

## 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 meeting of the Board of Directors of the Issuer and agenda of the meeting	
<p>1. Date of resolution to hold the meeting of the Board of Directors of the Issuer <b>24.04.2015</b>.</p> <p>2. Date of the meeting of the Board of Directors of the Issuer: <b>30.04.2015</b>.</p> <p>3. Agenda of the meeting of the Board of Directors of the Issuer:</p> <p><i>1. Interested party transaction between the Company and Norilsknickelremont LLC, (Loan Agreement for the amount of RUB 400 000 000).</i></p> <p><i>2. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №012/14-KC-ДПИИМ 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).</i></p> <p><i>3. Interested party transaction between the Company and Gipronickel Institute LLC (developing quotation documentation under project: Nadezhda Metallurgical Plant. Elemental Sulfur Shop No 1. GMU. Utilizing DP-4SM additive at pyrrhotite concentrate processing).</i></p> <p><i>4. Interested party transaction between the Company and OJSC NTEK (rendering services for coupling of power receiving devices to electricity networks OJSC NTEK).</i></p> <p><i>5. Interested party transaction between the Company and Polar Construction Company LLC, (Additional Agreement №2 to Agreement №88-1165/14 of 30.04.2014).</i></p> <p><i>6. Interested party transaction between the Company and Gipronickel Institute LLC, (developing detailed design documentation under project: Administrative Office. OJSC MMC Norilsk Nickel Polar Division Staff Office. 2 Lenin St. Building. Polyarnaya Zvezda Hotel Complex. Inv. №425525. Major repairs of cast floor Kh-Sh, 8-12, floors 3 and 4).</i></p> <p><i>7. Interested party transaction between the Company and OJSC Norilskgazprom, (property relocation services).</i></p> <p><i>8. Interested party transaction between the Company and OJSC Taimyrgaz, (specification to Sale and</i></p>	

*Purchase Agreement №88-1937/11 of 25.08.2011 (№12-530/11 of 19.07.2011).*

- 9. Interested party transaction between the Company and Norilskpromtransport LLC, (Additional Agreement №1 to Agreement for documentation storage services №88-2814/13 of 30.12.2013).*
- 10. Interested party transaction between the Company and JSC Kola MMC, (Additional Agreement to Agreement for transportation and forwarding services №HH/73-2011 of 19.01.2011).*
- 11. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №002/15-KP-УГЭ).*
- 12. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №010/15-KP-УГЭ).*
- 13. Interested party transaction between the Company and Gipronickel Institute LLC, (Additional Agreement №1 to Agreement №024/14-KP-УГЭ (№88-3001/14 of 19.11.2014; ГН-12-931/14 of 02.10.2014).*
- 14. Interested party transaction between the Company and OJSC NTEK, (relay protection and controls maintenance services).*
- 15. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №001/15-KP-УАП for design works).*
- 16. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №002/15-KP-УАП for design works).*
- 17. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №003/15-KP-УАП for design works).*
- 18. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №004/15-KP-УАП for design works).*
- 19. Interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №005/15-KP-УАП for design works).*
- 20. Interested party transaction between the Company and CJSC Taimyr Fuel Company, (specification №13 to Agreement for processing waste oil products №192-1923/05 of 01.08.2005).*
- 21. Interested party transaction between the Company and OJSC NTEK, (Heat and hot water supply agreement).*
- 22. Interested party transaction between the Company and OJSC NTEK, (Cold water supply agreement).*
- 23. Interested party transaction between the Company and OJSC NTEK, (rendering services for coupling of power receiving devices).*
- 24. Interested party transaction between the Company and OJSC NTEK, (Additional Agreement №2 to Power supply agreement №НЭ-32-97/13 of 23.08.2013 (НТЭК-48-1271/13 of 21.08.2013).*
- 25. Interested party transaction between the Company and Polar Construction Company LLC, (Agreement for usage of containers belonging to MMC Norilsk Nickel).*
- 26. Interested party transaction between the Company and OJSC NTEK, (instruction №2 to agency agreement №88-2457/14 of 16.09.2014).*
- 27. Interested party transaction between the Company and Polar Construction Company LLC, (civil construction, installations and specialized works under project Talnakh Concentrator. PNS-1. Geho*

*pumps installation).*

*28. Interested party transaction between the Company and Gipronickel Institute LLC, (design initiatives under project: Oktyabrsky mine. -700 m level. Ventilation and stowage level -700 m (project phase 4).*

*29. Interested party transaction between the Company and Gipronickel Institute LLC, (engineering survey at Taimyrsky Mine).*

*30. Interested party transaction between the Company and Polar Construction Company LLC, (Additional Agreement №2 to Agreement №88-57/14 of 27.01.2014 (3CK-1084/13 of 25.12.2013).*

*31. Interested party transaction between the Company and Polar Construction Company LLC, (Additional Agreement №2 to Agreement №88-273/14 of 17.02.2014).*

*32. Interested party transaction between the Company and Gipronickel Institute LLC, (detailed design documentation occupational safety expert review services).*

*33. Interested party transaction between the Company and Gipronickel Institute LLC, (Additional Agreement to Agreement №099/14-KP-YTM (№88-2233/14 of 20.08.2014).*

*34. Interested party transaction between the Company and Polar Construction Company LLC, (repair works at the facilities of the Polar Division of MMC Norilsk Nickel).*

*35. Interested party transaction between the Company and Gipronickel Institute LLC, (developing quotation documentation under project: Zapolyarny Mine. TsPP-1 at level 45 m. Temporary connections of 2 pumping station. TsNSnA 300-240 under project: Temporary water discharge chute at -13 m level).*

*36. Interested party transaction between the Company and OJSC Norilskgazprom (transfer of inventories).*

*37. Interested party transaction between the Company and Gipronickel Institute LLC (design works at Oktyabrsky Mine. Stripping and mining of disseminated ore).*

*38. Interested party transaction between the Company and Norilsknickelremont LLC, (Additional Agreement №6 to Contract for measuring equipment calibration and verification services No №ZTF-246/12 dd. 01.08.2012).*

*39. Interested party transaction between the Company and CJSC Taimyr Fuel Company, (Agreement for laboratory testing of petroleum chemicals).*

*40. Voting at the General Meeting of shareholders of Airport Norilsk LLC re:*

*- Approval of the new version of the Charter of Airport Norilsk LLC (version 5).*

*41. Interested party transaction between the Company and OJSC Yenisey River Shipping Company, (additional agreement to Loan Agreement №HH/704-2014 of 11.08.2014).*

*42. Termination of the Company's interest holding in OJSC Inter RAO and transaction on sale of ordinary registered non-documentary shares of OJSC Inter RAO.*

*43. Report by Insider Information Abuse Counteraction Department for 2014.*

*Director of Share Capital,  
Compliance and Insider Information  
Abuse Counteraction Department  
(Power of Attorney No. GMK-115/215-NT of 29.12.2014)*

*A.V. Strubnev*

*April 24, 2015*