**Statement of Material Fact**

**Specific decisions passed by the issuer’s board of directors**

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| 1. General Information | | | | | | | | | | | |
| 1.1. Full corporate name of the issuer | | | | | | | ***Joint-Stock Company Centre for the Transport of Goods in Containers (TransContainer)*** | | | | |
| 1.2. Short corporate name of the issuer | | | | | | | ***JSC TransContainer*** | | | | |
| 1.3. Issuer’s registered address | | | | | | | ***Russian Federation, 107228, Moscow, Novoryazanskaya Street, 12*** | | | | |
| 1.4. Issuer’s Principal State Registration Number (OGRN) | | | | | | | ***1067746341024*** | | | | |
| 1.5. Issuer’s Taxpayer Identification Number (INN) | | | | | | | ***7708591995*** | | | | |
| 1.6. Issuer’s unique code assigned by the registration agency | | | | | | | ***55194-Е*** | | | | |
| 1.7. Webpage used by the issuer for disclosure of information | | | | | | | [***http://www.trcont.ru***](http://www.trcont.ru) | | | | |
| 2. Contents of the Statement | | | | | | | | | | | |
| ***Approval of related-party transactions***  2.1. Quorum of the meeting of the issuer’s Board of Directors: ***11 of 11 members of the Directors Board of JSC "TransContainer" took part in the meeting.***  ***Pursuant to Articles 68 and 83 of the Federal Law of Joint-Stock Companies, there was a quorum and the meeting of the issuer’s Board of Directors was legally qualified.***  2.2. Issues put to a vote and voting results:  ***2.2.1. On approval of entering into the Agreement for Termination of Contract for Sublease of a Land Plot (Part of the Land Plot) No. CREЗ/4/А/0111010000/08/002432 dated October 01, 2008 (Tver Station, Proletarsky District, Tver, Tver Oblast, direction Saint Petersburg – Moscow (freight yard)) between JSCo "RZD" (Moscow Infrastructure Department of October Infrastructure Direction - structural subdivision of October Railways – branch of JSCo "RZD") and JSC «TransContainer» (October Branch).***  ***For:11;***  ***Against: none;***  ***Abstained: none.***  ***2.2.2. On approval of entering into the Contract for Sub-Lease of the land Plot (Part of the Land Plot) (Tver Station, Proletarsky District, Tver, Tver Oblast, direction Saint Petersburg – Moscow (freight yard)) between JSCo "RZD" (Moscow Infrastructure Department of October Infrastructure Direction - structural subdivision of October Railways – branch of JSCo "RZD") and JSC «TransContainer» (October Branch).***  ***For:11;***  ***Against: none;***  ***Abstained: none.***  ***2.2.3. On approval of signing Appendix No. 4 to Transportation and Forwarding Contract No. ЦКП-302278 dated July 13, 2010 between JSC «TransContainer» and LLC FESCO Integrated Transport.***  ***For:10;***  ***Against: none;***  ***Abstained: none.***  ***2.2.4. On approval of entering into Additional Agreement No. 4 to Contract for Lease of Intermediate Bulk Containers of JSC «TransContainer» No. 639-zd dated October 20, 2011 between JSC «TransContainer» and JSCo "RZD".***  ***For:11;***  ***Against: none;***  ***Abstained: none.***  2.3. Contents of the decisions passed by the issuer’s board of directors:  ***2.3.1.***  ***1. To determine that subject of the transaction does not change the rental under Contract for Sublease of the Land Plot (Part of the Land Plot) No. ЦРИЗ/4/А/0111010000/08/002432 dated October 01, 2008.***  ***2. To approve entering into the Agreement for Termination of Contract for Sublease of the Land Plot (Part of the Land Plot) No. ЦРИЗ/4/А/0111010000/08/002432 dated October 01, 2008 concluded between JSCo "RZD" (Moscow Infrastructure Department of October Infrastructure Direction - structural subdivision of October Railways – branch of JSCo "RZD") and JSC «TransContainer» (October Branch) as the interested party transaction on the following conditions:***  ***Parties of the Agreement: JSCo "RZD" (Moscow Infrastructure Department of October Infrastructure Direction - structural subdivision of October Railways – branch of JSCo "RZD") – the “Lessee” and JSC «TransContainer» (October Branch) – the “Sub-Lessee”.***  ***Subject of the Agreement:***  ***1. To terminate Contract for Sub-Lease of the Land Plot (Part of the Land Plot) No. ЦРИЗ/4/А/0111010000/08/002432 dated October 01, 2008.***  ***2. To perform complete settlements between the Parties under the obligations fulfilled in full before termination of the Contract.***  ***Validity Period of the Agreement: The Agreement shall enter into force from the date of its signing.***  ***2.3.2.***  ***1. To determine the rental for use of the land plot (part of the land plot) with area of 3,636 square meters (Accession Part Number 10) located at: Tver Station, Proletarsky District, Tver, Tver Oblast, direction Saint Petersburg – Moscow (freight yard) as a part of land plot with cadastral number: 69:40:0300060:1 from the urban lands amounting to 18.61 Russian rubles including VAT.***  ***2. To approve entering into the Contract for Sub-Lease of the land Plot (Part of the Land Plot) (Tver Station, Proletarsky District, Tver, Tver Oblast, direction Saint Petersburg – Moscow (freight yard)) between JSCo "RZD" (Moscow Infrastructure Department of October Infrastructure Direction - structural subdivision of October Railways – branch of JSCo "RZD") and JSC «TransContainer» (October Branch) being the interested party transaction on the following conditions:***  ***Parties to the Contract: JSCo "RZD" (Moscow Infrastructure Department of October Infrastructure Direction - structural subdivision of October Railways – branch of JSCo "RZD") – the “Lessee” and JSC «TransContainer» (October Branch) – the “Sub-Lessee”.