

**PLEASE CAREFULLY READ THE INSTRUCTIONS ATTACHED HERETO BEFORE COMPLETING AND
SUBMITTING THE COMMON SHARES LETTER OF TRANSMITTAL**

This document should be read in conjunction with the Offer Memorandum dated September 27, 2011 (the “**Offer Memorandum**”), which, together with this Common Shares Letter of Transmittal (the “**Common Shares Letter of Transmittal**”) and the ADS Letter of Transmittal and any amendments or supplements thereto, contain the proposed offer to purchase for cash of up to 14,705,882 issued and outstanding shares of common stock of OJSC MMC Norilsk Nickel (“**Norilsk Nickel**”), nominal value 1.00 ruble per share (the “**Common Shares**”), including Common Shares represented by American Depositary Shares (“**ADSs**”, and together with the Common Shares, the “**securities**”) by Norilsk Nickel Investments Ltd. (“**NN Investments**”), a direct wholly owned subsidiary of Norilsk Nickel (the “**Offer**”). Unless the context requires otherwise, the definitions used in the Offer Memorandum apply in this Common Shares Letter of Transmittal. All terms and conditions contained in the Offer Memorandum applicable to Common Shares are deemed to be incorporated in and form part of this Common Shares Letter of Transmittal (including with respect to procedures for submitting the Common Shares Letter of Transmittal and transfer of Common Shares).

COMMON SHARES LETTER OF TRANSMITTAL

to Tender Common Shares

of

OJSC MMC Norilsk Nickel

Pursuant to the Offer Memorandum dated September 27, 2011

by

Norilsk Nickel Investments Ltd.

a direct wholly-owned subsidiary of

Norilsk Nickel

*with respect to a proposed offer to purchase for cash of up to 14,705,882 of the Common Shares, including ADSs represented by
Common Shares*

THE OFFER TO PURCHASE WILL EXPIRE AT 4:00 P.M., MOSCOW TIME, ON OCTOBER 28, 2011 (OR 8:00 A.M., NEW YORK CITY TIME, ON OCTOBER 28, 2011), UNLESS THE EXPIRATION TIME IS EXTENDED BY NN INVESTMENTS (THE “EXPIRATION TIME”).

DULY COMPLETED COMMON SHARES LETTERS OF TRANSMITTAL, AS WELL AS ANY DOCUMENTS TO BE DELIVERED TOGETHER WITH THE COMMON SHARES LETTERS OF TRANSMITTAL, MUST BE RECEIVED BY CLOSED JOINT-STOCK COMPANY “COMPUTERSHARE REGISTRAR” (“COMPUTERSHARE”) AT THE ADDRESSES INDICATED IN THE OFFER MEMORANDUM AND IN ACCORDANCE WITH THE INSTRUCTIONS HERETO BY THE EXPIRATION TIME DURING NORMAL BUSINESS HOURS OF COMPUTERSHARE.

This Common Shares Letter of Transmittal is to be used only by securityholders tendering Norilsk Nickel Common Shares that are considered owners of Common Shares under Russian law, including persons registered as “holders” in the Register (as defined below) and persons having depo accounts with Russian depositories, as well as by securities trustees and Russian nominee holders appointed by the owners (hereinafter also referred to as “shareholders”). Shareholders should consult with their brokers, legal counsel, financial and tax advisers to determine whether to tender their securities, and if so, how many securities to tender and in what combination.

If the shareholder tendering Common Shares is an individual, Common Shares Letter of Transmittal Form No. 1 should be completed.

If the shareholder tendering Common Shares is a legal entity, Common Shares Letter of Transmittal Form No. 2 should be completed.

Note: Prior to completing the Common Shares Letter of Transmittal and submitting it and other required documents to Computershare, please read the attached instructions and the Offer Memorandum carefully. Incorrectly or unduly completed Common Shares Letters of Transmittal or Common Shares Letters of Transmittal submitted without the required documents will not be accepted.

**ONLY THE RUSSIAN LANGUAGE FORM OF THE COMMON SHARES LETTER OF TRANSMITTAL,
COMPLETED IN THE RUSSIAN LANGUAGE, WILL BE CONSIDERED**

Form No. 1 for Shareholders — Individuals

**THIS IS AN ENGLISH TRANSLATION
OF THE FORM IN THE RUSSIAN LANGUAGE
TO BE COMPLETED IN RUSSIAN**

COMMON SHARES LETTER OF TRANSMITTAL

Name in full of individual shareholder

I.D. document:

Name of document, series, number, issuing authority and date of issue

Residential address (registration):

Apt. No., street name and number, city, region, country, postal code

Postal address (mailing address):

Apt. No., street name and number, city, region, country, postal code

Telephone number (including international code) and e-mail address (if any):

being a holder of ordinary registered common shares of OJSC MMC Norilsk Nickel ("Common Shares") in the amount of

amount in numbers and words

pursuant to the terms of the Offer Memorandum dated September 27, 2011 concerning the intent of Norilsk Nickel Investments Ltd. ("NN Investments") to purchase Common Shares hereby expresses his wish to sell to NN Investments Common Shares in the amount of

amount in numbers and words

My shares are registered on a depo account with a nominee holder*:

(specify the name of the nominee holder that is registered with the register of OJSC "MMC "Norilsk Nickel")

depository agreement and inter-depository agreements, details of the

* This information should be provided by the shareholders whose shares are registered on depo accounts opened with depositories (nominee holders).

