

DRAFT RESOLUTIONS

**Of the Annual General Meeting of shareholders of OJSC MMC Norilsk Nickel
on June 06, 2014**

re:

- 1. Approval of 2013 annual report of MMC Norilsk Nickel.**
- 2. Approval of OJSC MMC Norilsk Nickel's Annual Accounting Statements, including the Company's report on financial results for 2013.**
- 3. Approval of the Company's 2013 consolidated financial statement in IFRS-compliant format.**
- 4. Distribution of profit and loss of OJSC MMC Norilsk Nickel for 2013, including payment (declaration) of dividends on shares of OJSC MMC Norilsk Nickel for 2013.**
- 5. Election of members of the Board of Directors of OJSC MMC Norilsk Nickel.**
- 6. Election of members of the Revision Commission of OJSC MMC Norilsk Nickel.**
- 7. Approval of the Auditor of the Russian accounting statements of OJSC MMC Norilsk Nickel.**
- 8. Approval of the Auditor of the consolidated financial statement of OJSC MMC Norilsk Nickel, prepared in compliance with the International Financial Reporting Standards.**
- 9. Remuneration and reimbursement of expenses of members of the Board of Directors of OJSC MMC Norilsk Nickel.**
- 10. Remuneration of the members of the Company's Audit commission.**
- 11. Approval of interested party transactions related to compensation of the losses of the members of the Board of Directors and the members of the Management Board of OJSC MMC Norilsk Nickel**
- 12. Approval of the interested party transaction related to liability insurance for members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel.**
- 13. Approval of the new version of the Charter of OJSC MMC Norilsk Nickel.**
- 14. Approval of the Regulations on General Meeting of the Shareholders of OJSC MMC Norilsk Nickel.**
- 15. On interested party transactions which may be effected in future as part of the Company's ordinary course of business.**

1. Approval of 2013 annual report of MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

Approve 2013 Annual Report of OJSC MMC Norilsk Nickel.

2. Approval of OJSC MMC Norilsk Nickel's Annual Accounting Statements, including the Company's report on financial results for 2013.

D R A F T R E S O L U T I O N :

Approve 2013 annual financial statements, including profit and loss statement of OJSC MMC Norilsk Nickel

3. Approval of the Company's 2013 consolidated financial statement in IFRS-compliant format.

D R A F T R E S O L U T I O N :

Approve 2013 consolidated financial statements of OJSC MMC Norilsk Nickel, prepared in accordance with international financial reporting standards.

4. Distribution of profit and loss of OJSC MMC Norilsk Nickel for 2013, including payment (declaration) of dividends on shares of OJSC MMC Norilsk Nickel for 2013.

D R A F T R E S O L U T I O N :

1. Approve distribution of profit and losses of OJSC MMC Norilsk Nickel in 2013 in accordance with the recommendation of the Board of Directors, included in the report of the Board of Directors of OJSC MMC Norilsk Nickel with motivated position of the Company's Board of Directors on the items of the agenda of Annual General Meeting of shareholders, to be held on June 6, 2014.

2. Pay monetary dividends of RUB 248,48 per ordinary share of OJSC MMC Norilsk Nickel, based on the results of 2013 operations.

3. Set June 17, 2014 as the date as of which entities receiving dividends will have been determined.

5. Election of members of the Board of Directors of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

Election of the members of the Board of Directors:

1. Barbashev Sergey Valentinovich	General Director, Chairman of the Managing Board, CJSC INTERROS Holding Company
2. Bashkirov Alexey Vladimirovich	Deputy CEO for Investments and Asset Management of CJSC INTERROS Holding Company, Member of the Managing Board
3. Bratukhin Sergey Borisovich	President, CIS Investment Advisers, LLC
4. Bougrov Andrey Yevgenyevich	Deputy CEO OJSC MMC Norilsk Nickel, Deputy Chairman of the Board of OJSC MMC Norilsk Nickel
5. Zakharova Marianna Alexandrovna	Deputy General Director for Legal Issues, Member of the Managing Board, CJSC INTERROS Holding Company
6. Ivanov Egor Mikhailovich	Control, Internal Audit and Business Coordination Director, CJSC RUSAL Global Management B.V.;
7. Mishakov Stalbek Stepanovich	Adviser to General Director, CJSC RUSAL Global Management B.V.
8. Moshiri Ardavan	Chairman of the Board of Directors, USM Holdings Limited;
9. Penny Gareth	Executive Chairman of the Board, New World Resources Plc;
10. Prinsloo Gerhard	The majority owner and director of Natural Resource Partnership;
11. Skvortsov Sergey Viktorovich	Deputy General Director of Rostekhnologii, the State Corporation promoting the development, production and export of high technology products;
12. Sokov Maxim Mikhailovich	Strategic Investment Management Advisor CJSC RUSAL Global Management B.V., CEO En+ Management LLC First Deputy CEO En+ Group Limited;
13. Solovyev Vladislav Alexandrovich	First Deputy CEO, CJSC RUSAL Global Management B.V.;
14. Edwards Robert Willem John	Head of Highcross Resources Ltd.

