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	***Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel***
1.2. Abbreviated Name of the Issuer	***OJSC MMC Norilsk Nickel***
1.3. The Issuer's Location	***Dudinka, Krasnoyarsk Territory, Russian Federation***
1.4. Primary State Registration Number of the Issuer	***1028400000298***
1.5. The Issuer's Taxpayer Identification Number	***8401005730***
1.6. The Issuer's Unique Code Given by the Registering Body	***40155-F***
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.

1. Quorum of the meeting of the Board of Directors of the Issuer and results of voting on the agenda items:

13 members of the Board of Directors of OJSC MMC Norilsk Nickel participated in the meeting of 22.07.2013.
The meeting is quorate.

Results of voting on the agenda items:
1. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №050/13-KR-UGM 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 dd. 01.03.2007).

In favour - 12 Against - none Abstained - none

2. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №062/13-KR-UGM 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 dd. 01.03.2007).

In favour - 12 Against - none Abstained - none

3. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №066/13-KR-UGM 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 dd. 01.03.2007.

In favour - 12 Against - none Abstained - none

4. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №070/13-KR-UGM 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 dd. 01.03.2007.

In favour - 12 Against - none Abstained - none

5. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №071/13-KR- UGM 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 dd. 01.03.2007.

In favour - 12 Against - none Abstained - none

6. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №079/13-KR-UGM 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 dd. 01.03.2007).

In favour - 12 Against - none Abstained - none

7. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №080/13-KR-UGM 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 dd. 01.03.2007).

In favour - 12 Against - none Abstained - none

8. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to Contract №088/12-KR-UGM (№ГН-12-1005/12 dd. 24.09.2012, №88-2648/12 dd. 25.10.2012).

In favour - 12 Against - none Abstained - none

9. Interested party transaction between the Company and Gipronickel Institute LLC (specification №33 under Contract №002/07-NTU (№88-511/08 dd. 14.03.2008) and Additional Agreement №3 (№88-138/12 dd. 05.06.2012) for the following project: "Development of flushing machine sprinkler unit structure").

In favour - 12 Against - none Abstained - none

10. Interested party transaction between the Company and Norilsknickelremont LLC (order to Sale and Purchase Agreement №ZTF-26/07 dd. 03.07.2007 (№NNP-457/953 dd. 23.06.2007) (85 nomenclative units of goods).

In favour - 12 Against - none Abstained - none

11. Interested party transaction between the Company and Polar Construction Company LLC (Additional Agreement №3 to Contract №88-478/12 dd. 01.03.2012 (ZSK-788/11 dd. 14.12.2011).

In favour - 12 Against - none Abstained - none

12. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №006/13-KR-UGE 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 dd. 01.03.2007).

In favour - 12 Against - none Abstained - none

13. Interested party transaction between the Company and OJSC NTEK (Additional Agreement №4 to Energy Supply Contract related to the provision of heat energy consumers with hot water and steam №NTEK-48-1600/09 dd. 30.12.2009 (№NN-923-2009 dd. 08.12.2009).

In favour - 12 Against - none Abstained - none

14. Interested party transaction between the Company and CJSC Taimyr Fuel Company (specification №62 to Sale and Purchase Agreement №ZTF-35/07 dd. 24.07.2007 (№TTK/133-dg dd. 17.07.2007).

In favour - 12 Against - none Abstained - none

15. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №007/13-KS-DRRS to Agreement on General Terms and Conditions for completion of design 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 dd. 15.10.2008).

In favour - 12 Against - none Abstained - none

16. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №3 to Contract №021-535н for completion of engineering works (88-1198/11 dd. 26.05.2011, ГН-12-428/11 dd. 11.05.2011).

In favour - 12 Against - none Abstained - none

17. Interested party transaction between the Company and Gipronickel Institute LLC (Contract №007/13-KS-DRRT to Agreement on General Terms and Conditions for completion of design 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 dd. 15.10.2008).

In favour - 12 Against - none Abstained - none

18. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №2 to Contract №021-674н for completion of engineering works (88-2695/12 dd. 31.10.2012).

In favour - 12 Against - none Abstained - none

19. Interested party transaction between the Company and Gipronickel Institute LLC (Additional Agreement №1 to Contract №021-3300 for completion of feasibility study (№88-3041/12 dd. 17.12.2012).