Details of my Ruble bank account (Ruble bank account of my agent (authorized representatives)) in an authorized Russian bank for the transfer of funds in payment for the Common Shares to be set forth in the Share Purchase Agreement for Common Shares:

Bank Details for Money Transfer to the Bank Account as the Consideration for the Purchased Securities:	
Recipient:	
Bank:	
Name of Bank Branch (if any):	
Bank's Address:	
Personal Account (for Individuals):	
Current (Ruble) Account (for Individuals / Legal Entities):	
Correspondent Account:	
BIC:	
INN:	
KPP:	

It is hereby confirmed that the Common Shares held by the shareholder constitute an Odd Lot (as this term is defined in the Offer Memorandum):

Yes

No

(please tick the

appropriate box)

Representing that you hold Common Shares constituting an Odd Lot, you hereby confirm that you beneficially own 100 Common Shares or less. You further confirm that you have read all the terms and conditions of the Offer (including the terms and conditions and deadlines for the purchase of the Common Shares) set forth in the Offer Memorandum and instructions hereto, which are known to you and understood and with which you are fully in agreement. Furthermore, you acknowledge that the number of Common Shares to be purchased by NN Investments from each shareholder submitting a Common Shares Letter of Transmittal shall be established in accordance with the Offer Memorandum. If the total number of Common Shares tendered, including Common Shares represented by ADSs, exceeds 14,705,882, the number of securities to be purchased from each securityholder shall be determined on a pro-rata (proportional) basis based on the ratio of 14,705,882 securities planned to purchase and the total number of securities tendered for purchase, except for the total number of Common Shares (including Common Shares represented by ADSs) tendered as Odd Lots, i.e. equal to 100 or less Common Shares and 1000 or less ADSs. The number of Common Shares that will be purchased from a securityholder may not be less than one Common Share. Should the calculated number of Common Shares turn out to be a fraction, it shall be rounded down to the nearest whole number. You hereby confirm your agreement with the terms and conditions of the Offer Memorandum and undertake to complete the transfer of Common Shares as set forth therein and not to transfer Common Shares tendered pursuant to this Common Shares Letter of Transmittal until the share purchase agreement in respect of the tendered Common Shares is executed in accordance with the terms and conditions of the Offer Memorandum.

Signature

Name in full of shareholder or authorized representative acting on behalf of the shareholder on the basis of a power of attorney

Acting on the basis of

Type, number and date of issue of document confirming the authority of the authorized representative acting on behalf of the shareholder

_____, 20__

Note: The shareholder submitting the Common Shares Letter of Transmittal or his/her authorized representative must, not later than ten (10) Russian business days from the fourth Russian business day following the Expiration Time, appear at the office of Computershare to which such shareholder originally submitted his Common Shares Letter of Transmittal to sign a share purchase agreement, obtain an original or faxed copy of the share purchase agreement signed on behalf of NN Investments and sign a transfer order, if applicable, to transfer the tendered Common Shares to NN Investments. If a shareholder does not collect an original or faxed copy of the share purchase agreement, signed on behalf of NN Investments, and, if applicable, does not sign the transfer order within seven (7) Russian business days following the date of expiration of the above ten (10) business day period, such shareholder will not be entitled to transfer his/her Common Shares to NN Investments. Any Common Shares transferred to NN Investments by shareholders in breach of the procedures set forth in the Offer Memorandum, instructions hereto and respective share purchase agreements will not be accepted and paid for by NN Investments and will be returned by NN Investments to the respective shareholders (holders of Common Shares).

**Form No. 2 for Shareholders — Legal Entities
THIS IS AN ENGLISH TRANSLATION
OF THE FORM IN THE RUSSIAN LANGUAGE
TO BE COMPLETED IN RUSSIAN**

COMMON SHARES LETTER OF TRANSMITTAL

Name in accordance with the company charter, including form of incorporation and jurisdiction

Details of state registration:

number and date of registration, issuing authority

INN, KPP, OKPO code, OKVED codes (for Russian legal entities); registration number (for foreign legal entities)

Registered office:

Postal address, telephone, fax, e-mail:

being a holder of ordinary registered common shares of OJSC MMC Norilsk Nickel (“Common Shares”) in the amount of

amount in numbers and words

pursuant to the terms of the Offer Memorandum dated September 27, 2011 concerning the offer to purchase Common Shares hereby expresses its wish to sell to Norilsk Nickel Investments Ltd. (“NN Investments”) Common Shares in the amount of

amount in numbers and words

Our shares are registered on a depo account with a nominee holder*:

(specify the name of the nominee holder that is registered with the register of OJSC “MMC “Norilsk Nickel”)

details of the depository agreement and inter-depository agreements

* This information should be provided by the shareholders whose shares are registered on depo accounts opened with depositories (nominee holders).

