

10. SHARE CAPITAL AND STOCK MARKETS

Based on the financial and operating results of the Group for 2009, the Board of Directors proposed for approval at the Annual General Meeting of Shareholders to be held on 28 June 2010 dividends for 2009 in the amount of 210 rubles per ordinary share. Therefore, the total sum of dividends shall amount to 1.325 billion US dollars or 50% of net profit under IFRS.

Share Tickers

Trading Platform	Bloomberg Code	Reuters Code
MICEX — Moscow, Russia	GMKN RM	GMKN.MM
RTS — Moscow, Russia	GMKN RU	GMKN.RTS

International Share Identification Codes

Description	Code
ISIN	RU0007288411
SEDOL	7131431

Price and Trading Volume of Norilsk Nickel Shares

Share price on MICEX (in rubles)				
	Minimum	Maximum	At the end of period	Volume of shares traded
2006	2,152.65	4,131.79	3,963.62	217,551,025
2007	3,718.30	7,633.39	6,466.63	493,477,589
2008	1,171.15	7,348.55	1,967.07	828,270,462
2009	1,228.38	4,308.46	4,239.78	561,094,007
Quarter 1	1,228.38	2,480.04	2,064.19	162,592,626
Quarter 2	2,072.48	3,709.61	2,823.17	122,285,530
Quarter 3	2,445.45	3,800.82	3,733.11	158,686,214
Quarter 4	3,576.30	4,308.46	4,239.78	117,529,637

As at December 31, 2009, Norilsk Nickel had an issued share capital of 190,627,747 ordinary shares with a par value of RUB 1 per share.

SHARES

In Russia, the shares of Norilsk Nickel are traded on the MICEX and in the RTS under a single state registration number: 1-01-40155-F assigned on December 12, 2006.

AMERICAN DEPOSITARY RECEIPTS

In June 2001, the Company signed a depository agreement with the Bank of New York Mellon, under which the issue of Level-1 American Depositary Receipts (ADRs) for Norilsk Nickel was initiated. Custodial

services for ADR transactions are rendered by the depository of CJSC ING BANK (EURASIA).

As of December 31, 2009, the total number of ADRs issued in exchange for shares of Norilsk Nickel amounted to 581,473,120 ADRs or approximately 30.5% of the Company's issued share capital.

The ADRs are traded over-the-counter (OTC) in the United States and on the electronic International Order Book section of the London and the Freiverkehr section of Berlin stock exchanges.

ADR Tickers

Trading Platform	Bloomberg Code	Reuters Code
IOB, London Stock Exchange — London, UK	MNOD LI	NKELYq.L
OTC Market — New York, USA	NILSY US	NILSY.PK
Freiverkehr, Berlin-Bremen Stock Exchange — Berlin, Germany	NNIA GR	NKELY.F

International ADR Identification Codes

Description	Code
ISIN	US46626D1081
CUSIP	46626D108
SEDOL	B114RK6

Price and Trading Volume of Norilsk Nickel ADRs

ADR Price on the IOB Section of the London Stock Exchange (in US dollars)					
	Minimum	Maximum	At the end of period	Volume of ADRs traded	
2006	71.70	165.00	158.00	106,040,650	
2007	142.50	333.00	270.75	167,808,002	
2008 ¹	4.85	31.30	6.36	2,262,926,758	
2009 ¹	3.51	14.93	14.35	1,375,153,490	
Quarter 1	3.51	7.69	6.00	340,230,112	
Quarter 2	6.01	12.14	9.20	337,752,239	
Quarter 3	7.40	12.73	12.40	363,667,901	
Quarter 4	11.92	14.93	14.35	333,503,238	

Note:

¹ Since February 19, 2008, the conversion ratio for the Company's ADRs changed from one American Depositary Share (ADS) per one outstanding ordinary share to ten ADSs per one outstanding ordinary share.

