

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/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: <i>11 members of the Board of Directors of OJSC MMC Norilsk Nickel participated in the meeting of 17.12.2012. 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 Norilskpromtransport LLC (transfer of movable property into the ownership of Norilskpromtransport LLC (autocrane Liebherr LTM 1160-5.1 - 1 unit).</i></p> <p style="text-align: center;"><i>In favour - 10 Against - none Abstained – none</i></p> <p><i>2. Interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №1 to the Contract №88-2675/12 of 31.10.2012).</i></p> <p style="text-align: center;"><i>In favour - 10 Against - none Abstained – none</i></p> <p><i>3. Interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №3 to the Contract №88-1235/10 of 02.07.2010 (№HHP-326/953-10 of 01.07.2010).</i></p> <p style="text-align: center;"><i>In favour - 10 Against - none Abstained – none</i></p> <p><i>4. Interested party transaction between the Company and Polar Construction Company LLC (Contract on Mine preparation works at the Oktyabrsky mine).</i></p> <p style="text-align: center;"><i>In favour - 10 Against - none Abstained – none</i></p> <p><i>5. Interested party transaction between the Company and Polar Construction Company LLC (Contract on Mine preparation works at the Taimyrsky mine).</i></p> <p style="text-align: center;"><i>In favour - 10 Against - none Abstained – none</i></p> <p><i>6. Interested party transaction between the Company and Polar Construction Company LLC (Contract on Mine preparation works at the Komsomolsky mine, Komsomolsky shaft, Mayak shaft).</i></p> <p style="text-align: center;"><i>In favour - 9 Against - none Abstained – none</i></p> <p><i>7. Interested party transaction between the Company and Polar Construction Company LLC (Contract on</i></p>	

Mine preparation works at the Zapolyarny mine).

In favour - 10 Against - none Abstained – none

8. *Interested party transaction between the Company and Polar Construction Company LLC (Contract on Mine preparation works at the Kayerkansky mine Izvestnyakov shaft).*

In favour - 10 Against - none Abstained – none

9. *Interested party transaction between the Company and Polar Construction Company LLC (repair works on buildings, structures, equipment and dust ventilation systems at the facilities of the Main Manufacturing Departments of the Company's Polar Division, replacement of overhead pipelines of Norilsk Concentrator).*

In favour - 9 Against - none Abstained – 1

10. *Interested party transaction between the Company and Polar Construction Company LLC (works involving repair of shaft supports, ore chutes, industrial wiring, and shaft coating at Oktyabrsky, Taimyrsky and Komsomolsky mines of the Company's Polar Division).*

In favour - 10 Against - none Abstained – none

11. *Interested party transaction between the Company and Norilsknickelremont LLC (service order to the Sale and Purchase Contract №3ТФ-26/07 of 03.07.2007 (№HHP-457/953 of 23.06.2007).*

In favour - 10 Against - none Abstained – none

12. *Interested party transaction between the Company and Polar Construction Company LLC (Agency Contract on organization of students training).*

In favour - 10 Against - none Abstained – none

13. *Interested party transaction between the Company and Norilsknickelremont LLC (Agency Contract on organization of students training).*

In favour - 10 Against - none Abstained – none

14. *Interested party transaction between the Company and OJSC NTEK (Agency Contract on organization of students training).*

In favour - 10 Against - none Abstained – none

15. *Interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №4 to the Contract №88-1582/10 of 20.08.2010).*

In favour - 10 Against - none Abstained – none

16. *Interested party transaction between the Company and Norilskpromtransport LLC (Additional Agreement №3 to the Contract №88-1911/10 of 04.10.2010).*

In favour - 9 Against - none Abstained – 1

17. *Interested party transaction between the Company and Polar Construction Company LLC (Additional Agreement №4 to the Contract №88-1041/10 of 11.06.2010 (№3CK-02-328/10 of 01.06.2010).*

In favour - 9 Against - none Abstained – 1

18. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement №4 to the*

Contract №88-1063/10 of 11.06.2010).

In favour - 10

Against - none

Abstained – none

19. *Interested party transaction between the Company and CJSC Taimyr Fuel Company (Additional Agreement №2 to the Contract on cargo transportation and mechanical works №88-2342/11 of 20.10.2011).*

In favour - 10

Against - none

Abstained – none

20. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement №3 to the Contract on services for year round maintenance of «Highway to CHPP-3 H3-III-49, 50, 62, 84" №88-515/11 of 17.03.2011).*

In favour - 10

Against - none

Abstained – none

21. *Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №1 to the Contract № 021-3271 (reg. № 88-787/12 of 28.03.2012, №ГН-12-179/12 of 28.02.2012).*

In favour - 10

Against - none

Abstained – none

22. *Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to the Contract № 009/11-KC-YKC (reg. № 88-2189/11 of 28.09.2011, ГН-12-877/11 of 14.09.2011).*

In favour - 10

Against - none

Abstained – none

23. *Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №3 to the Contract № 001/10-KC-YKC (reg. № 88-2594/10 of 24.12.2010, ГН-12-1166/10 of 07.12.2010).*

