

Materials
made available for those entitled to participate in the
Extraordinary General Meeting of Shareholders of
OJSC ALROSA
to be held on December 20, 2013

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1. Notice of the Extraordinary General Meeting of Shareholders of OJSC ALROSA

Notice of the Extraordinary General Meeting of Shareholders of OJSC ALROSA

Dear Shareholders,

The Supervisory Board of the Open Joint Stock Company ALROSA, located at the address: 6, ul. Lenina, Mirny, Republic of Sakha (Yakutia), Russian Federation, hereby informs you that the Extraordinary General Meeting of Shareholders will take place on December 20, 2013 in the form of a meeting (joint attendance of shareholders to discuss agenda items and take decisions on issues put to a vote).

Agenda of the Extraordinary General Meeting of Shareholders of OJSC ALROSA:

- 1) Early termination of powers of the members of the Supervisory Board of OJSC ALROSA.
- 2) Election of the members of the Supervisory Board of OJSC ALROSA.
- 3) Approval of Amendments to the Regulations on Remuneration to Members of the Supervisory Board of OJSC ALROSA.

The list of persons entitled to participate in the Extraordinary General Meeting of Shareholders of OJSC ALROSA is made based on the data from the Shareholder Register of OJSC ALROSA as of November 15, 2013.

Place of the Extraordinary General Meeting of Shareholders of OJSC ALROSA:

Conference hall, 6, ul. Lenina, Mirny, Republic of Sakha (Yakutia).

Registration of the persons participating in the Extraordinary General Meeting of Shareholders of OJSC ALROSA begins at 10:00 a.m. on December 20, 2013.

Place of registration of the persons participating in the Extraordinary General Meeting of Shareholders of OJSC ALROSA: 6, ul. Lenina, Mirny, Republic of Sakha (Yakutia).

The Extraordinary General Meeting of Shareholders of OJSC ALROSA begins at 2:00 p.m. on December 20, 2013.

The completed ballots can be sent to the following address: 6, ul. Lenina, Mirny, Republic of Sakha (Yakutia), 678170.

The Extraordinary General Meeting of Shareholders is held at the initiative of the Supervisory Board of OJSC ALROSA.

The wording of draft decisions on the items on the agenda of the Extraordinary General Meeting of Shareholders is included in the voting ballots:

You can examine the materials to the shareholder meeting and obtain the copies thereof, for a fee not exceeding the cost of producing such copies, in the period from November 29, 2013 to December 19, 2013 on workdays from 9:15 a.m. to 5:45 p.m. at the address: OJSC ALROSA, 6, ul. Lenina, Mirny, Republic of Sakha (Yakutia), and on December 20, 2013 (on the day of the meeting) at the place of the Extraordinary General Meeting of Shareholders.

In order to take part in the Extraordinary General Meeting of Shareholders of OJSC ALROSA a shareholder–natural person must bring his/her passport or other identification document in accordance with the law. A person participating in the Extraordinary General Meeting of Shareholders of OJSC ALROSA on behalf of a shareholder–legal entity without a

power of attorney in accordance with the law, other legal acts and its constitutive documents, must have originals or notarized copies of such constitutive documents and the document on appointing (electing) the person to a relevant position. In order to take part in the meeting a shareholder's representative must bring his/her passport or other identification document in accordance with the law, and the power of attorney drawn up in accordance with the law.

The decisions taken at the Extraordinary General Meeting of Shareholders and the voting results are announced at the General Meeting of Shareholders at which the voting took place or, no later than 10 days upon drawing up the minutes on the results of the voting in the form of a report on the results of the voting, are brought to notice of the persons included in the list of persons entitled to participate in the Extraordinary General Meeting of Shareholders, in accordance with the procedure stipulated for a notice of a General Meeting of Shareholders.

Telephones in case of query in Mirny (41136) 3-14-53 and in Moscow (495) 745-58-76.
Email: Shareholders@alrosa.ru.

