

# OJSC TransContainer

26 June 2012

## FOR IMMEDIATE RELEASE

### Decisions of the Annual General Shareholders' Meeting of JSC TransContainer

On 26 June 2012, the Annual General Shareholders' Meeting of OJSC TransContainer ("TransContainer" or the "Company") (LSE: TRCN) resolved to:

1. Approve the Annual Report of the Company for 2011.
2. Approve the annual RAS accounting statements of JSC TransContainer for 2011, including the Profit & Loss Statement.
3. Approve the following distribution of net profit<sup>1</sup> based on the performance of JSC TransContainer in 2011:

Index Description	Amount, rubles
Net profit in 2011 in the amount of	3,480,787,926.23
distributed as follows:	
Reserve Fund	174,039,396.31
Dividends	1,218,294,135.04
Sponsorship and Charity	174,039,396.31
Remuneration for Members of the Revision Commission	720,610.00
Investments	1,913,694,388.57

4. Pay dividends for 2011 in the amount of RUB 87.68 per one ordinary share by no later than August 26, 2012.
5. Pay remuneration to the Members of the Revision Commission in accordance with the Regulation on Payment of Remunerations and Compensations to the Members of the Revision Commission in the following amounts:  
  
O. B. Ivanov: an amount equal to 30 times the minimum wage on the RZD payroll<sup>2</sup> (including a 50% increase for services as the Chairman of the Revision Commission);  
A. N. Chernyavskaya: an amount equal to 20 times the minimum wage on the RZD payroll;  
S. V. Davydov: an amount equal to 20 times the minimum wage on the RZD payroll;  
A. Y. Romanov: an amount equal to 20 times the minimum wage on the RZD payroll;  
N. A. Lem: an amount equal to 20 times the minimum wage on the RZD payroll.
6. Approve PricewaterhouseCoopers audit company as the Auditor of the Company according to RAS and IFRS for 2012.
7. Elect the following persons to the Board of Directors of JSC TransContainer:
  1. David Hexter;
  2. Irina Sergeevna Shitkina;

<sup>1</sup> The net profit value is stated in accordance with the Company's RAS accounting statements.

<sup>2</sup> The minimum wage as per RZD payroll is 6,551 rubles as of 27 February 2012.

3. Vyacheslav Alexandrovich Petrenko;
4. Petr Vasilievich Baskakov;
5. Pavel Dmitrievich Ilyichev;
6. Aleksey Yurievich Davydov;
7. Dmitry Timofeevich Mukhin;
8. Yury Victorovich Novozhilov;
9. Alexey Nikolaevich Grom;
10. Yuri Borisovich Gilts;
11. Vladimir Ivanovich Andrienko.

A short biography of the news members of the Board of Directors is set out below.

**Yury Victorovich Novozhilov**

Year of birth: 1974

Education: Saint Petersburg State University; majoring in: Theoretical Economics

Information on the positions held for the last 5 years:

from 2004 to 2009 — First Deputy Head of the Corporate Finance Department of JSCo “RZD”;

from 2009 — President — Chairman of the Executive Board of OJSC “TransCreditBank”;

from February 2012 — Managing Director of NPF (Non-State Pension Fund) BLAGOSOSTOYANIE.

**Alexey Nikolaevich Grom**

Year of birth: 1971

Education: Moscow State University of Railway Engineering (MIIT); Railway Engineer; Stockholm School of Economics, Executive MBA

Information on the positions held for the last 5 years:

from 2007 up to the present time — Managing Director of “Firm “Transgarant” LLC;

from 2008 up to the present time — member of the Executive Board — Vice-President for Railway Division of OOO Fesco Transportation Group.

**Yury Borisovich Gilts**

Year of birth: 1968

Education: Saint-Petersburg University of Management and Economics, 1994, Economist

Information on the positions held for the last 5 years:

from 2003 to 2008 — First Deputy General Director for Economics and Finances, member of the Executive Board of Far-Eastern Shipping Company PLC;

from 2008 up to the present time — member of the Executive Board — Vice-President for Finances of OOO Fesco Transportation Group;

from May 2012 — President of Far-Eastern Shipping Company PLC.

**Vladimir Ivanovich Andrienko**

Year of birth: 1954

Education: Bachelor Degree of the Moscow State University, Master of Business Administration Degree of the Harvard Business School

Information on the positions held for the last 5 years:

from 1998 up to the present time — Managing Director of Russia Partners Management, L.L.C.

8. Elect the following persons to the Revision Commission of JSC TransContainer:

1. Sergey Vladimirovich Davydov;
2. Oleg Borisovich Ivanov;
3. Natalia Alexeevna Lem;
4. Liudmila Anatolievna Bulgakova;
5. Elena Vasilievna Yudina.

9. Approve the participation of JSC «TransContainer» in the German-Russian Forum Association.

10.1. Approve entering into related-party transactions that the Company may enter into in the future in the ordinary course of business (including freight forwarding agreements; agreements for the provision of services and execution of work related to the arranging of transportation and transporting by sea; agreements for the repair of containers and motor vehicles and agreements for repair of other Company assets; maintenance agreements for the Company's equipment; cash management and payment service agreements; agreements for the provision of recreation services and transactions of other types).

The decisions specified in this paragraph shall be effective until the next Annual General Meeting of Shareholders of JSC TransContainer.

10.2. Approve entering into related-party transactions (supplementary agreements on the procedure for cooperation of JSC Russian Railways and JSC TransContainer at container terminals belonging to JSC TransContainer; supplementary agreements on the procedure for cooperation of JSC Russian Railways and JSC TransContainer at container terminals belonging to JSC RZD; supplementary agreements on the container lease contract).

11. Approve the following amendments and supplements to the Articles of Association of JSC TransContainer:

1. To state subclause 8 of clause 2.10, Section 2 of the Articles of Association as follows: "8) Branch of JSC «TransContainer» on Volga Railway (abbreviated name — Volga Branch): 11/15, ulitsa Shelkovichnaya, Saratov, 410017;"
2. To state subclause 13 of clause 2.10, Section 2 of the Articles of Association as follows: "13) Branch of JSC «TransContainer» on East Siberian Railway (abbreviated name — East Siberian Branch): 1-a, ulitsa Kommunarov, Irkutsk, 664003;"
3. To add subclause 311 to clause 15.1 of Section 15 as follows: "31<sup>1</sup>) adoption of the resolution on single bonus payment to the persons at management positions of the Company as presented by the General Director of the Company, approval of candidates for which shall be determined by the Board of Directors of the Company".

12. Approve the Redrafted Provision as regards the Procedure for Preparation and Holding of the General Meeting of Shareholders of JSC «TransContainer».

13. Approve the Redrafted Provision as regards Remuneration and Compensation Payment to the Members of the Revision Commission of JSC «TransContainer».

14. Approve the Redrafted Provision as regards Remuneration and Compensation Payment to the Members of the Board of Directors of JSC «TransContainer».

15.1. To pay annual remuneration to the Members of the Board of Directors in accordance with Regulation On Payment of Remunerations and Compensations to the Members of the Board of Directors.

15.2. To pay annual remuneration to the Committee Members in accordance with Regulations on Payment of Remunerations and Compensations to the Committee Members.