Ruble account details in an authorized Russian bank for the transfer of funds in payment for Common Shares to be set forth in the share purchase agreement for Common Shares:

Bank Details for Money Transfer to the Bank Account as the Consideration for the Purchased Securities:	
Recipient:	
Bank:	
Name of Bank Branch (if any):	
Bank's Address:	
Personal Account (for Individuals):	
Current (Ruble) Account (for Individuals / Legal Entities):	
Correspondent Account:	
BIC:	
INN:	
KPP:	

It is hereby confirmed that the Common Shares held by the shareholder constitutes an Odd Lot (as this term is defined in the Offer Memorandum):

Yes No

(please tick the appropriate box)

Representing that you hold Common Shares constituting an Odd Lot, you hereby confirm that you beneficially own 100 Common Shares or less. You further confirm that you have read all the terms and conditions of the Offer (including the terms and conditions and deadlines for the purchase of the Common Shares) set forth in the Offer Memorandum and instructions hereto, which are known to you and understood and with which you are fully in agreement. Furthermore, you acknowledge that the number of Common Shares to be purchased by NN Investments from each shareholder submitting a Common Shares Letter of Transmittal shall be established in accordance with the Offer Memorandum. If the total number of Common Shares tendered, including Common Shares represented by ADSs, exceeds 14,705,882, the number of securities to be purchased from each securityholder shall be determined on a pro-rata (proportional) basis based on the ratio of 14,705,882 securities planned to purchase and the total number of securities tendered for purchase, except for the total number of Common Shares (including Common Shares represented by ADSs) tendered as Odd Lots, i.e. equal to 100 or less Common Shares or 1000 or less ADSs. The number of Common Shares that will be purchased from a securityholder may not be less than one Common Share. Should the calculated number of Common Shares turn out to be a fraction, it shall be rounded down to the nearest whole number. You hereby confirms his agreement with the terms and conditions of the Offer Memorandum and undertakes to complete the transfer of Common Shares as set forth therein and not to transfer Common Shares tendered pursuant to this Common Shares Letter of Transmittal until the share purchase agreement in respect of the tendered Common Shares is executed in accordance with the terms and conditions of the Offer Memorandum.

Signature

Name in full of (i) the company officer acting on behalf of the company without power of attorney and

Seal

position in accordance with the charter, or (ii) authorized representative acting on behalf of the company on the basis of a power of attorney

Acting on the basis of

Type, number and date of issue of document confirming the authority of the authorized representative acting on behalf of the shareholder

_____, 20__

Note: The shareholder submitting the Common Shares Letter of Transmittal or its authorized representative must, not later than ten (10) Russian business days from the fourth Russian business day following the Expiration Time, appear at the office of Computershare to which such shareholder originally submitted his Common Shares Letter of Transmittal to sign a share purchase agreement, obtain an original or faxed copy of the share purchase agreement signed on behalf of NN Investments and sign a transfer order, if applicable, to transfer the tendered Common Shares to NN Investments. If a shareholder does not collect an original or faxed copy of the share purchase agreement, signed on behalf of NN Investments, and, if applicable, does not sign the transfer order within seven (7) Russian business days following the date of expiration of the above ten (10) business day period, such shareholder will not be entitled to transfer its Common Shares to NN Investments. Any Common Shares transferred to NN Investments by shareholders in breach of the procedures set forth in the Offer Memorandum, instructions hereto and respective share purchase agreements will not be accepted and paid for by NN Investments and will be returned by NN Investments to the respective shareholders (holders of Common Shares).

**INSTRUCTIONS
FOR THE COMMON SHARES LETTER OF TRANSMITTAL
FORMING PART OF THE OFFER PURSUANT TO THE OFFER MEMORANDUM DATED
SEPTEMBER 27, 2010**

- I. PROCEDURE FOR SUBMITTING COMMON SHARES LETTERS OF TRANSMITTAL
1. Common Shares Letters of Transmittal must be submitted to Closed Joint-Stock Company “Computershare Registrar” (“Computershare”) between 4:00 p.m. Moscow time on September 28, 2011 and 4:00 p.m. Moscow time on October 28, 2011 subject to the provisions of section I item 3 below.
 2. Common Shares Letters of Transmittal may be submitted at any of the Computershare offices located at the following addresses:
 - 2.1 CJSC “Computershare Registrar”, address: Ul. Ivana Franko 8, Moscow, 121108 Russia, Tel.: +7 (495) 926-8160, Fax: +7 (495) 926-8178;
 - 2.2 Norilsk Branch of CJSC “Computershare Registrar”, address: Russia, Norilsk, Krasnoyarsky krai, Leninsky pr., 16, Tel.: +7 (3919) 42-50-25, Fax: +7 (3919) 42-6163;
 - 2.3 Saint-Petersburg Branch of CJSC “Computershare Registrar”, address: Russia, Saint-Petersburg, Izmailovsky pr., 4-A, Tel.: +7 (812) 346-7408; +7 (812) 346-7409, Fax: +7 (812) 346-7407;
 - 2.4 Novorossiysk Branch of CJSC “Computershare Registrar”, address: Russia, Krasnodarsky Krai, Novorossiysk, ul. Svobody, 1, bldg. 117, Tel.: +7 (8617) 64-29-00, +7 (8617) 60-10-33, Fax: +7 (8617) 64-29-00;
 - 2.5 Krasnoyarsk Branch of CJSC “Computershare Registrar”, address: Russia, Krasnoyarsk, ul. Lenina, 6, office 205, Tel.: +7 (391) 221-74-17, +7 (391) 274-60-63, +7 (391) 274-60-73, Fax: +7 (391) 221-74-17;
 - 2.6 Office 311, 3rd Floor, 1a Prospect Metallurgov, Monchegorsk, Russian Federation, Tel.: +7 (81536) 771-39.
 3. Common Shares will be considered properly tendered only with respect to those Common Shares Letters of Transmittal that will be **actually submitted to** Computershare at the addresses specified in section I item 2 above within normal business hours of Computershare before 4:00 p.m. Moscow time on October 28, 2011. Common Shares Letters of Transmittal which do not comply with this requirement will not be accepted and considered.

