

FREE TRANSLATION FROM THE PORTUGUESE

MINUTES OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF COMPANHIA VALE DO RIO DOCE, HELD ON MAY 22ND, 2009.

LISTED COMPANY
CORPORATE TAX CODE (CNPJ) # 33,592,510/0001-54
BOARD OF TRADE REGISTRATION (NIRE) # 33,300,019,766

01 - DATE, TIME AND VENUE:

At Vale's head office, located at Avenida Graça Aranha, 26, 19th floor, Rio de Janeiro, on May 22nd, 2009, at 4:30 p.m.

02 - PANEL:

Chairman: Mr. Jorge Luiz Pacheco
Secretary: Mr. Fábio Eduardo de Pieri Spina

03 - ATTENDANCE AND QUORUM:

According to Article 135 of Brazilian Corporate Law, attended by the shareholders representing 52.45% of the voting capital, as recorded in the Shareholder Attendance Ledger, thereby establishing the quorum necessary for the Extraordinary General Shareholders' Meeting (the "Meeting") to take place, in second call.

Also present was Vale's Executive Officer Mr. Fabio de Oliveira Barbosa, responsible for the Finance and Investor Relations area.

04 - SUMMONS:

4.1 Notices duly published in the DCI on March 14, 15, 16, 17 and 18, 2009, and in the *Rio de Janeiro Official State Gazette* and in the *Jornal do Commercio*, on March 16, 17 e 18, 2009, in first call, and in the DCI and *Jornal do Commercio* on April 23, 24, 25, 26 and 27, 2009, and in the *Rio de Janeiro Official State Gazette*, on April 24, 27 and 28, 2009 in second call, with the following agenda:

1. To change the legal name of the Company to "Vale S.A.", with the consequent amendment of article 1 of Vale's By-laws, in accordance with the global brand unification of the Company; and
2. To adjust article 5 of Vale's By-Laws to reflect the capital increase resolved in the Board of Directors' meetings held on July 22, 2008 and August 05, 2008.

4.2 According to Article 8º, §2º, of the Vale's By-Laws, the holder of the special class share was formally requested by the company to attend the Meeting by means of personal correspondences addressed to its legal representative, received on March 24, 2009 and April 27, 2009.

05 - READING OF DOCUMENTS:

The reading of the following documents was unanimously waived as the content of the same was already known to all the shareholders: (i) the Convening Notices; (ii) the minutes of the Board of Directors' meetings held on July 22, 2008 and August 05, 2008; and (iii) the By-Laws Amendment Proposal.

Therefore, after discussion and comments by the shareholders on the above-mentioned documents, the following resolutions were made:

06 - RESOLUTIONS:

6.1 - By all voting shareholdings, the written minutes of this Meeting (the "Minutes") were approved in summary form as well as the publication of the same, omitting the signatures of the present shareholders, pursuant to Article 130, §1º and §2º, of the Brazilian Corporate Law;

6.2 – Approved by all voting shareholders, with the voting abstention of União Federal of its veto right established Article 7 of By-Law, the change of the legal name of the company to "Vale S.A.", with the consequent amendment of article 1 of Vale's By-laws, which shall come into effect with the following wording:

"Art. 1º - Vale S.A., referred to in abbreviated form as Vale, is a joint-stock company governed by the present By-Laws and by applicable legislation."

6.3 - Approved by all voting shareholders, with voting abstention of União Federal, the adjustment of article 5 of Vale's By-Laws to reflect the capital increase resolved in the Board of Directors' meetings held on July 22, 2008 and August 05, 2008, which shall come into effect with the following wording:

"Art. 5º - Paid-up capital amounts to R\$47,434,193,128.68 (forty seven billion, four hundred and thirty four million, one hundred and ninety three thousand, one hundred and twenty and eight reais and sixty eight cents) corresponding to 5,365,304,100 (five billion, three hundred and sixty five million, three hundred and four thousand and one hundred) book-entry shares, representing R\$28,964,970,548.70 (twenty eight billion, nine hundred and sixty four million, nine hundred and seventy thousand, five hundred and forty eight reais and seventy cents) corresponding to 3,256,724,482 (three billion, two hundred and fifty six million, seven hundred and twenty four thousand, four hundred and eighty two) common shares and R\$18,469,222,579.98 (eighteen billion, four hundred and sixty nine million, two hundred and twenty two thousand, five hundred and seventy nine reais and ninety eight cents) corresponding to 2,108,579,618 (two billion, one hundred and eight million, five hundred and seventy nine thousand, six hundred and

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held on May 22nd, 2009.

eighteen) preferred class A shares, including 12 (twelve) golden shares, all without nominal value.”

07 - ADJOURNMENT

At 5 p.m., these Minutes were read, approved and signed.

We hereby declare that this is a true copy of the Minutes of the
Meeting contained in the Vale's corporate records.

Rio de Janeiro, May 22nd, 2009.

Jorge Luiz Pacheco
Chairman

Fabio Eduardo de Pieri Spina
Secretary