



# **НОРИЛЬСКИЙ НИКЕЛЬ**

ГОРНО-МЕТАЛЛУРГИЧЕСКАЯ КОМПАНИЯ  
ОТКРЫТОЕ АКЦИОНЕРНОЕ ОБЩЕСТВО

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## **NOTICE**

### **on convening an Annual General Meeting of the shareholders of OJSC MMC Norilsk Nickel**

Dudinka, Krasnoyarsk Territory, Russian Federation.

#### ***DEAR SHAREHOLDERS,***

Annual General Meeting of the shareholders of OJSC MMC Norilsk Nickel will be held on June 06, 2013, in Bolshoi Petrovsky hall of PRESIDENT HOTEL at the following address: 24 Bolshaya Yakimanka str., Moscow. In accordance with p.7 of Article 53 of the Federal Law on Joint-Stock Companies, items were included in the Agenda at the discretion of the Company's Board of Directors.

The form of the Annual General Meeting of the Company's shareholders is in-person meeting (joint presence of shareholders).

Registration of shareholders will begin at 11:00 (local time).

The Annual General Meeting of the Company's shareholders will begin at 13:00 (local time).

#### **AGENDA :**

- 1. Approval of 2012 Annual Report of OJSC MMC Norilsk Nickel.**
- 2. Approval of 2012 Annual Accounting Statements of OJSC MMC Norilsk Nickel, including Profit and Loss Statements.**
- 3. Approval of 2012 Consolidated Financial Statements of OJSC MMC Norilsk Nickel, prepared in compliance with International Financial Reporting Standards (IFRS).**
- 4. Distribution of OJSC MMC Norilsk Nickel's 2012 profits and losses, including distribution (declaration) of dividends on OJSC MMC Norilsk Nickel shares for 2012.**
- 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. Approval of the Auditor of Consolidated Financial Statements of OJSC MMC**

Norilsk Nickel, prepared in compliance with International Financial Reporting Standards (IFRS).

9. Remunerations and reimbursement of expenses to Independent Directors – members of OJSC MMC Norilsk Nickel Board of Directors.
10. Approval of interrelated interested party transactions, whereby the members of the Board of Directors and Management Board of MMC Norilsk Nickel shall be indemnified against damages.
11. 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.
12. On reducing the Charter capital of OJSC MMC Norilsk Nickel.
13. Approval of the new version of the Charter of MMC Norilsk Nickel.
14. Interested party transaction between the Company and CJSC NORMETIMPEX (Additional Agreement № 1 and order to the commission agreement №NN/1001-2009 of 21.12.2009).
15. Interested party transaction between the Company and OJSC Sberbank of the Russian Federation.
16. Interested party transaction between the Company and OJSC Sberbank of the Russian Federation and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG.
17. Interested party transaction between the Company and OJSC Kola MMC (Renewed Loan Agreement).

**The Company's Board of Directors hereby informs of the following:**

- Pursuant to Art. 56, par.1 of the Federal Law On Joint Stock Companies, CJSC Computershare Registrar 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 based on the Register of the Company shareholders as of April 30, 2013;
- Registration of shareholders or their proxies will start at 11:00 (local time), June 06, 2013 in Bolshoi Petrovsky hall of PRESIDENT HOTEL at the address: 24 Bolshaya Yakimanka str., Moscow;
- Registration of persons, who are eligible to participate in the general meeting but did not register to participate in the general meeting prior to its opening, does not stop before the end of discussion on the last item of the agenda, for which quorum is present;
- The Company does not provide for shareholders' transportation to the place of meeting;
- If a shareholder cannot attend the meeting at the location where it is held, such shareholder may participate in voting at the Annual General Meeting of the Company's Shareholders as follows:
  - ⇒ **by sending a completed and signed voting ballot to the following address:**
    - \* CJSC Computershare Registrar, p.o. box 82, Moscow, 121108
  - ⇒ **or by delivering it in person to one of the following addresses:**
    - \* CJSC Computershare Registrar, 8 Ivan Franco str., Moscow 121108, tel.: (495) 926-81-60;

- \* Norilsk branch of the CJSC Computershare Registrar, 16 Leninsky pr., Norilsk, Krasnoyarsk region, 663301, tel.: (3919) 42-21-51;
  - \* 194044, St. Petersburg, Belovodsky lane, 6, St. Petersburg branch of CJSC Computershare Registrar, tel. (812) 541-8248;
  - \* Krasnoyarsk branch of CJSC Computershare Registrar, 113 Lenin str., office 205, Krasnoyarsk 660017, tel.: (391)274-60-73/63;
  - \* OJSC Kola MMC, 1a pr. Metallurgov, room 311, Monchegorsk, 184511, tel.: (81536) 7-71-25;
  - \* OJSC Kola MMC, 4a Leningrad str., room 9, Zapolarny (Nickel), 184430, tel.: (81554) 3-89-18.
- Only ballots received by the Company (at the above addresses) not later than 2 days prior to the day of the meeting shall be counted in establishing the quorum of the Annual General meeting of the 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 shareholder of the Company - a legal entity at the General meeting of the 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 (duly certified 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 the addresses specified for personal delivery of the ballots between 10.00 and 17.00 (local time) on every working day starting from May 16, 2013.

**The Board of Directors of OJSC MMC Norilsk Nickel**