STATEMENT OF MATERIAL FACT
The Meeting of the Board of Directors of the Issuer, its Agenda and Particular Resolutions Approved by the Board of Directors of the Issuer.

1. General information	
1.1. Full name of the Issuer	***Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel***
1.2. Abbreviated name of the Issuer	***OJSC MMC Norilsk Nickel***
1.3. The Issuer's location	***Dudinka, Krasnoyarsk Territory, Russian Federation***
1.4. Primary State Registration Number of the Issuer	***1028400000298***
1.5. The Issuer's Taxpayer Identification Number	***8401005730***
1.6. The Issuer's Unique Code given by the registering body	***40155-F***
1.7. Internet website used by the Issuer to disclose information	http://www.nornik.ru/en/investor/information_disclosure/

2. Subject matter

1. Quorum of the meeting of the Board of Directors of the Issuer and results of voting on the agenda items:

11 members of the Board of Directors of OJSC MMC Norilsk Nickel participated in the meeting of 23.04.2012. The meeting is quorate.

Results of voting on the agenda items:

1. Interested party transaction between the Company and LLC Gipronickel Institute (LLC Gipronickel Institute performs design works for the Company on the following object: "Zapolyarny Mine. Increase of disseminated ore production").

In favour - 10 Against - none. Abstained - none.

In favour - 10 Against - none. Abstained - none.

2. Interested party transaction between the Company and LLC Gipronickel Institute (according to the conclusion of the Contract for design works №004/12-CR-UAP).

In favour - 10 Against - none. Abstained - none.

3. Interested party transaction between the Company and LLC Gipronickel Institute (Contract for design works №003/12-CR-UAP).

In favour - 10 Against - none. Abstained - none.

4. Interested party transaction between the Company and LLC Gipronickel Institute (Contract for design works №024/12-KS-UKS).

In favour - 10 Against - none. Abstained - none.

5. Interested party transaction between the Company and LLC Norilsknickelremont (construction Contract for works shall be carried out to ensure pre-installation inspection of mechanical process equipment at the Taimyrsky Mine facilities: Vent Shaft No. 7. Cage winding machine; Vent Shaft No. 7. MP-1. Re-equipping for a fixed).

In favour - 10 Against - none. Abstained - none.

6. Interested party transaction between the Company and LLC Norilskpromtransport (subtenancy contract of immovable property – non-residential premises with total area of 836.45 sq.m. in parking garage).

In favour - 10 Against - none. Abstained - none.

7. Interested party transaction between the Company and LLC Norilskpromtransport (Lease Contract of immovable property – non-residential premises with total area of 360.0 sq.m. in machine shops).

In favour - 10 Against - none. Abstained - none.

8. Interested party transaction between the Company and LLC Norilsknickelremont, (Contract for

services involving instrumentation adjustment, calibration and repair).

In favour - 10 Against - none. Abstained - none.

9. Interested party transaction between the Company and OJSC NTEK (Additional Agreement №1 to the Service Contract №88-2070/10 of 29.10.2010 (№NTEK-32-773/10 of 10.11.2010).

In favour - 10 Against - none. Abstained - none.

10. Interested party transaction between the Company and LLC Norilsknickelremont (Order to Sale and Purchase Agreement №ZTF-26/07 of 03.07.2007).

In favour - 10 Against - none. Abstained - none.

11. Interested party transaction between the Company and LLC Gipronickel Institute (Contract №017/12-KS-UKS to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division№88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

12. Interested party transaction between the Company and LLC Gipronickel Institute (Contract №005/12-КС-ДРРС to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division№88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

13. Interested party transaction between the Company and LLC Gipronickel Institute (Contract №003/12-КС-ДРРТ to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division№88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

14. Interested party transaction between the Company and LLC Gipronickel Institute (Contract №014/12-KS-UKS to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

15. Interested party transaction between the Company and LLC Gipronickel Institute, (Contract №009/12-КС-ДРРС to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

16. Interested party transaction between the Company and LLC Gipronickel Institute, (Contract №008/12-КС-ДРРС to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

17. Interested party transaction between the Company and LLC Gipronickel Institute, (Contract №081/11-KS-UKS to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).

In favour - 10 Against - none. Abstained - none.

18. Interested party transaction between the Company and LLC Gipronickel Institute, (Contract №003/12-КР-УГЭ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment for repair, care and maintenance of capital funds of the Company's Polar Division №192-556/07 of 01.03.2007).

In favour - 10 Against - none. Abstained - none.

19. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №3 to the Contract №88-1277/11 of 02.06.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

20. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №3 to the Contract №88-811/11 of 08.04.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

21. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №2 to the Contract №88-2107/11 of 21.09.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

22. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №3 to the Contract №88-817/11 of 08.04.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

23. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №3 to the Contract №88-1295/11 of 03.06.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

24. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №3 to the Contract №88-1268/11 of 02.06.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

25. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №4 to the Contract №88-1242/11 of 31.05.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

26. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №2 to the Contract №88-533/11 of 18.03.2011).

