



**EXTRACT FROM THE MINUTES OF
THE BOARD OF DIRECTORS MEETING**

Moscow

№ 107

Date and time of the meeting
(date and time of voting sizing up): 10 September 2010, 18:00
(Moscow time)
Date of minutes completion: 13 September 2010

Item 5: On recommendations to the Company's General Shareholders Meeting on the issues of approval of the transactions which are identified as being of interest

Resolution:

5.1. To recommend to the Company's General Shareholders Meeting to approve the conclusion between the Company and Vnesheconombank the interested parties pledge contracts, on the material conditions as follows:

5.1.1. Parties to the contracts:

Pledger – JSC RusHydro;

Pledgee – Vnesheconombank.

5.1.2. Subjects of the contracts:

5.1.2.1. The Pledger in security of the liabilities of JSC Boguchanskaya HPP (Borrower) on the credit granted by Vnesheconombank (including liabilities on repayment of the credit amount, interest payments and fees), gives in pledge to the Pledgee:

- Ordinary registered shares of CJSC Construction Initiator of Boguchanskaya HPP, state registration number of the issue: 1-01-72017-N, number: 5 100, pledge value defined by the Board of directors: RUR 3,570.00.

- Ordinary registered shares of CJSC Construction Promoter of Boguchanskaya HPP, state registration number of the issue: 1-01-72016-N, number: 4 900, pledge value defined by the Board of directors: RUR 3,430.00.

- Ordinary interest-free promissory notes of JSC Boguchanskaya HPP, note amount: up to RUR 21,869,000,000.00, term of payment: not earlier than 31.12.2029, pledge value defined by the Board of directors: up to RUR 21,869,000,000.00.

5.1.2.2. The Pledger in security of performance of the liabilities of CJSC BoAZ (Borrower) on the credit granted by Vnesheconombank including liabilities on repayment of the credit amount, interest payments and fees), gives in pledge to the Pledgee:

- Ordinary registered shares of CJSC Construction Initiator of Boguchansky Aluminium Plant, state registration number of the issue: 1-01-72010-N, number: 4 900, pledge value defined by the Board of directors: RUR 3,430.00.

- Ordinary registered shares of CJSC Construction Promoter of Boguchansky Aluminium Plant, state registration number of the issue: 1-01-72015-N, number: 5 100, pledge value defined by the Board of directors: RUR 3,570.00.

- Ordinary interest-free promissory notes of CJSC BoZA, note amount: up to RUR 5,732,000,000.00, term of payment: not earlier than 31.12.2024, pledge value defined by the Board of directors: up to RUR 5,732,000,000.00.

5.1.3. Principal characteristics of the liabilities secured by the pledge:

5.1.3.1. Liabilities of JSC Boguchanskaya HPP:

Lender	Vnesheconombank
Borrower	JSC Boguchanskaya HPP
Credit amount	28,100,000,000.00 (Twenty-eight billion one hundred million) rubles
Credit currency	rubles
Term of the credit (term of final repayment of the principal debt amount)	before December 20, 2026 inclusive
Interest rate	1. Before 30.06.2012 – fixed interest rate equal to the refinancing interest rate of the Bank of Russia, acting as of the date of conclusion of the credit agreement plus no more than 2% per annum. 2. Starting from 30.06.2012 – floating interest rate equal to the refinancing interest rate of the Bank of Russia plus no more than 2% per annum. The rate shall be set starting from 30.06.2012 and is subject to modifications automatically in the dates of change of the refinancing rate of the Bank of Russia to the value of such change, but shall not be less than 9.5% per annum.
Fee for the credit granting	no more than 1% of the credit amount
Fee for the undisbursed balance of the credit line	no more than 0.5% per annum

5.1.3.2. Liabilities of CJSC BoAZ:

Lender	Vnesheconombank
Borrower	CJSC BoAZ
Credit amount	Equivalent of 21,910,000,000.00 rubles in US dollars at the rate of the Central Bank of the Russian Federation as of the date of conclusion of the credit agreement.
Credit currency	US dollars
Term of the credit (term of final repayment of the principal debt amount)	Before December 20, 2024 inclusive
Interest rate	no more than 10% per annum
Fee for the credit granting	no more than 1% of the credit amount

Fee for the undisbursed balance of the credit line	no more than 0.5% per annum
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5.1.4. Amounts of the contracts:

Value of the pledged property shall not exceed 27,601,000,000.00 (Twenty-seven billion six hundred and one million) rubles.

