



VALE S.A.
PUBLICLY LISTED COMPANY
CNPJ 33.592.510/0001-54

EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

CONVENING NOTICE

Shareholders of Vale S.A. ("Vale") are hereby invited to convene for the Extraordinary General Shareholders Meetings to be held on January 22, 2010 at 4:30 P.M. at Avenida Graça Aranha, 26, 19º floor, in the city of Rio de Janeiro, Brazil for the purpose of discussing and deciding upon the matters set forth in the agenda below:

1. To ratify the appointment of an alternate member of the Board of Directors, duly nominated during the Board of Directors meetings held on September 17, 2009 in accordance with §10 of article 11 of Vale's By-Laws;
2. The Approval for the Protocols and Justifications of the Consolidations of Sociedade de Mineração Estrela de Apolo S.A. ("Estrela de Apolo") and of Mineração Vale Corumbá S.A. ("Vale Corumbá") into Vale, both wholly owned subsidiaries of Vale, pursuant to articles 224 and 225 of the Brazilian Corporate Law;
3. To ratify the appointment of Domingues e Pinho Contadores, the experts hired to appraise the values of both Estrela de Apolo and Vale Corumbá;
4. To decide on the Appraisal Report, prepared by the expert appraisers; and
5. The Approval for the consolidation of both Estrela de Apolo and Vale Corumbá into Vale, without a capital increase or the issuance of new Vale shares.

According to CVM Rule nº 282/98, a shareholder must hold at least 5% (five percent) of the Company's voting capital in order to request a cumulative voting system.

To shareholders who shall be represented by proxy, we request that you send your power of attorney to our offices 72 (seventy-two) hours in advance of the meeting to be convened, in order to be able to confirm the legitimacy of the proxy being exercised.

Rio de Janeiro, December 17, 2009.

Sérgio Ricardo Silva Rosa
Chairman of the Board of Directors