necessary to increase the amount of cover of the liability insurance policy for members of the Board of Directors and management of the company (D&O policy) concluded in February 2010. In view of the above, the above mentioned policy was terminated, and currently, new contract of insurance of liability of members of the Board of Directors and management of the Company has been concluded with the insurance amount of 100,000,000 (one hundred million) US dollars and extended amount of cover in relation to the insured persons.

D&O policy stipulates for the period of insurance of 1 (one) year. In accordance with terms and conditions of the contract, the insurance premium will be 154,262.50 US dollars.

Expenses for conclusion of the insurance contracts (POSI and D&O policies) are included into Company budget for Q4 2010 under line "Consulting Services" within the scope of expenses for public offering of securities.

In accordance with Article 81 of the Federal Law On Joint Stock Companies, such transactions are the related party transactions.

Such transactions do not exceed 2% of the book value of Company assets according to the balance sheet as of the latest accounting date.

Due to the fact that all members of the Board of Directors of the Company are interested in conclusion of the above transactions, D&O and POSI policies shall be approved by the General Shareholders' Meeting. Under POSI contract JSC RZD acting as a beneficiary is also a related party.

In accordance with paragraph 3 of Article 49 of the Federal Law On Joint Stock Companies, decision re: approval of related party transactions shall be made by the General Shareholders' Meeting only at the suggestion of the Board of Directors.

Based on paragraph 7 of Article 83 and paragraph 1 of Article 77 of the Federal Law On Joint Stock Companies, prices of the transaction shall be determined by the Company General Shareholders' Meeting.

In view of the above it is proposed to approve entering into contract of insurance of liability of directors and officials of JSC TransContainer (D&O) and liability insurance contract in view of securities offering by JSC TransContainer (POSI).

General Director,
JSC TransContainer

P.V.Baskakov