In favour - 8 чел. Against - 1 чел. Abstained - 1 чел.

27. Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №3 to the Contract №88-728/11 of 04.04.2011).

In favour - 9 чел. Against - 1 чел. Abstained - none.

28. Interested party transaction between the Company and OJSC Taimyr Fuel Company (according to the conclusion of the documents storage service Agreement).

In favour - 10 Against - none. Abstained - none.

29. Interested party transaction between the Company and OJSC NTEK (the Company undertakes the transfer into the ownership of OJSC NTEK property in accordance with the specification to the sales and purchase agreement №88-2648/10 of 28.12.2010).

1. In favour - 10 Against - none. Abstained - none.

2. In favour - 10 Against - none. Abstained - none.

3. In favour - 10 Against - none. Abstained - none.

4. In favour - 10 Against - none. Abstained - none.

5. In favour - 10 Against - none. Abstained - none.

30. Interested party transaction between the Company and LLC Norilsknickelremont (Contract for regular cargo transportation as well as provision of road construction machinery).

In favour - 10 Against - none. Abstained - none.

31. Interested party transaction between the Company and LLC Polar Construction Company (Contract for regular cargo transportation as well as provision of road construction machinery).

In favour - 10 Against - none. Abstained - none.

32. Interested party transaction between the Company and OJSC Taimyr Fuel Company (Contract for regular cargo transportation as well as provision of road construction machinery).

In favour - 10 Against - none. Abstained - none.

33. Interested party transaction between the Company and OJSC Taimyr Fuel Company (Additional Agreement №1 to the sales and purchase agreement №ТТК/71-дг/2011 of 28.03.2011 (№НЭ-32-40/11 of 08.07.2011).

In favour - 10 Against - none. Abstained - none.

34. nterested party transaction between the Company and OJSC Taimyrgaz, (Additional Agreement to the Loan Contract №NN/215-2009 of 23.04.2009).

In favour - 9 чел. Against - none. Abstained - 1 чел.

35. Interested party transaction between the Company and LLC Gipronickel Institute, (Contract for technological works №021-624H).

In favour - 10 Against - none. Abstained - none.

36. Interested party transaction between the Company and OJSC NTEK, (Additional Agreement №5 to the Contract on fresh water supplies №NTEK-32-160/08 of 11.03.2008 (№ZTF-37/08 of 21.03.2008).

In favour - 10 Against - none. Abstained - none.

37. Interested party transaction between the Company and OJSC NTEK (Additional Agreement №4 to the Contract on power supply for hot water and steam heat consumers №NTEK-32-161/08 of 11.03.2008 (№ZTF-38/08 of 21.03.2008).

In favour - 10 Against - none. Abstained - none.

2. Resolutions approved by the Board of Directors of the Issuer:

Item 1.

The Board Resolved:

1. To approve the interested party transaction between the Company and LLC Gipronickel Institute, whereby LLC Gipronickel Institute undertakes to perform for the Company design works: "Zapolyarny Mine. Increase of disseminated ore production". Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 1.

The Board Resolved:

2. To approve the interested party transaction between the Company and LLC Gipronickel Institute, whereby LLC Gipronickel Institute undertakes to perform for the Company design works: "Zapolyarny Mine. Increase of disseminated ore production" Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 2.

Item 2.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute (according to the conclusion of the Contract for design works №004/12-CR-UAP). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 4.

Item 3.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute (according to the conclusion of the Contract for design works №003/12-CR-UAP). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 3.

Item 4.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute (according to the conclusion of the Contract for design works №024/12-KS-UKS). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 5.

Item 5.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Norilsknickelremont (according to the conclusion of construction Contract for works shall be carried out to ensure pre-installation inspection of mechanical process equipment at the Taimyrsky Mine facilities: Vent Shaft No. 7. Cage winding machine; Vent Shaft No. 7. MP-1. Re-equipping for a fixed). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 6.

Item 6.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Norilskpromtransport (subtenancy contract of immovable property – non-residential premises with total area of 836.45 sq.m. in parking garage). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 7.

Item 7.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Norilskpromtransport (Lease contract of immovable property – non-residential premises with total area of 360.0 sq.m. in machine shops). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 8.

Item 8.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Norilsknickelremont (Contract for services involving instrumentation adjustment, calibration and repair). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 9.

Item 9.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC NTEK (Additional Agreement №1 to the Service Contract №88-2070/10 of 29.10.2010 (№NTEK-32-773/10 of 10.11.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 10 and 11.

Item 10.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Norilsknickelremont (Order to Sale and Purchase Agreement №ZTF-26/07 of 03.07.2007). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 12 and 13.

