

PROTOCOL 9
April 17th, 2007
of a special Stockholders' Meeting
of Joint Stock Company "Territorial generating company No.9"

Long company title	Joint Stock Company "Territorial generating company No.9"
Company location:	Russian Federation, Perm, Komsomolsky Avenue, 48
Type of the Stockholders' Meeting:	Special
Form of the Meeting:	Correspondence Voting
Date of the end of reception of voting papers	April 3 rd , 2007.
Chairman of the Stockholders' Meeting:	A. Chikunov
Secretary of the Stockholders' Meeting:	N. Zhuikova

Agenda for the special Stockholders' Meeting:

- 1. Determination of number, principal value, category (type) of declared stocks of TGC-9 and rights, given by these stocks.**
- 2. Alterations and amendments to the Company Charter.**
- 3. Increase of the authorized capital stock of the Company by floatation of additional stocks.**

Postal addresses, to which they must have sent the completed voting papers: 614990, Perm, Komsomolsky Avenue, 48, TGC-9

105082, Moscow, Bolshaya Pochtovaya Street, 34, construction 8, JSC "CMD";

614990, Perm, Lenina Street, 50, Perm branch of JSC "CMD";

620026, Ekaterinburg, S. Morozovoy Street, 180, Ekaterinburg branch of "CMD".

According to article 56 of Federal Law "Joint Stock Companies" from December 26th, 1995 No.208-FL functions of the returning board are exercised by the Company registrar - Joint Stock Company "Central Moscow Depository".

Registrar's location: 107078, Moscow, Orlikov lane, 3, construction B.

Registrar's authorized person – Syurkaeva T.V.

The list of people, who have the right for participation in the special Stockholders' Meeting of TGC-9, was made according to the state of Stockholders' register on February 22nd, 2007.

Number of votes, which were given to people, included in the list of people, who have the right for participation in the special Stockholders' Meeting **on issues 1, 2, 3** of the agenda of the special Stockholders' Meeting – **5 682 803 796 980**.

Number of votes, which were given to people who took part in the special Stockholders' Meeting **on issues 1, 2, 3** of the agenda of the special Stockholders' Meeting: **4 734 102 481 760**, that is **83,1722%** of votes that were given to people – holders of the floated stocks, that give the voting right at the special Stockholders' Meeting, **on issues 1, 2, 3** of the agenda of the special Stockholders' Meeting.

The quorum on issues of the agenda of the special Stockholders' Meeting was reached.

Number of votes, given for each voting variant ("For", "Against", "Abstained") on every issue of the agenda of the special Stockholders' Meeting:

Issue 1: Determination of number, principal value, category (type) of declared stocks of TGC-9 and rights, given by these stocks.

Voting variants	Number of votes	% of people who took part in the voting
Affirmative Votes	4 727 694 825 509	99,8646
Dissenting Votes	918 212 670	0,0194
Abstained	1 917 399 777	0,0405

Number of votes in voting papers that were declared void:	3 543 426 684
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Issue 2: Alterations and amendments to the Company Charter.

Item 1.

Voting variants	Number of votes	% of people who took part in the voting
Affirmative Votes	4 721 151 652 240	99,7264
Dissenting Votes	1 021 603 679	0,0216
Abstained	1 607 740 015	0,0340

Number of votes in voting papers that were declared void:	10 292 868 706
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Items 2,3

Voting variants	Number of votes	% of people who took part in the voting
Affirmative Votes	4 722 508 415 607	99,7551
Dissenting Votes	1 092 379 326	0,0231
Abstained	1 992 680 953	0,0421

Number of votes in voting papers that were declared void:	8 480 388 754
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Issue 3: Increase of the authorized capital stock of the Company by floatation of additional stocks.

Voting variants	Number of votes	% of people who took part in the voting
Affirmative Votes	40 118 499 296	0,8474
Dissenting Votes	1 071 733 965	0,0226
Abstained	4 691 303 366 479	99,0959

Number of votes in voting papers that were declared void:	1 515 893 479
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Wordings of resolutions of the special Stockholders' meeting on each issue of the agenda of the special Stockholders' meeting.

