



# NORILSK NICKEL

MINING AND METALLURGICAL COMPANY  
JOINT STOCK COMPANY

## NOTICE

### on convening an Extraordinary General Meeting of the shareholders of MMC Norilsk Nickel

Dudinka, Krasnoyarsk Territory, Russian Federation.

#### DEAR SHAREHOLDERS,

Pursuant to the requirement of Gershvin Investments Corp. Limited, the owner of 47,656,938 ordinary shares of MMC Norilsk Nickel, which makes over 10 % of outstanding voting shares of MMC Norilsk Nickel, the Board of Directors adopted a resolution (protocol No. ГМК/34-пр-сд of 15.10.08) to convene an Extraordinary General Meeting of Shareholders of MMC Norilsk Nickel on December 26, 2008.

The Meeting will be held in Bolshoi Petrovsky conference room of PRESIDENT-HOTEL at the address: Moscow, Bolshaya Yakimanka, 24.

The Extraordinary General Meeting of shareholders will be held in the form of in-person meeting.

Registration of shareholders will begin at 9:00 (local time).

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

#### AGENDA:

**1. Pre-term termination of powers of the Board of Directors OJSC MMC Norilsk Nickel.**

*The agenda item was proposed by Gershvin Investments Corp. Limited, the shareholder that owns more than 10 % of outstanding voting shares of MMC Norilsk Nickel.*

**2. Elections to the Board of Directors of OJSC MMC Norilsk Nickel pursuant to the existing law and the internal documents of the Company.**

*The agenda item was proposed by Gershvin Investments Corp. Limited, the shareholder that owns more than 10 % of outstanding voting shares of 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 Extraordinary General Meeting of shareholders of the Open Joint-Stock Company MMC Norilsk Nickel dated April 24, 2001, CJSC National Registry Company will perform the functions of the Counting Commission of the Company.*
- *The list of persons eligible to participate in the extraordinary General meeting is compiled upon the Register of the Company shareholders as of October 15, 2008;*
- *Registration of shareholders or their proxies will start at 9:00 (local time) of December 26, 2008 in*

*the Bolshoi Petrovsky conference room of PRESIDENT-HOTEL at the address: Moscow, Bolshaya Yakimanka, 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 Registry 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. (495) 440-63-45;
    - ★ Norilsk branch of the Closed Joint-Stock Company National Registry Company, 16 Leninsky pr., Norilsk, Krasnoyarsk region, 663301, ph. (3919) 42-21-51;
    - ★ St.-Petersburg branch of the Closed Joint-Stock Company National Registry Company, 4a Izmailovsky pr., office 314, Saint Petersburg, 190005, ph. (812) 346-74-08;
    - ★ East-Siberian Subsidiary Office of OJSC JSCB ROSBANK, Mira St.7 A, Krasnoyarsk, Russia 660049; phone: (3912) 74-76-90;
    - ★ Monchegorsk Subsidiary Office of OJSC JSCB ROSBANK 45a, bldg.2, pr. Metallurgov, Monchegorsk, Murmansk region, 184500, ph. (81536) 7-28-01, 7-23-13;
    - ★ Zapolarny Subsidiary Office of OJSC JSCB ROSBANK, 1a ul. Lenina, Zapolarny, Murmansk region, 184430, ph. (81554) 7-38-30.
- *Only ballots received by the Company (at the above addresses) not later than 2 days prior to the date 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 EGM 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 December 5, 2008.*

**Board of Directors of MMC Norilsk Nickel**