In favour - 10

Against - none

Abstained – none

24. *Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №1 to the Contract № 006/12-KC-ДПРТ (reg. № 88-2165/12 of 28.08.2012, ГН-12-797/12 of 17.07.2012).*

In favour - 10

Against - none

Abstained – none

25. *Interested party transaction between the Company and Gipronickel Institute LLC (Contract № 002/13-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).*

In favour - 10

Against - none

Abstained – none

26. *Interested party transaction between the Company and Gipronickel Institute LLC (Contract № 021-3305 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 - 10

Against - none

Abstained – none

27. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement to Energy Supply Contract № 192-2561/05 of 25.10.2005).*

In favour - 9

Against - none

Abstained – 1

28. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement to Energy Supply Contract for consumers of hot water and water steam heat № 192-2563/05 of 25.10.2005).*

In favour - 9 Against - none Abstained – 1

29. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement to the Contract on fresh water supplies № 192-2562/05 of 25.10.2005).*

In favour - 9 Against - none Abstained – 1

30. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement to the Contract on recycled and direct water supplies № 192-251/06 of 16.02.2006).*

In favour - 9 Against - none Abstained – 1

31. *Interested party transaction between the Company and OJSC NTEK (Additional Agreement to the chemically demineralized water Purchase Contract № 192-2743/07 of 06.09.2007).*

In favour - 9 Against - none Abstained – 1

32. *Interested party transaction between the Company and OJSC Norilskgazprom (Supply and transportation of natural gas via distribution pipelines from Gas Distribution Stations).*

In favour - 9 Against - none Abstained – 1

33. *Interested party transaction between the Company and Norilskpromtransport LLC (Additional Agreement №5 to the Contract on passenger and cargo transportation, mechanization of construction, repair and engineering works №88-1910/10 of 04.10.2010).*

In favour - 10 Against - none Abstained – none

34. *Interested party transaction between the Company and Norilskpromtransport LLC (Additional Agreement №3 to the Contract №88-1909/10 of 04.10.2010).*

In favour - 10 Against - none Abstained – none

35. *Interested party transaction between the Company and Norilsknickelremont LLC (Additional Agreement №3 to the Contract on mechanical works №88-254/11 of 11.02.2011).*

In favour - 10 Against - none Abstained – none

36. *Interested party transaction between the Company and Polar Construction Company LLC (Additional Agreement № 2 to the Contract №88-1169/12 of 22.05.2012).*

In favour - 10 Against - none Abstained – none

37. *Interested party transaction between the Company and Norilskpromtransport LLC (transfer of movable property into the ownership of Norilskpromtransport LLC- 3 units of automotive equipment (multipurpose road machine K-702MBA-YDM2; special front side bucket loader K-702MA-ПK-6; wheel-mounted bulldozer K-702MBA-01-БKY).*

In favour - 10 Against - none Abstained – none

38. *Interested party transaction between the Company and Polar Construction Company LLC (Contract on refurbishing works and repairs of fixed assets of the Company's Polar Division).*

In favour - 10 Against - none Abstained – none

39. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №1 to the Contract №008/12-KC-ДПРТ (ГН-12-631/12 of 07.06.2012, 88-1859/12 of 12.07.2012).

In favour - 10

Against - none

Abstained – none

40. Interested party transaction between the Company and OJSC NTEK (specification to the Sale and Purchase Contract №88-2649/10 of 28.12.2010).

In favour - 10

Against - none

Abstained – none

41. A new form of Confidentiality Agreements between the Company and Members of the Board of Directors of the Company.

Resolution passed.

42. Assessment of 2008 – 2011 Norilsk Nickel Non-state Pension Fund activity.

Resolution passed.

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 Norilskpromtransport LLC (transfer of movable property into the ownership of Norilskpromtransport LLC (autocrane Liebherr LTM 1160-5.1 - 1 unit). 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 Norilsknickelremont LLC (Additional Agreement №1 to the Contract №88-2675/12 of 31.10.2012). 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 (Additional Agreement №3 to the Contract №88-1235/10 of 02.07.2010 (№HHP-326/953-10 of 01.07.2010). 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 Polar Construction Company LLC (Contract on Mine preparation works at the Oktyabrsky mine). 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 Polar Construction Company LLC (Contract on Mine preparation works at the Taimyrsky mine). 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 Polar Construction Company LLC (Contract on Mine preparation works at the Komsomolsky mine, Komsomolsky shaft, Mayak shaft). 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 Polar Construction Company LLC (Contract on Mine preparation works at the Zapolyarny mine). 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 Polar Construction Company LLC (Contract on Mine preparation works at the Kayerkansky mine Izvestnyakov shaft). 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 Polar Construction Company LLC (repair works on buildings, structures, equipment and dust ventilation systems at the facilities of the Main Manufacturing Departments of the Company's Polar Division, replacement of overhead pipelines of Norilsk Concentrator). 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 Polar Construction Company LLC (works involving repair of shaft supports, ore chutes, industrial wiring, and shaft coating at Oktyabrsky, Taimyrsky and Komsomolsky mines 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 10.

