



NORILSK NICKEL

MINING AND METALLURGICAL COMPANY
JOINT STOCK COMPANY

NOTICE

**on convening the Annual General Meeting of Shareholders
of Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel**

Dudinka, Krasnoyarsk Territory, Russian Federation.

DEAR SHAREHOLDERS,

The Annual General Meeting of Shareholders of OJSC MMC Norilsk Nickel will be held on June 30, 2009 in Moscow, at the following address: PRESIDENT HOTEL, Bolshoi Petrovsky Hall, B. Yakimanka St. 24.

The Annual General Meeting of Shareholders will be held in the form of in-person meeting.

Registration of shareholders will begin at 12:00 (local time).

The Annual General Meeting of Shareholders of the Company will begin at 15:00 (local time).

AGENDA:

- 1. Approval of the 2008 Annual Report of OJSC MMC Norilsk Nickel.**
- 2. Approval of the 2008 Annual Accounting Statements including the profit-and-loss statement of OJSC MMC Norilsk Nickel.**
- 3. Distribution of profits and losses of OJSC MMC Norilsk Nickel for 2008.**
- 4. Dividends payable on the shares of OJSC MMC Norilsk Nickel for 2008.**
- 5. Elections to the Board of Directors of OJSC MMC Norilsk Nickel.**
- 6. Elections to the Revision Commission of OJSC MMC Norilsk Nickel.**
- 7. Approval of the Auditor of the Russian accounting statements of OJSC MMC Norilsk Nickel.**
- 8. Amendments to the Charter of OJSC MMC Norilsk Nickel.**
- 9. Amendments to the Regulations on the Board of Directors of OJSC MMC Norilsk Nickel.**
- 10. Approval of the Regulation on the Management Board of OJSC MMC Norilsk Nickel.**
- 11. Remunerations and compensations to Independent Directors – members of OJSC MMC Norilsk Nickel Board of Directors.**
- 12. The value of property being the subject of Indemnity Agreements with members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel.**
- 13. Approval of the interrelated interested party transactions whereby members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel shall be indemnified against damages.**

14. **The cost of liability insurance services for members of the Board of Directors and the Management Board of OJSC MMC Norilsk Nickel.**
15. **Approval of the interested party transaction related to liability insurance for members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel.**

The Board of Directors of MMC Norilsk Nickel hereby notifies as follows:

- In compliance with Art. 56, par.1 of the Federal Law *On Joint Stock Companies* and resolution of the Annual General Meeting of Shareholders of the Open Joint Stock Company MMC Norilsk Nickel dated April 24, 2001, CJSC National Registration Company will perform the functions of the Counting Commission of the Company.
- The list of persons eligible to participate in the Annual General Meeting is compiled upon the data from the Register of Shareholders as of May 26, 2009;
- Registration of shareholders and their proxies will start at 12:00 (local time) of June 30, 2009 at the address: PRESIDENT HOTEL, Bolshoi Petrovsky Hall, B. Yakimanka St. 24;
- The Company does not provide for shareholders' traveling to the place of meeting;
- If a shareholder cannot attend the meeting at the place where it is to be held, such shareholder may participate in voting at the Annual General Meeting of Shareholders of the Company as follows:
 - ⇒ **by sending a completed and signed voting ballot to the following address:**
 - ★ Closed Joint Stock Company National Registration Company, p.o. box 82, Moscow, 121108
 - ⇒ **or by delivering it in person to one of the following addresses:**
 - ★ Closed Joint Stock Company National Registry Company, 6 ul. Veresayeva, Moscow 121357, ph. (095) 440-6345;
 - ★ Norilsk branch of the Closed Joint Stock Company National Registration Company, 16 Leninsky pr., Norilsk, Krasnoyarsk region, 663301, ph. (3919) 42-21-51;
 - ★ St.-Petersburg branch of the Closed Joint Stock Company National Registration Company, 4a Izmailovsky pr., office 314, Saint Petersburg, 190005, ph. (812) 346-7408;
 - ★ Krasnoyarsk representative office of the Open Joint Stock Company MMC Norilsk Nickel, 15 ul. Bograda, Krasnoyarsk, 660049, ph. (3912) 59-1809;
 - ★ Monchegorsk branch of the Open Joint Stock Company AKB Rosbank, 45a, pr. Metallurgov, Monchegorsk, Murmansk region, 184500, ph. (81536) 7-2801, 7-2313;
 - ★ Zapolarny branch of the Open Joint-Stock Company AKB Rosbank, 1a ul. Lenina, Zapolarny, Murmansk region, 184430, ph. (81554) 7-3830.
- Only ballots received by the Company (at the above addresses) at least two days before the date of the Meeting shall be counted in establishing the quorum of the Annual General Meeting of Shareholders and in the vote count.
- When registering for participation in the Meeting, a shareholder should present his/her passport or another identification document allowed by the current law of the Russian Federation, and the proxy of the shareholder should additionally present a duly executed power of proxy; the person representing the interests of a corporate shareholder of the Company at the General Meeting of Shareholders shall confirm his/her

powers by presenting at the time of registration a notarized copy of the Articles of Association of the relevant legal entity, originals or duly certified copies of documents confirming the election (appointment) of the head manager of the legal entity, the power of attorney signed by the head manager of the legal entity (for representatives);

- The documents (notarized copies), certifying the powers of the successors and proxies of persons included in the list of persons eligible to participate in the General Meeting, shall be enclosed with the voting ballots mailed by such persons for the purpose of voting or submitted to the Counting Commission when such persons are registered for participation in the General Meeting.
- In compliance with the applicable law the shareholders shall be given an opportunity to review the materials subject to consideration at the annual General Meeting of Shareholders at all addresses specified for personal delivery of the ballots between 10.00 and 17.00 (local time) on every working day after June 9, 2009.

Board of Directors of OJSC MMC Norilsk Nickel