Computershare may cancel any Common Shares Letter of Transmittal if the purchase and transfer of the Common Shares specified in such Common Shares Letter of Transmittal cannot be performed on any grounds, including due to (i) the discovery of obvious signs that the Common Shares Letter of Transmittal may be forged or otherwise invalid, (ii) the number of Common Shares specified in the Common Shares Letter of Transmittal exceeding the number of Common Shares registered on the relevant account of the shareholder in the Register or the relevant depo account of the shareholder with the depository (see also section I, items 15 and 16), (iii) the Common Shares specified in the Common Shares Letter of Transmittal being blocked, encumbered or attached or having other restrictions on the rights and ability of the shareholder to transfer the Common Shares to NN Investments, (iv) submission of the Common Shares Letter of Transmittal by a shareholder (his authorized representative) who has already tendered Odd Lots.

4. In case Common Shares are tendered by shareholders that have **personal accounts** directly with the Norilsk Nickel shareholders’ register held by Computershare (the “**Register**”), Common Shares Letters of Transmittal may be submitted either (i) by shareholders directly (see section I item 7 below for the description of documents required) or (ii) by their authorized representatives acting on the basis of duly

executed powers of attorney (see section I item 8 below for the description of documents required and section I item 14 below for a general description of the required power of attorney).

5. In case Common Shares are registered on **the account of a licensed securities trustee** (i.e., a legal entity, being a professional securities market participant carrying out management over securities on the basis of the relevant license) registered with the Register, Common Shares Letters of Transmittal must be submitted by such licensed securities trustee on its own behalf with a reference that it is acting as a securities trustee. The securities trustee must provide documents with respect to itself set forth in section I item 7 below and perform other actions set forth by this Instruction with respect to the shareholders that are legal entities whose rights to Common Shares are recorded on personal accounts with the Register. By signing the Common Shares Letter of Transmittal the securities trustee represents that it is entitled to dispose of the Common Shares. In case Common Shares are registered on **the account of a trustee of rights** (as defined in FSFM Order No. 10-53/pz-n dated July 29, 2010), Common Shares Letters of Transmittal may be tendered either (i) by shareholders themselves (see section I item 7 below for the description of documents required) or (ii) by the shareholders' authorized representatives acting on the basis of duly executed powers of attorney issued by the shareholder (see section I item 8 below for the description of documents required and section I item 14 below for a general description of the required power of attorney).
6. In case Common Shares are registered on depo accounts opened with depositories acting as nominee holders, Common Shares Letters of Transmittal may be submitted either (i) by shareholders (securities trustees, if applicable) themselves (see section I item 10 below for the description of documents required) or (ii) by the nominee holders acting on the basis of duly executed powers of attorney issued by the shareholder (see section I item 9 below for the description of documents required and section I item 14 below for a general description of the required power of attorney), or (iii) authorized representatives of the shareholders (other than the nominee holders) acting on the basis of duly executed powers of attorney issued by the shareholder (see section I item 11 below for the description of documents required and section I item 14 below for a general description of the required power of attorney).

Shareholders tendering through their custodians or nominee holders are urged to consult their custodians and/or nominee holders on the applicable procedures.

7. ***Shareholders having personal accounts directly with the Register and submitting Common Shares Letters of Transmittal themselves*** must follow the following procedure:
 - 7.1 At the moment of submitting Common Shares Letter of Transmittal or prior to such date update their respective data with the Register and provide Computershare with any documents required for these purposes as may be requested by Computershare.
 - 7.2 Properly complete and sign Common Shares Letter of Transmittal.
 - 7.3 At the moment of submitting Common Shares Letter of Transmittal provide Computershare with:
 - a. in case such shareholders are individuals — their passport or other I.D. (as set forth (including with respect to the form of the document) in section I item 10.3a.i);
 - b. in case such shareholders are legal entities — document confirming appointment of the person (persons) submitting the Common Shares Letter of Transmittal to act on behalf of the shareholder without a power of attorney (as set forth in section I item 10.3b.iii below);
 - c. a set of documents in respect of the shareholder required to confirm the data on such shareholder and consisting of the same documents that would be required from such shareholder pursuant to the laws of the Russian Federation for the purposes of opening of a personal account with the Register (the list of such documents is set forth in section I item 10.3).

