

Information disclosure
Statement of material facts
Stages of the securities issue procedure

| 1. General information | |
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| 1.1. Issuer's full business name | Open joint stock company RusHydro |
| 1.2. Issuer's abbreviated business name | JSC RusHydro |
| 1.3. Issuer's place of business | 51, Respubliki St., Krasnoyarsk, Krasnoyarsk Territory |
| 1.4. Issuer's PSRN | 1042401810494 |
| 1.5. Issuer's TIN | 2460066195 |
| 1.6. Issuer's unique code assigned by the registration agency | 55038-E |
| 1.7. Issuer's website for information disclosure | www.rushydro.ru |

| 2. Statement | |
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| Information on the commencement of securities placement | |
| 2.4.1. Type, category (class), series and other identification signs of securities: | <i>ordinary registered uncertified shares.</i> |
| 2.4.2. Maturity terms (for issuer's bonds and options): | <i>bonds and options are not placed.</i> |
| 2.4.3. State registration No. of the issue (additional issue) of securities and the date of state registration: | <i>1-01-55038-E-035D, December 2, 2008.</i> |
| 2.4.4. The name of the registration body that carried out state registration of the issue (additional issue) of securities: | <i>the Federal Financial Markets Service.</i> |
| 2.4.5. The amount of securities subject to placement and the par value of each security: | <i>10,000,000,000 (ten billion) shares with a par value of 1 (one) ruble each.</i> |
| 2.4.6. The method of securities placement and, in the event that securities are placed by private offering, also the group of prospective buyers of securities: | <i>private offering.</i> |
| 2.4.7. Provision of the pre-emptive right in respect of securities to the Issuer's shareholders (participants) and/or other persons: | <p><i>Under articles 40, 41 of the Federal Law on Joint Stock Companies, the Issuer's shareholders, the holders of ordinary shares, entitled to participate in the general meeting of the Company's shareholders on November 17, 2008, shall have the pre-emptive right to acquire additional shares of the Issuer in an amount proportionate to the amount of the Issuer's ordinary shares held by them.</i></p> <p><i>The date for drawing up a list of persons enjoying the pre-emptive right to acquire securities subject to placement:</i></p> <p><i>The list of persons enjoying the pre-emptive right to purchase securities subject to placement shall be drawn up pursuant to the data contained in the register of the Issuer's shareholders as of October 8, 2008 – the record date for the list of eligible participants in the general meeting of the Issuer's shareholders which was held on November 17, 2008 and adopted the resolution on increasing the Issuer's authorized capital through the</i></p> |

placement of additional shares.

The procedure for notifying the pre-emptive right holders of the possibility to exercise this right.

A notice of the possibility to exercise the pre-emptive right in respect of securities subject to placement shall be made after state registration of the additional issue of securities and no later than the commencement date for their placement in the manner provided for under the Issuer's Articles of Association for notices of holding general meetings of shareholders.

In accordance with clause 10.11, article 10 of the Issuer's Articles of Association, a notice of holding a general meeting of shareholders shall be published by the Issuer in the newspaper Vedomosti and also posted on the Company's website.

Proceeding from the above, the Issuer shall, upon state registration of the additional issue of shares and no later than the Commencement date for the placement of additional shares, publish a Notice of the possibility to exercise the pre-emptive right in respect of securities subject to placement in the newspaper Vedomosti, and also post the Notice on the Issuer's website at: www.rushydro.ru.

The pre-emptive right Notice shall contain information on the amount of additional shares subject to placement, their offering price, the procedure for determining the amount of securities which may be purchased by each pre-emptive right holder, the procedure for such holders to submit applications to the Company, and the timeframe for submitting such applications to the Issuer (the pre-emptive right period), and also information on the payment period in respect of additional share for pre-emptive right holders.

The procedure for the exercise of the pre-emptive right in respect of securities subject to placement, including the pre-emptive right period.

Additional shares shall be placed among pre-emptive right holders pursuant to written applications submitted by such holders for the acquisition of additional shares (hereinafter referred to as the Applications or an Application in the singular).

