

## Statement of Material Fact

### “Information Deemed by the Issuer to Have a Material Effect on the Value of Its Issue-Grade Securities” –

information constituting the terms and conditions of placing issue-grade securities as specified in the decision on the securities issue approved by the issuer’s authorized body if the securities are placed through the trading conducted by a securities trading institutor.

#### Disclosure of Insider Information

1. General Information	
1.1. Full corporate name of the issuer	<i>Joint-Stock Company Centre for the Transport of Goods in Containers (TransContainer)</i>
1.2. Short corporate name of the issuer	<i>JSC TransContainer</i>
1.3. Issuer’s registered address	<i>Russian Federation, 107228, Moscow, Novoryazanskaya Street, 12</i>
1.4. Issuer’s Principal State Registration Number (OGRN)	<i>1067746341024</i>
1.5. Issuer’s Taxpayer Identification Number (INN)	<i>7708591995</i>
1.6. Issuer’s unique code assigned by the registration agency	<i>55194-E</i>
1.7. Webpage used by the issuer for disclosure of information	<a href="http://www.trcont.ru">www.trcont.ru</a> <a href="http://www.e-disclosure.ru/portal/company.aspx?id=11194">http://www.e-disclosure.ru/portal/company.aspx?id=11194</a>

#### 2. Contents of the Statement

##### ***“Information About the Procedure for Placing the Bonds and the Period for Sending the Offers to Enter into the Preliminary Agreement”***

2.1. Brief description of the event (act) that, upon its occurrence (performance), is deemed by the issuer to have an effect on the value of its issue-grade securities:

***The decision was adopted with respect to the procedure for placing the bonds and the period for sending the offers to enter into the Preliminary Agreement.***

2.2. Class, category (type), and other identification characteristics of the issuer’s issue-grade securities: ***inconvertible interest-bearing certificated bearer bonds, Series 04, subject to mandatory centralized custody, redeemable earlier at the request of their holders and at the option of the Issuer, State Registration Number 4-04-55194-E of December 4, 2012 (hereinafter, the “Series 04 Bonds”).***

2.3. If this event (act) is related to or connected with a third party, full corporate name (in the case of a nonprofit organization, its name), registered address, Taxpayer Identification Number (INN) (if applicable), Principal State Registration Number (OGRN) (if applicable), or full name of such person: ***information cannot be specified; information affects potential investors in the Series 04 Bonds.***

2.4. If this event (act) is related to or connected with a decision adopted by an authorized management body of the issuer or a third party, name of such management body, date and contents of the adopted decision, and, in the case of a decision adopted by a collegial management body of the relevant person, date and number of the minutes of the meeting of the authorized management body: ***The decision on the selected procedure for placing the Series 04 Bonds and on the period for sending the offers to enter into the preliminary agreements with potential acquirers of the Series 04 Bonds (Order of the Sole Executive Management Body of the Issuer, the Director General, No. 9 of January 25, 2013).***

***Contents of the decision adopted by the Issuer:***

***1. The Bonds shall be placed by means of collecting the purchasers’ applications, stating the coupon rates acceptable to the purchasers, for the acquisition of the Bonds at the fixed rate and at the rate of the first coupon whose value shall be determined by the Director General of Joint-Stock Company Centre for the Transport of Goods in Containers (TransContainer) not later than one day prior to the start date of the placement of the Bonds.***

***2. The period for sending VTB Capital Closed Joint-Stock Company the offers to enter with potential acquirers of the Bonds into the preliminary agreements containing the obligation to subsequently enter with them or with a trading participant acting on their behalf into the principal agreements aimed at transferring title to the placed securities to them, shall begin at 11:00 a.m. (Moscow time) on January 29, 2013, and expire at 5 p.m. (Moscow time) on January 30, 2013.***

***Details of the Underwriter’s account with National Settlement Depository:***

***Account title: VTB Capital Closed Joint-Stock Company***

***Account number: 30411810700001001076***

**Taxpayer Registration Justification Code (KPP) of the beneficiary of payment for the securities: 775001001**

**3. The text of the offer to enter into the Preliminary Purchase Agreement shall be approved as shown in the Appendix.**

