

PROTOCOL #2

Of the Extraordinary Meeting of the Shareholders of OJSC Territorial Generating Company No.9

Full name:	Open Joint-Stock Company Territorial Generating Company No.9
Location:	48 Komsomolsky av., Perm, 614990
Type of the meeting:	Extraordinary
Form of a meeting:	Meeting
Date of holding:	December 20, 2005
Place of holding a meeting:	48 Komsomolsky av., Perm
Post address, to direct the completed voting bulletins to:	50 Lenin street, Perm; 48 Komsomolsky av., Perm; Building 8, 34 Bolshaya Pochtovaya, Moscow
Expiry date of completed bulletins acceptance:	December 16, 2005

The Chairman of the Meeting
The Secretary of the Meeting

V. Rodin
M. Mokrushin

Agenda of the Meeting:

1. Early termination of Board of Directors members authorities and election of TGC-9 Board of Directors;
2. Election of TGC-9 Auditing Committee members;
3. Approval of TGC-9 Auditor;
4. Approval of Regulations on the order of preparation and holding of TGC-9 Shareholders' meetings;
5. Approval of Regulations on the order of calling and holding of the Board of Directors meetings of TGC-9;
6. Approval of Regulations on the Auditing Committee of TGC-9;
7. Approval of Regulations on TGC-9 Executive Committee;
8. Rewards and compensation payments to the members of TGC-9 Board of Directors;
9. Rewards and compensation payments to the members of TGC-9 Auditing Committee;
10. TGC-9 reorganization:
 - Reorganization of TGC-9 by means of adjoining of OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company;
 - Approval of the agreement on OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company joining to OJSC Territorial Generating Company #9.
11. Identification of the quantity, nominal value, and types of TGC-9 declared shares, as well as the rights conferred by the shares.
12. Making changes and additions to the Charter of TGC-9, concerning the introduction of regulations on the declared shares.
13. Increase of TGC-9 Capital Stock due to additional stock floatation by means of converting of shares of the adjoining companies (OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company).

In accordance with article 56 of the Federal Law About the Joint-Stock Companies dated December 26, 1995 #208-FZ, the functions of the Counting Board were performed by the Registrar of the Company – the OJSC Central Moscow Depository Perm Branch.

Place of location: 50 Lenin street, Perm, 614990.

The Authorized Person of the Registrar – Galina S. Shangina.

The list of persons having right to take part in the extraordinary meeting of the shareholders is made up according to the register of the shareholders of the Company as of October 17, 2005.

	(local time)
Registration begins at:	09:00
Registration finishes at:	15:00
Opening time of the meeting:	14:00
Time of the voices counting:	15:00
Close time:	15:10

For the beginning of the meeting at 14.00 December 20, 2005, there were registered the shareholders (authorized representatives of the shareholders), being in aggregate the owners of 1 258 523 826 voices (Supplement 1 – the protocol of the Counting Board), what made 89,9349% from the total amount of the voting shares of the Company. The quorum for holding the Annual Shareholders' Meeting (hereinafter referred as Shareholders' Meeting) of OJSC Territorial Generating Company No.9 (hereinafter referred as the Company) as for the time of opening of the Shareholders' Meeting was reached.

The Chairman declared that the Shareholders' Meeting of the Company was open.

Further, according to the order of holding and agenda of the Shareholders' Meeting:

Issue 1. Early termination of Board of Directors members authorities and election of TGC-9 Board of Directors.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Early termination of Board of Directors members authorities and election of TGC-9 Board of Directors.*

The number of voices for the cumulative voting, which belonged to the persons, included into the list of persons, having right to take part in the general meeting, was 15 393 089 811 voices at the cumulative voting.

The number of voices for the cumulative voting, which belonged to the persons, who took part in the meeting, was 13 843 762 086 voices at the cumulative voting.

The quorum on this issue of agenda was reached - 89,9349%.

According to the results of the cumulative voting on list of candidates for the Board of Directors of the Company, the votes were distributed in the following way:

RESULTS OF VOTING:

	Name of the Candidate	Number of voices for the cumulative voting	%
1	Valery N. Rodin	1 263 346 736	9,1257
2	Nikolay Yu. Bukhvalov	1 255 926 715	9,0721
3	Vladimir A. Molchanov	1 252 693 645	9,0488
4	Tapio Kuula	1 252 509 141	9,0475
5	Alexander V. Chikunov	1 252 483 896	9,0473
6	Alexey L. Chernov	1 252 369 862	9,0465
7	Mikhail Yu. Slobodin	1 252 175 949	9,0451

8	Alexey D. Glushchenko	1 251 995 699	9,0438
9	Dmitry S. Akhanov	1 251 995 699	9,0438
10	Dmitry A. Burnashev	1 251 995 699	9,0438
11	Dmitry A. Melnikov	1 251 995 699	9,0438
12	Alexey E. Tuzhin	91 595	0,0007
13	Dmitry V. Shtykov	91 595	0,0007
AGAIST all the candidates		0	0,0000
ABSTAINED on all candidates		1 167 166	0,0084

The number of voices in bulletins, considered invalid, was 51 003 887.

