

**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	<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	<a href="http://www.e-disclosure.ru/portal/company.aspx?id=564">http://www.e-disclosure.ru/portal/company.aspx?id=564</a> <a href="http://www.nornik.ru/investoram/raskrytie-informaczii">http://www.nornik.ru/investoram/raskrytie-informaczii</a>
2. Subject Matter of the Statement of Particular Resolutions Approved by the Board of Directors of the Issuer.	
<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 06.02.2014. The meeting is quorate.</i></p> <p>2. Results of voting on the agenda items:</p> <p><i>Re: 1</i>  <i>The Board Resolved:</i></p> <p><i>To approve an interested party transaction between the Company and Gipronickel Institute LLC (additional agreement №2 to Agreement №021-3300 for feasibility study (№88-3041/12 dd. 17.12.2012). 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>  <i>The Board Resolved:</i></p> <p><i>To approve an interested party transaction between the Company and CJSC Taimyr Fuel Company (additional agreement №4 to Agreement related to oil products laboratory analysis №ZTF-307/10 dd. 15.10.2010 (№TTK/131-dg dd. 10.06.2010). 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>  <i>The Board Resolved:</i></p> <p><i>To approve an interested party transaction between the Company and OJSC UC RUSAL TH (Delivery Contract (nepheline slime) to General Agreement №RTD-HH-2013/HH/178-2013 dd. 19.03.2013). 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>  <i>The Board Resolved:</i></p> <p><i>To approve an interested party transaction between the Company and OJSC UC RUSAL TH (Delivery contract</i></p>	

*to General agreement № RTD-NN-2013/HH/178-2013 dd. 19.03.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 4.*

*Resolution passed unanimously.*

**Re: 5**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Norilsknickelremont LLC (specification (46 nomenclative items) to Sale and Purchase Agreement №88-1858/08 dd. 21.07.2008 (№HHP-489/952-08 dd. 21.07.2008). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Gipronickel Institute LLC (additional agreement №3 to Immovable Property Lease Agreement №88-1719/10 dd. 07.09.2010 (GN-12-590/10 dd. 08.06.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and OJSC Yenisey River Shipping Company (Crewless Vessels Lease Contract). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Norilsknickelremont LLC (additional agreement №4 to Paid Service Agreement №88-1858/10 dd. 27.09.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and OJSC NTEK (additional agreement №5 to Paid Service Agreement №88-1860/10 dd. 27.09.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and OJSC NTEK (additional agreement №4 to Paid Service Agreement №88-1861/10 dd. 27.09.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and CJSC Taimyr Fuel Company (additional agreement №8 to Paid Service Agreement №192-3062/07 dd. 17.10.2007). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Polar Construction Company LLC (additional agreement №6 to Paid Service Agreement №88-1862/10 dd. 27.09.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Norilskpromtransport LLC (additional agreement №7 to Paid Service Agreement №192-2982/07 dd. 09.10.2007). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Polar Construction Company LLC (additional agreement №1 to Agreement №88-0039/13 dd. 18.01.2013 (ZSK NSHST-869/12 dd. 01.11.2012). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and OJSC NTEK (additional agreement №1 to Agreement №88-559/13 dd. 07.03.2013). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and CJSC Taimyr Fuel Company (additional agreement №6 to Agreement №88-1835/08 dd. 17.07.2008 (TTK/41-dg dd. 13.03.2008). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Polar Construction Company LLC (additional agreement №4 to Agreement №88-1598/10 (ZSK-03-04-293/10 dd. 20.05.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Norilsknickelremont LLC (additional agreement №4 to Agreement №88-1599/10 dd. 23.08.2010 (HHP-393/952-10 dd. 27.08.2010). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Polar Construction Company LLC (additional agreement №1 to Sale and Purchase Agreement №ZTF-100/13 dd. 08.04.2013 (№ZSK US-872/12 dd. 01.11.2012). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and OJSC Norilskgazprom (Black/Base Metal Scrap Sale and Purchase Contract). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Norilsknickelremont LLC (order (41 nomenclative items) to Sale and Purchase Agreement №ZTF-26/07 dd. 03.07.2007 (№HHP-457/953 dd. 23.06.2007). 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**

**The Board Resolved:**

*To approve an interested party transaction between the Company and Polar Construction Company LLC (additional agreement №1 to Immovable Property Lease Agreement №88-2233/13 dd. 31.10.2013). 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**

***The Board Resolved:***

***To approve an interested party transaction between the Company and Polar Construction Company LLC (Immovable Property Lease Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 23.***

***Resolution passed unanimously.***

***Re: 24***

***The Board Resolved:***

***To approve an interested party transaction between the Company and Norilskpromtransport LLC (Assignment №2 to Agency agreement №88-1452/12 dd. 06.06.2012). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.***

***Resolution passed unanimously.***

3. Date of the meeting of the Board of Directors of the Issuer: ***06.02.2014.***

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: ***07.02.2014, Minutes № GMK/3-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***

***February 07, 2014***