Pre-emptive right holders may exercise in full or in part their pre-emptive right in an amount proportionate to the amount of the Issuer's ordinary registered shares held by them.

In the process of the exercise of pre-emptive rights in respect of additional shares, civil law contracts shall be concluded with the persons entitled to the pre-emptive acquisition of the Issuer's additional shares, in accordance with the procedure stipulated below.

The pre-emptive right period in respect of securities subject to placement shall be 45 (forty-five) days from the date a notice is published in the newspaper Vedomosti or posted on the Company's website.

The pre-emptive right period in respect of securities shall begin from the onset of the later of the two events specified in the Notification of the possibility to exercise the pre-emptive right in respect of securities (the publication of a notice in the newspaper Vedomosti or the posting of a notice on the Issuer's website).

Until the expiry of the above pre-emptive right period, securities may only be placed through the exercise of the pre-emptive right.

A pre-emptive right holder shall submit an Application during the pre-emptive right period.

A pre-emptive right holder may exercise its pre-emptive right in respect of additional shares in full or in part by submitting to the Issuer a written application for the acquisition of additional shares.

The Application shall contain the following information:

- *the name (full business name) of the applicant;*

- *the place of residence (business) of the applicant;*
- *the amount of additional shares to be acquired.*

The Application shall have a document confirming payment for shares attached to it.

The Application shall be signed by the pre-emptive right holder (by the authorized person having the original or a notarized copy of duly executed power of attorney or other document confirming the representative's powers attached to the Application) and, for corporate entities, include a stamp impression (if available).

The person exercising its pre-emptive right to acquire additional shares shall be liable for the authenticity of information provided in the Application and its compliance with the data in the register of the Issuer's shareholders.

The Application shall be submitted to the Issuer by the pre-emptive right holder in respect of additional shares personally or by its authorized representative (having the original or a notarized copy of duly executed power of attorney or other document confirming the representative's powers attached to the Application) or sent by post to the following address:

JSC Central Moscow Depository, 34, Bolshaya Pochtovaya St., Bldg. 8, 105082, Moscow, Russia.

The Issuer may deny the applicant the exercise of its pre-emptive right, if the Application:

- *fails to comply with the requirements stipulated in clause 8.5 of the Resolution on the additional issue of securities;*
- *fails to identify the applicant as a pre-emptive right holder in respect of additional shares.*

The maximum amount of additional shares, which may be acquired by a person in the exercise of its pre-emptive right in respect of the Issuer's additional shares, shall be proportionate to the amount of the Issuer's ordinary registered shares held by that person as of October 8, 2008 (the record date for the list of eligible participants in the general meeting of the Issuer's shareholders which was held on November 17, 2008 and adopted a resolution on increasing the Issuer's authorized capital by placing additional shares) and shall be determined in accordance with the following formula:

$$X = Y \times (10,000,000,000) / 245,014,059,191, \text{ where}$$

X is the maximum amount of additional shares from this additional issue that may be acquired by the pre-emptive right holder in respect of the Issuer's additional shares;

Y is the amount of the Issuer's ordinary registered shares held by the pre-emptive right holder as of October 8, 2008 (the record date for the list of eligible participants in the general meeting of the Issuer's shareholders which adopted a resolution on increasing the Company's authorized capital by placing additional shares);

10,000,000,000 (ten billion) is the number of additional ordinary shares to be placed by the Issuer in accordance with this Resolution on the additional issue;

245,014,059,191 (two hundred and forty-five billion, fourteen million, fifty-nine thousand, one hundred and ninety-one) is the number of the Issuer's registered ordinary shares placed as of October 8, 2008 (the record date for the list of eligible participants in the general meeting of the Issuer's shareholders which adopted a resolution on increasing the Company's authorized capital by placing additional shares).