According to the Charter of the Company the number of the members of the Board of Directors should be 11 (eleven) persons, therefore, in accordance with item 4 article 66 FL About the Joint-Stock Companies, the candidates obtained the majority of voices, are considered to be elected into the Board of Directors.

RESOLUTION:

To terminate the authorities of all members of the Board of Directors on an early basis and elect the Board of Directors of the Company consisting of:

1. Valery N. Rodin
2. Nikolay Yu. Bukhvalov
3. Vladimir A. Molchanov
4. Tapio Kuula
5. Alexander V. Chikunov
6. Alexey L. Chernov
7. Mikhail Yu. Slobodin
8. Alexey D. Glushchenko
9. Dmitry S. Akhanov
10. Dmitry A. Burnashev
11. Dmitry A. Melnikov

Issue 2. Election of TGC-9 Auditing Committee members.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Election of TGC-9 Auditing Committee members*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

#	Candidate	FOR		AGAINST	ABSTAINED	Invalid
1	Vyacheslav M. Kramarenko	1 252 096 894	99,4893	21 920	237 756	6 098 075
2	Sergey A. Timofeev	700 233 569	55,6393	0	258 166	557 962 910
3	Sergey B. Sidorov	700 138 705	55,6317	106 620	237 756	557 971 564
4	Roman I. Soloviev	700 110 172	55,6295	106 620	266 289	557 971 564
5	Igor I. Uzgorov	700 059 148	55,6254	106 620	286 699	558 002 178
6	Polina V. Litvina	219 322	0,0174	21 920	266 289	1 257 947 114
7	Olga B. Kuzmina	216 751	0,0172	0	237 756	1 258 000 138
8	Anna Yu. Blaier	143 807	0,0114	21 920	258 166	1 258 030 752
9	Irina I. Kashpitar	8 654	0,0007	157 073	258 166	1 258 030 752

According to the Charter of the Company, the Auditing Committee of the Company should consist of 5 (five) members, therefore, in accordance with item 1, article 85, Federal Law About Joint-Stock Companies, the candidates obtained the majority of voices are considered to be the members of the Auditing Committee.

RESOLUTION:

Elect the Auditing Committee with the following membership:

1. Vyacheslav M. Kramarenko
2. Sergey A. Timofeev
3. Sergey B. Sidorov
4. Roman I. Soloviev
5. Igor I. Uzgorov

Issue 3. Approval of TGC-9 Auditor.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning the *Approval of the Auditor of the Company*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	706 157 973 (56,1100 %) voices;
AGAINST	0 (0,0000 %) voices;
ABSTAINED	552 104 387 (43,8692 %) voices.
The bulletins declared as invalid	192 897 voices
The resolution was made by the majority of voices.	

RESOLUTION:

Approve CJSC PriceWaterHouseCoupers Audit as the Auditor of the Company.

Issue 4. Approval of Regulations on the order of preparation and holding of TGC-9 Shareholders' meeting.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Approval of Regulations on the order of preparation and holding of TGC-9 Shareholders' meeting. (Supplement 2)*

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 257 831 182 (99,9450 %) voices;
AGAINST	470 920 (0,0374 %) voices;
ABSTAINED	35 717 (0,0028 %) voices.
The bulletins declared as invalid	117 438 voices.

The resolution was made by the majority of voices.

RESOLUTION:

Approve the Regulations on the Order of Preparation and Holding of TGC-9 Shareholders' Meetings.

Issue 5. Approval of Regulations on the order of calling and holding of the Board of Directors meetings of TGC-9.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Approval of Regulations on the order of calling of a meeting and holding of the Board of Directors meetings of TGC-9 (Supplement 3)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR 1 257 831 182 (99,9450 %) voices;

AGAINST 470 920 (0,0374 %) voices;

ABSTAINED 35 717 (0,0028 %) voices.

The bulletins declared as invalid 117 438 voices.

The resolution was made by the majority of voices.