6. Election of members of the Revision Commission of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

Election of the members of Audit Commission:

Voziyanova Evgenyevna	Ekaterina	Deputy Head of Financial Control Service Project OJSC MMC Norilsk Nickel;
Masalova Viktorovna	Anna	Financial Director RLG LLC;
Svanidze Eduardovich	Georgiy	Director of Financial Department of CJSC INTERROS Holding Company;

Shilkov Nikolaevich	Vladimir	Vice-president of Investment Department of CIS Investment Advisers LLC.
Yanevich Alexandrovna	Elena	Deputy CEO Interpromleasing LLC.

7. Approval of the Auditor of the Russian accounting statements of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

Approve Rosekspertiza LLC as Auditor of 2014 Russian Accounting Standards financial statements of OJSC MMC Norilsk Nickel.

8. Approval of the Auditor of the consolidated financial statement of OJSC MMC Norilsk Nickel, prepared in compliance with the International Financial Reporting Standards.

D R A F T R E S O L U T I O N :

Approve CJSC KPMG as Auditor of 2014 IFRS financial statements of OJSC MMC Norilsk Nickel.

9. Remuneration and reimbursement of expenses of members of the Board of Directors of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

1. Approve Remuneration Policy of OJSC MMC Norilsk Nickel Board of Directors Members in accordance with Annex 1;
2. Set the following amounts of remunerations and compensations to the Chairman of the Board of Directors of OJSC Norilsk Nickel:

- I. To establish that the remuneration to be paid to the Chairman of the Board of Directors – Independent Director shall be USD 1,000,000 per annum, payable on a quarterly basis in equal amounts in RUB at the rate set by the Central Bank of the Russian Federation on the last business day of the accounting quarter. The amount shown above shall be after taxes in accordance with effective RF law. The aforementioned remuneration shall be payable from the day of election of the Chairman of the Board of Directors to the date, on which his term of office as the Chairman of the Board of Directors expires.

If the Chairman of the Board of Directors is not re-elected as member of the Board of Directors at the Annual General Meeting of Shareholders on 2014 results and as the Chairman of the Board of Directors of the newly elected Board of Directors, or if his powers as the Chairman of the Board of Directors terminate earlier than the date of the Annual General Meeting on 2014 results, he shall be paid an additional remuneration in the amount of USD 1,764,384 after deduction of the amount of remuneration received by him for performing his functions as the Chairman of the Board of Directors since June 6, 2014. The aforementioned additional remuneration is payable on a quarterly basis in equal amounts till March 11, 2016 in RUB at the exchange rate of the Central Bank of the Russian Federation on the last business day of the reporting quarter. The amount shown

above shall be after tax in accordance with the effective RF law. If he is elected Chairman of the Board of Directors again before March 11, 2016, the remuneration for serving as Chairman of the Board of Directors, envisaged in the first paragraph of this clause shall not be payable.

To approve compensation of the costs incurred by the Chairman of the Board of Directors, while performing his duties, including: accommodation in hotels, travel services, including VIP hall services, other air travel fees and charges (business and first class tickets), telephone calls (including mobile communication), representation expenses, in accordance with the limits for category 1 positions approved by OJSC MMC Norilsk Nickel.

To establish that OJSC MMC Norilsk Nickel shall at its own expense provide life insurance for the Chairman of the Board of Directors during visits to the mines and operations, as well as insure against other professional risks for the term of office as Chairman of the Board of Directors, the insurance coverage shall amount to USD 3,000,000.

II. Payments of the above remuneration amounts shall be effected only after the Chairman of the Board of Directors signs Confidentiality Agreement of the form, approved by the Board of Directors of OJSC MMC Norilsk Nickel.

Set the remuneration of an Audit Commission member of OJSC MMC Norilsk Nickel not employed by the Company in the amount of RUB 1,800,000 per annum, payable once every 6 months in equal amounts. The amount shown above shall be gross of taxes imposed under the current laws of the Russian Federation.