- 7.4 Comply with other requirements and provide other documents required by the Offer Memorandum and this Common Shares Letter of Transmittal.
8. ***Shareholders having personal accounts directly with the Register and instructing their authorized representatives to submit Common Shares Letters of Transmittal on their behalf*** shall follow the following procedure:
- 8.1 At the moment of submitting Common Shares Letter of Transmittal or prior to such date update their respective data with the Register and provide Computershare with any documents required for these purposes as may be requested by Computershare.
- 8.2 Issue a power of attorney to their authorized representative (see section I item 14 below for a general description of the power of attorney and the requirements thereto).
- 8.3 Authorized representatives submitting Common Shares Letter of Transmittal on behalf of the shareholders must:
- a. properly complete and sign Common Shares Letter of Transmittal; and
 - b. provide to Computershare their passport or other ID (same as under section I items 10.3a.i1) – 10.3a.i5) above) and the power of attorney duly issued to them;
 - c. provide Computershare with a set of documents in respect of the shareholder required to confirm the data on such shareholder and consisting of the same documents that would be required from such shareholder pursuant to the laws of the Russian Federation for the purposes of opening of a personal account with the Register (the list of such documents is set forth in section I item 10.3).
- 8.4 Comply with other requirements and provide other documents required by the Offer Memorandum and this Common Shares Letter of Transmittal.
9. ***Shareholders having depo accounts with a depository (nominee holder) and instructing their nominee holder to submit Common Shares Letters of Transmittal on their behalf*** shall follow the following procedure:
- 9.1 Issue a power of attorney to their nominee holder (see section I item 14 below for a general description of the power of attorney and the requirements thereto).
- 9.2 Nominee holder submitting Common Shares Letter of Transmittal on behalf of the shareholder must:
- a. complete Common Shares Letter of Transmittal indicating the full name (company name) and address or registered office of the shareholder whose Common Shares are being tendered;
 - b. provide Computershare with an extract from the depo account of the tendering shareholder with respect to the number of Common Shares held by such shareholder as of the date not more than five (5) business days preceding the date when the Common Shares Letter of Transmittal is submitted and, if the shareholder's depo account is held through a number of intermediate nominee holders, additionally provide a consolidated extract issued by the depository registered directly with the Register or a set of extracts or certificates providing Computershare with accurate information on the number of Common Shares held by the shareholder, and the total remaining Common Shares registered with the respective depository (nominee holder) in the Register as of any date within five (5) business days preceding the date when the Common Shares Letter of Transmittal is submitted;
 - c. provide Computershare with the respective power of attorney and their passport or other ID (same as under section I items 10.3a.i1) – 10.3a.i5) above);
 - d. provide Computershare with a set of documents in respect of the shareholder required to confirm the data on such shareholder and consisting of the same documents that would be

required from such shareholder pursuant to the laws of the Russian Federation for the purposes of opening of a personal account with the Register (the list of such documents is set forth in section I item 10.3).

9.3 Comply with other requirements and provide other documents required by the Offer Memorandum and this Common Shares Letter of Transmittal.

10. ***Shareholders having depo accounts with a depository (nominee holder) and electing to submit Common Shares Letters of Transmittal themselves*** shall follow the following procedure:

10.1 Properly complete and sign Common Shares Letter of Transmittal.

10.2 Provide Computershare with an extract from the depo account of such shareholder with the respective depository with respect to the number of Common Shares held by such shareholder as of the date not more than five (5) business days preceding the date when the Common Shares Letter of Transmittal is submitted (if the shareholder's Common Shares are held through a number of intermediate nominee holders, additionally provide a consolidated extract issued by the depository registered directly with the Register or a set of extracts or certificates from each of the depositories in the chain providing Computershare with accurate information on the number of Common Shares held by the shareholder, and the total remaining Common Shares registered with the respective depository (nominee holder) in the Register as of any date within five (5) business days preceding the date when the Common Shares Letter of Transmittal is submitted).

10.3 At the time of submission of the Common Shares Letter of Transmittal provide Computershare with a set of documents required to confirm the data on such shareholder and consisting of the same documents that would be required from such shareholder pursuant to the laws of the Russian Federation if such shareholder were to open a personal account with the Register, including:

a. ***with respect to individual shareholders:***

- i a passport or other I.D.:
 - 1) military service card, temporary military service card, or I.D. (for persons in military service);
 - 2) temporary I.D. of a citizen of the Russian Federation issued for the period during which a passport is being issued according to the procedure approved by the Russian Government;
 - 3) I.D. of a citizen of the Russian Federation, with which the citizen of the Russian Federation entered Russia under federal law governing entry to and exit from the Russian Federation (for persons with permanent residence outside the Russian Federation);
 - 4) seaman's passport (seaman's I.D.);
 - 5) passport of a foreign national or I.D. of a stateless person.

b. ***with respect to legal entities:***

- i copy of the company's charter, notarized or certified by the registration authority (and, if the tendering shareholder is a foreign legal entity, also legalized (by way of consular legalization or apostil) with a notarized Russian translation attached);
- ii copy of the company's certificate of state registration, notarized or certified by the registration authority (and, if the tendering shareholder is a foreign legal entity, also legalized (by way of consular legalization or apostil) with a notarized Russian translation attached);

- iii document confirming appointment of the person (persons) entitled to act on behalf of the securityholder without a power of attorney (either in original or in notarized copy or in a copy certified by the company's seal) (and, if the tendering shareholder is a foreign legal entity, also legalized (by way of consular legalization or apostil) with a notarized Russian translation attached);
- iv original or notarized copy of a bank card with the specimen signatures of the persons having a right of "first signature" and a sample of the company's seal. Signatures on the bank card must be notarized (and, if the tendering shareholder is a foreign legal entity, also legalized (by way of consular legalization or apostil) with a notarized Russian translation attached).

