

Information On Conducting the Extraordinary Meeting of Shareholders of OJSC TGC-9

OJSC TGC-9 informs about conducting of the extraordinary Shareholders' meeting in the form of a meeting (presence) with the following agenda:

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' meeting;*
5. *Approval of Regulations on the order of calling of a meeting and holding 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 issue:*
  - *Reorganization of TGC-9 by means of adjoining of OJSC Sverdlovsk Generating Company and OJSC Perm Generating Company;*
  - *Approval of the contract 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 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).*

Date of holding a Shareholders' Meeting of TGC-9 – **December 20, 2005.**

Time of holding – **11.00 a.m. (local time).**

The time of registration beginning – **09.00 a.m. (local time).**

Place of holding – **Perm, Komsomolsky av., 48, 4<sup>th</sup> floor, assembly hall (room 421)**

The completed voting bulletins can be sent on the following addresses:

- 105082, Russia, Moscow, Bolshaya Pochtovaya, 34, building 8, OJSC CMD
- 614990, Russia, Perm, Lenina, 50, CMD Perm Branch
- 614990, Russia, Perm, Komsomolsky av., 48, office 510.

At identification of the quorum and summarizing the results of the voting the voices submitted by bulletins received by the Company not later than 2 days before the beginning of the extraordinary shareholders' meeting, December 16, 2005 inclusive, will be taken into account.

A person having right to participate in the general shareholders' meeting can get the information prepared for the extraordinary shareholders meeting from November 25 till December 16, 2005 (inclusive), except for the days off and holidays, from 10 a.m. till 5 p.m. on the following addresses:

- Office 510, 48 Komsomolsky av., Perm.
- OJSC CMD, building 8, 34 Bolshaya Pochtovaya, Moscow,.

TGC-9 Shareholders having not less than 2% of voting shares of the Company, have a right to propose the candidates for TGC-9 Board of Directors, till November 19, 2005.

The list of persons having right to participate in the extraordinary general shareholders meeting is made as of October 17, 2005.

**TGC-9 Board of Directors**

Phones for information: (342) 240-73-11, 240-79-21

**NOTIFICATION  
ON THE RIGHT TO DEMAND THE REDEMPTION OF SHARES BY THE SOCIETY**

**Dear Shareholder,**

We notify you that **in case you vote as AGAINST on the tenth question of the agenda of extraordinary meeting of shareholders of TGC-9 About Reorganization of the OJSC TGC-9 or do not take part in the voting** you will have the right to demand from the OJSC Territorial Generating Company No.9 to redeem all or a part of shares belonging to you.

The redemption of shares will be carried out under the price determined by the Board of Directors of OJSC Territorial Generating Company No. 9, according to item 3, article 75, Federal Law About Joint-Stock Companies.

**The price of redemption of shares of OJSC Territorial Generating Company No. 9 is:**

**0,00228 roubles for one ordinary share.**

The list of the shareholders having the right to demand from the Company the redemption of shares belonging to them, is made on the basis of the shareholders register data of the Company **as of October, 17, 2005.**

**The redemption of shares will be carried out by the Company in the following order:**

1. The shareholder having the right to demand from OJSC Territorial Generating Company No.9 the redemption of all or a part of shares belonging to him, should direct **the written requirement about the redemption of shares belonging to him** with the indication of the location of the shareholder and the amount (a category, type) of shares, redemption of which he demands (the example of the demand form is applied).

2. In case of account of the rights for shares by the nominal holder, the extract from the depositary account should be enclosed to the requirement of the shareholder.

3. The requirement of the shareholder about the redemption of shares belonging to the shareholder should be directed by the registered letter to the address: office 513, 48 Komsomolsky av., Perm, 614990, or should be handed to Mokrushin Maxim A. the Corporate Secretary of OJSC Territorial Generating Company No. 9.

4. The requirement of the shareholder about the redemption of shares belonging to the shareholder should come into the Company **not later than 45 days** from the date of the Shareholders' Meeting of OJSC Territorial Generating Company No. 9 approves decisions on reorganization of the Company (from the date of carrying out of Shareholders Meeting devoted to the specified question), i.e. not later **than February 03, 2006.**

The shareholder has no right to change the demand concerning the redemption of shares after the expiration of 45-days' term.

The demands submitted to the Company after the specified term either containing incomplete or incorrect information, are not taken into consideration.

