



Vale prices offer to sell Norsk Hydro shares

Rio de Janeiro, November 12, 2013 – Vale S.A. (Vale) announces the successful placement today of 407,122,241 ordinary shares of Norsk Hydro ASA (Hydro), held through a wholly-owned subsidiary, at a price of NOK 25.00 per share, resulting in gross cash proceeds of NOK 10.178 billion, equivalent to US\$ 1.656 billion. Assuming the over-allotment option of 40,712,224 shares granted by Vale is exercised in full, gross proceeds will increase to NOK 11.196 billion, equivalent to approximately US\$ 1.822 billion. Vale currently has a representative on the board of directors of Hydro.

After the completion of the transaction, assuming no exercise of the over-allotment option, Vale will hold, through its wholly-owned subsidiary, 40,712,224 shares in Hydro, representing approximately 2.0% of Hydro's share capital and voting rights and thus reduce its shareholding in Hydro below the 5% threshold set out in the Norwegian Securities Trading Act, Section 4-2. If the over-allotment option is exercised in full, Vale will not hold any shares in Hydro.

Settlement is expected to take place on 15 November 2013. Vale has agreed not to dispose of any further Hydro shares for 180 days following the completion of the offering, subject to certain customary exceptions.

The sale of Hydro shares is consistent with Vale's strategy of reducing its exposure to non-core assets, and a result of its focus on discipline in capital allocation and value maximization for shareholders.

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This press release is for information only and does not constitute or form part of and should not be construed as an offer to sell or issue or the solicitation of any offer to buy or acquire securities of Vale or any of its subsidiaries or affiliates in Hong Kong or an inducement to enter into investment activity, and neither this press release nor anything herein forms the basis for any contract or commitment for such purpose. This press release has not been registered with the Registrar of Companies in Hong Kong and its contents have not been reviewed by any regulatory authority in Hong Kong. Accordingly, (a) the securities referred to in this press release may not be offered, sold, transferred or



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In connection with the offering, a stabilization agent will be appointed and the stabilization agent (or persons acting on behalf of the stabilization agent) may over-allot shares or effect transactions with a view to supporting the market price of the shares at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilization agent (or persons acting on behalf of the stabilization agent) will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the final price of the shares is made and, if begun, may be ended at any time, but it must end no later than 30 days after the date shares have been allotted in the offering. Any stabilization action or over-allotment must be conducted by the stabilization agent (or persons acting on behalf of the stabilization agent) in accordance with all applicable laws and rules. In order to cover any over-allotments, Vale has granted the joint bookrunners an over-allotment option, which is exercisable in whole or in part within a 30-day period from the date shares have been allocated in the offering.

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