

**Statement of Material Fact**  
**“Individual decisions made by the Issuer’s Board of Directors”**

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">http://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	
<p><b><i>Approval of the agenda at the General Meeting of Participants (Shareholders) of the Issuer who is a business entity, and other decisions related to preparation for convening and holding of the Issuer’s General Meeting of Participants (Shareholders)</i></b></p> <p>2.1. The quorum of the meeting of the Issuer’s Board of Directors: <b><i>10 11 of 11 members of the Board of Directors of JSC TransContainer participated in the meeting of the Board of Directors.</i></b>  <b><i>In accordance with Article 68 of the Federal Law “On Joint-Stock Companies”, the quorum is present and the meeting of the Board of Directors of JSC TransContainer can proceed to business.</i></b></p> <p>2.2. The results of voting on the issues relating to making decisions:  <b><i>“Calling of the General Meeting of Shareholders of JSC TransContainer.”</i></b>  <b><i>For: 10.</i></b>  <b><i>Against: none.</i></b>  <b><i>Abstained: none.</i></b></p> <p>2.3. Contents of the decisions made by the Issuers’ Board of Directors:</p> <p><b><i>2.3.1.</i></b></p> <ol style="list-style-type: none"> <li><b><i>1. The Annual General Meeting of Shareholders shall be held as a physical meeting with prior delivery of voting bulletins.</i></b></li> <li><b><i>2. The Annual General Meeting of Shareholders shall be held on June 26, 2013.</i></b></li> <li><b><i>3. The Annual General Meeting of Shareholders shall be held at: Moscow, ul. Tverskaya, 26/1, The Marriott Grand Hotel, Grand Ballroom Hall.</i></b></li> <li><b><i>4. The Annual General Meeting of Shareholders shall be held 11 a.m. Moscow Time.</i></b></li> <li><b><i>5. Registration of shareholders (representatives of shareholders) shall start at Moscow, ul. Tverskaya, 26/1, the Marriott Grand Hotel, Grand Ballroom Hall at 10 a.m. Moscow Time.</i></b></li> <li><b><i>6. The list of individuals entitled to participate in the Annual General Meeting of Shareholders shall be made on May 14, 2013.</i></b></li> <li><b><i>7. Yulia Borisovna Gelfer, acting Director for JSC TransContainer Corporate Governance, shall be elected as Secretary of the Annual General Meeting of Shareholders.</i></b></li> <li><b><i>8. STATUS Registration Company shall act as Ballot Committee at the Annual General Meeting of Shareholders.</i></b></li> <li><b><i>9. The agenda of the Annual General Meeting of Shareholders shall be as follows:</i></b> <ol style="list-style-type: none"> <li><b><i>9.1. Concerning approval of the Company Annual Report for 2012.</i></b></li> <li><b><i>9.2. Concerning approval of the Annual Financial Statements, including approval of the Profit and Loss Statements (Profit and Loss Accounts).</i></b></li> <li><b><i>9.3. Concerning distribution of profits and losses of the Company based on the results of the fiscal year.</i></b></li> </ol> </li> <li><b><i>9.4. Concerning payment (declaration)) of dividends based on the results of the fiscal year.</i></b></li> <li><b><i>9.5. Concerning payment of remunerations and compensations to the Members of the Company</i></b></li> </ol>	

*Board of Directors.*

*9.6. Concerning payment of remunerations and compensations to the Members of the Company Board of Directors Committees.*

*9.7. Concerning payment of remunerations and compensations to the Members of the Company Internal Audit Commission.*

*9.8. Concerning approval of the Company Auditor.*

*9.9. Election of members to the Company Board of Directors.*

*9.10. Election of members to the Company Internal Audit Commission.*

*9.11. Concerning amendment to the Articles of Association of JSC TransContainer.*

*9.12. Concerning amendment to the Regulations for the Payment of Remunerations and Compensations to the Members of the JSC TransContainer Board of Directors.*

*9.13. Concerning approval of related party transactions.*

*10. Form and contents of the Notice of the Annual General Meeting of Shareholders (Appendix No. 3 to the Minutes of the meeting of the Board of Directors) shall be approved.*

*11. The Notice of the Annual General Meeting of Shareholders shall be sent by registered mail to the individuals who are entitled to participate in the Annual General Meeting of Shareholders on or before May 24, 2013.*

*12. The information to be provided to the individuals who are entitled to participate in the Annual General Meeting of Shareholders to prepare for the Annual General Meeting of Shareholders shall be as follows:*

*12.1. The Company Annual Report for 2012.*

*12.2. The Annual Financial Statements, including the Audit Report and the Report by the Company Internal Audit Commission based on the results of auditing the Annual Financial Statements.*

*12.3. Evaluation by the Audit Committee of the Company Auditor Report.*

*12.4. Information about the Audit nominee.*

*12.5. Information about the nominees on the List of Nominees for the Election to the Company Board of Directors.*

*12.6. Information about the nominees on the List of Nominees for the Election to the Company Internal Audit Commission.*

*12.7. Information about the availability/nonavailability of written consents by the nominees for the Company Board of Directors and Internal Audit Commission.*

*12.8. Draft Amendment to the Articles of Association of JSC TransContainer.*

*12.9. Draft Amendment to the Regulations for the Payment of Remunerations and Compensations to the Members of the JSC TransContainer Board of Directors.*

*12.10. Draft Amendment to the Regulations for the Payment of Remunerations and Compensations to the Members of the JSC TransContainer Board of Directors.*

*12.11. Explanatory Notes concerning the "Approval of Related Party Transactions" issue.*

*12.12. Draft resolutions on the issues of the agenda of the Annual General Meeting of Shareholders (voting bulletins).*

*13. It shall be resolved that this information will only be available to individuals entitled to participate in the Annual General Meeting of Shareholders for familiarization at: Moscow, Oruzheyne Pereulok, 19, Room 341, from May 24, 2013, to June 25, 2013, on workdays from 10 a.m. to 5 p.m. Moscow Time and from the Company's website at: [www.trcont.ru](http://www.trcont.ru) starting from May 24, 2013.*

2.4. Date of holding the meeting of the Issuer's Board of Directors, during which the above mentioned decisions were made: **April 17, 2013.**

2.5. Date of making and number of the Minutes of the meeting of the Issuer's Board of Directors during which the above mentioned decisions were made: **Minutes No. 10 of April 18, 2013.**

### 3. Signatures

3.1. Director General  
of JSC TransContainer

P. V. Baskakov

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(signature)

3.2. Date: 19 April 2013

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