11. Approval of interested party transactions related to compensation of the losses of the members of the Board of Directors and the members of the Management Board of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

Approve conclusion of related party transactions, in which all members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel are interested parties, concerning reimbursement by OJSC MMC Norilsk Nickel of losses members of the Board of Directors and Management Board can incur in relation to their appointment to the corresponding positions, in the amount of up to USD 115 000 000 per person.

12. Approval of the interested party transaction related to liability insurance for members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N :

Approve conclusion of related party transactions, in which all members of the Board of Directors and Management Board of OJSC MMC Norilsk Nickel are interested parties, concerning liability insurance of the members of the Board of Directors and Management Board, which are beneficiaries, by Russian insurance company for one year, with a total liability limit of USD 200,000,000 and liability limit of USD 25,000,000 under additional expansion of coverage of main contract with insurance

premiums payments of up to USD 1,200,000.

13. Approval of the new version of the Charter of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N : :

Approve amendments and addendums to the Charter of OJSC MMC Norilsk Nickel in accordance with Annex 2.

14. Approval of the Regulations on General Meeting of the Shareholders of OJSC MMC Norilsk Nickel.

D R A F T R E S O L U T I O N : :

Approve the new version of the Regulations on General Meeting of Shareholders of OJSC MMC Norilsk Nickel in accordance with Annex 3.

15. On interested party transactions which may be effected in future as part of the Company's ordinary course of business.

D R A F T R E S O L U T I O N : :

I. Approve the following interested party transactions, which may be entered in the course of regular operations of OJSC MMC Norilsk Nickel:

1. Transfer of Kondor portal cranes into temporary possession and use (lease) by the Arkhangelsk Transport Branch (Lessor) on behalf of OJSC MMC Norilsk Nickel to OJSC Arkhangelsk Commercial Seaport (Lessee) in consideration of RUB 8,224,216.50 inclusive of VAT.
2. Provision of heat energy (capacity) and/or heat-carriers by OJSC Arkhangelsk Commercial Seaport (Energy Supplier) to the Arkhangelsk Transport Branch (Consumer) on behalf of OJSC MMC Norilsk Nickel in consideration of a total amount of RUB 3,701,660.00 inclusive of VAT.
3. Transfer of a PK-106 self-propelled crane-boat into temporary possession and use (lease) by OJSC Arkhangelsk Commercial Seaport (Lessor) to the Arkhangelsk Transport Branch on behalf of OJSC MMC Norilsk Nickel (Lessee) in consideration of RUB 12,553,182.20 inclusive of VAT.
4. Provision of petroleum products by OJSC Taymyr Fuel Company (Seller) to the Polar Transport Branch on behalf of OJSC MMC Norilsk Nickel (Buyer) for a total amount of RUB 132,168,483.02 inclusive of VAT.

5. Transfer of materials required for maintenance of machinery and hoisting mechanisms by Norilsknickelremont LLC (Seller) to the Polar Transport Branch on behalf of OJSC MMC Norilsk Nickel (Buyer) in consideration of a total of RUB 17,981,007.56 inclusive of VAT.
6. Rendition of sewage network maintenance and operation services by OJSC NTEK (Contractor) to Norilskenergo – OJSC MMC Norilsk Nickel affiliate on behalf of OJSC MMC Norilsk Nickel in consideration of a total of RUB 33,157,327.40 inclusive of VAT.
7. Transfer of movable and immovable property for production and operation activities by the Polar Division (Lessor) on behalf of OJSC MMC Norilsk Nickel to Polar Construction Company LLC (Lessee) in to temporary possession and use (lease) in consideration of RUB 53,100,000.00 inclusive of VAT.
8. Sale of fixed assets, goods, miscellaneous products and materials stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to Polar Construction Company (Buyer) in consideration of a total of RUB 3,356,224,966.25 inclusive of VAT.
9. Transfer of movable and immovable property required for production and operation activities into temporary possession and use (lease) by the Polar Division on behalf of OJSC MMC Norilsk Nickel (Lessor) to Gipronickel Institute LLC (Lessee) in consideration of a total of RUB 25,960 000.00 inclusive of VAT.
10. Transfer of machinery, WIP products and goods stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to Gipronickel Institute LLC (Buyer) in consideration of a total of RUB 27,889,400.00 inclusive of VAT.
11. Transfer of a land plot for finished products TTsPK-Dudinka oil base pipeline construction by the Polar Division (Sublessor) on behalf of OJSC MMC Norilsk Nickel to OJSC Norilskgazprom (Sublessee) into temporary possession and use (sublease) in consideration of a total of RUB 100,000.00 inclusive of VAT.
12. Sale of fixed assets, goods, miscellaneous products and materials stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to OJSC Norilskgazprom (Buyer) in consideration of a total of RUB 9,357,700.00 inclusive of VAT.
13. Transfer of movable and immovable property required for production and operation activities into temporary possession and use (lease) by the Polar Division on behalf of OJSC MMC Norilsk Nickel (Lessor) to Norilsk Industrial Transport LLC (Lessee) in consideration of a total of RUB 71,980,000.00 inclusive of VAT.