The Company discloses information and makes it available to all ADR holders in English according to the Rule 12g3-2(b) of the US Securities Exchange Act of 1934.

As a result of a split of the Company's ADRs, effective since February 19, 2008, the ratio of the ordinary shares of the Company to ADR has been 1:10.

STOCK MARKET INDICES

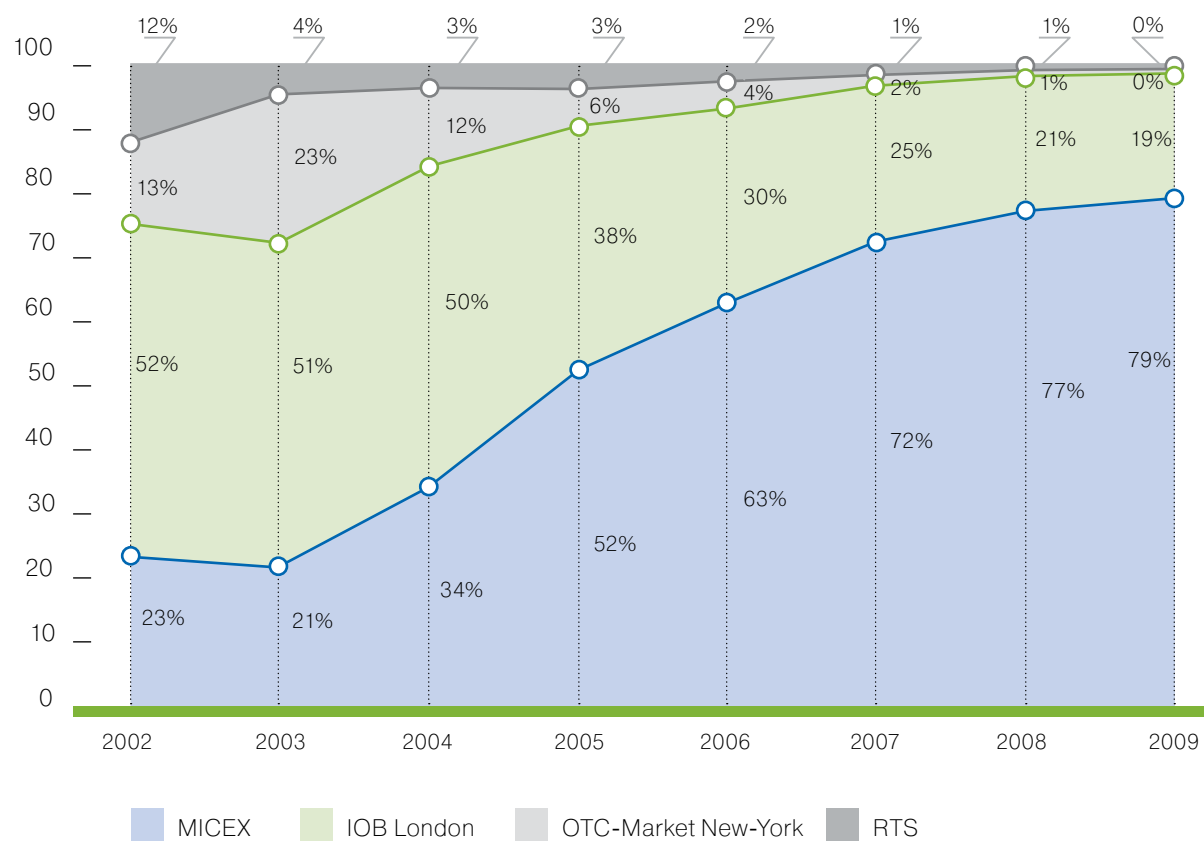
The Company's market capitalization is used to calculate the key stock exchange indices, both of Russian and leading international institutions and brokers.

