

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.
Disclosure of insider information.

1. General Information	
1.1. Full Name of the Issuer	<i>Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel</i>
1.2. Abbreviated Name of the Issuer	<i>OJSC MMC Norilsk Nickel</i>
1.3. The Issuer's Location	<i>Dudinka, Krasnoyarsk Territory, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer	<i>1028400000298</i>
1.5. The Issuer's Taxpayer Identification Number	<i>8401005730</i>
1.6. The Issuer's Unique Code Given by the Registering Body	<i>40155-F</i>
1.7. Internet Website Used by the Issuer to Disclose Information	http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/investoram/raskryitie-informaczii
2. Subject Matter of the Statement	
<p>1. Quorum of the meeting of the Board of Directors of the Issuer:</p> <p><i>13 members of the Board of Directors of OJSC MMC Norilsk Nickel participated in the meeting of 15.09.2014. The meeting is quorate.</i></p> <p>2. Resolutions adopted by the Board of Directors and the results of voting on the agenda items:</p> <p><i>Re: 1</i></p> <p><i>To approve interested party transaction between the Company and OJSC Yenisey River Shipping Company, (entering into vessel wet lease agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 1.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: 2</i></p> <p><i>To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №021-165n). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 2.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: 3</i></p> <p><i>To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №021-3341). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 3.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: 4</i></p> <p><i>To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №006/14-KS-DRPM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at capital construction facilities 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 4.</i></p> <p><i>Resolution passed unanimously.</i></p>	

Re: 5

To approve interested party transaction between the Company and Polar Construction Company LLC, (entering into Specification No. No.6/2014 to Sale and Purchase Agreement №88-2656/10 of 28.12.2010 (№ZSK-02-623/10 of 13.12.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 5.

Resolution passed unanimously.

Re: 6

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №002/14-KR-UKHD to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for repair and maintenance of PPE 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 6.

Resolution passed unanimously.

Re: 7

To approve interested party transaction between the Company and OJSC NTEK, (entering into Specification No. No.6/2014 to Sale and Purchase Agreement №88-2648/10 of 28.12.2010 (№NTEK-32-14/11 of 18.01.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 7.

Resolution passed unanimously.

Re: 8

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Field Supervision Agreement №006/14-AN-DMSK). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 8.

Resolution passed unanimously.

Re: 9

To approve interested party transaction between the Company and OJSC NTEK, (entering into Specification No. No.4/2014 to Sale and Purchase Agreement №88-2648/10 of 28.12.2010 (NTEK-32-14/11 of 18.01.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 9.

Resolution passed unanimously.

Re: 10

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №021/14-KR-UGE to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for repair and maintenance of PPE 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 10.

Resolution passed unanimously.

Re: 11

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №022/14-KR-UGE to Agreement on General Terms and Conditions for completion of design and

survey works, developing construction documentation for non-standard equipment for repair and maintenance of PPE 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 11.

Resolution passed unanimously.

Re: 12

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №023/14-KR-UGE to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for repair and maintenance of PPE 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 12.

Resolution passed unanimously.

Re: 13

To approve interested party transaction between the Company and Norilskpromtransport LLC (entering into Specification No. 6/2014 to Sale and Purchase Agreement №192-2059/07 of 03.07.2007). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 13.

Resolution passed unanimously.

Re: 14

To approve interested party transaction between the Company and Polar Construction Company LLC, (entering into additional agreement №8 to Agreement №88-1862/10 of 27.09.2010 (№ZSK-02-134/10 of 05.04.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 14.

Resolution passed unanimously.

Re: 15

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №003/14-KR-UKHD to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for repair and maintenance of PPE 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 15.

Resolution passed unanimously.

Re: 16

To approve interested party transaction between the Company and Polar Construction Company LLC, (entering into additional agreement №1 to Agreement №88-273/14 of 17.02.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 16.

Resolution passed unanimously.

Re: 17

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №002/14-KS-DRPM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for capital construction facilities of the Company's Polar Division №88-2747/08 of 15.10.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 17.

Resolution passed unanimously.

Re: 18

To approve interested party transaction between the Company and Norilsknickelremont LLC, (entering into Specification No. 6/2014 to Sale and Purchase Agreement №88-1858/08 of 21.07.2008 (№HHP-489/952-08 of 21.07.2008). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 18.

Resolution passed unanimously.

Re: 19

To approve interested party transaction between the Company and Norilsknickelremont LLC (entering into Specification (44 items) to Supply Agreement №88-1637/11 of 15.07.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 19.

Resolution passed unanimously.

Re: 20

To approve interested party transaction between the Company and Gipronickel Institute LLC, (entering into Agreement №003/14-KS-DRPM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for capital construction facilities 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.

Resolution passed unanimously.

Re: 21

To approve interested party transaction between the Company and OJSC NTEK, (entering into additional agreement №19 to Movable Property Lease Agreement №HH/1229-2005 of 06.09.2005 (NTEK-32-5/05 of 09.09.2005). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 21.

Resolution passed unanimously.

Re: 22

To approve interested party transaction between the Company and OJSC Taimyrgaz, (entering into agency agreement and service application (selling materials and equipment). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 22.

Resolution passed unanimously.

Re: 23

1. To approve contractors and limits for transactions with the said contractors effected in the ordinary course of business, with the value of transaction or the value of property acquired or disposed of by such transactions exceeding the equivalent of USD 200,000,000 at the exchange rate of the Central Bank of the Russian Federation as of the date of approval, with the limit validity period of 1 year from the date of adoption of this resolution, in accordance with Annex 23.

2. From the date of this resolution to cancel the resolution of the Board of Directors of MMC Norilsk Nickel on the approval of limits and contractors with respect to the Company's transactions dated 22.07.2013 (Minutes of the Board of Directors No. GMK/36-pr-sd) and resolution of the Board of Directors of MMC Norilsk Nickel on the approval of additional limit for transactions with the Company's contractor OJSC AKB ROSBANK dated 20.12.2013 (Minutes of the Board of Directors No. 63-pr-sd).

Resolution passed unanimously.

Re: 24

To approve interested party transaction between the Company and CJSC Taimyr Fuel Company, (entering into additional agreement to Loan Agreement №HH/475-2013 of 01.08.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.

Resolution passed unanimously.

Re: 25

To approve interested party transaction between the Company and Intergeoproject LLC, (entering into additional agreement to Loan Agreement №HH/765-2011 of 26.08.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 25.

Resolution passed unanimously.

Re: 26

1. To terminate powers of Voronchikhin Artem Aleksandrovich, Head of Financial Control Service unit (controller) on 19.09.2014.

2. To elect Sheybak Egor Milhailovich Head of Financial Control Service unit (controller) from 22.09.2014.

Resolution passed unanimously.

3. Date of the meeting of the Board of Directors of the Issuer: 15.09.2014.

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: 17.09.2014, Minutes № GMK/28-pr-sd.

*Director of Share Capital,
Compliance and Insider Information
Abuse Counteraction Department
(Power of Attorney No. GMK-115/6-NT of 15.01.2014)*

A.V. Strubnev

September 17, 2014