

15 June 2020

# PJSC TransContainer

## **Squeeze-out of outstanding PJSC TransContainer shares**

PJSC TransContainer ("**TransContainer**" or the "**Company**") (LSE: TRCN; MOEX: TRCN) notifies that on 1 June 2020, the Company received a squeeze-out request ("Squeeze-out Request") from LLC Delo-Center ("Delo-Center"), a subsidiary of Delo Group, requiring shareholders of the Company, other than Delo-Center, to sell all of their ordinary shares of TransContainer to Delo-Center.

On 22 April 2020, it was announced that Delo-Center acquired 6,897,511 shares in TransContainer as a result of the mandatory Offer made to the Company's minority shareholders in January 2020. Following this acquisition, Delo-Center's stake in TransContainer increased from 50% to 99.6%. Delo-Center therefore became entitled to proceed with a squeeze-out of the remaining shares of the Company pursuant to Article 84.8 of Federal Law No. 208-FZ on Joint Stock Companies dated 26 December 1995.

The squeeze-out price is RUB 8,679.52 per one ordinary share and will be paid in cash. Payments will be made in Russian roubles to the holders of ordinary shares of the Company as at 18 July 2020 ("Record Date") and within no longer than 25 days of the record date.

The squeeze-out price for the ordinary shares represented by Global Depositary Receipts ("GDRs") will be transferred to, and received by, The Bank of New York Mellon, the depositary with respect to the Company's GDR programme, as the holder of record of the ordinary shares underlying the GDRs. It is expected that the GDR Depositary will then convert the amount received into the US dollars and allocate and transfer the respective amounts to the GDR holders, in each case pursuant to and in accordance with the terms and conditions of the Deposit Agreement between the GDR Depositary and TransContainer, and subject to payment by GDR holders of the commissions as stipulated in the Deposit Agreement.

The GDR holders wishing to receive the payment for the shares subject to the Squeeze-out in Russian roubles on the terms described in the Squeeze-out Request should be able to do so provided that they open securities accounts to record rights to the ordinary shares of TransContainer and bank accounts to receive the payment in Russian roubles, surrender and cancel the GDRs held by them and take the delivery of the respective underlying ordinary shares of the Company, in each case prior to the Record Date. The surrender and cancellation of the GDRs is subject to the payment of the relevant fees to the GDR Depositary and other provisions of the Deposit Agreement. The GDR holders should make their own decision as to whether to surrender and cancel their GDRs and receive the underlying ordinary shares prior to the Record Date.

The GDRs holders should review and consider the terms and conditions of the Squeeze-out Request and Article 84.8 of Federal Law No. 208-FZ on Joint Stock Companies, as well as other information in respect of the Squeeze-out which is available on the Company's website: <https://trcont.com/en/investor-relations/information-for-shareholders>.

The GDR holders are advised to consult their legal, financial and tax advisers if they have any questions in relation to the Squeeze-out.

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## **About TransContainer**

PJSC TransContainer (LSE: TRCN; MOEX: TRCN) is the leading intermodal container transportation company in Russia with a market share of approximately 41%. It is the market leader in Russia by flatcar fleet size, container transportation by rail and rai-side container terminal throughput. As at 31 March 2020, it owned and leased more than 31,000 flatcars and more than 85,000 ISO containers. TransContainer owns a network of rail-side container terminals, located at 38 railway stations across Russia. The Company's joint ventures also operate three terminals in Russia and 19 inland rail-side terminals in Kazakhstan. The Company's sales network comprises more than 90 sales outlets in Russia, along with additional outlets across the CIS, Europe and Asia. TransContainer is listed on the Moscow Exchange and London Stock Exchange.

## **Legal Disclaimer**

Some of the information in this announcement may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. You can identify forward-looking statements by terms such as 'expect', 'believe', 'anticipate', 'estimate', 'intend', 'will', 'could', 'may' or 'might', the negative of such terms or other similar expressions. PJSC "TransContainer" wishes to caution you that these statements are only predictions and that actual events or results may differ materially. PJSC "TransContainer" does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of PJSC "TransContainer", including, among others, general economic conditions, the competitive environment, risks associated with operating in Russia, rapid technological and market change in the industries PJSC "TransContainer" operates in, as well as many other risks specifically related to PJSC "TransContainer" and its operations.