Weight of the Company in Key Stock Exchange Indices

Index	Weight, %
RTS Index	7.96
RTS Metals and Mining Index	25
MICEX Index	8.36
FTSE LSE Russia IOB Index	8.17
CSFB Russia Index	5.60
MSCI Russia Index	6.62
NERAX Eco Index	11.62

Source: Bloomberg.

Dynamics of Stock Exchange Trading Volume



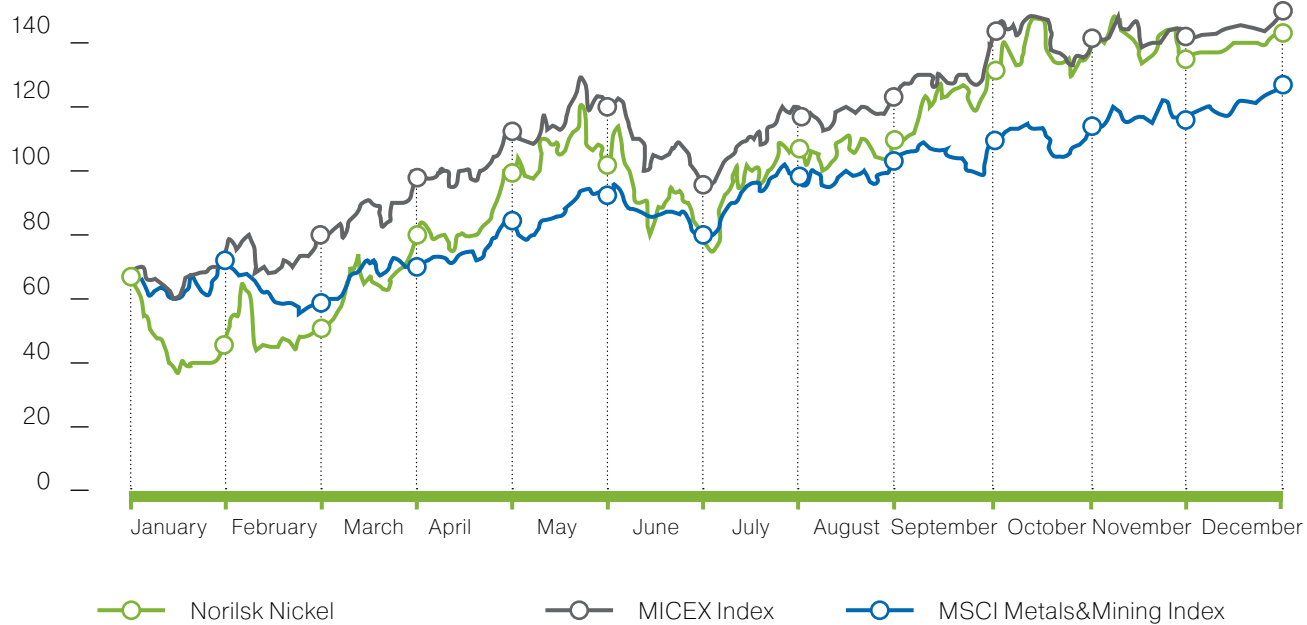
Source: Bloomberg.

Performance of Norilsk Nickel Shares on the RTS in 2009
(in US dollars)



Source: Bloomberg.

Performance of Norilsk Nickel Shares on MICEX and Key Industrial Indices
(in US dollars for Norilsk Nickel shares, indices rebased to Norilsk Nickel share price)



Source: Bloomberg.

Major Shareholders of Norilsk Nickel¹ (as of 30 April 2010)

Company Name	Number of Shares (million)	% of Share Capital
The Bank of New York International Nominees ²	56.2	29.48
OOO "UC Rusal Investment Management" ³	47.7	25.00
BONICO HOLDING CO. LIMITED ⁴	28.7	15.03
MONTEBELLA HOLDINGS LIMITED ⁴	14.1	7.40
ICFI (CYPRUS) LIMITED ⁴	2.6	1.40
INTERROS INTERNATIONAL INVESTMENTS LIMITED ⁴	2.3	1.20
Rypotus Limited ³	0.3	0.13

Notes:

¹ As of 21 May, 2010, the registrar contains 52 legal entities (including 15 nominal holders) and 51,765 individuals.

