

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	http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/en/investor/information_disclosure
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 and results of voting on the agenda items:</p> <p><i>9 members of the Board of Directors of OJSC MMC Norilsk Nickel participated in the meeting of 10.12.2012. The meeting is quorate.</i></p> <p>Results of voting on the agenda items:</p>	
<p><i>1. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №015/12-KC-ДППС to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).</i></p> <p style="text-align: center;"><i>In favour - 8 Against - none Abstained – none</i></p>	
<p><i>2. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №017/12-KC-ДППС to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).</i></p> <p style="text-align: center;"><i>In favour - 8 Against - none Abstained – none</i></p>	
<p><i>3. Interested party transaction between the Company and Norilsknickelremont LLC (specification to the Sale and Purchase Agreement №88-1858/08 of 21.07.2008 (№HHP-489/952-08 of 21.07.2008).</i></p> <p style="text-align: center;"><i>In favour - 8 Against - none Abstained – none</i></p>	
<p><i>4. Interested party transaction between the Company and Norilsknickelremont LLC (specification to the Sale and Purchase Agreement №192-1797/07 of 13.06.2007 (HHP-362/953 of 17.04.2007).</i></p> <p style="text-align: center;"><i>In favour - 8 Against - none Abstained – none</i></p>	
<p><i>5. Interested party transaction between the Company and OJSC NTEK (Additional Agreement №8 to the Contract №192-2989/06 of 22.11.2006).</i></p> <p style="text-align: center;"><i>In favour - 8 Against - none Abstained – none</i></p>	
<p><i>6. Interested party transaction between the Company and OJSC NTEK (Additional Agreement №8 to the Contract №192-1973/06 of 04.08.2006).</i></p> <p style="text-align: center;"><i>In favour - 8 Against - none Abstained – none</i></p>	

7. Interested party transaction between the Company and LLC Polar Construction Company (repair, installation and commissioning works performed by LLC Polar Construction Company at branches of the Company's Polar Division).

In favour - 8 Against - none Abstained – none

8. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to the Contract №008/10-KC-YKC (ГН-12-87/11 of 07.02.2011, 88-2817/10 of 30.12.2010).

In favour - 8 Against - none Abstained – none

9. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to the Contract on information and library services subscription №88-471/11 of 11.03.2011).

In favour - 7 Against - none Abstained – 1

10. Interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №2 to the Contract on compressed air supplying №88-145/12 of 25.01.2012).

In favour - 7 Against - none Abstained – 1

11. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №013/12-KC-ДРРТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).

In favour - 8 Against - none Abstained – none

12. Interested party transaction between the Company and OJSC NTEK (Agreement on institutional control over fire safety at the branches of OJSC NTEK).

In favour - 8 Against - none Abstained – none

13. Interested party transaction between the Company and Norilsknickelremont LLC (Provision of meteorological services to the production branches of the Company's Polar Division).

In favour - 8 Against - none Abstained – none

14. Interested party transaction between the Company and Norilsknickelremont LLC (Provision of services on verification, calibration and repairs of the measurement instruments in operation at the production branches of the Company's Polar Division).

In favour - 7 Against - none Abstained – 1

15. Interested party transaction between the Company and LLC Polar Construction Company (Provision of services on permafrost technical condition control for buildings and structures).

In favour - 8 Against - none Abstained – none

16. Interested party transaction between the Company and OJSC NTEK (Provision of services on permafrost technical condition control for buildings and structures).

In favour - 8 Against - none Abstained – none

17. Interested party transaction between the Company and Norilsknickelremont LLC (Provision of services on permafrost technical condition control for buildings and structures).

In favour - 8 Against - none Abstained – none

18. Interested party transaction between the Company and OJSC Taimyr Fuel Company (Provision of services on permafrost technical condition control for buildings and structures).