***  ***Subject of the Contract: The Lessee shall transfer and the Sub-Lessee shall receive and use under the right of sublease the land plot (part of the land plot) with area of 3,636 square meters (Accession Part Number 10) from the urban lands located at (having address reference): Tver Station, Proletarsky District, Tver, Tver Oblast, direction Saint Petersburg – Moscow (freight yard) (hereinafter referred to as the “Land Plot”), a part of the land plot with total area of 932,191.5 square meters with cadastral number: 69:40:0300060:1 within the lines specified in the General Plan of the Land Plot, enclosed to the Contract and being an integral part thereof, submitted by JSCo "RZD" under Contract for Sublease of the Land Plot No. 66 dated March 20, 2007.***  ***Rental under the Contract: amounts to 18.61 Russian rubles including VAT.***  ***Validity Period of the Contract: The Contract shall be entered into for the period of lease of the Land Plot being in federal ownership and granted to the JSCo "RZD" under Contract No. 66 dated March 20, 2007 and shall enter into force from the date of its state registration.***  ***The Contract shall cover the Parties’ relations established after the date of signing the Statement of Transfer and Acceptance of the Land Plot.***  ***2.3.3.***  ***1. To determine that cost of transportation services on making up a container train on public tracks at Martsevo Station of North Caucasus Railways when removing the carriages from the private tracks of TaGaz OOO (Limited Liability Company) amounts to 16,766.49 Russian rubles including VAT 18% for one train.***  ***2. To approve signing Appendix No. 4 to Transportation and Forwarding Contract No. ЦКП-302278 dated July 13, 2010 between JSC «TransContainer» and LLC FESCO Integrated Transport being the interested party transaction on the following conditions:***  ***Parties to the Appendix: JSC «TransContainer» (“TransContainer”) and LLC FESCO Integrated Transport (the “Client”).***  ***Subject of the Appendix: determination of cost of transportation services on making up the container train on public tracks at Martsevo Station of North Caucasus Railways when removing the carriages from the private tracks of TaGaz OOO.***  ***Cost of the Services: amounts to 16,766.49 Russian rubles including VAT 18% for one train.***  ***Validity Period of Appendix No. 4: Appendix No. 4 shall be an integral part of the Contract. The Appendix No. 4 shall cover the Parties’ relations established before its signing – i.e. from May 05, 2012.***  ***Cost of the services specified in Appendix No. 4 shall become valid from May 05, 2012 through December 31, 2012 inclusive.***  ***2.3.4.***   1. ***To determine that the price of the Contract for Lease of Medium-Tonnage Containers of JSC «TransContainer» No. 639-жд dated October 20, 2011 shall be the cost of the services actually rendered during fulfilment thereof at the following rental rates:***  |  |  |  |  | | --- | --- | --- | --- | | ***1 Ser. No.*** | ***Container type*** | ***Rental rate (Russian rubles per container (carriage) per day excluding VAT*** | ***Rental rate (Russian rubles per container (carriage) per day including VAT*** | | ***1*** | ***3-ton container*** | ***13.00*** | ***15.34*** | | ***2*** | ***5-ton container*** | ***18.00*** | ***21.24*** |   ***2. To approve entering into Additional Agreement No. 4 to Contract for Lease of Medium-Tonnage Containers of JSC «TransContainer» No. 639-жд of October 20, 2011 between JSC «TransContainer» and JSCo "RZD" being the interested party transaction on the following conditions:***  ***Parties of the Additional Agreement: JSCo "RZD" (Centre for Corporate Transport Service — branch of JSCo "RZD") — the “Lessee” and JSC «TransContainer» — the “Lessor”.***  ***Subject of the Additional Agreement: extension of the Contract for Lease of Medium-Tonnage Containers of JSC «TransContainer» No. 639-жд of October 20, 2011 till January 31, 2012.***  ***Price of the Additional Agreement: price of the Additional Agreement may not be determined as at the date of its signing as it is the aggregate cost of the services actually rendered at the following rental rates stipulated in Appendix No. 4 to the Contract:***   |  |  |  |  | | --- | --- | --- | --- | | ***1 Ser.No.*** | ***Container type*** | ***Rental rate (Russian rubles per container (carriage) per day excluding VAT*** | ***Rental rate (Russian rubles per container (carriage) per day including VAT*** | | ***1*** | ***3-ton container*** | ***13.00*** | ***15.34*** | | ***2*** | ***5-ton container*** | ***18.00*** | ***21.24*** |   ***Validity Period of the Additional Agreement: The Additional Agreement shall enter into force from the date of its signing by the Parties subject to approval thereof by the management bodies of JSC «TransContainer» and shall be an integral part of the Contract.***  2.4. Date of meeting of the issuer’s board of directors that passed the relevant decisions:  ***18 July, 2012.***  2.5. Date and number of minutes of the meeting of the issuer’s board of directors that passed the relevant decisions: ***Minutes No. 1 of 19 July, 2012.*** | | | | | | | | | | | | |
| 3. Signature | | | | | | | | | | | | |
| 3.1. General Director JSC "TransContainer" | | | | | | | |  | | P.V. Baskakov |  | |
|  | | | | | | | | (signature) |  |  |  | |
| 3.2. Date | 19 |  | July | 20 | 12 |  | | Seal |  | | | |