² Nominal holder that runs the ADR program of the Company. The number of ADRs excludes ADRs of ICFI (Cyprus) Limited, INTERROS INTERNATIONAL INVESTMENTS LIMITED, Rypotus Limited.

³ The beneficiary of these companies is United Company RUSAL Plc.

⁴ The beneficiary of these companies is Mr. Potanin V.O.

As of 30 April 2010, Mr. Vladimir Potanin was the beneficiary of 44.8 million shares and 28.3 million ADRs of Norilsk Nickel, which represents 25.0013% of the Company's share capital.

As of 30 April 2010, United Company RUSAL Plc. (through OOO "UC Rusal Investment Management" and Rypotus Limited) was the beneficiary of 47.7 million shares and 2.5 million ADRs of Norilsk Nickel, which represents 25.1299% of the Company's share capital.

SHAREHOLDER RIGHTS

In accordance with provisions of Article 31 of Federal Law on Joint Stock Companies No. 208-FZ dated December 26, 1995 (hereinafter — Federal Law), all ordinary shares of the Company grant equal rights to their holders.

In accordance with the Russian legislation and the Company's Charter, shareholders of Norilsk Nickel have the right to:

- participate in General Meeting and vote on all issues falling under its remit;
- receive dividends;
- receive part of the property upon the liquidation of the Company;
- freely dispose of their shares;
- exercise the pre-emptive right to purchase additional shares and securities convertible into shares placed by open subscription, in a quantity proportional to the number of shares of the respective category held by them;
- receive information on the Company's activities in accordance with the Federal Law and other regulations of the Russian Federation, as well as the Company's Charter;

- read the agenda of the General Meeting before it is held; and
- exercise other rights as provided by Federal Law and other regulations of the Russian Federation, the Company's Charter and decisions of the General Meeting taken within the remit of its authority.

Shareholders included in the list of persons eligible to participate in the General Meeting of Shareholders and holding at least 1% of votes may have access to the list in accordance with Clause 4 of Article 51 of the Russian Federal Law.

In accordance with Clause 6.3 of the Company's Charter, a shareholder (shareholders) owning a total of at least 2% of voting shares of the Company may add issues to the agenda of the Annual and Extraordinary General Meetings of Shareholders and nominate candidates to the Company's Board of Directors, the collective executive body, the Revision Commission and the Accounting Commission, the number of which may not exceed the number of members in the respective body, as well as a candidate to act as the Company's sole executive body.

A shareholder holding at least 10% of the Company's voting shares may demand the convening of an Extraordinary General Meeting of Shareholders.

Holders of voting shares may demand that the Company buy out all or part of their shares in the following cases:

- the Company's reorganization or entering into a major transaction subject to approval by the General Meeting of Shareholders in accordance with Clause 3 of Article 79 of the Russian Federal Law, in the event that they voted against the decision to reorganize or

approve the said transaction or did not participate in the voting on these issues;

- amendments to the Company's Charter or approval of the new version of the Company's Charter that limit their rights in cases where they voted against the decision or did not participate in the voting.

In accordance with Clause 5 of Article 32 of the Federal Law, a person who intends to acquire more than 30% of the total number of the Company's ordinary voting shares, including the shares held by such person and its affiliates, has the right to send the Company a public offer addressed to holders of Company shares offering to buy out their shares in the Company.

GENERAL MEETING OF SHAREHOLDERS

The Annual Shareholders Meeting will be held in Moscow on June 28, 2010 at 3:00 pm Moscow time at: 24, Big Yakimanka Street, Moscow, President Hotel, meeting room "Bolshoi Petrovsky". Registration of the participants of the Annual General Shareholders Meeting of Norilsk Nickel will start on June 28, 2010 at 12:00 pm Moscow time.