In favour - 8 Against - none Abstained – none

19. *Interested party transaction between the Company and OJSC Taimyr Fuel Company (Additional Agreement №1 to the Contract №88-327/12 of 14.02.2012).*
In favour - 8 Against - none Abstained – none
20. *Interested party transaction between the Company and OJSC Taimyrgaz (Additional Agreement №1 to the Contract №88-779/12 of 28.03.2012 (№12-820/11 of 21.12.2011)).*
In favour - 8 Against - none Abstained – none
21. *Interested party transaction between the Company and Norilskpromtransport LLC (Additional Agreement №2 to the Contract №88-963/11 of 27.04.2011).*
In favour - 8 Against - none Abstained – none
22. *Interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №2 to the Contract №88-881/11 of 15.04.2011 (3CK YC-257/11 of 07.04.2011)).*
In favour - 8 Against - none Abstained – none
23. *Interested party transaction between the Company and LLC Polar Construction Company (Contract on safety harnesses' testing).*
In favour - 8 Against - none Abstained – none
24. *Interested party transaction between the Company and Norilsknickelremont LLC (Contract on technical maintenance, repair and tuning automated thermometric adjustment systems for the Diagnostics Center of the Company's Polar Division).*
In favour - 8 Against - none Abstained – none
25. *Interested party transaction between the Company and LLC Polar Construction Company (Contract on repair, assembly, tuning and commissioning works).*
In favour - 8 Against - none Abstained – none
26. *Interested party transaction between the Company and Gipronickel Institute LLC (Contract №069/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets of the Company's Polar Division №192-556/07 of 01.03.2007).*
In favour - 8 Against - none Abstained – none
27. *Interested party transaction between the Company and Gipronickel Institute LLC (Contract №072/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets of the Company's Polar Division №192-556/07 of 01.03.2007).*
In favour - 8 Against - none Abstained – none
28. *Interested party transaction between the Company and Gipronickel Institute LLC (Contract №099/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets of the Company's Polar Division №192-556/07 of 01.03.2007).*
In favour - 8 Against - none Abstained – none
29. *Interested party transaction between the Company and Gipronickel Institute LLC (Contract №102/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets of the Company's Polar Division №192-556/07 of 01.03.2007).*

In favour - 8 Against - none Abstained – none

30. Interested party transaction between the Company and Sportivnie Proekty Management Company LLC (Confidentiality Agreement).

In favour - 8 Against - none Abstained – none

31. Interested party transaction between the Company and Zapolyarnaya Stolitsa Management Company LLC (Confidentiality Agreement).

In favour - 8 Against - none Abstained – none

32. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №007/12-KC-ДРРПТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for capital property maintenance of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008).

In favour - 8 Against - none Abstained – none

33. Interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №2 to the Service Contract №88-719/11 of 01.04.2011).

In favour - 7 Against - none Abstained – 1

34. Interested party transaction between the Company and Norilsknickelremont LLC (Implementation of works on development of design and budgeting documentation (working documentation) for industrial production branches of the Company's Polar Division).

In favour - 8 Against - none Abstained – none

35. Interested party transaction between the Company and Norilsknickelremont LLC (implementation of repair and tuning works for automation systems and schemes at the branches of the Company's Polar Division).

In favour - 7 Against - none Abstained – 1

36. Interested party transaction between the Company and OJSC Taimyr Fuel Company (Additional Agreement №2 to the Contract №ТТК/28-дз/2011 of 10.02.2011 (№88-2115/11 of 21.09.2011).

In favour - 8 Against - none Abstained – none

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

Re: 1

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №015/12-KC-ДРРПТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard 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 1.

Re: 2

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №017/12-KC-ДРРПТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard 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 2.

Re: 3

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (specification to the 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 3.

Re: 4

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (specification to the Sale and Purchase Agreement №192-1797/07 of 13.06.2007 (HHP-362/953 of 17.04.2007). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 4.

Re: 5

The Board Resolved:

To approve an interested party transaction between the Company and OJSC NTEK (Additional Agreement №8 to the Contract №192-2989/06 of 22.11.2006). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 5.

Re: 6

The Board Resolved:

To approve an interested party transaction between the Company and OJSC NTEK (Additional Agreement №8 to the Contract №192-1973/06 of 04.08.2006). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 6.

Re: 7

The Board Resolved:

To approve an interested party transaction between the Company and LLC Polar Construction Company (repair, installation and commissioning works performed by LLC Polar Construction Company at branches of the Company's Polar Division). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 7.

Re: 8

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to the Contract №008/10-KC-YKC (ГН-12-87/11 of 07.02.2011, 88-2817/10 of 30.12.2010 г.). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 8.

Re: 9

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to the Contract on information and library services subscription №88-471/11 of 11.03.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 9.