**Supervisory Board
OJSC ALROSA**

2. Agenda of the Extraordinary General Meeting of Shareholders of OJSC ALROSA

Agenda Extraordinary General Meeting of Shareholders OJSC ALROSA

Mirny

December 20, 2013

1. Early termination of powers of the members of the Supervisory Board of OJSC ALROSA.
2. Election of the members of the Supervisory Board of OJSC ALROSA.
3. Approval of Amendments to the Regulations on Remuneration to Members of the Supervisory Board of OJSC ALROSA.

3. Draft decisions of the Extraordinary General Meeting of Shareholders of OJSC ALROSA

Draft decision on item 1 on the agenda: ‘Early termination of powers of the members of the Supervisory Board of OJSC ALROSA’:

‘Early terminate the powers of the members of the Supervisory Board of OJSC ALROSA elected by the Annual General Meeting of Shareholders of OJSC ALROSA on June 30, 2013.’.

Draft decision on item 2 on the agenda: ‘Election of the members of the Supervisory Board of OJSC ALROSA’.

‘To elect the Supervisory Board of OJSC ALROSA consisting of the following members:

- 1) Fyodor Borisovich Andreev;
- 2) Sergey Vladimirovich Barsukov;
- 3) Pavel Andreevich Borodin (as an independent member of the Supervisory Board);
- 4) Mikhail Lvovich Bruk (as an independent member of the Supervisory Board);
- 5) Yury Mikhailovich Voytsekhovskiy;
- 6) Ivan Kirillovich Demyanov;
- 7) Sergey Konstantinovich Dubinin (as an independent member of the Supervisory Board);
- 8) Dmitry Petrovich Zakharov (as an independent member of the Supervisory Board);
- 9) Vitaly Vasilyevich Kalashnikov;
- 10) Igor Ilich Kozlov;
- 11) Valentina Iliinichna Kondratyeva;
- 12) Nadezhda Egorovna Kononova;
- 13) Vasily Ivanovich Lukyantsev (as an independent member of the Supervisory Board);
- 14) Sergey Vasilyevich Mestnikov;
- 15) Denis Stanislavovich Morozov;
- 16) Nina Antoninovna Osipova;
- 17) Oleg Romanovich Fyodorov;
- 18) Alexander Nikolayevich Shokhin (as an independent member of the Supervisory Board);
- 19) Ilya Arturovich Yuzhanov.’.

Draft decision on item 3 on the agenda: ‘Approval of Amendments to the Regulations on Remuneration to Members of the Supervisory Board of OJSC ALROSA’.

‘Approve amendments to the Regulations on Remuneration to Members of the Supervisory Board of OJSC ALROSA (Appendix 1).’.

4. Information on the nominees for the Supervisory Board of OJSC ALROSA to be elected at the Extraordinary General Meeting of Shareholders of OJSC ALROSA in 2013

**INFORMATION
on the nominees for the Supervisory Board of OJSC ALROSA
to be elected at the Extraordinary General Meeting of Shareholders
on December 20, 2013**

1. Fyodor Andreev

Mr. Fyodor B. Andreev was born on August 16, 1966 in Voronezh.

Mr. Andreev is a graduate of the Leningrad State University with a Diploma in Political Economy (1989). In 2007 he completed a qualification course at the CJSC Prioritet, a multistage education, he defended a function design of quality improvement and mastered a competence for the level of 'Quality Ideologist of JSC Russian Railways'.

Previously held positions include:

2003–2009 – Vice President, Senior Vice President JSC Russian Railways;

2005–2008 – Member of the Board of Directors, JSC TransCreditBank;

2005–2009 – Member of the Board of Directors, JSC Company TransTeleCom;

2006–2010 – Member of the Council of the Fund, Non-State Pension Fund Blagosostoyanie;

Since 2009 – President (CEO), OJSC ALROSA.

Since 2009 – Member of the Supervisory Board, OJSC ALROSA;

2010–2011 – Member of the Board of Directors, SG-TRANS JSC.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

2. Sergey Barsukov

Mr. Sergey V. Barsukov was born on September 2, 1971 in Kalinin.