5. According to item 44 of Federal Law About Joint-Stock Companies and item 6.1. of Regulations on Keeping the Register of Owners of Nominal Securities (approved by the decision of Federal Commission on Securities of Russia dated October 2, 1997 #27), the shareholders registered in the register of shareholders are obliged to give the Registrar the information concerning any changes of the data, stipulated by subitem 3.4.1. of item 3.4. of the specified Regulations. In case the registered person submits incomplete or incorrect information concerning any changes of the specified data, the shareholder's demand concerning the redemption of shares can be not satisfied, at that the Company and the Registrar do not carry the responsibility for losses caused in this connection.

6. If the shareholder has declared the demand on redemption of the larger part of shares of the certain category (type), than the amount of shares of the corresponding category (type) belonging to the shareholder, specified in the list of the shareholders having the right to demand the redemption by the Society of shares belonging to the shareholder, shares of a corresponding category (type) belonging to the shareholder in the amount specified in the given list, are subject to redemption.

7. In case the cumulative cost of the shares presented and subjected to redemption of Territorial Generating Company No. 9 exceeds 10% of cost of clear assets of the Company as of the date the Shareholders' meeting of the Company approves a decision on reorganization, the shares will be redeemed according to declared demands (according to requirements of item 5, article 76 of the Federal Law About Joint-Stock Companies).

In this case, each shareholder's amount of the shares subjected to the redemption, is determined by division of total amount of shares, which can be redeemed taking into consideration the specified restriction, on total amount of shares declared to the redemption; the received number (recalculation factor) is multiplied by the amount of shares presented to redemption by each shareholder.

The information on recalculation factor can be received by the shareholder in OJSC Territorial Generating Company No.9 or from the Registrar - OJSC CMD at the official registration of documents, required to include the shares subjected to redemption, to the personal account of the Company.

8. In case, the shareholder's amount of the shares subjected to redemption from the shareholder, is reduced to proportionally declared demand and such reduction leads to fact that the shareholder's fractional amount of shares is a subject to redemption, the number of redeemed shares should be approximated to an integer. The rounding off of fractional number is made according to the following rules:

- 1) if the sign following the comma, is from 5 to 9, an integer increases by one.
- 2) if the sign following the comma, is from 0 to 4, an integer is accepted, and figures after a comma are not taken into account.

9. OJSC Territorial generating company No. 9 redeems shares of shareholders, having made the demand concerning redemption, within 30 days after the expiration of 45-days term from the date the shareholders' meeting of OJSC Territorial Generating Company No. 9 makes a decision on reorganization of the Company (i.e. till **March 06, 2006** inclusive) under condition of transfer of shares to the Company (registration of the shares, subjected to the redemption, at the personal account of the Company in the register of shareholders according to the shareholder's direction).

10. The shareholder presented the shares of the Company for redemption, is obliged **not later on March 06, 2006** (30 days from the date of expiry of the term for the direction of requirements stated in item 4 of the present order) to provide transfer of shares, the requirement of which redemption is presented to the Company, from the shareholder's account to the personal account of the Company. Depending on a place of the account of the rights for the shares, presented for redemption, to carry out the specified operation the shareholder should address:

- a) On the location of the Registrar of the Company – CMD Perm Branch, 50 Lenin street, Perm.

In this case in the assignment of the shareholder, being the depositor, should be the instruction that the transfer order of the nominal holder, presented to the Registrar, in the basis of transition of the property rights besides other, should contain:

For physical persons - a surname, the initials of the shareholder, the name of the document proving the identity, its series and number;

For legal persons - its name according to the Charter; date and number of registration (basic state registration number), the name of recording body or other data identifying the legal person according to the legislation of the country where the legal person is founded.

Registration of transition of the rights for the shares is paid by the shareholder.

11. In a case, the amount of shares exceeding the amount of shares, subjected to the redemption, is transferred to the personal account of the Company, the Company returns the unduly transferred shares to the personal accounts of the registered persons in the register of shareholders, from which the operation of transfer has been carried out. The redemption of mentioned shares is not performed by the Company.

12. Payment of the shares, subjected to the redemption, is carried out by the Company by one of the ways specified by the shareholder in the requirement:

- By cash, given at the cash desk of the Company, on the following address: 48 Komsomolsky Av., Perm;
- By cashless settlement by transfer of the sum of the redemption the bank account specified by the shareholder in the requirement;
- By transfer of the sum of the redemption by the postal order to the address, specified by the shareholder in the requirement.

In case of absence of such instruction in the requirement about the redemption of shares, money resources are transferred to shareholders by mail (to the address of a residence (location), specified in the register of shareholders).

**The shares redeemed by the Company are repaid at their redemption.**

Phones for information: (342) 240-73-11, 240-79-21

**Board of Directors**  
**OJSC Territorial Generating Company No. 9**