

*November 20<sup>th</sup>, 2012*

**Announcement of material fact – adoption of resolution on placement of securities**

Extraordinary General Meeting of Shareholders (EGM) of RusHydro approved the increase of the share capital of RusHydro by means of issuance and placement through open subscription of 110,000,000,000 additional ordinary shares with a par value of 1 (One) ruble each.

Date of EGM, at which the resolution on securities offering was adopted: *November 16, 2012 (the meeting is held in the form of an absentee voting).*

Date of drawing up and number of the Minutes of the EGM, at which the resolution on securities offering was adopted: *November 19, 2012, Minutes No. 9.*

Full wording of the adopted resolution on securities offering:

*Increase the share capital of the Company by offering 110,000,000,000 (One hundred and ten billion) additional ordinary shares with par value of 1 (One) ruble for a total nominal value of 110,000,000,000 (One hundred and ten billion) rubles;*

*- method of offering: public offering;*

*- the offering price of additional shares (including that for shareholders with pre-emptive right to purchase additional shares) – at a price determined by the Board of Directors of the Company in accordance with Articles 36, 77 of the Federal Law On Joint-Stock Companies;*

*- method of share payment: monetary assets, non-monetary assets;*

*- the list of property to be used to pay for shares of additional issue:*

*ordinary registered uncertified shares of the following joint-stock companies:*

*JSC Ust-Srednekanskaya HPP (OGRN 1074910002310<sup>1</sup>);*

*JSC RAO East Energy Systems (OGRN 1087760000052);*

*JSC SEC (OGRN 1096501006030);*

*JSC Irkutsk Electricity Company (OGRN 1093850013762);*

*JSC Irkutskenergo (OGRN 1023801003313);*

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<sup>1</sup> OGRN –Primary state registration number

- *the order of share payment: shares shall be paid at their placement in full;*
- *names of legal entities which have concluded a labor agreement with appraisers employed to determine a market value of the property to be used to pay for supplementary shares;*
- *Limited Liability Company Nexia Pacioli Consulting (LLC Nexia Pacioli Consulting), OGRN: 1047796989679;*
- *Limited Liability Company Institute for Enterprise Issues (LLC IEI), OGRN:1027800561458;*
- *Limited Liability Company RASTAM-Otsenka (LLC RASTAM-Otsenka),OGRN: 1057200929499;*
- *Closed Joint-Stock company BDO (CJSC BDO), OGRN: 1037739271701;*
- *Closed Joint-Stock company ENPI Consult (CJSC ENPI Consult), OGRN:1027700283566;*
- *Limited Liability Company STREMLENIE (LLC STREMLENIE), OGRN:1027739184307;*
- *Limited Liability Company AUDIT AND CONSULTING COMPANY TOP AUDIT (LLC AUDIT AND CONSULTING COMPANY TOP AUDIT), OGRN:1027739441553;*
- *Limited Liability Company Institute of Property and Financial Activity Appraisal (LLC Appraisal Institute), OGRN: 1027000867750;*
- *Closed Joint-Stock Company Otechestvo (CJSC Otechestvo), OGRN: 1023402456626;*
- *Limited Liability Company Baker Tilly Rusaudit (LLC Baker Tilly Rusaudit), OGRN: 1037700117949;*
- *Closed Joint-Stock company 2K Audit – Business consulting / Morison International (CJSC 2K Audit – Business consulting / Morison International), OGRN: 1027700031028;*
- *Closed Joint-Stock Company Agency Russpromotsenka (CJSC Agency Russpromotsenka), OGRN: 1027700409109;*
- *Limited Liability Company CO-INVEST (LLC CO-INVEST), OGRN: 1027700556047;*
- *Closed Joint-Stock Company Central Financial Appraisal Company (CJSC Central Financial Appraisal Company), OGRN: 1037739245972;*
- *Limited Liability Company Accountants and Business Advisers (LLC FBK), OGRN: 1027700058286;*
- *Limited Liability Company Centre of Appraisal Management and Consulting (LLC MOK-Center), OGRN: 1027739398290;*
- *Closed Joint-Stock Company HLB Vneshaudit (CJSC HLB Vneshaudit), OGRN: 1027739314448;*
- *Closed Joint-Stock Company ABM Partner (CJSC ABM Partner), OGRN:1027700560491;*
- *Limited Liability Company FinExpertiza (LLC FinExpertiza), OGRN:1027739127734.*

The fact of granting the preemptive right to acquire securities to the Issuer's shareholders (members) and/or to other persons and entities: ***Pursuant to Articles 40, 41 of the Federal Law on Joint-Stock Companies the Issuer's shareholders, the holders of ordinary shares entitled to attend the extraordinary General Shareholders' Meeting of the Company held on November 16, 2012 at which the Resolution on increasing the authorised capital of the Company was adopted, have the preemptive right to acquire the Issuer's additional shares in proportion to the amount of the Issuer's ordinary shares held by these persons or entities.***

## **DISCLAIMER**

*This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The securities referred to herein may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the "Securities Act") or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. The offer and sale of the securities referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. There will be no public offer of the securities in the United States.*

*This announcement does not contain or constitute an invitation, inducement or solicitation to invest. This announcement is directed only at and is for distribution only to persons who (i) are outside the United Kingdom, (ii) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order"), (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order or (iv) are other persons to whom an invitation or inducement to engage in investment activity (within the meaning of the Financial Services and Markets Act 2000) in connection with the issue or sale of any shares may otherwise lawfully be communicated or caused to be communicated (all such persons in (i), (ii), (iii) and (iv) together being referred to as "Relevant Persons"). This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.*

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*The information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of RusHydro. One 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. We wish to caution you that these statements are only predictions and that actual events or results may differ materially from these statements.*

*We do 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 our projections or forward-looking statements, including, among others, general economic conditions, our competitive environment, risks associated with operating in Russia and rapid technological and market changes in our industries, as well as many other risks specifically related to RusHydro and its operations.*