

June 26, 2015

Results of the Annual General Meeting of shareholders of RusHydro

JSC RusHydro (ticker symbol: MOEX, LSE: HYDR; OTCQX: RSHYY) announces the results of the Annual General Meeting of shareholders (AGM) held today, June 26, 2015, in Krasnoyarsk.

Agenda of the Meeting:

1. Approval of the Company's 2014 Annual Report.
2. Approval of the Company's 2014 annual accounting statements.
3. Distribution of profit for 2014.
4. Dividend payment for 2014 and determination of dividend record 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. Approval of the amended Regulations on convening and holding the Board of Directors' meetings.
12. Approval of the amended Regulations of the Company's Audit Commission.
13. Approval of the amended Regulations of the Company's Management Board.
14. Approval of the amended Regulations on remuneration of the Board of Directors.
15. Approval of the amended Regulations on remuneration of the Company's Audit Commission.
16. On RusHydro's participation in non-commercial partnership Russian-Chinese Business Council (RCBC).
17. Approval of the Company's interested-party transactions.

The AGM approved the Company's 2014 Annual Report.

Vote	Number of votes	% of AGM participants
FOR	298,636,814,575	99.9529
AGAINST	3,987,998	0.0013
ABSTAIN	91,692,805	0.0307
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		45,066,632

The AGM approved the Company's annual accounting statements, including the profit and loss statement for 2014.

Vote	Number of votes	% of AGM
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		participants
FOR	298,635,657,850	99.9525
AGANIST	4,006,507	0.0013
ABSTAIN	92,828,034	0.0311
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		45,069,619

The AGM approved the following distribution of profit for 2014 (in RUB):

Retained profit for the reporting period (RAS)	30,729,255,631.93
Reserve fund	1,536,462,781.60
Accumulation fund	23,160,042,559.17
Dividends	6,032,750,291.16

Vote	Number of votes	% of AGM participants
FOR	298,754,298,448	99.9922
AGANIST	4,403,538	0.0015
ABSTAIN	12,398,281	0.0041
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		6,461,743

The AGM resolved to pay dividends for 2014 in the amount of RUB 0.01561855 per share.

The dividend record date is July 7, 2015.

Dividends should be distributed to nominee shareholder being a professional participant of the securities market registered in the shareholder register within 10 business days, and to other persons registered in the shareholder register within 25 business days from the dividend record date.

Vote	Number of votes	% of AGM participants
FOR	298,754,857,395	99.9924
AGANIST	2,964,346	0.0010
ABSTAIN	13,407,568	0.0045
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		6,332,701

The AGM resolved to pay remuneration to the members of the Board of Directors based on their performance from June 27, 2014 to June 26, 2015 in the amount and under the procedure set in the Regulations on remuneration to members of the Board of Directors of RusHydro.

Vote	Number of votes	% of AGM participants
FOR	298,683,655,080	99.9686
AGANIST	9,686,539	0.0032
ABSTAIN	61,907,785	0.0207
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		22,312,606

Election of new Board of Directors of RusHydro.

No.	Candidate's name	Number of votes for cumulative voting
FOR – distribution of votes among candidates		
1.	Yuri Trutnev	493,111,879,002
2.	Evgeny Dod	492,111,159,158
3.	Vyacheslav Pivovarov	491,110,981,182
4.	Sergey Ivanov	469,401,670,989
5.	Alexander Osipov	428,456,862,274
6.	Vyacheslav Kravchenko	374,004,323,142
7.	Denis Morozov	373,617,189,188
8.	Viktor Zimin	373,572,232,284
9.	Artem Avetisyan	373,561,900,606
10.	Sergey Shishin	728,281,208
11.	Maxim Bystrov	718,446,937
12.	Larisa Kalanda	716,745,872
13.	Andrey Shishkin	714,830,362
AGANIST all candidates		108,596,540
ABSTAIN from voting on all candidates		411,855,080
Did not vote on all candidates		44,963,713
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated:		11,716,443,895

The AGM elected 13 members to the Board of Directors:

1. Artem Avetisyan, 'New business' division, Agency for Strategic Initiatives to Promote New Projects;
2. Maxim Bystrov, Chairman of the Management Board, NP Market council, JSC TSA;
3. Evgeny Dod, Chairman of the Management Board – General Director, JSC RusHydro;

