



# **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 29, 2012, 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).

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

- 1. Approval of MMC Norilsk Nickel's 2011 Annual report.**
- 2. Approval of MMC Norilsk Nickel's 2011 Annual Accounting Statements including Profit and Loss Statements.**
- 3. Appropriation of MMC Norilsk Nickel's profit and loss for 2011, including payment (announcement) of the dividends based on the results of 2011 financial year.**
- 4. Election of MMC Norilsk Nickel's Board of Directors members.**
- 5. Election of MMC Norilsk Nickel's Revision Commission members.**
- 6. Auditor's approval of MMC Norilsk Nickel's Russian accounting statements.**
- 7. Approval of the Auditor of the consolidated financial accounting drawn up in line with the international patterns of financial accounting of OJSC MMC Norilsk Nickel.**
- 8. Remunerations and expenses reimbursement to independent directors – members of MMC Norilsk Nickel's Board of Directors.**
- 9. Approval of inter-related interested party transactions on expenses**

**reimbursement to the members of MMC Norilsk Nickel's Board of Directors and Management Board.**

**10. Approval of an interested party transaction on OJSC MMC Norilsk Nickel's Board of Directors and Management Board members liability insurance.**

**The Company's Board of Directors hereby notifies as follows:**

- Pursuant to 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 of April 24, 2001, CJSC Compyutersher Registrar (previous name - CJSC National Registry 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 based on the Register of the Company shareholders as of May 24, 2012;
- Registration of shareholders or their proxies will start at 11:00 (local time), June 29, 2012 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 Compyutersher Registrar, p.o. box 82, Moscow, 121108
  - ⇒ **or by delivering it in person to one of the following addresses:**
    - \* CJSC Kompyutersher Registrar, 8 Ivan Franco str., Moscow 121108, tel.: (495) 926-81-60;
    - \* Norilsk branch of the CJSC Compyutersher Registrar, 16 Leninsky pr., Norilsk, Krasnoyarsk region, 663301, tel.: (3919) 42-21-51;
    - \* St.-Petersburg branch of the CJSC Compyutersher Registrar, 4a Izmailovsky pr., office 314, Saint Petersburg, 190005, tel.: (812) 346-7408;
    - \* Krasnoyarsk branch of CJSC Compyutersher Registrar, 113 Lenin str., 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 (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 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 June 8, 2012.

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