



# **НОРИЛЬСКИЙ НИКЕЛЬ**

ГОРНО-МЕТАЛЛУРГИЧЕСКАЯ КОМПАНИЯ  
ОТКРЫТОЕ АКЦИОНЕРНОЕ ОБЩЕСТВО

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## **NOTICE**

### **on convening an Annual General Meeting of the shareholders of Mining & Metallurgical Company Norilsk Nickel Open Joint Stock Company**

Dudinka, Krasnoyarsk Territory, Russian Federation.

#### ***DEAR SHAREHOLDERS!***

Annual General Meeting of the shareholders of OJSC MMC Norilsk Nickel will be held on May 13, 2015 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 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).

#### **A G E N D A :**

- 1. Approval of 2014 annual report of MMC Norilsk Nickel.**
- 2. Approval of OJSC MMC Norilsk Nickel's Annual Accounting Statements, including the Company's report on financial results for 2014.**
- 3. Approval of the OJSC MMC Norilsk Nickel 2014 consolidated financial statement.**
- 4. Distribution of profit and loss of OJSC MMC Norilsk Nickel for 2014 including payment (declaration) of dividends on shares of OJSC MMC Norilsk Nickel for 2014.**
- 5. Election of members of the Board of Directors of OJSC MMC Norilsk Nickel.**
- 6. Election of members of 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 the consolidated financial statement of OJSC**

**MMC Norilsk Nickel.**

- 9. Remunerations and reimbursement of expenses to members of OJSC MMC Norilsk Nickel Board of Directors.**
- 10. Remuneration of the members of the Company's Revision commission.**
- 11. Approval of interested party transactions related to compensation of the losses of the members of the Board of Directors and the members of the Management Board of OJSC MMC Norilsk Nickel.**
- 12. 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.**
- 13. Approval of the new version of the Charter of OJSC MMC Norilsk Nickel.**
- 14. Participation of OJSC MMC Norilsk Nickel in Non-commercial partnership "Association of energy consumers".**
- 15. Approval of interested party transaction between the Company and JSC NORMETIMPEX (conclusion of the order to the Commission Agreement No. NN/1001-2009 dd 21.12.2009).**
- 16. On interested party transactions which may be effected in future as part of the Company's ordinary course of business.**

**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 14, 2015;
- Registration of shareholders or their proxies will start at 11:00 (local time), May 13, 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, shall not end 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 3, Moscow, 109440,
  - ⇒ **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, 663305, tel.: (3919) 42-21-51;
    - \* St.-Petersburg branch of the CJSC Computershare Registrar, 6 Belovodsky lane, Saint Petersburg, 194044, tel.: (812) 541-8248;
    - \* Krasnoyarsk affiliate of CJSC Computershare Registrar, Krasnoyarsk, 94 Mira pr., Office 314, (Voskresensky office center), 660017, tel. (391) 216-51-01;

- \* OJSC Kola MMC, 1a pr. Metallurgov, room 311, Monchegorsk, 184511, tel.: (81536) 7-71-25;
- \* OJSC Kola MMC, 4a Leningradskaya 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;
- For the purposes of registration for participation in the Meeting:
  - individuals (physical persons) shall produce their personal identification documents to the Teller Commission;
  - legal entities shall submit to the Teller Commission the documented proof of the authority of a person acting on behalf of such legal entity without a power of attorney;
  - shareholders' representatives acting under the provisions of the federal laws or certificates issued by the respective bodies of state authority or self-government shall submit to the Teller Commission the documented proof of their appointment to the respective offices;
  - representatives of the persons, who are on the list of persons eligible to participate in the Meeting, shall submit to the Teller Commission a voting proxy executed and attested in such manner as may be prescribed by the effective laws;
  - successors/assigns of the persons eligible to participate in the Meeting shall submit to the Teller Commission the documented proof of their authority;
- 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 working days starting from April 23, 2015.

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