Re: 10

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №2 to the Contract on compressed air supplying №88-145/12 of 25.01.2012). Information on the

subject matter, price and other material terms of the transaction under approval is provided in Annex 10.

Re: 11

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №013/12-KC-ДПРТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities of the Capital Construction Department of the Company's Polar Division №88-2747/08 of 15.10.2008 года). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 11.

Re: 12

The Board Resolved:

To approve an interested party transaction between the Company and OJSC NTEK (Agreement on institutional control over fire safety at the branches of OSJC NTEK). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 12.

Re: 13

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Provision of meteorological services to the production branches of the Company's Polar Division). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 13.

Re: 14

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Provision of services on verification, calibration and repairs of the measurement instruments in operation at the production branches of the Company's Polar Division). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 14.

Re: 15

The Board Resolved:

To approve an interested party transaction between the Company and LLC Polar Construction Company (Provision of services on permafrost technical condition control for buildings and structures). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 15.

Re: 16

The Board Resolved:

To approve an interested party transaction between the Company and OJSC NTEK (Provision of services on permafrost technical condition control for buildings and structures). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 16.

Re: 17

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Provision of services on permafrost technical condition control for buildings and structures). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 17.

Re: 18

The Board Resolved:

To approve an interested party transaction between the Company and OJSC Taimyr Fuel Company (Provision of services on permafrost technical condition control for buildings and structures). Information

on the subject matter, price and other material terms of the transaction under approval is provided in Annex 18.

Re: 19

The Board Resolved:

To approve an interested party transaction between the Company and OJSC Taimyr Fuel Company (Additional Agreement №1 to the Contract №88-327/12 of 14.02.2012). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 19.

Re: 20

The Board Resolved:

To approve an interested party transaction between the Company and OJSC Taimyrgaz (Additional Agreement №1 to the Contract №88-779/12 of 28.03.2012 (№12-820/11 of 21.12.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 20.

Re: 21

The Board Resolved:

To approve an interested party transaction between the Company and Norilskpromtransport LLC (Additional Agreement №2 to the Contract №88-963/11 of 27.04.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 21.

Re: 22

The Board Resolved:

To approve an interested party transaction between the Company and LLC Polar Construction Company (Additional Agreement №2 to the Contract №88-881/11 of 15.04.2011 (3CK YC-257/11 of 07.04.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 22.

Re: 23

The Board Resolved:

To approve an interested party transaction between the Company and LLC Polar Construction Company (Contract on safety harnesses' testing). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 23.

Re: 24

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Contract on technical maintenance, repair and tuning automated thermometric adjustment systems for the Diagnostics Center of the Company's Polar Division). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.

Re: 25

The Board Resolved:

To approve an interested party transaction between the Company and LLC Polar Construction Company (Contract on repair, assembly, tuning and commissioning works). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 25.

Re: 26

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №069/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey

works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets 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 26.

Re: 27

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №072/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets 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 27.

Re: 28

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №099/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets 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 28.

Re: 29

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №102/12-KP-YTM to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment at the facilities for repair, care and maintenance of fixed assets 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 29.

Re: 30

The Board Resolved:

To approve an interested party transaction between the Company and Sportivnie Proekty Management Company LLC (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 30.

Re: 31

The Board Resolved:

To approve an interested party transaction between the Company and Zapolyarnaya Stolitsa Management Company LLC (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 31.

Re: 32

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Contract №007/12-KC-ДПРТ to Agreement on General Terms and Conditions for completion of design and survey works, developing construction documentation for non-standard equipment for capital property maintenance 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 32.

Re: 33

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №2 to the Service Contract №88-719/11 of 01.04.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.

Re: 34

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Implementation of works on development of design and budgeting documentation (working documentation) for industrial production branches of the Company's Polar Division). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 34.

Re: 35

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (Contract on implementation of repair and tuning works for automation systems and schemes at the branches of the Company's Polar Division). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 35.

Re: 36

The Board Resolved:

To approve an interested party transaction between the Company and OJSC Taimyr Fuel Company (Additional Agreement №2 to the Contract №TTK/28-02/2011 of 10.02.2011 (№88-2115/11 of 21.09.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 36.

3. Date of the meeting of the Board of Directors of the Issuer: ***10.12.2012.***

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: ***13.12.2012, Minutes № GMK/57-pr-sd.***

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

A.V. Ivanov

December 13, 2012