The Company is required by its Charter to notify the shareholders at least 30 days in advance of any General Meeting and, in relation to an Extraordinary General Meeting of Shareholders to elect Board of Directors (and certain other matters), the Law on Joint Stock Companies requires at least 70-day notice. Holders of the shares receive notice directly from the Company and have the opportunity to exercise their voting rights by either mailing the voting bulletin or attending the General Meeting (in person or by proxy).

ADR holders will not receive notice directly from the Company. Rather, in accordance with the Deposit Agreement, the Company will provide notice to the Depositary. The Depositary has undertaken, in its turn, as soon as it is feasible, provided there are no Russian legal prohibitions, to distribute to ADR holders notice of such General Meeting, copies of voting materials (if and when received by the Depositary from the Company) and a statement as to the manner in which the instructions may be presented by ADR holders. To exercise their voting rights, ADR holders should provide relevant instructions to the Depositary. Because of the involvement of the Depositary, the process for exercising voting for ADR holders may be subject to delay. The Company cannot assure ADR holders that they will receive voting materials in time to enable them to return voting instructions to the Depositary in a timely manner. ADRs, for which the Depositary does not receive timely voting instructions, will not be considered for voting purposes.

Voting at the General Meeting of Shareholders is based on the principle of "one share — one vote", unless otherwise provided for by the Federal Law. The members of the Company's Board of Directors are elected by a cumulative vote, with the number of votes held by each shareholder multiplied by the number of persons to be elected to the Board of Directors.

DIVIDENDS DISTRIBUTION

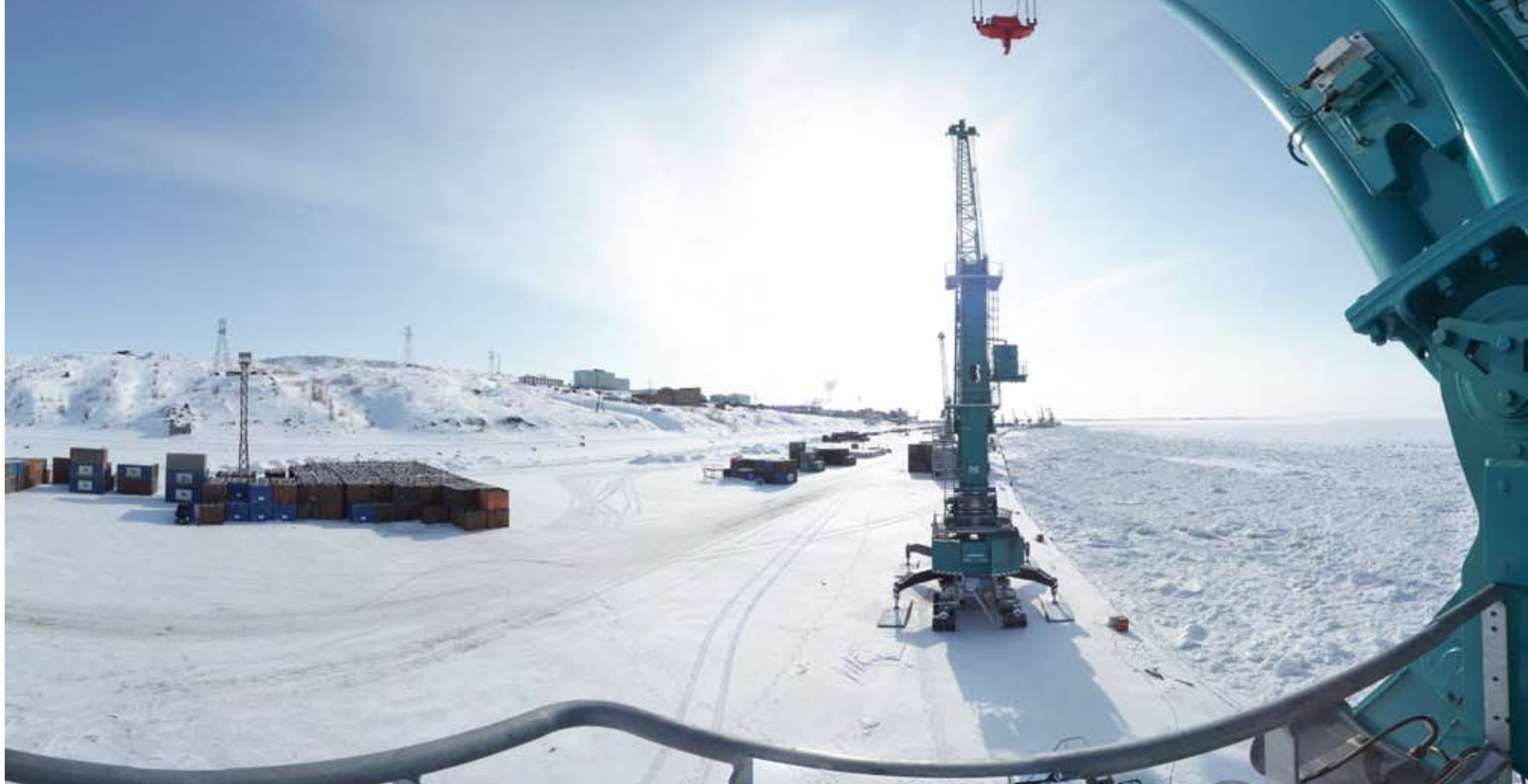
According to the Norilsk Nickel Dividend Policy, approved by the Board of Directors in 2002, the Company strives to distribute up to 20%-25% of net profit for the year, calculated in accordance with IFRS, in form of dividends.