RESOLUTION:

Approve the Regulations on the order of calling of a meeting and holding of the Board of Directors meetings of TGC-9.

Issue 6. Approval of Regulations on the Auditing Committee of TGC-9.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Approval of Regulations on the Auditing Committee of TGC-9 (Supplement 4)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR 1 258 302 102 (99,9824 %) voices;

AGAINST 0 (0,0000 %) voices;

ABSTAINED 35 717 (0,0028 %) voices.

The bulletins declared as invalid 117 438 voices

The resolution was made by the majority of voices.

RESOLUTION:

Approve the Regulations on the Auditing Committee of TGC-9.

Issue 7. Approval of Regulations on Executive Committee of TGC-9

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Approval of Regulations on Executive Committee of TGC-9 (Supplement 5)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 258 302 102 (99,9824 %) voices;
AGAINST	0 (0,0000 %) voices;
ABSTAINED	35 717 (0,0028 %) voices.
The bulletins declared as invalid	117 438 voices

The resolution was made by the majority of voices.

RESOLUTION:

Approve the Regulations on Executive Committee of TGC-9.

Issue 8. Rewards and compensation payments to the members of TGC-9 Board of Directors

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Rewards and compensation payments to the members of TGC-9 Board of Directors (Supplement 6)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 257 877 521 (99,9486 %) voices;
AGAINST	144 378 (0,0115 %) voices;
ABSTAINED	308 817 (0,0245 %) voices.
The bulletins declared as invalid	124 541 voices

The resolution was made by the majority of voices.

RESOLUTION:

Approve the Regulations on Rewards and Compensation Payments to the Members of TGC-9 Board of Directors. In accordance with the Regulations, pay off to the members of the Board of Directors the rewards for the participation in the meetings of the Board of Directors, held since the moment of State Registration of the Company.

Issue 9. Rewards and compensation payments to the members of TGC-9 Auditing Committee.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Rewards and compensation payments to the members of TGC-9 Auditing Committee (Supplement 7)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 257 305 880 (99,9032 %) voices;
AGAINST	670 281 (0,0533 %) voices;
ABSTAINED	352 208 (0,0280 %) voices.
The bulletins declared as invalid	126 888 voices

The resolution was made by the majority of voices.

RESOLUTION:

Approve the Regulations on Rewards and Compensation Payments to the Members of Auditing Committee of the Company.

Issue 10. Reorganization of OJSC TGC-9:

- Reorganization of OJSC TGC-9 in the form of adjoining of Sverdlovsk Generating Company and Perm Generating Company to TGC-9;
- Approval of the agreement concerning the joining of Sverdlovsk Generating Company and Perm Generating Company to TGC-9.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Reorganization of OJSC TGC-9 (Supplement 8)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 258 157 030 (99,9709 %) voices;
AGAINST	18 181 (0,0014 %) voices;
ABSTAINED	93 011 (0,0074 %) voices.
The bulletins declared as invalid	187 035 voices

The resolution was made by the majority of voices.

RESOLUTION:

1. Reorganize the Company in the form of Sverdlovsk Generating Company and Perm Generating Company adjoining to it, on the terms stipulated by the Agreement on Joining of Sverdlovsk Genaring Company and Perm Generating Company to OJSC Territorial Generating Company No.9.
2. Approve the Agreement on Joining of Sverdlovsk Genaring Company and Perm Generating Company to OJSC Territorial Generating Company No.9.

Issue 11. Identification of the quantity, nominal value, and types of TGC-9 declared shares, as well as the rights conferred by the shares.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *Reorganization of OJSC TGC-9 (Supplement 8)*.

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 258 147 356 (99,9701 %) voices;
AGAINST	18 181 (0,0014 %) voices;
ABSTAINED	114 931 (0,0091 %) voices.
The bulletins declared as invalid	174 789 voices.

The resolution was made by the majority of voices.

RESOLUTION:

1. Determine the limit quantity of the declared shares of TGC-9 in the amount of 4 826 943 529 470 (four trillion eight hundred twenty six billion nine hundred forty three million five hundred twenty nine thousand four hundred seventy) ordinary nominal shares with

nominal value of 0,003 ruble per each for the sum total of 14 480 830 588,41 (fourteen billion four hundred eighty million eight hundred thirty thousand five hundred eighty eight) rubles 41 copecks.

2. The ordinary nominal shares, declared for disposal by TGC-9, provide their owners with the rights, stipulated by item 6.2 of the Charter of OJSC TGC-9.

Issue 12. Making changes and additions to the Charter of TGC-9, concerning introduction of regulations on the declared shares.

