

Statement of material fact

Information on the stages of the procedure for the issue of securities

1. General information	
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	http://www.rushydro.ru

2. Statement	
Information on the commencement of the placement of securities	
2.4.1. Type, category (class), series and other identification signs of securities: <i>ordinary registered uncertified shares.</i>	
2.4.2. Maturity term (for issuer's bonds and options): <i>bonds and options are not placed.</i>	
2.4.3. The state registration No. of the issue (additional issue) of securities and the date of state registration: <i>1-01-55038-E-037D of May 14, 2009.</i>	
2.4.4. The name of the registration body, which carried out state registration of the issue (additional issue) of securities: <i>the Federal Financial Markets Service.</i>	
2.4.5. The quantity of securities subject to placement and the par value of each security: <i>16 000 000 000 (sixteen billion) shares with a par value of 1 (one) ruble each.</i>	
2.4.6. The method of the securities placement and, in the event that securities are placed by way of private offering, also the group of prospective buyers of securities: <i>public offering.</i>	
2.4.7. The provision of the pre-emptive right for the acquisition of securities to the Issuer's shareholders (participants) and/or other persons: <i>Under articles 40, 41 of the Federal Law "On Joint Stock Companies," the Issuer's shareholders, the holders of ordinary shares that were entitled to participate in the General Meeting of the Company's shareholders on November 17, 2008 have a pre-emptive right to acquire additional shares of the Issuer in an amount proportionate to the number of the Issuer's ordinary shares held by them.</i>	
The date for drawing up a list of persons with pre-emptive rights to acquire securities subject to placement: <i>The list of persons having a pre-emptive right to purchase securities subject to placement shall be drawn up pursuant to data contained in the register of the Issuer's shareholders as of October 8, 2008 – the date of compiling a list of persons entitled to participate in the General Meeting of the Issuer's shareholders, which was held on November 17, 2008 and passed a resolution on enlarging the Issuer's charter capital through the placement of additional shares.</i>	
The procedure of notifying persons enjoying a pre-emptive right to acquire securities subject to placement about the possibility of its exercise: <i>A notice about the possibility of exercising a pre-emptive right to purchase securities subject to placement (hereinafter the Notice of the Pre-Emptive Right) shall be delivered after state registration of the additional issue of securities and no later than the commencement date for their placement, in a procedure stipulated by the Issuer's Charter for notices of holding general meetings of shareholders.</i>	
<i>In accordance with clause 10.11, article 10 of the Issuer's Charter, a notice of holding a General Meeting of Shareholders is published by the Issuer in the newspaper Vedomosti, and is also posted on the Company's website.</i>	
<i>Proceeding from the above-mentioned, the Issuer publishes, after state registration of the additional issue of shares and no later than the commencement Date for the placement of additional shares, a Notice of the Pre-Emptive Right in the newspaper Vedomosti, and also posts the Notice of the Pre-Emptive Right on the Issuer's website at: http://www.rushydro.ru. The Notice of the Pre-Emptive Right must contain information on the quantity of additional shares subject to placement, their offering price, the procedure for determining the quantity of securities, which may be purchased by each person enjoying a pre-emptive right for their</i>	

acquisition, the procedure for such persons to submit applications to the Company and the timeframe for submitting such applications to the Issuer (hereinafter the Validity Period of the Pre-Emptive Right).

The procedure for the exercise of a pre-emptive right to acquire securities subject to placement, including the period of validity of the said pre-emptive right:

Additional shares are placed among persons enjoying a pre-emptive right for their acquisition pursuant to written applications submitted by such persons for the acquisition of additional shares (hereinafter, Applications or an Application in the singular).

Persons enjoying a pre-emptive right to acquire additional shares are entitled to exercise in full or in part their pre-emptive right in an amount proportionate to the number of the Issuer's ordinary registered shares held by them.

In the process of the exercise of pre-emptive rights to acquire additional shares, civil law contracts are concluded with the persons enjoying the pre-emptive right to acquire the Issuer's shares, in a procedure stipulated below.

The period of validity of the pre-emptive right shall be 45 (forty-five) days from the moment a notice is published in the newspaper Vedomosti and posted on the Company's website.

The period of validity of the pre-emptive right to acquire securities begins from the occurrence of an event, whichever event occurs later, involving the Notice of the Pre-Emptive Right (the publication of the Notice in the newspaper Vedomosti or the posting of the Notice of the Pre-Emptive Right on the Issuer's website at: <http://www.rushydro.ru>).

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

A person enjoying a pre-emptive right to acquire additional shares shall submit an Application during the period of validity of the pre-emptive right.

A person enjoying a pre-emptive right to acquire additional shares is entitled to exercise such a pre-emptive right in full or in part by submitting a written application to the Issuer for the acquisition of additional shares.

An Application must contain the following information:

- *the applicant's full name (full business name);*
- *the applicant's address (place of business);*
- *the number of additional shares to be acquired.*

An Application must have a document on the payment for securities attached to it.