5.1.5. Terms of the contracts:

The contracts come into effect from the date of signing thereof by both parties and shall be valid up to the execution of the liabilities secured by the pledge.

5.2. To recommend to the Company's General Shareholders Meeting to approve the conclusion between the Company and Vnesheconombank of the interested parties guarantee agreement, on the material conditions as follows:

5.2.1. Parties to the agreement:

Guarantor – JSC RusHydro;

Lender – Vnesheconombank.

5.2.2. Subject of the agreement:

The Guarantor undertakes to the Lender to guarantee in full the execution by JSC Boguchanskaya HPP of the liabilities on the credit granted by Vnesheconombank (including liabilities on repayment of the credit amount, interest payments and fees).

5.2.3. Principal characteristics of the liabilities secured by the Guarantor:

Lender	Vnesheconombank
Borrower	JSC Boguchanskaya HPP
Credit amount	28,100,000,000.00 (Twenty-eight billion one hundred million) rubles
Credit currency	rubles
Term of the credit (term of final repayment of the principal debt amount)	before December 20, 2026 inclusive
Interest rate	1. Before 30.06.2012 – fixed interest rate equal to the refinancing interest rate of the Bank of Russia, acting as of the date of conclusion of the credit agreement plus no more than 2% per annum. 2. Starting from 30.06.2012 – floating interest rate equal to the refinancing interest rate of the Bank of Russia plus no more than 2% per annum. The rate shall be set starting from 30.06.2012 and is subject to modifications automatically in the dates of change of the refinancing rate of the Bank of Russia to the value of such change, but shall not be less than 9.5% per annum.
Fee for the credit granting	no more than 1% of the credit amount
Fee for the undisbursed balance of the credit line	no more than 0,5% per annum

5.2.4. Contract value:

The value of the liability secured by the Guarantee shall be defined as an aggregate value:

5.2.4.1. of the credit in amount of 28,100,000,000.00 (Twenty-eight billion one hundred million) rubles;

5.2.4.2. interest at the rate:

- before 30.06.2012 – fixed interest rate equal to the refinancing interest rate of the Bank of Russia, acting as of the date of conclusion of the credit agreement plus no more than 2% per annum.

- starting from 30.06.2012 – floating interest rate equal to the refinancing interest rate of the Bank of Russia plus no more than 2% per annum.

The rate shall be set starting from 30.06.2012 and is subject to modifications automatically in the dates of change of the refinancing rate of the Bank of Russia to the value of such change, but shall not be less than 9.5% per annum.

5.2.4.3. fee for the credit granting in amount no more than 1% per annum of the credit amount;

5.2.4.4. fee for the undisbursed balance of the credit line in amount no more than 0,5% per annum of the undisbursed balance.

5.2.5. Conditions of the contract coming into effect:

- not carrying into effect contracts of lease of the equipment before 30.06.2012;

- not carrying into effect the contract of pledge of rights (claims) for the receipt of proceeds on the contracts of lease of the equipment in security of execution of the liabilities of JSC Boguchanskaya HPP on the credit agreement before 30.06.2012;

- failure to execute the liabilities on the equipment lease contracts by any of the parties;

- termination or suspension of effect of the equipment lease contracts;

- loss or impairment (excluding natural wear) of the subjects of the equipment lease contracts;

- failure to insure the subjects of the equipment lease contracts in accordance with the insurance program recommended by the insurance broker;

- arrears in work execution according to the project realization schedule for more than 10 months;

- exceeding of the expenses for the project realization compared to the plan of capital investment and lack of additional financing in amount of such exceeding by JSC RusHydro and/or Aluminum Group, Ltd in the form of purchase for money funds of the promissory notes of JSC Boguchanskaya HPP and transfer thereof to pledge to the Lender in security of execution of the liabilities of JSC Boguchanskaya HPP on the credit agreement within 30 days from the date of identification of such exceeding of expenses;

- implementation of external control in relation to JSC Boguchanskaya HPP, taking by the general shareholders meeting of JSC Boguchanskaya HPP of a resolution of its liquidation/reorganization.