14. Sale of fixed assets, goods, miscellaneous products and materials stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to Norilsk Industrial Transport LLC (Buyer) in consideration of a total of RUB 744,239,400.82 inclusive of VAT.
15. Transfer of movable and immovable property required for production and operation activities into temporary possession and use (lease) by the Polar Division on behalf of OJSC MMC Norilsk Nickel (Lessor) to Norilsknickelremont LLC (Lessee) in consideration of a total of RUB 273,760,000.00 inclusive of VAT.
16. Sale of fixed assets, goods, miscellaneous products and materials stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to Norilsknickelremont LLC (Buyer) in consideration of a total of RUB 662,537,234.70 inclusive of VAT.
17. Transfer of movable and immovable property required for production and operation activities into temporary possession and use (lease) by the Polar Division on behalf of OJSC MMC Norilsk Nickel (Lessor) to CJSC Taymyr Fuel Company (Lessee) in consideration of a total of RUB 64,900,000.00 inclusive of VAT.
18. Sale of fixed assets, goods, miscellaneous products and materials stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to CJSC Taymyr Fuel Company (Buyer) in consideration of a total of RUB 434,245,900.00 inclusive of VAT.
19. Sale of goods stored at affiliate warehouses by the Polar Division (Seller) on behalf of OJSC MMC Norilsk Nickel to OJSC NTEK (Buyer) in consideration of a total of RUB 776,346,457.90 inclusive of VAT.
20. Transfer of inventories, other products, materials, stored at Polar Division's warehouses for the maximum amount of RUB 7,092,800.00, VAT inclusive, by MMC Norilsk Nickel represented by the Polar Division (Seller) to OJSC Taimyrgas (Buyer).
21. Transfer of coal stored at Polar Division's warehouses for the maximum amount of RUB 16,000,000.00 VAT inclusive, by MMC Norilsk Nickel represented by the Polar Division (Seller) to OJSC Taimyrgas (Buyer).
22. Provision of services involving placement of industrial wastes for the maximum amount of RUB 1,063, 805.32, VAT inclusive, by MMC Norilsk Nickel represented by the Polar Division (Contractor) to OJSC Norilskgazprom (Client).

23. Provision by MMC Norilsk Nickel represented by the Polar Division (Contractor) to Polar Construction Company LLC (Client) of agency services for the organization of training employees at the training site of Anhydrite mine of Kayerkansky Mine by Corporate University Norilsk Nickel for the maximum amount of RUB 1,180.00, VAT inclusive.
24. Provision by MMC Norilsk Nickel represented by the Polar Division (Contractor) to Norilsknickelremont LLC (Client) of agency services for the organization of training employees at the training site of Anhydrite mine of Kayerkansky Mine by Corporate University Norilsk Nickel for the maximum amount of RUB 1,180.00, VAT inclusive.
25. Provision by Norilsknickelremont LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of services on organization of storage of accounting, tax accounting and reporting documents; destruction of documentation, making copies, submission of information (documents) requested in the course of inspections for the maximum amount of RUB 57,000.00, VAT inclusive.
26. Execution by Gipronikel Institute (Contractor) for OJSC MMC Norilsk Nickel represented by the Polar Division of design work on projects: Zapolyarny Mine. Increase of disseminated ore output. 6 kV overhead lines from GPP-6 to RP-767-1P, Oktyabrsky Mine. Stripping and mining of high-grade, cuprous and disseminated ores on the western flank, Oktyabrsky mine, Stripping and mining of high-grade, cuprous and disseminated ores on the western flank. Transportation working, development of working documentation for Zapolyarny and Oktyabrsky mines for the maximum amount of RUB 45,376,557.80, VAT inclusive.
27. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of survey works in accordance with the technical specifications for geodetic survey on the project: Skalisty Mine. Stripping, preparation and mining of high-grade and cuprous ores of C-2 field of Talnakh deposit and C-5, C-6 and C-6l of Oktyabrskoye deposit. SKS-1 for the maximum amount of RUB 3,739,445.37, VAT inclusive.
28. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of quantitative chemical assay of samples of raw materials and process cycle products for quality control of test results for the maximum amount of RUB 1,000,000.00 , VAT inclusive.
29. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of external quality control of the results of quantitative chemical assay of geological samples for the maximum amount of RUB 1,888,000.00, VAT inclusive.

