

PROTOCOL 10
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" (hereinafter referred to as TGC-9 or "the Company")
Company location:	Russian Federation, Perm, Komsomolsky Avenue, 48
Type of the Stockholders' Meeting:	Special
Form of the Meeting:	Correspondence Voting
Date of conducting of the Stockholders' Meeting (date of the end of reception of voting papers)	May 28 th , 2007.
Postal addresses, to which they must send 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".
Chairman of the Stockholders' Meeting:	A. Chikunov
Secretary of the Stockholders' Meeting:	N. Zhuikova

Agenda for the special Stockholders' Meeting:

1. Increase of the authorized capital stock of the Company by floatation of additional stocks.

According to article 56 of Federal Law "Joint Stock Companies" from December 26th, 1995 No.208-FL (with later alterations and amendments) functions of the returning board is 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 April 17th, 2007.

Issue put to the vote (Wording of the decision on issue 1 of the agenda that was put to the vote):

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. Increase of authorized capital stock of TGC-9 by floatation of additional stocks is executed with the purpose of attraction by TGC-9 of cash assets in the sum to **17 033 736 000** RUR. Proposals (offers, applications) of purchasing of additional stocks of TGC-9, sent by the potential purchasers of TGC-9 stocks, are satisfied (accepted) by TGC-9 at its option, at that TGC-9 has the right to satisfy (accept) the received proposals (offers, applications) of potential purchasers of TGC-9 additional stocks within the limits of total number of floated additional stocks in the capacity, enough for attraction by TGC-9 of cash assets, in the sum of not more than **17 033 736 000** RUR. TGC-9 has the right not to satisfy other proposals (offers, applications) of potential purchasers of TGC-9 additional stocks, made within the limits of total number of floated additional stocks of TGC-9, but satisfaction of which leads to the excess of sum of attracted cash assets.

3. 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 of 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.

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

5. 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 TGC-9 on the basis of the notice, given to FSFR of Russia about the results of emission of additional stocks (or the Report about the results of emission of additional stocks of TGC-9, registered in FSFR of Russia).

Number of votes, which were given on issue No. 1 of the agenda of the special Stockholders' Meeting to people included in the list of people, who have the right for participation in the special Stockholders' Meeting, is **5 685 753 519 319**.

Number of votes, which were given on issue No. 1 of the agenda of the special Stockholders' Meeting to people who took part in the special Stockholders' Meeting is **4 745 873 765 265** that is **83,379%** of total number of votes, given to people – holders of the floated stocks of the Company, who have the voting right at the special Stockholders' Meeting on issue No. 1 of the agenda of the special Stockholders' Meeting.

The quorum on issue No. 1 of the agenda of the special Stockholders' Meeting was reached.

Number of votes, given for each voting variant (“For”, “Against”, “Abstained”) on issue 1 of the agenda of the special Stockholders' Meeting:

Voting variants	Number of votes	% of people who took part in the voting
Affirmative Votes	4 739 378 992 907	99,8631
Dissenting Votes	2 273 913 556	0,0479
Abstained	2 935 245 172	0,0618

Number of votes on the stated issue of the agenda, that were not polled due to invalidation of voting papers:	1 285 613 630
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Wording of the decision, made by the Stockholders' Meeting on issue 1 of the agenda:

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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. Increase of authorized capital stock of TGC-9 by floatation of additional stocks is executed with the purpose of attraction by TGC-9 of cash assets in the sum to **17 033 736 000** RUR. Proposals (offers, applications) of purchasing of additional stocks of TGC-9, sent by the potential purchasers of TGC-9 stocks, are satisfied (accepted) by TGC-9 at its option, at that TGC-9 has the right to satisfy (accept) the received proposals (offers, applications) of potential purchasers of TGC-9 additional stocks within the limits of total number of floated additional stocks in the capacity, enough for attraction by TGC-9 of cash assets, in the sum of not more than **17 033 736 000** RUR. TGC-9 has the right not to satisfy other proposals (offers, applications) of potential purchasers of TGC-9 additional stocks, made within the limits of total number of floated additional stocks of TGC-9, but satisfaction of which leads to the excess of sum of attracted cash assets.

3. 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 of 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.

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

5. 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 TGC-9 on the basis of the notice, given to FSFR of Russia about the results of emission of additional stocks (or the Report about the results of emission of additional stocks of TGC-9, registered in FSFR of Russia).

Chairman of the Stockholders' Meeting

A. Chikunov

Secretary of the Stockholders' Meeting

N. Zhuikova

The protocol of the Stockholders' Meeting was drawn up on June 9th, 2007