The decision to distribute dividends on the Company's shares is taken by the General Meeting of Shareholders based on the recommendation of the Board of Directors. The Company pays dividends via postal and/or bank transfer. The method of dividend payment to a particular shareholder is indicated in the registered person questionnaire to be completed and signed by each shareholder that has an account in the Company's shareholder register. The shareholders may submit the registered person questionnaire to the offices of the Company's registrar, CJSC National Registry Company, which is located at the addresses specified in the Contact Information section of this report.

If a shareholder opts to receive dividends via bank transfer, the registered-person questionnaire should specify the full details of a bank account opened at any bank in the Russian Federation. The Company announces its dividends in rubles.

In accordance with Article 42 of the Federal Law, the timing of the dividend distribution is established by the Charter or a resolution of the General Meeting of Shareholders on the distribution of dividends. In the event the Charter does not specify the timing for dividend distribution, such timing should not exceed 60 days from the decision on dividend distribution. The list of persons entitled to dividends is compiled as of the date of preparation of the list of persons eligible to participate in the General Meeting of Shareholders which decides on distribution of respective dividends.

Based on the financial and operating results of the Group for 2009, the Board of Directors proposed for approval at the Annual General Meeting of Shareholders to be held on 28 June 2010 dividends for 2009 in the amount of 210 rubles per ordinary share. Therefore, the total sum of dividends shall amount to 1.325 billion US dollars or 50% of net profit under IFRS.



DESCRIPTION OF THE TAXATION PROCEDURE FOR INCOME RECEIVED BY LEGAL ENTITIES AND INDIVIDUALS ON SECURITIES IN ACCORDANCE WITH LEGISLATION OF THE RUSSIAN FEDERATION

Income received on securities is taxed in accordance with the effective Russian tax legislation (Chapter 23, Personal Income Tax, and Chapter 25, Corporate Income Tax, of the Russian Tax Code (hereinafter — Tax Code)).

1. Taxation of Income from the Sale of Securities

1.1. Taxation of Individual Income from the Sale of Securities

The taxation procedure for income of individuals from the sale of securities is established by Article 214-1 of the Tax Code.