He is a graduate of the Mozhaisky Military Space Engineering Academy with a Diploma in Mathematical Support for Computer-Aided Data Collection and Processing Systems (1993), and of the Saint-Petersburg State University with a Diploma in Public and Regional Administration (2005).

Previously held positions include:

2007–2008 – First Deputy General Director, Agency for Housing Mortgage Lending (OJSC AHML);

2008–2010 – Assistant to Vice Chairman of the Russian Federation Government – Russian Federation Minister of Finance;

Since 2010 – Director, Financial Policy Department, Ministry of Finance of the Russian Federation;

Since 2011 – Member of the Supervisory Board, OJSC ALROSA;

Since 2012 – Member of the Supervisory Board, State Corporation Deposit Insurance Agency;

Since 2013 – Member of the Supervisory Board, LLC “Investment Company of Vnesheconombank “VEB Capital”.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

3. Pavel Borodin

Mr. Pavel A. Borodin was born on May 7, 1971 in Moscow. He is a graduate of the Lomonosov Moscow State University, History Department (1994) and Law Department (1999), and of the Diplomatic Academy of the Ministry of Foreign Affairs of the Russian Federation, International Relations Department (2005). Ph.D. in History (2000).

Previously held positions include:

2007–2008 – Deputy Director, Department of Regional Development and Agricultural Sector, the RF Government Executive Office;

2008–2010 – Deputy General Director, Russian Housing Development Foundation;

Since 2010 – Vice President, OJSC VimpelCom;

2011–2013 – Member of the Board of Directors, OJSC Holding MRSK;

2012–2013 – Member of the Board of Directors, JSC Tyumenenergo;

Since 2012 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

4. Mikhail Bruk

Mr. Mikhail L. Bruk was born on July 10, 1954 in Aldan, Yakut ASSR.

He is a graduate of the Leningrad Mining Institute (1976), with a diploma in Mining Engineering, and of the Moscow State University of Economics, Statistics and Informatics with a Diploma in Business valuation (2000). Ph.D. in Technical Sciences.

Previously held positions include:

Since 2007 – General Director, OJSC Corporation for the Development of South Yakutia;

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

5. Yury Voytsekhovsky

Mr. Yury M. Voytsekhovsky was born on August 27, 1969 in Riga.

He is a graduate of the University of Latvia with a Diploma in International Economic Relations, Department of International Business of University of Copenhagen (Denmark), Master in Finance, London Business School.

Previously held positions include:

2007–2009 – President and Chairman of the Management Board, Standard Bank (Russia);

Since 2009 – Chairman of the Board of Directors, Astor Capital;

Since 2009 – Chairman of the National Council for Investment Climate Development;

2010–2012 – Member of the Board of Directors, RosTopProm;

Since 2010 – Member of the Board of Directors, Chairman of the Board of Directors, OJSC Arkhangelsk Airport;

Since 2011 – Chairman of the Board of Directors, OJSC Russian Public Opinion Research Center;

Since 2013 – Member of the Board of Directors (independent director), BTA Bank, Almaty;

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

6. Ivan Demyanov

Mr. Ivan K. Demyanov was born on June 5, 1942 in Ilovka, Alexeevsky district, Belgorod region.

He is a graduate of the Khabarovsk Higher CPSU School (1982).

Previously held positions include:

Since 1995 – Vice President, OJSC ALROSA;

Since 2004 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

7. Sergey Dubinin

Mr. Sergey K. Dubinin was born on December 10, 1950 in Moscow.

He is a graduate of the Lomonosov Moscow State University with a Diploma in Economics, Teaching of Political Economy (1973). Doctor of Economics (1991).