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *making changes and additions into the Charter of TGC-9, concerning introduction of regulations on the declared shares.*

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 255 776 005 (99,7817 %) voices;
AGAINST	2 335 895 (0,1856 %) voices;
ABSTAINED	107 951 (0,0086 %) voices.
The bulletins declared as invalid	235 406 voices.

The resolution was made by the majority of voices.

RESOLUTION:

Introduce the following item 4.7. into the Charter of OJSC TGC-9:

“4.7. The Company has the right to dispose in addition to the disposed shares (declared shares) 4 826 943 529 470 (four trillion eight hundred twenty six billion nine hundred forty three million five hundred twenty nine thousand four hundred seventy) ordinary nominal shares with nominal value of 0,003 ruble per each for the sum total of 14 480 830 588,41 (fourteen billion four hundred eighty million eight hundred thirty thousand five hundred eighty eight) rubles 41 copecks. Additionally disposed ordinary shares (declared shares) of the Company provide their owners with the rights, stipulated by item 6.2 of the Charter of the Company.”

Issue 13. Increase of TGC-9 Capital Stock due to additional stock floatation by means of converting of shares of the adjoined companies (OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company).

Speaker: V. Rodin, the General Director of the Company.

The Chairman proposed to vote on the issue concerning *increase of TGC-9 Capital Stock due to additional stock floatation by means of converting of shares of the adjoined companies (OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company).*

The number of voices, belonged to persons, *included into the list* of persons, having right to participate in the general meeting, was 1 399 371 801.

The number of voices, belonged to persons, who *took part* in the meeting on this issue of agenda, was 1 258 523 826.

The quorum on this issue of agenda was reached - 89,9349%.

VOTING RESULTS:

FOR	1 257 811 496 (99,9434 %) voices;
AGAINST	235 543 (0,0187 %) voices;
ABSTAINED	202 202 (0,0161 %) voices.
The bulletins declared as invalid	206 016 voices.

The resolution was made by the majority of voices.

RESOLUTION:

1. Increase the Capital Stock of OJSC TGC-9 by means of disposal of the additional ordinary nominal shares in the amount of 4 826 943 529 470 (four trillion eight hundred twenty six billion nine hundred forty three million five hundred twenty nine thousand four hundred seventy) ordinary nominal shares with nominal value of 0,003 ruble per each for the sum total of 14 480 830 588,41 (fourteen billion four hundred eighty million eight hundred thirty thousand five hundred eighty eight) rubles 41 copecks;
2. The method of disposal is the converting of the ordinary nominal shares and preference shares of A type of OJSC Perm Generating Company, and of the ordinary nominal shares and preference shares of A type of OJSC Sverdlovsk Generating Company, adjoined to OJSC TGC-9, into additional ordinary nominal shares of OJSC TGC-9 in the order stipulated by the Agreement of Joining.
3. Determine the following coefficient of shares conversion:
 - 1/2885 of ordinary nominal share of OJSC Sverdlovsk Generating Company with nominal value of 8,6036 rubles is converted into 1 (one) ordinary nominal share of TGC-9 with nominal value of 0,003 ruble;
 - 1/2640 of preference share of A type of OJSC Sverdlovsk Generating Company with nominal value of 8,6036 rubles is converted into 1 (one) ordinary nominal share of TGC-9 with nominal value of 0,003 ruble;
 - 1/61325 of ordinary nominal share of OJSC Perm Generating Company with nominal value of 100 rubles is converted into 1 (one) ordinary nominal share of TGC-9 with nominal value of 0,003 ruble;
 - 1/56112 of preference share of A type of OJSC Perm Generating Company with nominal value of 100 rubles is converted into 1 (one) ordinary nominal share of TGC-9 with nominal value of 0,003 ruble.

The Chairman of the Meeting of the Shareholders V.Rodin declared the preliminary results of the extraordinary meeting of the shareholders and closed the meeting.

Supplements:

1. *Protocol of the Returning Board;*
2. *Regulations on Preparation and Holding of the Meetings of the Shareholders;*
3. *Regulations on the Order of Calling and Holding of the Meetings of the Board of Directors;*
4. *Regulations on the Auditing Committee;*
5. *Regulations on the Executive Committee;*
6. *Regulations on Rewards and Compensation Payments to the Members of the Board of Directors of the Company;*
7. *Agreement on Joining of OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company to OJSC Territorial Generating Company No. 9.*

The Chairman of the Meeting of Shareholders

V. Rodin

The Secretary of the Meeting of Shareholders

M. Mokrushin

The Protocol is documented on December 21, 2005