10.4 Comply with other requirements and provide other documents required by the Offer Memorandum and this Common Shares Letter of Transmittal.

11. ***Shareholders having depo accounts with a depository (nominee holder) instructing their authorized representatives (other than nominee holders) to submit Common Shares Letters of Transmittal on their behalf*** shall follow the following procedure:

11.1 Issue a power of attorney to their authorized representative (see section I item 14 below for a general description of the power of attorney and the requirements thereto).

11.2 Authorized representative submitting Common Shares Letter of Transmittal on behalf of the shareholder must:

- a. properly complete and sign Common Shares Letter of Transmittal;
- b. provide Computershare with:
 - i their passport or other ID (same as under section I items 10.3a.i 1) – 10.3a.i 5) above) and the power of attorney duly issued to them;
 - ii an extract from the relevant depo account of the tendering shareholder with respect to the number of Common Shares held by such shareholder, as indicated in section I item 10.2;
 - iii a set of documents in respect of the shareholder required to confirm the data on such shareholder and consisting of the same documents that would be required from such shareholder pursuant to the laws of the Russian Federation for the purposes of opening of a personal account with the Register (the list of such documents is set forth in section I item 10.3).

11.3 Comply with other requirements and provide other documents required by the Offer Memorandum and this Common Shares Letter of Transmittal.

12. Upon the request of a shareholder or its authorized representative Computershare shall issue to such shareholder or authorized representative a receipt for submitted documents.

13. Common Shares Letters of Transmittal must contain the details of the respective shareholder's ruble account with an authorized Russian bank, to which funds in payment for the Common Shares will be transferred in accordance with section III item 4 hereof. Letters of Transmittal which do not comply with this requirement will not be accepted and considered. **Please consult with your bank prior to providing bank account details to ensure that the terms of your bank account allow for the receipt of payment in rubles for the Common Shares.**

14. Powers of attorney issued by the shareholders to their authorized representatives (including nominee holders) must be notarized and issued in accordance with Art. 185 of the Civil Code of the Russian Federation.

In the case Common Shares Letter of Transmittal are submitted on behalf of shareholders that are legal entities incorporated pursuant to the laws of the Russian Federation, powers of attorney issued in

accordance with Art. 185.5 of the Civil Code of the Russian Federation, need not be notarized, provided that any powers of attorney that are issued in course of sub-delegation must be notarized.

In case the power of attorney is issued by a shareholder not resident in Russia, such power of attorney must be (i) notarized in the jurisdiction where the respective shareholder is located or resides; and (ii) legalized (by way of consular legalization or apostil). If the power of attorney or notarization legend is issued in a foreign language, such power of attorney or notarization legend must be legalized and translated into Russian and such translation must be further notarized. If the power of attorney consists of several pages, such pages must be bound by a notary.

Powers of attorney issued by the shareholders to their authorized representatives (including nominee holders) should provide for at least the following authorities of the attorney: (i) to complete, execute and submit the Common Shares Letter of Transmittal on behalf of the shareholder; (ii) to submit documents to and to receive documents from Computershare; (iii) to sign share purchase agreement with respect to the Common Shares which are subject to tender; (iv) where appropriate, to sign and submit a transfer order on behalf of the shareholder; and (v) where appropriate, to re-delegate the authorities granted by the power of attorney. However, execution of the share purchase agreement can be effected by an authorized representative of a shareholder different from the authorized representative executing and submitting the Common Shares Letter of Transmittal (and other required documents) on behalf of the shareholder. Transfer order can also be signed by a person different from the one that will have signed the share purchase agreement provided that the person executing the transfer order is duly authorized to do so on behalf of the shareholder and is acting in accordance with applicable legal requirements. **Please consult your legal counsel and your nominee holder or custodian prior to issuing a power of attorney with respect to the Offer.**