Previously held positions include:

- 2005–2008 – Member of the Board of Directors, Financial Director, RAO UESR (Unified Energy System of Russia);
- Since 2008 – Member of the Board of Directors, CJSC VTB Capital;
- 2008–2011 – Member of the Board of Directors, JSCB DERZHAVA;
- 2008–2012 – Member of the Board of Directors, VTB Capital Plc;
- Since 2008 – Member of the Board of Directors, CJSC VTB Capital Holding;
- 2008–2012 – Member of the Board of Directors, I2BF Innovation Partnership;
- Since 2008 – Member of the Board of Directors, VTB Capital IB Holding Ltd.;
- Since 2009 – Member of the Supervisory Board, OJSC ALROSA;
- Since 2009 – Member of the Board of Directors, JSC Otkritie Financial Corporation;
- Since 2010 – Chairman of the Supervisory Council, VTB Bank.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

8. Dmitry Zakharov

Mr. Dmitry P. Zakharov was born on August 16, 1962 in Kytanakh, Churapchinsky district, Yakut ASSR.

He is a graduate of the Novosibirsk Engineering and Construction Institute named after Kuybyshev, Department of Economics (1989).

Previously held positions include:

- Since 2008 – General Director, LLC RIC–Finance;
- Since 2009 – Member of the Board of Directors, LLC RIC–Finance;
- Since 2012 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

9. Vitaly Kalashnikov

Mr. Vitaly V. Kalashnikov was born on December 17, 1962 in Zhatay, Yakut ASSR.

He is a graduate of the Irkutsk State University with a Diploma in Geologic Survey, Prospecting and Exploration of Mineral Deposits, Geological Engineer (1985). Ph.D. in Geological and Mineralogical Sciences.

Previously held positions include:

2007–2008 – Head of the Department of Mineral Resources and Geological Study of Subsurface Resources of the State Committee of the Republic of Sakha (Yakutia) for Geology and Subsurface Management;

Since 2008 – First Deputy, Chairman of the State Committee of the Republic of Sakha (Yakutia) for Geology and Subsurface Management.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

10. Igor Kozlov

Mr. Igor I. Kozlov was born in 1965.

He is a graduate of the Yakov Alksnis Riga Higher School of Military Aviation Engineering (1987), Zhukovsky Air Force Engineering Academy (1999). } Ph.D. in Technical Sciences. In 2000 he completed the MSc Program in the University of California majoring in Economics and Strategic Management.

Previously held positions include:

2006–2010 – Executive Director for Investments, Strategy and Communications, FC Uralsib;

Since 2010 – Vice President, High Technology and Industry business unit, JSC AFK SISTEMA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

11. Valentina Kondratyeva

Ms. Valentina I. Kondratyeva was born on March 03, 1955 in Sinsk, Ordzhonikidze district, Yakut ASSR. She is a graduate of the Yakutsk State University named after Ammosov, with a Diploma in Mathematics (1977), of the Far East Institute of Social and Political Science with a Diploma in Theory of Socio-Political Relations, Political Scientist (1992), and of the Khabarovsk Institute of National Economy with a Diploma in Economic and Social Planning, Economist (1994).

Previously held positions include:

- 2003–2013 – First Deputy Minister for Economic Development of the Republic of Sakha (Yakutia);
- Since 2013 – Head of State Autonomous Agency Center for Strategic Research of the Republic of Sakha (Yakutia).

The nominee has given her written consent to be elected to the Supervisory Board of OJSC ALROSA.

12. Nadezhda Kononova

Ms. Nadezhda E. Kononova was born on April 16, 1959 in Yakutsk. She is a graduate of the Khabarovsk Polytechnic Institute with a Diploma in Planning Engineering for Timber Industry and Forestry Management (1984), and of the Russian Presidential Academy of Public Administration with a Diploma in Management (1997).

Previously held positions include:

- 2008–2012 – Adviser to President, Republic of Sakha (Yakutia),
- Since 2012 – Deputy General Director, OJSC Republican Investment Company.

The nominee has given her written consent to be elected to the Supervisory Board of OJSC ALROSA.