30. Provision by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of R&D services to the current operations on the projects: "Engineering support of pilot tests involving Copper Plant's cinder cakes smelting in DC furnace in Nickel Plant Roaster shop," "Industrial testing of perspective composition feed processing (2016) in NMP processing chain, Development and coordination of "special measures" to conduct mining operations and ensure ventilation of underground mine workings in "gas mode" at Norilsk-1, Talnakh and Oktyabrsky deposits for the maximum amount of RUB 20,272,400.00, VAT inclusive.
31. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of design works, development of working and non-standard equipment design documentation for production units for the maximum amount of RUB 295,000,000.00, VAT inclusive.
32. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of R&D works for production units for the maximum amount of RUB 11,800,000.00, VAT inclusive.
33. Development by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of feasibility study for Nadezhda Metallurgical Plant on the project Feasibility study of efficiency of implementation of Vanukov Furnace smelting technology at NMP; for the Production Association of concentrators on the project Feasibility Study of the utilization of redundant capacities of Norilsk Concentrator for processing of technogenic raw materials for the maximum amount of RUB 10,030,000.00, VAT inclusive.
34. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of R&D works for NMP facilities: «NMP. Increase in the capacity of pyrometallurgical operations with nickel materials processing», Nickel Plant shutdown: «Unified storage facilities. Seredysh sand pit. Adjustment, for the maximum amount of RUB 130,696,800,00 VAT inclusive.
35. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of unforeseen design and survey works for the Division for the maximum amount of RUB 23,808,860.00, VAT inclusive.
36. Execution by Gipronickel Institute LLC (Contractor) for MMC Norilsk Nickel represented by the Polar Division (Client) of works on the development and approval of design documents for non-standard equipment, approval of estimates for the start-up operations for the Division for the maximum amount of RUB 4,527,660.00, VAT inclusive.

37. Execution of cadastral works by Gipronickel Institute LLC (the Executant) for OJSC MMC Norilsk Nickel (the Customer) at the land plots of OJSC MMC Norilsk Nickel, for the maximum amount of RUB 6 000 000.00 (VAT incl.).
38. Execution of design works by Gipronickel Institute LLC (the Executant) for OJSC MMC Norilsk Nickel (the Customer) on the following projects: for the objects Zapolyarniy mine - "overhaul of remote supervisory cell control system, 0.4 kW underground distribution substation", for the objects of Taimyr mine –"RT. KS-3. GVU. Overhaul of the electric motor of MK 5x4 hoisting unit", for the objects of Kaerkan mine – "Kaerkan mine, Izhvestnyakov shaft. VOD-40 ventilation unit. Overhaul with equipment replacement", for the objects of Taimyr mine – "Automatic 2C5x2,3 VMP hoisting unit control system", for the objects of Taimyr mine - "Automatic 2C5x2,8 3PM hoisting unit control system", for the maximum amount of RUB 33 684 400.36, including VAT.
39. Execution of design works by Gipronickel Institute LLC (the Executant) for OJSC MMC Norilsk Nickel, represented by the Polar Division (the Customer) on the following project: "Norilsk Concentrator. Circulating water supply system Nickel Plant – Concentrator Plant Industrial Association", for the maximum amount of RUB 55 103 640,00, including VAT.
40. Execution of design and survey works, approval of budgeting documentation for commissioning works and engineering documentation development for non-standardized equipment, development of engineering documentation, carried out by Gipronickel Institute LLC (the Executant) for OJSC MMC Norilsk Nickel, represented by the Polar Division (the Customer) for the following projects: "Reconstruction of Lebyazhie tailings dam. Second joint Talnakh and Norilsk Concentrators tailings storage area", "Talnakh Concentrator. PNS-1. Installation of Geho pumps", "Reconstruction and technological refurbishment of Talnakh concentrator with a capacity increase to 16 mln. tons for all ore types combined", "Nadezhda Metallurgical Plant. COSK. Reconstruction of the tailings dam with a capacity increase to 40 mln. m³", for the maximum amount of RUB 13 150 420,00, including VAT.
41. Execution of civil, assembly and specialized works by Polar Construction Companies LLC (the Executant) for OJSC MMC Norilsk Nickel (the Customer) on the following project: "Nadezhda Metallurgical Plant. Increasing pyrometallurgical nickel feed processing capacity", for the maximum amount of RUB 47 320 375,92, including VAT.
42. Execution of preassembly equipment audit works by Polar Construction Companies LLC (the Executant) for OJSC MMC Norilsk Nickel, represented by the Polar Division (the Customer) on the capital construction objects, for the maximum amount of RUB 2 988 000,00, including VAT.