4. Viktor Zimin, Chairman of the Government, Republic of Khakassia;
5. Sergey Ivanov, General Director, JSC Russian Energy Company;
6. Larisa Kalanda, Vice President, JSC Rosneft, acting General Director, OJSC ROSNEFTEGAZ;
7. Vyacheslav Kravchenko, Deputy Minister of Energy of the Russian Federation;
8. Denis Morozov, Director from the Russian Federation in the Board of Directors of European Bank for Reconstruction and Development (EBRD);
9. Alexander Osipov, First Deputy Minister of Development of the Far East of Russia;
10. Vyacheslav Pivovarov, President, Altera Capital;
11. Yuri Trutnev, Deputy Prime Minister and Presidential Plenipotentiary Envoy to the Far Eastern Federal District;
12. Sergey Shishin, Senior Vice-President, VTB Bank;
13. Andrey Shishkin, Vice President, JSC Rosneft.

The AGM elected 5 members to the Company's Audit Commission:

1. Natalya Annikova, First Deputy General Director for Finance and Economics of JSC Construction Department No. 308.
2. Denis Kant Mandal, Deputy Head of Department at the Federal Property Management Agency;
3. Igor Repin, Deputy Executive Director, Investor protection association;
4. Andrei Kharin, Deputy Head of department, Ministry of Energy of Russia;
5. Vladimir Khvorov, Senior Expert of department at the Ministry of Economic Development of Russia.

Vote	Number of votes	% of AGM participants
FOR	297,213,779,512	99.6842
AGANIST	859,435,005	0.2883
ABSTAIN	38,870,265	0.0130
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		43,390,358

The AGM approved the appointment of CJSC PriceWaterhouseCoopers Audit as the Company's auditor.

Vote	Number of votes	% of AGM participants
FOR	298,690,508,564	99.9709
AGANIST	4,745,904	0.0016
ABSTAIN	40,076,005	0.0134

Did not vote	4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated	42,231,537

The AGM approved the amended Articles of Association of RusHydro.

Vote	Number of votes	% of AGM participants
FOR	298,689,892,000	99.9707
AGANIST	4,563,398	0.0015
ABSTAIN	40,818,705	0.0137
Did not vote	4,254	
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated	42,287,907	

The AGM approved the amended Regulations on procedure for convening and holding the General Meeting of shareholders.

Vote	Number of votes	% of AGM participants
FOR	298,692,957,487	99.9717
AGANIST	3,435,598	0.0011
ABSTAIN	38,935,327	0.0130
Did not vote	4,254	
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated	42,233,598	

The AGM approved the amended Regulations on procedure for convening and holding meetings of the Board of Directors.

Vote	Number of votes	% of AGM participants
FOR	298,690,206,564	99.9708
AGANIST	4,553,398	0.0015
ABSTAIN	40,570,522	0.0136
Did not vote	4,254	
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated	42,231,526	

The AGM approved the amended Regulations on the Audit Commission.

Vote	Number of votes	% of AGM participants
FOR	298,690,403,586	99.9708
AGANIST	6,146,713	0.0021
ABSTAIN	38,730,185	0.0130
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		42,281,526

The AGM approved the amended Regulations on the Management Board.

Vote	Number of votes	% of AGM participants
FOR	298,690,147,838	99.9707
AGANIST	4,553,461	0.0015
ABSTAIN	40,629,185	0.0136
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		42,231,526

The AGM approved the amended Regulations on remuneration and reimbursement to members of the Board of Directors.

Vote	Number of votes	% of AGM participants
FOR	298,686,605,115	99.9696
AGANIST	5,629,761	0.0019
ABSTAIN	79,095,608	0.0265
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		6,231,526

The AGM approved the amended Regulations on remuneration and reimbursement to members of the Audit Commission.

Vote	Number of votes	% of AGM participants
FOR	298,680,728,400	99.9676
AGANIST	9,392,658	0.0031
ABSTAIN	76,369,439	0.0256
Did not vote		4,254

Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated	11,071,513
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The AGM approved participation of the Company in Non-Commercial Partnership Russian-Chinese Business Council (RCBC) under the following terms:

- Entry contribution for 2015 in the amount of RUB 750,000;
- Further size, procedure and schedule of membership fee and once-through contributions to be determined by the Annual general meeting of RCBC.