Re: 11

The Board Resolved:

To approve an interested party transaction between the Company and Norilsknickelremont LLC (service order to the Sale and Purchase Contract №3ТФ-26/07 of 03.07.2007 (№HHP-457/953 of 23.06.2007). 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 Polar Construction Company LLC (Agency Contract on organization of students training). 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 (Agency Contract on organization of students training). 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 OJSC NTEK (Agency Contract on organization of students training). 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 Norilsknickelremont LLC (Additional Agreement №4 to the Contract №88-1582/10 of 20.08.2010). 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 Norilskpromtransport LLC (Additional Agreement №3 to the Contract №88-1911/10 of 04.10.2010). 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 Polar Construction Company LLC (Additional Agreement №4 to the Contract №88-1041/10 of 11.06.2010 (№3CK-02-328/10 of 01.06.2010). 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 NTEK (Additional Agreement №4 to the Contract №88-1063/10 of 11.06.2010). 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 CJSC Taimyr Fuel Company (Additional Agreement №2 to the Contract on cargo transportation and mechanical works №88-2342/11 of 20.10.2011). 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 NTEK (Additional Agreement №3 to the Contract on services for «Highway to CHPP-3 H3-III-49, 50, 62, 84" №88-515/11 of 17.03.2011). 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 Gipronickel Institute LLC (Additional Agreement №1 to the Contract № 021-3271 (reg. № 88-787/12 of 28.03.2012, №ГН-12-179/12 of 28.02.2012). 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 Gipronickel Institute LLC (Additional Agreement №2 to the Contract № 009/11-KC-YKC (reg. № 88-2189/11 of 28.09.2011, ГН-12-877/11 of 14.09.2011). 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 Gipronickel Institute LLC (Additional Agreement №3 to the Contract № 001/10-KC-YKC (reg. № 88-2594/10 of 24.12.2010, ГН-12-1166/10 of 07.12.2010). 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 Gipronickel Institute LLC (Additional Agreement №1 to the Contract № 006/12-KC-ДРРТ (reg. № 88-2165/12 of 28.08.2012, ГН-12-797/12 of 17.07.2012). 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 Gipronickel Institute LLC (Contract № 002/13-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). 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 № 021-3305 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 26.

Re: 27

The Board Resolved:

To approve an interested party transaction between the Company and OJSC NTEK (Additional Agreement to the Energy Supply Contract № 192-2561/05 of 25.10.2005). 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 OJSC NTEK (Additional Agreement to Energy Supply Contract for consumers of hot water and water steam heat № 192-2563/05 of 25.10.2005). 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 OJSC NTEK (Additional Agreement to the Contract on fresh water supplies № 192-2562/05 of 25.10.2005). 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 OJSC NTEK (Additional Agreement to the Contract on recycled and direct water supplies № 192-251/06 of 16.02.2006). 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 OJSC NTEK (Additional Agreement to the chemically demineralized water Purchase Contract № 192-2743/07 of 06.09.2007). 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 OJSC Norilskgazprom (Supply and transportation of natural gas via distribution pipelines from Gas Distribution Stations). 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 Norilskpromtransport LLC (Additional Agreement №5 to the Contract on passenger and cargo transportation, mechanization of construction, repair and engineering works №88-1910/10 of 04.10.2010). 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 Norilskpromtransport LLC (Additional Agreement №3 to the Contract №88-1909/10 of 04.10.2010). 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 (Additional Agreement №3 to the Contract on mechanical works №88-254/11 of 11.02.2011). 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 Polar Construction Company LLC (Additional Agreement №2 to the Contract №88-1169/12 of 22.05.2012). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 36.

Re: 37

The Board Resolved:

To approve an interested party transaction between the Company and Norilskpromtransport LLC (transfer of movable property into the ownership of Norilskpromtransport LLC- 3 units of automotive equipment (multipurpose road machine K-702MBA-УДМ2; special front side bucket loader K-702MA-ПК-6; wheel-mounted bull grader K-702МБА-01-БКУ). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 37.

Re: 38

The Board Resolved:

To approve an interested party transaction between the Company and Polar Construction Company LLC (Contract on refurbishing works and repairs of fixed assets 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 38.

Re: 39

The Board Resolved:

To approve an interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №1 to the Contract №008/12-КС-ДРПТ (ГН-12-631/12 of 07.06.2012, 88-1859/12 of 12.07.2012). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 39.

Re: 40

The Board Resolved:

To approve an interested party transaction between the Company and OJSC NTEK (specification to the Sale and Purchase Contract №88-2649/10 of 28.12.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 40.

Re: 41

Resolution passed.

Re: 42

Resolution passed.

3. Date of the meeting of the Board of Directors of the Issuer: **17.12.2012.**

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: **20.12.2012, Minutes № GMK/59-pr-sd.**

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

A.V. Ivanov

December 20, 2012