15. The number of Common Shares indicated in the applicable Common Shares Letter of Transmittal by the shareholder (or its authorized representative), whose Common Shares are registered with the Register, may not exceed the number of Common Shares registered with such shareholder's account with the Register as of the date of submission of the Common Shares Letter of Transmittal. Common Shares Letters of Transmittal which do not comply with this requirement will not be accepted and considered. If at the Expiration Time the number of Common Shares indicated in the applicable Common Shares Letter of Transmittal exceeds the number of Common Shares registered with the respective shareholder's with the Register, such Common Shares Letter of Transmittal may be annulled.
16. The number of Common Shares indicated in the Common Shares Letter of Transmittal submitted by an authorized representative of a nominee holder on behalf of a shareholder may not exceed the number of Common Shares registered on such shareholder's depo account as of the date of submission of the Common Shares Letter of Transmittal. If at the Expiration Time the number of Common Shares registered with the account of a nominee holder directly in the Register is less than the number of Common Shares indicated in all Common Shares Letters of Transmittal submitted by the authorized representatives of such nominee holder on behalf of its clients and by the clients of such nominee holder directly, such Common Shares Letters of Transmittal may be annulled.
17. In the event that, in the period between 4:00 p.m. Moscow time on September 28, 2011 and 4:00 p.m. Moscow time on October 28, 2011 (during normal business hours of Computershare), multiple Common Shares Letters of Transmittal registered with the same depository (place of keeping) are received from or with respect to one shareholder, only the latest Common Shares Letter of Transmittal will be accepted.
18. A single shareholder (its authorized representative) may tender only one Odd Lot. A shareholder (its authorized representative) that has already tendered an Odd Lot, may not make additional tender of Common Shares. Any additional tender of Common Shares by a shareholder who has already tendered an Odd Lot shall not be accepted and will be annulled.

19. All questions as to the validity, form, eligibility (including time of receipt) and acceptance of tenders will be determined by NN Investments in its sole discretion, which determination shall be final and binding. NN Investments reserves the absolute right to waive any of the conditions of the Offer or any defect in any tender, whether generally or with respect to any particular Common Share(s) or securityholder(s). NN Investments's interpretations of the terms and conditions of this Offer (including the Letters of Transmittal and the instructions thereto) and this Offer Memorandum shall be final and binding.

II. DETERMINATION OF THE PRO-RATION FACTOR AND ANNOUNCEMENT OF THE PRO-RATION RESULTS

1. The number of Common Shares to be purchased by NN Investments from each shareholder that tenders its Common Shares shall be determined pursuant to the Offer Memorandum (Section 1.C). Should the total number of Common Shares (including ADSs) (except for the total number of Common Shares tendered as Odd Lots) tendered exceed 14,705,882, Common Shares will be purchased from shareholders on a pro-rata (proportionate) basis based on the Pro-ration Factor, except that tenders of Odd Lots will not be subject to pro-ration.

The number of Common Shares to be purchased from each shareholder will be calculated as follows:

$$Y = K * Z$$

where

Y represents the number of securities that will be purchased from the securityholder, which will be adjusted downwards where necessary to avoid the purchase of fractional securities,

Z represents the number of securities properly tendered by a securityholder; and

K represents the pro-ration rate calculated pursuant to the below formula:

$$K = \frac{14,705,882 - OL}{X - OL}$$

where

K represents the pro-ration rate (rounded to ten decimal places);

OL represents total number of Common Shares (including Common Shares represented by ADSs) tendered as Odd Lots;

X represents the total amount of Common Shares (including those represented by ADSs) which will be properly tendered prior to the Expiration Time pursuant to the Offer Memorandum.

The number of Common Shares purchased from shareholder (Y) may not be less than one Common Share. Should the number of Common Shares turn out to be a fraction, it shall be rounded down to the nearest whole number.

2. within a reasonable period of time after the Expiration Time NN Investments will issue on a dedicated Internet web-site <http://www.nnbuyback.com>, and as soon as practicable in the subsequent days in the press, an announcement on commencement of the purchase of Common Shares, which shall include the details of (1) the total number of securities in respect of which the Letters of Transmittal were submitted; and (2) the Pro-ration Factor.

It is expected that the announcement on commencement of the purchase of Common Shares will be placed in the following media: *Rossiyskaya Gazeta*, *Gazeta Taimyr*, *Monchegorsky Rabochy*, *Zapolyarnyi Vestnik*, *the Financial Times*, and *The Wall Street Journal*.

Please follow the announcements issued on the dedicated Internet web-site <http://www.nnbuyback.com> for prompt information on the pro-ration results.

III. EXECUTION OF SHARE PURCHASE AGREEMENTS, TRANSFER OF AND PAYMENT FOR COMMON SHARES

1. Not later than ten (10) Russian business days from the fourth Russian business day following the Expiration Time (i.e., not earlier than on the fourth Russian business day and not later than on the fourteen Russian business day following the Expiration Time), shareholders that have submitted Common Shares Letters of Transmittal or their authorized representatives must appear at the office of Computershare to which such shareholders (or authorized representatives) originally submitted Common Shares Letters of Transmittal to sign a share purchase agreement. A share purchase agreement in respect of Common Shares shall be signed in three originals, one for NN Investments, one for the relevant shareholder and one for the payment agent. If the share purchase agreement is signed by fax, the shareholder (or authorized representative) will need to appear at Computershare offices at any time starting on the second business day following the execution by him/her of the share purchase agreement and ending on the next business day following the expiration date of the Execution Period in order to collect an original or faxed copy of the share purchase agreement signed on behalf of NN Investments from Computershare. If the tendered Common Shares are registered on the shareholder's personal account with the Register, the shareholder (or authorized representative) will need to sign the transfer order on the day of execution of the share purchase agreement and collection of an original or the faxed copy of the share purchase agreement, signed on behalf of NN Investments (if the share purchase agreement is signed by fax), from Computershare. If the share purchase agreement is signed by fax, please note that if securityholders (their authorized representatives) do not collect faxed copies of the share purchase agreements within seven (7) Russian business days following the date of expiration of the Execution Period, they will not be entitled to transfer their Common Shares to NN Investments. Shareholders (their authorized representatives) are urged to check with Computershare as to whether faxed copies of their share purchase agreements are ready to be collected. Any Common Shares tendered to NN Investments by securityholders upon expiration of the above period or other than in accordance with the procedures set forth in the Offer Memorandum and this Common Shares Letter of Transmittal will not be eligible for purchase by NN Investments. Any Common Shares transferred to NN Investments by securityholders other than in accordance with the procedures set forth in the Offer Memorandum, the Common Shares Letter of Transmittal and the applicable share purchase agreement will not be accepted and paid for by NN Investments and will be returned by NN Investments to the respective securityholder.