Income (loss) on the purchase and sale of securities is defined as the aggregate income on all transactions with securities of the respective category made within a tax period, net of losses.

Income (loss) on the purchase and sale of securities is defined as the difference between the sales proceeds and the documented expenses on the purchase, sale and holding of securities actually incurred by the taxpayer.

The documented expenses may be deducted by a taxpayer when the tax is being calculated and paid to the budget at the source of disbursement of income (a broker, trustee, unit investment trust

management company or another person accomplishing transactions under an agency agreement or another agreement of a similar nature for the taxpayer's benefit), or upon the expiration of the tax period when the tax return is filed with the tax authorities.

The tax base on securities sale and purchase transactions is determined as the income earned based on the results of the tax period in respect to transactions with securities.

The tax base on securities sale and purchase transactions is determined after the end of the tax period. The tax is calculated and paid by the tax agent after the end of the tax period or upon distribution of funds to the taxpayer before the expiration of the tax period.

In this case, as well as when the sale and purchase of securities took place without involvement of a person recognized as a tax agent, the tax shall be paid by the taxpayer (Article 228 of the Tax Code) on the basis of a tax return (Article 229 of the Tax Code) filed with the tax authorities.

The tax rate established for this type of income for individuals resident in Russia for tax purposes is 13% (Article 224 of the Tax Code).

The tax rate established for this type of income for individuals who are not residents in Russia for tax purposes is 30% (Article 224 of the Tax Code).



1.2. Taxation of Income of Legal Entities from the Sale of Securities

The taxation procedure for the income of legal entities from the sale of securities is established by Article 280 of the Tax Code.

The Tax Code establishes a special procedure to account for profit and loss of securities sold.

A taxpayer's income on the sale or other disposal of securities (including redemption) is determined on the basis of the price of sale or other disposal of securities plus the amount of accumulated interest (coupon) income paid by the buyer to the taxpayer, and the interest (coupon) income paid to the taxpayer by the issuer.

Expenses incurred on the sale (or other disposal) of securities are defined by reference to the price of the acquisition of the security (including expenses on the acquisition), expenses on its sale and the amount of accumulated interest (coupon) income paid by the taxpayer to the seller. However, these expenses do not include sums of accumulated interest (coupon) income previously taken into account in tax obligations.

The tax base for a securities transaction is determined separately by the taxpayer. The taxpayers (with the exception of professional securities markets participants carrying out dealing activity) determine the tax base for transactions with securities traded on organized securities markets separately from the tax base for transactions with securities not trading on the organized securities market.

Taxpayers who have incurred losses from securities transactions in the previous tax period(s) may reduce the current period's tax base on securities transactions (carry forward the loss) in the manner established by the Tax Code of the Russian Federation.

The tax rate established for legal entities is 20% (Article 284 of the Tax Code of the Russian Federation), except for cases individually provided for by the Tax Code of the Russian Federation.

Foreign entities not operating in Russia through a permanent establishment and receiving income from sources in the Russian Federation, in particular income from the sale of shares in Russian companies with more than 50% of assets composed of immovable property located in the Russian Federation and financial instruments derived from such shares, are taxed by withholding tax (Article 309 of the Tax Code). In this case, the source of income payment acts as the tax agent liable to assess, withhold and remit tax to the budget indicating the type of income (Articles 309 and 310 of the Tax Code).

When determining the tax base for this income, it may be reduced by expenses incurred in the manner specified in the Tax Code (Article 309 of the Tax Code).

In this case, the difference between income from the sale of shares and expenses of the foreign entity from their sale is liable to tax at the rate of 20% (Articles 310 and 284 of the Tax Code).



If these expenses are not deductible for tax purposes, income is taxed at 20% (Articles 310 and 284 of the Tax Code).