Resolution on issue 1:

1. Determine that TGC has the right to float in addition to nominal equities that were floated earlier, nominal equities in number of 3 673 132 973 944 (Three trillion six hundred seventy three billion one hundred thirty two million nine hundred seventy three thousand nine hundred forty four) nominal equities with principal value of 0,003 RUR each with total principal value of 11 019 398 921 (Eleven billion nineteen million three hundred ninety eight thousand nine hundred twenty one) RUR 83 kopecks.
2. Nominal equities, declared by TGC-9 to floatation, give their holders rights, provided by clause 6.2. of TGC-9 Charter.

RESOLUTION WAS ACCEPTED.

Resolution on issue 2:

Make the following alterations and amendments in the Company Charter:

1. State item 4.7. of TGC-9 Charter in the following wording:
"4.7. The Company has the right to float in addition to floated shares (declared shares) 3 673 132 973 944 (Three trillion six hundred seventy three billion one hundred thirty two million nine hundred seventy three thousand nine hundred forty four) nominal equities with principal value of 0,003 RUR each with total principal value of 11 019 398 921 (Eleven billion nineteen million three hundred ninety eight thousand nine hundred twenty one) RUR 83 kopecks.
Nominal equities, declared by TGC-9 to floatation, give their holders rights, provided by clause 6.2. of TGC-9 Charter.
2. State sub-item 61 of item 15.1 of article 15 in the following wording:
"61) Making a decision of satisfaction (denial of satisfaction) of received proposals (applications, offers) on purchasing of securities during floatation of Company securities by public subscription (in case, when according to the resolution of capital issue such resolution is made at Company option);
3. Complete article 15, item 15.1 of the Charter with sub-items 62, 63 of the following content:
"62) approval of the Company internal document that makes principles and order of collection, consideration and acceptance of proposals (applications, offers) on purchasing of securities at floatation of Company securities by public subscription;
"63) Other questions, that refer to the competence of the Board of Directors by Federal Law "Joint-Stock Companies" and the present Charter".

RESOLUTION WAS ACCEPTED.

Resolution on issue 3:

1. Increase the authorized capital stock of TGC-9 by floatation of additional nominal equities in number of 3 673 132 973 944 (Three trillion six hundred seventy three billion one hundred and thirty two million nine hundred seventy three thousand nine hundred forty four) pieces with nominal value of 0,003 RUR each, with total nominal value of 11 019 398 921 (Eleven billion nineteen million three hundred ninety eight thousand nine hundred twenty one) RUR 83 kopecks on the following terms:

1.1. Floatation means: public subscription.

1.2. Determination order of stock floatation price:

1.2.1. The price of floatation of additional stocks is determined by the Board of Directors of TGC-9 after the completion of preference duration.

1.2.2. The price of floatation of additional stocks to people, included in the list of people who have the preference of purchasing the floated additional stocks, is determined by the Board of Directors of TGC-9 after completion of preference duration.

2. Preference of purchasing of additional stocks: all stockholders of TGC-9 have preference of purchasing of floated additional stocks in the number, proportional to number of nominal equities of TGC-9 that belong to them. The list of people who have preference of purchasing of additional stocks is made on the basis of data of the stockholders' register for the date of making the list of people who have the right to participate in the Stockholders meeting, where they make a decision about increase of TGC-9 authorized capital stock.

3. Form of payment for additional stocks: additional stocks of TGC-9 are paid by cash assets.

4. Make alterations in items 4.1., 4.2. of the Company Charter about the size of the authorized capital stock according to the results of floatation of nominal equities of "Territorial Generating Company No.9".

RESOLUTION WAS NOT ACCEPTED.

Chairman of the Stockholders' Meeting

A. Chikunov

Secretary of the Stockholders' Meeting

N. Zhuikova

April 17th, 2007