Vote	Number of votes	% of AGM participants
FOR	298,675,849,834	99.9660
AGAINST	5,534,062	0.0019
ABSTAIN	49,165,412	0.0165
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		47,012,702

The AGM determined the price (monetary value) of services under liability and financial risk insurance agreement for Directors, Officers and Companies No. 15DO0001 of December 29, 2014, between JSC RusHydro and OJSC SOGAZ, qualified as an interested party transaction, amounts to USD 68,700 at the exchange rate of the Bank of Russia at the date of payment, VAT free.

The AGM approved the liability and financial risk insurance agreement for Directors, Officers and Companies No. 15DO0001 of December 29, 2014 (hereinafter referred to as the Agreement), between RusHydro and OJSC SOGAZ, qualified as an interested party transaction, under the following material terms and conditions:

Parties of the Agreement:

The Insured – JSC RusHydro;

Insurer: OJSC SOGAZ.

Subject of the Agreement:

Subject to all the provisions of the Insurance Contract, the Insurer shall upon the occurrence of any of the insured events specified in the Contract pay an insurance indemnity under the Insurance Contract (as appropriate) to the respective Insured Person and/or to any other person entitled to such indemnity.

The Insured Person(s):

- Any individual (including non-residents of the Russian Federation) who, within the insurance period, is or becomes in accordance with the definitions of the Insurance Contract:
 - an Official, Director; or
 - Spouse of any Insured Person in relation to any Losses related to the claim in connection with any Wrongdoing of such Insured Person; or
 - Administrator of estate, heir, property or legal representative, legal successor or executor of the will for deceased, legally incapable, insolvent or bankrupt Insured Person in relation to any Losses related to any claim in connection to any Wrongdoing of such Insured Person;

- Employee of the Company in the course of performing management and supervisory duties by such employee in the Company. For the avoidance of doubt, such employees shall include, but not be limited to, executive and managing directors, heads of Departments, Directorates and other structural subdivisions of the Company, Chief Accountant and his/her deputies, other persons managing employees of the Company as well as all persons entitled under powers of attorney to sign agreements and other documents on behalf of the Company;

- A person specified as potential Insured Person in any information on listing of the Securities, issue prospectus or private offering memorandum or similar document issued by the Insured.

- And other persons specified in the Insurance Contract.

- Any company which according to the insurance contract is the Policy holder and/or any its subsidiary corresponding to the definition of the Subsidiary pursuant to the insurance contract (mainly, legal entities in which JSC RusHydro or any subsidiary of JSC RusHydro directly or indirectly through one or several other legal entities held/hold and/or controlled/controls over 50% in the authorized (share) capital of such company).

Beneficiaries:

In relation to damage under the submitted claims, the Beneficiaries are the third parties.

In relation to expenses on defense, Directors of the Company and the Company act as the Beneficiaries.

Insurance coverage/insured event:

- The Insured Event in relation to liability insurance of any Insured Person for any Losses incurred by other persons shall be all the following circumstances:

- (a) Creation at any moment prior to or within the Insurance Period in accordance with the applicable legislation of the obligation to compensate by any Insured Person for any Losses incurred by other persons in connection with any Wrongdoing of the Insured Person, and

- (b) Submission within the Insurance Period of any Claim concerning the Losses incurred by other persons specified in clause (a) above against such Insured Person.

- The Insured Event in relation to insurance of any Losses of any Insured Person (other than those in the above liability for the Losses of other persons) shall be the incurring by such Insured Person of any Losses in connection with any claim.

- The Insured Event in relation to insurance of the Losses of any company shall be the incurring by such Company of any expenses due to compensation by such Company for any Losses to any Insured Person and/or other person to the benefit of any Insured Person with regard to any claim submitted against any Insured Person and/or liability of any Insured Person for any Losses incurred by other persons.

- The Insured Event in relation to liability insurance of any Company for any Losses incurred by other persons shall be the occurrence of all following events:

- (a) Creation at any moment prior to or within the Insurance Period in accordance with applicable legislation of the obligation to compensate by any Company for any Losses incurred by other persons in connection with any Wrongdoing of the Company, and

- (b) Submission within the Insurance Period of any Claim for Securities concerning the Losses incurred by other persons specified in clause (a) above against such Company.

- The Insured Event in relation to insurance of any Losses of any Company (other than those in the above liability for the Losses of other persons) shall be the incurring by such Company of any Losses in connection with any claim for Securities.