43. Execution of preassembly equipment audit works by Norilsknickelremont LLC (the Executant) for OJSC MMC Norilsk Nickel, represented by the Polar Division (the Customer) on the capital construction objects, for the maximum amount of RUB 2 474 000,00, including VAT.
44. Transfer of goods by Norilsknickelremont LLC (the Seller) into the ownership of OJSC MMC Norilsk Nickel, represented by the Polar Division (the Buyer), aimed to ensure implementation of operational activities, for the maximum amount of RUB 5 900 000,00, including VAT.
45. Lease of movable property by Polar Contraction Company LLC (the Lessor) to OJSC MMC Norilsk Nickel, represented by the Polar Division (the Lessee), aimed to ensure implementation of operational activities, for the maximum amount of RUB 1 080 000,00, including VAT.
46. Lease of movable property by CJSC Taimyr Fuel Company (the Lessor) to OJSC MMC Norilsk Nickel, represented by the Polar Division (the Lessee), aimed to ensure implementation of operational activities, for the maximum amount of RUB 270 000,00, including VAT.

II. To approve the following interested party transactions between OJSC MMC Norilsk Nickel and OJSC Sberbank of Russia that can be executed in future in the process of regular business activities of the OJSC MMC Norilsk Nickel:

1. Transactions (agreements), in accordance with which OJSC Sberbank of Russia subject to the terms established by it (a) shall open accounts of OJSC MMC Norilsk Nickel (including deposit accounts at the Depository of OJSC Sberbank of Russia) and make transactions on such accounts, and OJSC MMC Norilsk Nickel shall pay for the services at the rates of OJSC Sberbank of Russia; (b) shall debit monetary funds from the accounts of OJSC MMC Norilsk Nickel opened in OJSC Sberbank of Russia on the terms of the direct debit authorized by OJSC MMC Norilsk Nickel, without any additional authorization.
2. Transactions (agreements) on maintenance on the accounts of MMC Norilsk Nickel opened in OJSC Sberbank of Russia of the security deposit in the total ceiling amount for all transactions not exceeding 100.000.000.000 (one hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the date of the transaction execution, with payment by OJSC Sberbank of Russia to OJSC MMC Norilsk Nickel of an interest rate in the amount of the security deposit on the interest rate of at least 0.1% (zero point one percent) of the annual in the respective currency, for the term not exceeding 1 (one) year per each transaction.
3. Transactions (agreements), in accordance with which OJSC MMC Norilsk Nickel shall get services from OJSC Sberbank of Russia with the use of the systems of information transfer in an electronic format, as well as electronic payment systems, and shall receive from OJSC Sberbank of Russia or

transfer to OJSC Sberbank of Russia electronic payment documents in order to fulfill debit transactions on the accounts, receive electronic statements on the accounts and provide for other electronic document flows, and pay for the provided services at the rates of OJSC Sberbank of Russia applicable as of the date of the services supply.