Item 11.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №017/12-KS-UKS to Agreement on General Terms and Conditions for completion of design and survey works , developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division№88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 14.

Item 12.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №005/12-КС-ДРРС to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division№88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 15.

Item 13.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №003/12-КС-ДРРТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division№88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 16.

Item 14.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №014/12-KS-UKS to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 17.

Item 15.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №009/12-КС-ДРРС to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 18.

Item 16.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №008/12-КС-ДРРС to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 19.

Item 17.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №081/11-KS-UKS to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 20.

Item 18.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute, according to the conclusion of the Contract №003/12-КР-УГЭ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standardized equipment for repair, care and maintenance of capital funds of the Company's Polar Division №192-556/07 of 01.03.2007. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 21.

Item 19.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-1277/11 of 02.06.2011. Information on the subject

matter, price and other material terms of the transaction under approval is provided in Annex 22.

Item 20.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-811/11 of 08.04.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 23.

Item 21.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-2107/11 of 21.09.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.

Item 22.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-817/11 of 08.04.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 25.

Item 23.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-1295/11 of 03.06.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 26.

Item 24.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-1268/11 of 02.06.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 27.

Item 25.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-1242/11 of 31.05.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 28.

Item 26.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-533/11 of 18.03.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 29.

Item 27.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company, whereby amendments shall be made to the Contract №88-728/11 of 04.04.2011. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 30.

Item 28.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC Taimyr Fuel Company (according to the conclusion of The documents storage service Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 31.

Item 29.

The Board Resolved:

1. To approve the interested party transaction between the Company and OJSC NTEK, whereby the

Company undertakes the transfer into the ownership of OJSC NTEK property (crushed stone, basalt, basalt (rock)) in accordance with the specification to the sales and purchase agreement №88-2648/10 of 28.12.2010. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.

The Board Resolved:

2. To approve the interested party transaction between the Company and OJSC NTEK, whereby the Company undertakes the transfer into the ownership of OJSC NTEK property (river sand) in accordance with the specification to the sales and purchase agreement №88-2648/10 of 28.12.2010. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.

The Board Resolved:

3. To approve the interested party transaction between the Company and OJSC NTEK, whereby the Company undertakes the transfer into the ownership of OJSC NTEK property (Portland cement PC-400-DO-H, Portland cement PC-300-D20, liquid sodium glass, technical lime (40mm)) in accordance with the specification to the sales and purchase agreement №88-2648/10 of 28.12.2010. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 34.

The Board Resolved:

4. To approve the interested party transaction between the Company and OJSC NTEK, whereby the Company undertakes the transfer into the ownership of OJSC NTEK property (chlorine as part of sodium hypochlorite, granulated slag) in accordance with the specification to the sales and purchase agreement №88-2648/10 of 28.12.2010. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 35.

The Board Resolved:

5. To approve the interested party transaction between the Company and OJSC NTEK, whereby the Company undertakes the transfer into the ownership of OJSC NTEK property (sulfuric acid) in accordance with the specification to the sales and purchase agreement №88-2648/10 of 28.12.2010. Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 36.

Item 30.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Norilsknickelremont (Contract for regular cargo transportation as well as provision of road construction machinery). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 37.

Item 31.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Polar Construction Company (Contract for regular cargo transportation as well as provision of road construction machinery). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 38.

Item 32.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC Taimyr Fuel Company (Contract for regular cargo transportation as well as provision of road construction machinery). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 39.

Item 33.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC Taimyr Fuel Company (Additional Agreement №1 to the sales and purchase agreement №ТТК/71-од/2011 of 28.03.2011 (№НЭ-32-40/11 of 08.07.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 40.

Item 34.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC Taimyrgaz (Additional

Agreement to the Loan Contract №NN/215-2009 of 23.04.2009). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 41.

Item 35.

The Board Resolved:

To approve the interested party transaction between the Company and LLC Gipronickel Institute (Contract for technological works №021-624H). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 42.

Item 36.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC NTEK , (Additional Agreement №5 to the Contract on fresh water supplies №NTEK-32-160/08 of 11.03.2008 (№ZTF-37/08 of 21.03.2008). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 43 and 44.

Item 37.

The Board Resolved:

To approve the interested party transaction between the Company and OJSC NTEK, (Additional Agreement №4 to the Contract on power supply for hot water and steam heat consumers №NTEK-32-161/08 of 11.03.2008 (№ZTF-38/08 of 21.03.2008). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 45 and 46.

3. Date of the meeting of the Board of Directors of the Issuer: ***23.04.2012.***

4. Date and No. of the Protocol of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: ***26.04.2012, Protocol No. GMK/19-pr-sd.***

Director for Investor Relations ***A.V. Ivanov***
(Power of Attorney No. GMK -115/29D of 19.01.2012)

April 26, 2012