

May 16, 2014

Results of the Board of Directors on May 15, 2014

JSC RusHydro (ticker symbol: MOEX, LSE: HYDR; OTCQX: RSHYY) announces that the Company's Board of Directors held a meeting in absentia on May 15, 2014, to address issues related to the Annual General Meeting of Shareholders (AGM).

The Board of Directors approved the agenda for the 2013 Annual General Meeting of Shareholders:

1. Approval of the Company's 2013 Annual Report.
2. Approval of the Company's 2013 annual accounting statements.
3. Distribution of profit for 2013.
4. Dividend payment for 2013 and determination of ex-dividend date.
5. Remuneration of the Board of Directors (Supervisory Board) members (non-government officials) in the amount determined by the internal documents of the Company.
6. Election of members to the Board of Directors of RusHydro.
7. Election of members to the Audit Commission.
8. Approval of the Company's auditor.
9. Approval of the amended Articles of Association of the Company.
10. Approval of the amended Regulations on convening and holding the general meeting of shareholders of RusHydro.
11. Participation of RusHydro in Siberian Energy Association.
12. Approval of the liability and financial risk insurance agreement for Directors, Officers and Companies between RusHydro and Ingosstrakh Insurance Company, qualified as an interested party transaction.
13. Approval of the Addendum No.2 to share pledge agreement No. 110200/1168-DZA-RG of 27.12.2010 between RusHydro and Vnesheconombank, qualified as interrelated and interested party transaction.
14. Approval of the Addendum No.1 to subsequent share pledge agreement No. 110200/1168-DPZA-RG of 22.08.2011 between RusHydro and Vnesheconombank, qualified as interrelated and interested party transaction.
15. Approval of the Addendum No.1 to guarantee agreement No.110100/1168-DP of 22.08.2011 between RusHydro and Vnesheconombank, qualified as interrelated and interested party transactions.
16. Approval of the addendum to credit agreement between the Company and Sberbank of Russia, qualified as interested party transaction.
17. Approval of agreements, qualified as interested party transactions, between RusHydro and VTB Bank that might be signed in the future.

The Board of Directors preliminary approved the Company's 2013 Annual Report and annual accounting statements.

The Board of Directors has preliminarily approved and submitted for the AGM approval the Company's 2013 annual accounting statements.

The Board of Directors has preliminarily approved and recommended to the AGM the following distribution of profit for 2013 (in RUB):

Retained profit for the reporting period (RAS)	35,321,324,606.01
Reserve fund	1,766,066,230.30

Accumulation fund	28,307,008,383.96
Dividends	5,248,249,991.75

The Board of Directors has preliminarily approved and recommended that the AGM approves dividend payment in the amount of RUR 0.01358751 per share.

The dividend record date is July 8, 2014.

The Board of Directors recommended to the AGM JSC PriceWaterhouse Coopers Audit as the auditor of RusHydro.

The Board of Directors recommended the AGM to approve remuneration of the members of the Board of Directors based on their performance from June 28, 2013 to June 27, 2014 in the amount and under the procedure set in the Regulations on remuneration to members of the Board of Directors of RusHydro.

The Board of Directors recommended that the AGM approves the amended Articles of Association of RusHydro.

The Board of Directors recommended that the AGM approves the amended Regulations on the procedure for convening and holding the general meeting of shareholders.

The Board of Directors recommended that the AGM approves termination of RusHydro's participation in Siberian Energy Association (SEA).

The Board of Directors determined that the price of share pledge agreement No. 110200/1168-DZA-RG of 27.12.2010 as reworded by the Addendum No.1 of 22.08.2011, qualified as interested party transaction, doesn't change due to signing the addendum No.2 and amounts to RUB 7,000 according to the EGM decision of October 27, 2010, that together with interrelated transactions exceeds 2% of book value of the Company's assets.

The Board of Directors determined that the price of subsequent share pledge agreement No. 110200/1168-DPZA-RG of 22.08.2011, qualified as interested party transaction, doesn't change due to signing the addendum No.1 and amounts to RUB 7,000 according to the EGM decision of October 27, 2010, that together with interrelated transactions exceeds 2% of book value of the Company's assets.

The Board of Directors determined that the price (monetary value) of property (liabilities) of RusHydro under guarantee agreement No. 110100/1168-DP of 22.08.2011, qualified as interested party transaction, doesn't change due to signing the addendum No.1 and together with interrelated transactions exceeds 2% of book value of the Company's assets.