If the calculation of the amount of additional shares, to the extent of which a pre-emptive right holder may exercise its right in respect of additional shares, results in a fractional number, such a holder may acquire a part of an additional share placed (a fractional share) corresponding to the fractional part of the resulting number.

A fractional share shall grant a shareholder – its owner – the rights provided by the share of the corresponding

category in an amount corresponding to the part of the whole share it represents.

Fractional shares shall circulate along with whole shares.

The rights to fractional shares shall be registered in the system of register-keeping on the personal accounts of registered persons without round-off.

In the event that fractional shares are created as a result of the exercise by shareholders of their pre-emptive rights, the remaining part of additional shares shall not be subject to placement thereafter. After the expiry date for the placement of additional shares and state registration of a report on the results of the additional issue of the Issuer's securities, the remaining unplaced fractional parts of shares shall be annulled.

A contract on the acquisition of additional shares shall be deemed signed with the person exercising its pre-emptive right in respect of additional shares from the moment the Issuer receives an Application for the acquisition of additional shares with the attached document on payment for them.

In the event that an Application for the acquisition of additional shares with the attached documents on payment for them is submitted to the Issuer before the commencement date for the placement of additional shares, corresponding contracts shall be deemed signed on the commencement date for the placement of the Issuer's additional shares.

Within 3 (three) days from the moment the Issuer receives an Application for the acquisition of additional shares and the money is credited to the Issuer's settlement account by the person exercising its pre-emptive right in respect of additional shares, as payment for additional shares (depending on whichever event occurs later), the Issuer shall send the Issuer's registrar (open joint stock company Central Moscow Depository, PSRN No. 1027700095730, register-keeping license No. 10-000-1-00255 of September 13, 2002 issued by the Federal Securities Market Commission) a transfer order serving as the ground for making a credit entry in the personal account of the pre-emptive right holder or the nominee holder with whom the former holds a deposit.

Within a period of no more than 3 (three) days from the date of receiving a transfer order, the registrar shall debit from the Issuer's issuer account the amount of the additional issue's securities specified in the transfer order and credit them to the personal account of the pre-emptive right holder or the nominee holder with whom the former holds a deposit.

Shares shall be deemed placed from the date of making an entry in the register of shareholders (holders of the Issuer's securities) on the transfer of securities to the personal account of the pre-emptive right holder or the nominee holder with whom the former holds a deposit.

The procedure for summing up the results of the exercise of the pre-emptive right in respect of placed securities.

The results of the exercise of the pre-emptive right in respect of additional shares shall be summed up by the Issuer's sole executive body (Management Board Chairman) within 5 (five) days from the expiry date of the pre-emptive right period.

The procedure for information disclosure on the results of the exercise of the pre-emptive right in respect of placed securities.

The Issuer shall disclose information on the results of the exercise of the pre-emptive right by posting a notice within the following timeframes from the date the results of the exercise of the pre-emptive right are summed up:

- *newswire (Interfax) – no later than 1 (one) day;*
- *website www.rushydro.ru – no later than 2 (two) days.*

2.4.8. The offering price of securities or the procedure for its calculation through a formula with variables the values of which may not change depending on the Issuer's discretion: *The offering price of 1 (one) additional ordinary registered share of the Issuer, including for those on the list of eligible pre-emptive right holders in*

respect of the Issuer's additional ordinary shares, shall be 1 (one) ruble. This offering price was determined by the November 18, 2008 resolution of the Issuer's Board of Directors (Minutes No. 67 of November 20, 2008) in accordance with articles 36, 77 of the Federal Law on Joint Stock Companies.

2.4.9. The commencement date for the placement of securities (the date from which actions involving the placement of securities may be performed): **December 19, 2008.**

2.4.10. The expiry date for the placement of securities or the procedure for its determination: **February 20, 2009 or the date of placing the last security from this issue, whichever date comes earlier.**

3. Signature

3.1. **RusHydro Acting Board Chairman**
(pursuant to order No. 338 of June 9, 2008)

(signature)

V.A. Zubakin

3.2. **Date** 19 December **2008**

L.S.