2. Taxation of Dividends Received on Securities

2.1. Taxation of Dividends Received on Securities Owned by Individuals

The taxation procedure for dividend income of individuals in terms of income from participatory interest in a company is established by Article 214 of the Tax Code.

If the source of a taxpayer's dividend income is a Russian entity, the entity is recognized as the tax agent and shall calculate the tax for each taxpayer separately, according to rate applicable to each payment of the indicated income as established by the Tax Code, taking into account the specific circumstances established by the Tax Code (Article 275 of the Tax Code).

The tax rate is equal to 9% in relation to income derived from equity participation in the activity of organizations and which is received in the form of dividends by individuals who are tax residents of the Russian Federation (Article 224 of the Tax Code).

The tax rate is equal to 15% in relation to income derived from equity participation in the activity of organizations and which is received in the form of dividends by individuals who are not tax residents of the Russian Federation (Article 224 of the Tax Code).

2.2. Taxation of Dividends Received on Securities by Legal Entities

The tax base for income received from equity participations in other entities is regulated by Article 275 of the Tax Code.

If a Russian tax agent pays dividends to a foreign entity and/or individual not resident in the Russian Federation, the tax base of the dividend recipient for each disbursement is determined as the amount of dividends distributed and is liable to a tax rate established by the Tax Code (Article 224 and Article 284 of the Tax Code).

If a Russian tax agent distributes dividends to a Russian entity and/or individual resident in the Russian Federation for tax purposes, the tax base is determined in accordance with the special rules provided by the Tax Code (Clause 2 of Article 275 of the Tax Code).

Dividend income is taxed at the following rates (Article 284 of the Tax Code):

- 0% — on dividend income received by Russian entities provided that at the date of the decision on dividend distribution the recipient has been continuously holding at least 50% of the equity of the entity distributing dividends, or depositary receipts entitling it to dividends equal to at least 50% of the total dividends distributed by the entity for at least 365 days and also provided that the share in the equity of the entity distributing dividends or depositary receipts entitling to dividends was acquired for an amount exceeding RUB 500 million.



This provision applies subject to the special provisions established by the Russian Tax Code;

- 9% — on dividend income received from Russian and foreign entities by Russian entities which do not meet the criteria established by the Russian Tax Code for a 0% tax rate on dividends;
- 15% — on dividends received from Russian entities by foreign entities.

3. Peculiarities of Dividend Income Taxation Established by the Russian Tax Code

The Tax Code establishes a special procedure for assessing the tax which the Russian tax agent shall withhold and pay to the budget on dividend income paid to shareholders resident in Russia for tax purposes.

If the income is paid by a Russian entity, such entity is treated as the tax agent and shall assess the tax on the following basis:

The tax amount subject to deduction from the income of a taxpayer — recipient of dividends shall be calculated by the tax agent according to the following formula:

$$T = R \times Tr \times (d - D),$$

where:

T — is the amount of tax to be withheld;

R — is the ratio between dividends distributable to the dividend recipient and the total amount of dividends to be distributed by the tax agent;

Tr — the appropriate tax rate established by the Tax Code;

d — total amount of dividends distributed by the tax agent to all of the dividend recipients;

D — total amount of dividends received by the tax agent in the current reporting (tax) period and the previous reporting (tax) period (with the exception of revenue received in the form of dividends which are subject to a 0% tax rate) by the time of dividend distribution to dividend recipients provided that such dividends were not earlier taken into account in determining the tax base for dividend income received by the tax agent.

If T has a negative value, then no tax liability arises and no reimbursement from the budget is made.

4. Taxation of Income from Securities on the Basis of International Treaties

If a tax treaty of the Russian Federation which contains provisions concerning taxation establishes rules and standards other than those provided by the Russian Tax Code or other tax regulations adopted in accordance with it, the terms and provisions of the tax treaties of the Russian Federation shall prevail (Article 7 of Tax Code). The procedure of confirming the right to apply provisions of international treaties is established by the Tax Code of the Russian Federation.