The Board of Directors determined that the price limit of the credit facility agreement No. 5486 of 18.11.2011 between RusHydro and Sberbank of Russia, including the addendum No. 2, qualified as interested party transaction, includes:

- credit limit in the amount of RUB 40 bn;

- interest in the amount of no more than 9.3% per annum accrued to the credit amount for the whole credit period, and other bank's fees.

The Board of Directors determined that the price limit of the agreement (-s) between RusHydro and VTB Bank that might be signed in the future, qualified as interested party transactions, includes:

- credit limit in the amount of RUB 50 bn;
- interest in the amount of no more than 7% per annum accrued to the credit amount for the whole credit period.

The Board of Directors determined that the price limit of the guarantee agreement (-s) securing performance of obligations of companies included in the list of affiliates of RusHydro as of March 31, 2014, under their credit facilities secured from the Bank, qualified as interested party transactions, amounts to RUB 25 bn.

The Board of Directors recommended that the AGM approves the liability and financial risk insurance agreement No. /POLICY № 442-086698/13 of 24.12.2013 for Directors, Officers and Companies between RusHydro and Ingosstrakh Insurance Company, qualified as an interested party transaction, and determines the price of the agreement in the amount of USD 45,000 (VAT exempt).

The subject of the agreement is Directors and Officers liability (D&O) insurance that protects the company, its subsidiaries and managers from claims which may arise from the decisions and actions taken within the scope of their regular duties.

The insurance agreement is effective from January 01, 2014 to December 31, 2014.

The Board of Directors recommended that the AGM approves the addendum No.2 to share pledge agreement No. 110200/1168-DZA-RG of 27.12.2010.

The price of share pledge agreement No. 110200/1168-DZA-RG of 27.12.2010 as reworded by the Addendum No.1 of 22.08.2011, qualified as interested party transaction, doesn't change due to signing the addendum No.2 and amounts to RUB 7,000 according to the EGM decision of October 27, 2010, that together with interrelated transactions exceeds 2% of book value of the Company's assets.

The Board of Directors recommended that the AGM approves the addendum No.1 to share pledge agreement No. 110200/1168-DPZA-RG of 22.08.2011, qualified as interrelated and interested party transaction.

The price of share pledge agreement 110200/1168-DPZA-RG of 22.08.2011 doesn't change due to signing the addendum No.1 and amounts to RUB 7,000 according to the EGM decision of October 27, 2010, that together with interrelated transactions exceeds 2% of book value of the Company's assets.

The Board of Directors recommended that the AGM approves the addendum No.1 to the guarantee agreement No. 110100/1168-DP of 22.08.2011, qualified as interrelated and interested party transaction.

The price (monetary value) of property (liabilities) of RusHydro under this guarantee agreement doesn't change due to signing the addendum No.1 and together with interrelated transactions exceeds 2% of book value of the Company's assets.

The agreements No. 110200/1168-DZA-RG of 27.12.2010, No. 110200/1168-DPZA-RG of 22.08.2011 and No. 110100/1168-DP of 22.08.2011 were signed in order to perform the obligations under credit agreement between JSC Boguchanskaya HPP and Vnesheconombank signed in December 2010 to finance the construction of the Boguchanskaya HPP. After Vnesheconombank

approved the extension of commissioning of the Boguchanskaya HPP, drawdown period under the loan agreement had been prolonged to September 30, 2014. These amendments are included in the addendum No.4 to the credit agreement.

The Board of Directors recommended that the AGM approves the addendum No.2 to the credit facility agreement No. 5486 of 18.11.2011 between RusHydro and Sberbank of Russia, qualified as interested party transaction, with the following terms:

- credit limit in the amount of RUB 40 bn;
- interest in the amount of no more than 9.3% per annum accrued to the credit amount for the whole credit period, and other bank's fees;
- credit period – through November 17, 2020.

The Board of Directors recommended that the AGM approves the agreement (-s) between RusHydro and VTB Bank that might be signed in the future, qualified as interested party transactions, with the following terms:

- credit limit in the amount of RUB 50 bn;
- interest in the amount of no more than 7% per annum accrued to the credit amount for the whole credit period;
- credit period – up to 10 years.