In favour - 12 Against - none Abstained - none

20. Interested party transaction between the Company and OJSC NTEK (Contract for electricity supply).

In favour - 12 Against - none Abstained - none

21. Interested party transaction between the Company and OJSC NTEK (Additional Agreement №1 to Movable Property Lease Contract №NTEK-32-997/12 dd. 27.11.2012 (№NE-32-143/12 dd. 27.11.2012).

In favour - 12 Against - none Abstained - none

22. Interested party transaction between the Company and CJSC Taimyr Fuel Company (Loan Agreement in the amount of RUB 1 700 000 000).

In favour - 11 Against - none Abstained - 1

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 №050/13-KR-UGM 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 dd. 01.03.2007). 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 №062/13-KR-UGM 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 dd. 01.03.2007).

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 Gipronickel Institute LLC (Contract №066/13-KR-UGM 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 dd. 01.03.2007). 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 Gipronickel Institute LLC (Contract №070/13-KR-UGM 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 dd. 01.03.2007). 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 Gipronickel Institute LLC (Contract №071/13-KR-UGM 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 dd. 01.03.2007). 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 Gipronickel Institute LLC (Contract №079/13-KR-UGM 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 dd. 01.03.2007). 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 Gipronickel Institute LLC (Contract №080/13-KR-UGM 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 dd. 01.03.2007). 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 Contract №088/12-KR-UGM (№ГН-12-1005/12 dd. 24.09.2012, №88-2648/12 dd. 25.10.2012). 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

(specification №33 under Contract №002/07-NTU (№88-511/08 dd. 14.03.2008) and Additional Agreement №3 (№88-138/12 dd. 05.06.2012) for the following project: "Development of flushing machine sprinkler unit structure"). 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 (order to Sale and Purchase Agreement №ZTF-26/07 dd. 03.07.2007 (№NNP-457/953 dd. 23.06.2007) (85 nomenclative units of goods). 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 Polar Construction Company LLC (Additional Agreement №3 to Contract №88-478/12 dd. 01.03.2012 (ZSK-788/11 dd. 14.12.2011). 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 Gipronickel Institute LLC (Contract №006/13-KR-UGE 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 dd. 01.03.2007). 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 OJSC NTEK (Additional Agreement №4 to Energy Supply Contract related to the provision of heat energy consumers with hot water and steam №NTEK-48-1600/09 dd. 30.12.2009 (№NN-923-2009 dd. 08.12.2009). 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 CJSC Taimyr Fuel Company (specification №62 to Sale and Purchase Agreement №ZTF-35/07 dd. 24.07.2007 (№TTK/133-dg dd. 17.07.2007). 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 Gipronickel Institute LLC (Contract №007/13-KS-DRRS to Agreement on General Terms and Conditions for completion of design 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 dd. 15.10.2008). 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 Gipronickel Institute LLC (Additional Agreement №3 to Contract №021-535н for completion of engineering works (88-1198/11 dd. 26.05.2011, ГН-12-428/11 dd. 11.05.2011). 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 Gipronickel Institute LLC (Contract №007/13-KS-DRRT to Agreement on General Terms and Conditions for completion of design 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 dd. 15.10.2008). 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 Gipronickel Institute LLC (Additional Agreement №2 to Contract №021-674н for completion of engineering works (88-2695/12 dd. 31.10.2012). 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 Gipronickel Institute LLC (Additional Agreement №1 to Contract №021-3300 for completion of 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 19.

Re: 20
The Board Resolved:
To approve an interested party transaction between the Company and OJSC NTEK (Contract for electricity supply). 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 OJSC NTEK (Additional Agreement №1 to Movable Property Lease Contract №NTEK-32-997/12 dd. 27.11.2012 (№NE-32-143/12 dd. 27.11.2012). 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 CJSC Taimyr Fuel Company (Loan Agreement in the amount of RUB 1 700 000 000). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 22.

3. Date of the meeting of the Board of Directors of the Issuer: ***22.07.2013.***

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: ***24.07.2013, Minutes № GMK/35-pr-sd.***

Director of Share Capital,
Compliance and Insider Information
Abuse Counteraction Department
(Power of Attorney No. GMK-115/173-NT of 11.06.2013) ***A.V.Strubnev***

July 24, 2013