The Insurance Object:

- In relation to liability insurance of the Insured Person against any Losses incurred by other persons, property interests of such Insured Person connected with the obligations to compensate for the Losses incurred by other persons;
- In relation to insurance against any Losses of any Insured Person, property interests of such Insured Person connected with incurring of any Losses;
- Property interests of any Company connected with compensation by such Company for any Losses;
- In relation to liability insurance of any Company against any Losses incurred by other persons, property interests of such Company connected with the obligations to compensate for the Losses incurred by other persons;
- In relation to insurance against any Losses of any Company, property interests of such Company connected with the incurring of any Losses.

Losses:

mean any of the below:

- Any losses in accordance with Articles 71 and 84 of the Federal Law "On Joint-Stock Companies" No. 208-FZ of December 26, 1995 (as amended) and other similar losses; and/or
- Any damage (including any loss) in accordance with Article 931 of the Civil Code of the Russian Federation (as amended) and other similar damage (including any similar loss); and/or
- Any amount, which any Insured Person in accordance with any laws shall pay, including, but not limited to, any amounts awarded under the decision of court, arbitration, third-party arbitration tribunal or similar body/institution (including interest accrued for the periods prior to and after the date of relevant decision), any losses (including loss of profits, multiple damages as well as exemplary damages, substantial damages, and punitive damages), expenses, out-of-court settlement costs; and/or
- Any losses and expenses covered under the Insurance Contract (including, but not limited to, Indemnification Expenses, Extra Charges, Extradition Costs, Investigation Costs, Expenses on Defense against Prosecution, Public Relations Expenses, Expenses on Casual Activity of Regulatory Authorities); and/or
- Any forfeit, penalty or punitive sanctions, which may be collected in accordance with the laws, under which the relevant claim is raised; and/or
- Any payments, which the Insurer shall make in accordance with any expansion of coverage stipulated by the Insurance Contract.

Wrongdoing:

- In relation to any Insured Person, any of the below:
 - (a) Any actual or claimed/imputed/assumed act, mistake, omission, neglect, negligence, non-performance or improper performance of obligations, bad behavior, submission of inaccurate information, incorrect or misleading statement, slander, defamation, misuse of the powers granted, abuse of powers, non-performance/breach of fiduciary or other obligations, any breach of employment contract or any other act or omission of any Insurant acting as such or any circumstance stated in relation to any Insured Person only due to its powers to act as such; and/or
 - (b) Any actual or claimed/imputed/assumed act, mistake, omission, neglect, forming a basis for, connected with or resulting in any violation of the Sarbanes-Oxley Act anywhere all over the world, including, but not limited to, any such breach connected with:
 - Work of the Audit Committee; or

- Requirements of the Sarbanes-Oxley Act as regards affirmation and disclosure of information; or
- Compliance of statements with GAAP; or
- Bans in respect of a conflict of interest specified by the Sarbanes-Oxley Act; or
- Rights of the employees to inform of any violations without any effect on the informer; and
- In relation to any Company: Any actual or claimed/imputed/assumed breach/non-performance of obligations/duties, negligence, neglect, mistake, submission of inaccurate information, incorrect or misleading statement, omission or any other act or omission of any Company only in relation to any claim for Securities.

Insured amount/liability limit:

- In aggregate on all insurance coverages and extensions except for extension for independent directors – USD 30,000,000.
- Additional insured amount for independent director –USD 1,000,000. Aggregate additional insured amount for independent directors – USD 2,000,000.

Excess of:

An excess in relation to compensation for the Company's losses, if the Company pays the Insured Person's losses – USD 120,000.

An excess in relation to insurance of the Company against claims for securities – USD 120,000.

Price of the Agreement:

USD 68,700 at the rate set by the Bank of Russia as of the payment date, not subject to VAT.

Insurance period:

From January 1, 2015 to December 31, 2015.

Term of the Contract:

The Contract becomes effective upon signing by the Parties, covers the relations of the Parties since January 1, 2015 and remains effective until December 31, 2015.

Vote	Number of votes	% of votes of persons not interested in the transaction
FOR	296,563,371,503	76.9091
AGANIST	859,299,054	0.2228
ABSTAIN	650,346,270	0.1687
Did not vote		4,254
Number of votes that were not counted as the voting ballots (including in relation to voting on this particular issue) were invalidated		82,458,313

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 38.5 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 Moscow Exchange (MOEX), and included in MSCI EM и MSCI Russia indexes. Company's GDRs in the IOB section of LSE, ADRs – in OTCQX.

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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," "plan", "aim", "target", "forecast", "project", "should", "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 and political 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.