If the total number of properly tendered securities exceeds 14,705,882 (except for the total number of Common Shares tendered as Odd Lots), Common Shares will be purchased from the shareholders in the amount calculated on the basis of the Pro-ration Factor specified in the notice of commencement of purchase of Common Shares (except that tenders of Odd Lots will not be subject to pro-ration), calculated in accordance with the formula set forth in section II item 1 above, which may not exceed the number of Common Shares registered with such shareholder's personal account with the Register (depo account with the depository) as of the date of execution of the share purchase agreement and, if the tendered Common Shares are registered on such shareholder's personal account with the Register, the transfer order, with respect to the Common Shares.

2. At the moment of execution of the share purchase agreement with respect to the Common Shares, the shareholder or its authorized representative (including nominee holder) shall submit the following documents to Computershare:
 - 2.1 a passport or other I.D. (same as under section I items 10.3a.i1) – 10.3a.i5) above);
 - 2.2 in the event that the share purchase agreement and transfer order are executed by an authorized representative of the shareholder, a duly executed power of attorney issued in accordance with Art. 185 of the Civil Code of the Russian Federation and section I item 14 above;

- 2.3 in the event that the tendering shareholder is a legal entity, the document confirming appointment of the person (persons) entitled to act on behalf of the shareholder without a power of attorney (either an original or a notarized copy or, with respect to Russian legal entities, a copy certified by the company's seal, and, if the tendering shareholder is a foreign legal entity, also legalized with a notarized Russian translation attached), in case the person (persons) entitled to act on behalf of the shareholder without a power of attorney has changed from the date of submission of the Common Shares Letter of Transmittal;
 - 2.4 in the event that the tendering shareholder is a Russian legal entity — copy of the latest balance sheet (for the last reporting quarter) with a stamp of the tax authority, certified by a notary or by the company's seal and signature of the authorized officer and copies of the required corporate approvals certified by the company's seal and signature of the authorized officer if the transaction for the sale of Common Shares required to be approved by the relevant corporate bodies of the tendering shareholder under applicable law or the tendering shareholder's charter documents.
3. At the moment of execution of the transfer order in accordance with the procedure set forth in section III item 1 the shareholder or its authorized representative (including nominee holder) shall submit the following documents to Computershare:
 - 3.1 a passport or other I.D. (same as under section I items 10.3a.i1) – 10.3a.i5) above);
 - 3.2 in the event that the share purchase agreement and transfer order are executed by an authorized representative of the shareholder, a duly executed power of attorney issued in accordance with Art. 185 of the Civil Code of the Russian Federation and section I item 14 above;
4. Payment for the Common Shares purchased shall be effected in cash (in Russian rubles) after the Common Shares are credited to the account of NN Investments in accordance with the terms and conditions of the share purchase agreement to be entered into by and between the respective shareholder and NN Investments, forms of which will be made available solely for the purposes of examination at <http://www.nmbuyback.com>. The form of the share purchase agreement will depend on whether the tendering shareholder is a legal entity or an individual; resident or non-resident in Russia; and whether rights of such shareholder to the Common Shares are recorded on such shareholder's personal account with the Register or on such shareholder's depo account with a depository. Costs of re-registration of the Common Shares that are registered with accounts with the Register to NN Investments' account will be borne by NN Investments.
5. Please note that share purchase agreements in respect of Common Shares may be executed by ZAO Citibank on behalf of NN Investments and entered into by and between NN Investments and respective shareholder by way of exchange of signed copies of the share purchase agreement by e-mail, fax or other means of electronic communications, as a result of which there may be a delay in receipt of a copy of the share purchase agreement signed on behalf of NN Investments by a holder of Common Shares. Shareholders will be able to receive an original of the share purchase agreement upon the execution date or, if the share purchase agreement is signed by fax, upon expiration of 30 (thirty) days following the expiration of the period set forth for execution of share purchase agreements under the terms of the Offer in the offices of Computershare where they sign the share purchase agreement.
6. Requests for information in relation to the tendering procedures for the Common Shares should be directed to Computershare at the following contact details: Tel.: +7 (495) 926 8160, Fax: +7 (495) 926 8178.