4. Transactions (agreements) on the procedures and terms of charging of an interest rate based on the aggregate average chronological balance on the settlement accounts of OJSC MMC Norilsk Nickel and its associated companies at the interest rate of not less than 0.1% (zero point one percent) of the annual in the respective currency.
5. Transactions (agreements) on the procedures for issuance and maintenance by OJSC Sberbank of Russia of international bank cards Visa (Classic, Classic «Aeroflot», Gold, Gold «Aeroflot»), MasterCard (Standard, Standard «MTS», Gold, Gold «MTS») for employees of OJSC MMC Norilsk Nickel (including employees of the branches of OJSC MMC Norilsk Nickel). OJSC MMC Norilsk Nickel shall pay for the services at the rates of OJSC Sberbank of Russia.
6. Transactions (agreements), in accordance with which OJSC Sberbank of Russia shall provide to OJSC MMC Norilsk Nickel services on management of financial flows, as well as financial flows of associated companies of OJSC MMC Norilsk Nickel (Cash Management), and to this end shall conclude: Agreement on supply of services by «Sberbank Corpor@tion», Agreement on the single balance, as well as other agreements regulating supply of the said services with the use of bank instruments of OJSC Sberbank of Russia (Cash Management/cash flow management). OJSC MMC Norilsk Nickel shall pay for the services at the rates of OJSC Sberbank of Russia.
7. Transactions (agreements), in accordance with which OJSC Sberbank of Russia shall open at the authorization of OJSC MMC Norilsk Nickel letters of credit (including without the cash cover granting) in the total ceiling amount of all opened letters of credit not exceeding 20.000.000.000 (twenty billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date, with payment of a commission fee at the rate not exceeding 2% (two percent) of the annual in the respective currency, with the term of each letter of credit not exceeding 10 (ten) years.
8. Transactions (agreements), in accordance with which OJSC MMC Norilsk Nickel shall place in OJSC Sberbank of Russia deposits (including structural, with conversion, bi-currency, with a floating interest rate) for a ceiling amount for all transactions not exceeding 100.000.000.000 (one hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date with payment of an interest rate of at least 0.1% (zero point one percent) of the annual in the

respective currency, for a term for each transaction not exceeding 5 (five) years.

9. Transactions (agreements), in accordance with which OJSC Sberbank of Russia shall issue bank guarantees (including without the cash cover granting) with the purposes of security of fulfillment of obligations by OJSC MMC Norilsk Nickel in the total ceiling amount of all issued bank guarantees of 100.000.000.000 (one hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date with payment of a commission fee for issue of bank guarantees at the rate not exceeding 2% (two percent) of the annual in the respective currency for a term of each bank guarantee not exceeding 10 (ten) years.
10. Transactions (agreements), in accordance with which OJSC MMC Norilsk Nickel shall raise in OJSC Sberbank of Russia loan funds in the form of credits, credit lines, overdrafts, agreements of overdraft crediting with a total ceiling in the total amount not exceeding 200.000.000.000 (two hundred billion) rubles or its equivalent in USD or EUR at the exchange rate of the Bank of Russia as of the transaction date, for the term for each transaction up to 7 (seven) years with an interest rate for using the loan funds in the amount not exceeding 13% (thirteen percent) of the annual in the respective currency (with a possibility to increase by the creditor - OJSC Sberbank of Russia – of an interest rate unilaterally, but not more than by 1.5 (one point five) in accordance with the credit agreement terms), with payment of the commissions set forth in the terms of the respective loan agreements: payment for reservation of loan funds in the amount not exceeding 2% (two percent) of the ceiling of the loan funds under the agreement in the amount not exceeding 2% (two percent) of the annual of the clear balance of the limit, payment for the loan early repayment in the amount not exceeding 2% (two percent) of the annual of the early repaid amount of loan funds, compensation of costs of OJSC Sberbank of Russia that arose in connection with early termination of the hedging transaction(s) concluded by OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited with third parties with the purpose of management (hedging) of risks connected with crediting of OJSC MMC Norilsk Nickel, in the amount not exceeding 100% (one hundred percent) of the amount of the loan under the respective transaction (agreement).
11. Transactions (agreements) on issue, sale and purchase, exchange of ordinary promissory notes issued by OJSC Sberbank of Russia, OJSC MMC Norilsk Nickel or other parties in the total ceiling amount not exceeding 100.000.000.000 (one hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date with an interest rate charged to the promissory notes amount based on at least 1% (one percent) of the annual and not exceeding 15% (fifteen percent) of the annual with the term of repayment of promissory notes

«upon presentation» or the term of the promissory notes repayment not exceeding 10 (ten) years from the date of development.