13. Vasily Lukyantsev

Mr. Vasily I. Lukyantsev was born on July 15, 1956 in Eniseysk, Krasnodar territory. He is a graduate of the Krasnoyarsk Mechanical Engineering Technical School, with a Diploma in Technical Mechanics (1977), and the Khabarovsk Higher Party School, with a Diploma in Political Science, specialty: tutor of social and political disciplines in higher and secondary educational institutions (1990).

Previously held positions include:

- Since 2003 – Deputy Head, Administration for Property Relations, Deputy Head – Chair of the Committee for Property Relations, First Deputy Head, Assistant to the Head, Deputy Head in charge of property complex and consumer market, Deputy Head in charge of agriculture and property complex, First Deputy Head, Administration of the Lensk district municipal entity.
- Since 2013 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

14. Sergey Mestnikov

Mr. Sergey V. Mestnikov was born on July 22, 1981 in Borogontsy, Ust-Aldan District, Yakut ASSR. He is a graduate of the Yakutsk State University named after Ammosov, with a Diploma in Law, Lawyer (2003).

Previously held positions include:

- 2008–2010 – Head, Department of Property in Agricultural Sector, Housing and Public Utilities, Mass Media and Social Sphere, Ministry of Property Relations, Republic of Sakha (Yakutia);
- 2010–2012 – Deputy Head, Head, Secretariat of Chairman of the Government of the Republic of Sakha (Yakutia);
- Since 2012 – First Deputy Minister of Property and Land Relations of the Republic of Sakha (Yakutia);
- Since 2012 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

15. Denis Morozov

Mr. Denis S. Morozov was born on March 30, 1973 in Vienna, Austria.

He is a graduate of the Lomonosov Moscow State University, Department of Economics, with a Diploma in Political Economy (1993) and Law Department, with a Diploma in Jurisprudence (1996). He is also a graduate of the Swiss Banking School with a Diploma in Commercial Banking (1999). Ph.D. in Economics (2000). He studied in the USA, Harvard Business School, and Columbia University – School of International and Public Affairs.

Previously held positions include:

- 2007–2008 – CEO, General Director, Chairman of the Management Board, member of the Board of Directors, MMC Norilsk Nickel;
- 2009–2010 – Member of the Board of Directors, OAO Unified Grain Company;
- 2010–2010 – CEO, General Director, Chairman of the Management Board, member of the Board of Directors, OJSC Uralkali;
- Since 2011 – Member of the Board of Directors, Export Insurance Agency of Russia;
- Since 2011 – Representative of the Russian Federation in the Board of Directors of the European Bank for Reconstruction and Development, Executive Director for Russian Federation, Belarus and Tajikistan;
- Since 2012 – Member of the Supervisory Board, OJSC ALROSA;
- Since 2013 – Member of the Board of Directors, JSC Russian Grids;

Since 2013 – Member of the Board of Directors, JSC RusHydro.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

16. Nina Osipova

Ms. Nina A. Osipova was born on November 21, 1957 in Gagarin, Smolensk region.

She is a graduate of the Plekhanov Moscow Institute of the National Economy, with a Diploma in Industrial Economics, Economist (1978).

Previously held positions include:

Since 2007 – Deputy Finance Minister of the Republic of Sakha (Yakutia);

Since 2012 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given her written consent to be elected to the Supervisory Board of OJSC ALROSA.

17. Oleg Fyodorov

Mr. Oleg R. Fyodorov was born on August 30, 1968 in Moscow.

He is a graduate of the Lomonosov Moscow State University, with a Diploma in Mathematics, Applied Mathematics (1992).