The Board of Directors recommended that the AGM approves the guarantee agreement (-s) securing performance of obligations of companies included in the list of affiliates of RusHydro as of March 31, 2014, under their credit facilities secured from the Bank, qualified as interested party transactions, with the following terms:

- credit limit in the amount of RUB 25 bn;
- credit period – up to 13 years.

The Board of Directors resolved to:

1. Convene the Annual General Meeting of shareholders on June 27, 2014.
2. Start AGM at 12.00 (local time).
3. Start registration for participants at 10.00 (local time).
4. Convene the AGM at the following address: Dubrovinsky str., 43, bld. 1, Krasnoyarsky Krai, Krasnoyarsk, Russia.
5. Set record date for AGM participation – May 26, 2014.
6. Determine that the following documents that might be reviewed by the AGM participants:
 - the Company's 2013 Annual Report;
 - the Company's 2013 annual accounting statements;
 - recommendations of the Board of Directors on distribution of profit for 2013;
 - recommendations of the Board of Directors on dividend payment for 2013 and determination of ex-dividend date;
 - the Board of Directors decisions on determination of prices of the agreements, qualified as interested party transactions;
 - recommendations of the Board of Directors on approval of the agreements, qualified as interested party transactions;
 - information about candidates to the Company's Board of Directors;
 - information about candidates to the Company's Audit Commission;
 - status of candidates' acceptance of nomination to the Board of Directors and Audit Commission;
 - information about proposed auditor of the Company;

- Articles of Association of the Company and registered amendments to the Articles of Association;
 - Draft of amended Articles of Association;
 - Comparative table of the amendments to the Articles of Association;
 - Regulations on remuneration to members of the Board of Directors of the Company;
 - Regulations on the procedure for convening and holding the general meeting of shareholders;
 - Draft of amended Regulations on the procedure for convening and holding the general meeting of shareholders;
 - Draft resolutions of AGM on the items of the agenda.
7. Determine the following locations, where AGM participants can review the documents:
- Moscow, 7 Malaya Dmitrovka Street (on working days from 10:00 a.m. to 6:00 p.m., Moscow time); telephone: +7 (495) 225-3232; +7 (800) 333-8000 ext. 1824; 1025; mail receipt/delivery: ext. 1832, 4185;
 - Moscow, 18/13 Stromynka Street; JSC R.O.S.T., Company's registrar (on working days from 10:00 a.m. to 6:00 p.m., Moscow time); telephone: +7 (495) 771-7336;
 - Krasnoyarsk, 51 Respubliki Street, office 102 (on working days from 10:00 a.m. to 6:00 p.m., local time); telephone: +7 (913) 031-7104.

The information will be also available on the Company's web site at: www.eng.rushydro.ru.

8. Approve format and text of notice of AGM.
9. Publish the notice of AGM in Rossiyskaya newspaper and place on RusHydro's corporate website not later than 30 days prior to the date of AGM.
10. Approve format and text of voting ballots for the AGM.
11. Determine that voting ballots should be sent by mail with notification of delivery or handed in against receipt to each participant of AGM.
12. Determine that while establishing the quorum and counting of votes the voting ballots submitted to the address stated in p.13 not later than 2 days prior to the AGM (i.e. not later than June 24, 2014) should be counted.
13. Determine that voting ballots should be sent to: JSC R.O.S.T., 18/13 Stromynka Street, Moscow, 107996, Russia;
14. Elect Maxim Zavalko, Head of corporate governance department of RusHydro, as a secretary of the AGM.

About RusHydro

RusHydro Group is one of Russia's largest generating companies. RusHydro is the leading producer of renewable energy in Russia with over 70 generating facilities in Russia and abroad. The company also manages a number of R&D, engineering and electricity retail companies. Group's thermal assets are operated by subsidiary – RAO Energy System of East in the Far East of Russia. Total electricity generation capacity of the Group is 37.5 GW, heat capacity – 16.2 thousand GCal/h.

Russian Federation owns 66.8% in RusHydro, the rest is held by other institutional and individual shareholders (over 360,000). The company's stock is traded on the MICEX and RTS stock exchanges, and included in MSCI EM и MSCI Russia indexes. Company's GDRs in the IOB section of LSE, ADRs – in OTCQX.

For more information:

Investor Relations Department

Tel. +7 (800) 333 8000 ext. 1607, 1319, 1304

ir@rushydro.ru

DISCLAIMER

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.