12. Transactions on sale and purchase of foreign currency for rubles or other foreign currency at the exchange rate of the sale and purchase in the range between the exchange rate of the Bank of Russia as of the transaction date reduced by 2 (two) percent, and the exchange rate of the Bank of Russia as of the transaction date increased by 2 (two) percent, in the total ceiling amount on transactions not exceeding 100.000.000.000 (one hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date.
13. Transactions (agreements) that are derivative financial instruments and that are made with the purpose of management of risks arising in the process of business (entrepreneurship) activities of OJSC MMC Norilsk Nickel: interest rate swap transactions, currency-interest rate swap transactions, currency forward transactions, other transactions, the base assets of which is foreign currency, goods, stock or commodity futures, interest rates, including any combination of such transactions (the way they are defined in the Tentative Terms of the agreement on terminal transactions on financial markets in 2011 developed and approved by the Self-Regulating (Non-Commercial) Organization «National Association of the Stock Market Participants» (NAUFOR), National Currency Association and Association of Russian Banks, and published in the Internet at the Website of the Self-Regulating (Non-Commercial) Organization «National Association of the Stock Market Participants» (NAUFOR), National Currency Association and Association of Russian Banks) on condition that the total ceiling amount (a) for all transactions of one type does not exceed 100.000.000.000 (one hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date, (b) for all transactions of all types does not exceed 500.000.000.000 (five hundred billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date, and the terms of obligations fulfillment under each transaction do not exceed 10 (ten) years, and to this end to conclude a Master Agreement on terminal transactions on financial markets, the certain terms of which are defined in Tentative Terms of the agreement on terminal transactions on financial markets in 2011, with addenda and amendments set forth in the Master Agreement on terminal transactions on financial markets, in accordance with which OJSC Sberbank of Russia and OJSC MMC Norilsk Nickel can from time to time make transactions on the currency sale and purchase, as well as other transactions (agreements) that are derivative financial instruments, as well as conclude an Agreement on the procedures for presentation of information to the repository, subject to which the function of the Informing Party providing to the Repository (NCO CJSC «National Settlement Depository») information about transactions concluded

on the terms of the Master Agreement shall be assumed by OJSC Sberbank of Russia.

14. Transactions (agreements) of sale and purchase of precious metals for rubles or other foreign currency at the prices defined with the use of official and published stock-exchange quotations of London Metal Exchange, London Platinum and Palladium Market, London Bullion Market Association for respective goods in the quotation period in the total ceiling amount under transactions not exceeding 25.000.000.000 (twenty five billion) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date. When defining the price the following periods can be used as quotation periods: a month preceding the supply month; the supply month; a month following the supply month; a week in the supply month; several consecutive days in the supply month; one day in the supply month; or another period as may be further coordinated by the parties.
 15. Agreements (amendments to them), in accordance with which OJSC Sberbank of Russia and OJSC MMC Norilsk Nickel shall interact within the framework of the joint implementation of corporate social programs of OJSC MMC Norilsk Nickel in the total ceiling amount not exceeding 2.400.000.000 (two billion four hundred million) RF rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date.
 16. Transactions (agreements), in accordance with which OJSC Sberbank of Russia shall make on its behalf and at the expense of OJSC MMC Norilsk Nickel subject to authorization from OJSC MMC Norilsk Nickel transactions on sale and purchase of securities, as well as act otherwise in order to fulfill obligations on the transactions on sale and purchase of securities, for a fee payable by OJSC MMC Norilsk Nickel in the amount not exceeding 0.5% of the total turnover on transactions of securities sale and purchase during the day.
- III. Transactions (agreements), in accordance with which OJSC MMC Norilsk Nickel shall provide to OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG a surety (including in the form of a deed of guaranty) to secure fulfillment of obligations of the associated companies of OJSC MMC Norilsk Nickel (Debtors) on transactions concluded by OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG with Debtors of the following types:
- (a) raising by the Debtors of loan funds in OJSC Sberbank of Russia and/or Sberbank (Switzerland) AG,
 - (b) obtaining by Debtors of bank guarantees from OJSC Sberbank of Russia,
 - (c) opening with OJSC Sberbank of Russia of letters of credit at the Debtors' authorization,

(d) from agreements of sale and purchase of nonferrous and precious metals concluded by Debtors with OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG,

(e) from agreements that are derivative financial instruments and that were concluded by the Debtors with OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG,

and in accordance with which OJSC MMC Norilsk Nickel bears to OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG joint and several obligations for fulfillment by the Debtors of its financial obligations to OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG on the repayment of the principal amount under the transaction, payment of an interest rate, forfeits, commissions and any other fees set forth by the terms of respective transactions/agreement/contracts between OJSC Sberbank of Russia and/or SIB (Cyprus) Limited, and/or Sberbank CIB (UK) Limited, and/or Sberbank (Switzerland) AG, on the one hand, and the Debtors, on the other hand, in the total amount for each suretyship agreement (including in the form of a deed of guaranty), not exceeding 100.000.000.000 (one hundred billion) rubles or its equivalent in other currency at the exchange rate of the Bank of Russia as of the transaction date, with the term of suretyship up to 3 (three) years from the date of expiry of the terms of fulfillment of the obligation secured by the suretyship.