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

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

An Application shall be submitted to the Issuer by the person enjoying a pre-emptive right to acquire additional shares or by the person's authorized representative, with the attached original or notarized copy of a duly executed power of attorney or other document confirming the representative's powers or shall be sent by post at the following address:

JSC Central Moscow Depository, 34 Bolshaya Pochtovaya Street, bld. 8, Moscow, Russia, 105082.

The maximum number of additional shares, which may be purchased by the person through the exercise of the person's pre-emptive right for the purchase of the Issuer's additional shares, shall be proportionate to the number of the Issuer's ordinary registered shares held by that person as of October 8, 2008 (the date of drawing up a list of persons entitled to participate in the general meeting of the Issuer's shareholders, which was held on November 17, 2008 and passed a resolution on enlarging the Issuer's charter capital by placing

additional shares) and shall be determined in accordance with the following formula:

$X = Y \times (16\,000\,000\,000) / 255\,014\,018\,667$, where

X is the maximum number of additional shares from the current additional issue, which may be purchased by the person enjoying a pre-emptive right to acquire the Issuer's additional shares;

Y is the number of the Issuer's ordinary registered shares held by the person enjoying a pre-emptive right to acquire additional shares as of October 8, 2008 (the date of drawing up a list of persons having the right to participate in the general meeting of the Issuer's shareholders, which passed a resolution on enlarging the Company's charter capital by placing additional shares);

16 000 000 000 (sixteen billion) is the number of additional ordinary shares to be placed by the Issuer in accordance with the Resolution on the additional issue of securities;

255 014 018 667 (two hundred and fifty-five billion, fourteen million, eighteen thousand, six hundred and sixty-seven) is the number of the Issuer's registered ordinary shares that were placed.

If the calculation of the number of additional shares, to the extent of which the person enjoying a pre-emptive right for the acquisition of shares may exercise such a pre-emptive right, results in a fractional number, such a person shall have the right to acquire a part of an additional share placement (a fractional share) corresponding to the fractional part of the resulting number.

A fractional share shall grant a shareholder - its holder - 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/corporate accounts of registered persons without round-off.

After the formation of fractional shares as a result of the exercise of pre-emptive rights by shareholders, the remaining part of such 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 fractional parts of shares that have not been placed shall be annulled.

A contract on the acquisition of additional shares shall be deemed as signed with the person exercising a pre-emptive right for the acquisition 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 on 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 as signed on the commencement date for the placement of the Issuer's additional shares.

Upon signing a contract on the acquisition of additional shares with the person exercising a pre-emptive right to purchase additional shares, simultaneously upon agreement between the parties a contract in the form of a single document may be prepared and signed.

Within a period of no later than 2 (two) days from the expiry of the validity period of the pre-emptive right, the Issuer shall send to the Issuer's registrar (Open Joint Stock Company "Central Moscow Depository," PSRN. 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/corporate account of the person exercising a pre-emptive right or the nominee holder with whom the person exercising a pre-emptive right holds a deposit.

Within a term of no more than 3 (three) days from the date of receiving a transfer order, the registrar shall debit from the Issuer's securities account the number of the additional issue's securities indicated in the transfer order and credit them to the personal/corporate account of the person exercising a pre-emptive right or the nominee holder with whom the person exercising a pre-emptive right holds a deposit.

Shares shall be deemed as placed from the date of making an entry in the register of shareholders - the holders

of the Issuer's securities - about the transfer of the securities to the personal/corporate account of the person exercising a pre-emptive right or the nominee holder with whom the person exercising a pre-emptive right holds a deposit.

The procedure for summing up the results of the exercise of a pre-emptive right for the acquisition of securities subject to placement:

The results of the exercise of the pre-emptive right to acquire additional shares shall be summed up by the Issuer's one-man executive body (Management Board Chairman) within 5 (five) days from the date of the expiry of the pre-emptive right for the acquisition of additional shares.

The procedure for information disclosure on the results of the exercise of the pre-emptive right for the acquisition of securities subject to placement:

The Issuer shall disclose information on the results of the exercise of the pre-emptive right by way of 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 <http://www.rushydro.ru> - no later than 2 (two) days.*

2.4.8. The offering price of securities subject to placement or the procedure of its determination through a formula with variables whose values may not change, at the Issuer's discretion:

The offering price of 1 (one) additional ordinary registered share of the Issuer, including for persons on the list of persons enjoying a pre-emptive right for the acquisition of the Issuer's additional ordinary shares, shall be 1 (one) ruble (corresponds to the par value). The said offering price was determined in accordance with article 36, 77 of the Federal Law "On Joint Stock Companies" by resolution of the Issuer's Board of Directors dated March 11, 2009, Minutes No. 73 of March 12, 2009.

2.4.9. Commencement date for the placement of the Issuer's additional shares (the date, from which actions may be performed for the placement of securities): **June 2, 2009.**

2.4.10. Expiry date for the placement of securities or the procedure of its determination:

The one hundred and eleventh day from the date of the state registration of the said additional issue of securities or the date of placing the last security from the said additional securities issue, depending on whichever date comes earlier

3. Signature

3.1. **RusHydro Acting Management Board Chairman**

(pursuant to order No. 338 of June 9, 2008)

V.A. Zubakin

(Signature)

3.2. **Date** 02 June 2009

L.S.