Text of the offer approved by the Issuer:

[ON INVESTOR LETTERHEAD]

Date:

VTB Capital  
123100, Moscow, Presnenskaya Emb., 12  
Attn.: Vladimir Zavershinsky  
Fax: (495) 663-46-16  
[bonds@vtbcapital.com](mailto:bonds@vtbcapital.com)  
Attn.: Ilya Buchkovsky

Copy: Alfa-Bank  
Fax: +7 (495) 788-67-17  
Attn.: Olga Parkina  
Yegor Romanchenko  
Email: [ipankov@alfabank.ru](mailto:ipankov@alfabank.ru), [vkorzan@alfabank.ru](mailto:vkorzan@alfabank.ru),  
[oparkina@alfabank.ru](mailto:oparkina@alfabank.ru), [eromanchenko@alfabank.ru](mailto:eromanchenko@alfabank.ru)

Copy: ZAO Raiffeisenbank  
Attn.: Natalia Peksheva  
[sales@raiffeisen.ru](mailto:sales@raiffeisen.ru)

#### OFFER TO ENTER INTO THE PRELIMINARY PURCHASE AGREEMENT

We have read the terms and conditions of participation in the placement of the inconvertible interest-bearing certificated bonds, Series 04, subject to mandatory centralized custody, issued by Joint-Stock Company Centre for the Transport of Goods in Containers (TransContainer) (hereinafter, the "Issuer"), with the redemption dates: 25% of the par value on the one thousand, two hundred seventy-fourth (1,274th) day after the start date of the placement of the Bonds of the issue; 25% of the par value on the one thousand, four hundred fifty-sixth (1,456th) day after the start date of the placement of the Bonds of the issue; 25% of the par value on the one thousand, six hundred thirty-eighth (1,638th) day after the start date of the placement of the Bonds of the issue; 25% of the par value on the one thousand, eight hundred twentieth (1,820th) day after the start date of the placement of the Bonds of the issue, to be placed through a public offering, State Registration Number 4-04-55194-E of December 4, 2012 (hereinafter, the "Bonds") as set forth in the Decision on the Securities Issue and the Securities Prospectus.

Upon carefully assessing the financial, economic, legal, and other risks and implications of the acquisition and possession of the Bonds, we hereby undertake to enter, on the start date of the placement of the Bonds, into the principal purchase agreements for our acquisition of the Bonds, in any such proportion as may be deemed appropriate or necessary by the Issuer, from VTB Capital, providing services for the Issuer in relation to the placement of the Bonds in accordance with paragraph 8.3 of the Decision on the Securities Issue and acting on the instructions and at the expense of the Issuer, upon the following terms and conditions:

Maximum Amount Acceptable to Us for the Purchase of the Bonds (rubles in thousands)	Minimum Rate of the First Bond Coupon (interest p.a.)
[please specify]	[please specify]

*Please note that the MICEX Stock Exchange Trader submitting bids for the purchase of the Bonds on our instructions will be [please specify your broker name] (in the case of the Buyers acting through a broker).*

This offer is valid until February 1, 2013.

By sending this offer, we agree that it may be declined or accepted in full or in part.

Please send the Acceptance Notice regarding this offer to: [please specify your office address (in the case of an individual, your registered residence)] if sent by personal delivery, [please specify your office fax number (in the case of an individual, your fax number)] if sent by facsimile transmission, or [please specify your office email address] if sent by electronic mail.

Very truly yours,

\_\_\_\_\_  
Name:

Title:

Seal:

2.5. Date of occurrence of this event (performance of this act): **January 25, 2013.**

**3. Signature**

3.1. Director General  
of Joint-Stock Company Centre for the  
Transport of Goods in Containers  
(TransContainer)

P. V. Baskakov

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

Seal

3.2. Date 25 January 2013