Previously held positions include:

2003–2010 – Member of the Board of Directors, OJSC Volgatelecom;

2004–2010 – Member of the Board of Directors, Investor Protection Association;

2006–2009 – Executive Director, Corporate Finance Department, LLC Deutsche Bank, Moscow;

2009–2011 – Member of the Board of Directors, OJSC Moscow Unified Energy Company;

2009–2012 – Head, Department for cooperation with public authorities and companies with public ownership, Department of Investment and Banking on Global Markets, CJSC VTB Capital;

Since 2012 – Adviser to the Head, Federal Agency for State Property Management;

Since 2013 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

18. Alexander Shokhin

Mr. Alexander N. Shokhin was born on December 25, 1951 in Arkhangelsk region. He is a graduate of the Lomonosov Moscow State University, Faculty of Economics (1974), Doctor of Economics (1989), Professor (1991).

Previously held positions include:

- Since 2005 – President of the Russian Union of Industrialists and Entrepreneurs;
- Since 2007 – Member of the Board of Directors, Eurasia Drilling Company Limited;
- Since 2008 – Member of the Board of Directors, JSC Baltika Breweries;
- Since 2008 – member of the Board of Directors, JSC Russian Railways;
- Since 2008 – Member of the Board of Directors, OAO TMK;
- Since 2009 – Member of the Board of Directors, Fortum OJSC;
- Since 2013 – Member of the Supervisory Board, OJSC ALROSA.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

19. Ilya Yuzhanov

Mr. Ilya A. Yuzhanov was born on February 7, 1960 in Leningrad. He is a graduate of the Leningrad State University, Department of Economics (1982). Ph.D. in Economics.

Previously held positions include:

- 2000–2008 – Member of the Board of Directors, RAO UESR (Unified Energy System of Russia);
- 2004–2013 – Chairman of the Supervisory Board, Member of the Supervisory Board, OJSC NOMOS Bank;
- 2006–2009 – Member of the Board of Directors, OAO NOVATEK;
- 2006–2010 – Member of the Board of Directors, OJSC Kirov Works;
- 2006–2011 – Member of the Board of Directors, OJSC Uralkali;
- 2008–2011 – Chairman of the Board of Directors, OJSC Polymetal;
- Since 2009 – Member of the Supervisory Board, since 2011 Chairman of the Supervisory Board, OJSC ALROSA.
- Since 2012 – Board Member, Board of Directors, OTKRITIE Financial Corporation JSC;

Since 2013 – Chairman of the Board of Directors, Polyus Gold International Limited.

The nominee has given his written consent to be elected to the Supervisory Board of OJSC ALROSA.

5. Amendments and Addenda to the Regulations on Remuneration to Members of the Supervisory Board of OJSC ALROSA

DRAFT

APPROVED
By the General Meeting of
Shareholders
OJSC ALROSA
«____» _____ 2013
Minutes _____

AMENDMENTS AND ADDENDA
to the Regulations on Remuneration to Members
of the Supervisory Board of OJSC ALROSA, approved by the General Meeting of Shareholders
of OJSC ALROSA on June 30, 2011, Minutes 27

1. In paragraph 3, clause 1.1. the phrase "...and (or) membership" shall be deleted.

2. Clause 2.2.2. shall be revised to read as follows:

The amount of the base part of the principal remuneration (S_{base}) shall be fixed based on the Company's proceeds for a financial year, and shall be:

Proceeds	S (base)
over RUB 200 bln.	RUB 6 mln.
over RUB 30 bln.	RUB 4 mln.
over RUB 10 bln.	RUB 2 mln.

3. In clause 2.3. the phrase "...and (or) membership" shall be deleted.

4. Clause 2.3.1. shall be revised to read as follows:

In addition to the remuneration stipulated by clause 2.2 hereof, a premium ($S(2)$) shall be fixed equal to:

- 50% from $S(1)$ – for the chairmanship in the Supervisory Board;
- 20% from $S(1)$ – for the chairmanship in a Supervisory Board Committee.

5. In clauses 2.3.3., 2.3.4 the phrase "...and (or) membership" shall be deleted.

6. Paragraph 2, clause 2.5.2. shall be revised to read as follows:

– a certificate stating the number of the meetings (absentee voting) held by each Supervisory Board Committee and acting of a Supervisory Board member as the chairman of a relevant committee, as of March 31 of the current year.