

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	<i>http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/investoram/raskryitie-informaczii</i>
2. Subject matter of the information contained in resolutions of the Issuer Board of Directors	
<p>1. Quorum for the meeting of the Board of Directors of the Issuer:</p> <p><i>13 members of the Board of Directors were present at a meeting of the Board of Directors of OJSC MMC Norilsk Nickel dd. 30.04.2015. The quorum was recorded as present.</i></p> <p>2. Content of resolutions of the Board of Directors of the Issuer, and the results of voting on issues of decision-making:</p> <p>Re. Item 1</p> <p><i>To approve interested party transaction between the Company and Norilsknickelremont LLC, (Loan Agreement for the amount of RUB 400 000 000). 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>Re. Item 2</p> <p><i>To approve interested party transaction between the Company and Gipronickel Institute LLC, (Agreement №012/14-KS-DRPM 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 No. 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 2.</i></p> <p><i>Resolution passed unanimously.</i></p> <p>Re. Item 3</p> <p><i>To approve 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 for processing of pyrrhotite concentrate). 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>Re. Item 4</p> <p><i>To approve interested party transaction between the Company and OJSC NTEK (rendering services for connection of power receiving devices to electricity networks OJSC NTEK). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 4.</i></p> <p><i>Resolution passed unanimously.</i></p>	

Re. Item 5

To approve Interested party transaction between the Company and Polar Construction Company LLC, (Additional Agreement No.2 to Agreement No.88-1165/14 dd. 30.04.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 5.

Resolution passed unanimously.

Re. Item 6

To approve interested party transaction between the Company and Gipronickel Institute LLC, (developing detailed design documentation under project: Facilities management Office. OJSC MMC Norilsk Nickel Polar Division Staff Office. 2 Lenin St. Building. Polyarnaya Zvezda Hotel Complex. Inv. No.425525. Major repairs of cast floor Kh-Sh, 8-12, floors 3 and 4). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 6.

Resolution passed unanimously.

Re. Item 7

To approve interested party transaction between the Company and OJSC Norilskgazprom, (property relocation services). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 7.

Resolution passed unanimously.

Re. Item 8

To approve interested party transaction between the Company and OJSC Taimyrgaz (specification to Sale and Purchase Agreement No.88-1937/11 dd. 25.08.2011 (No.12-530/11 dd. 19.07.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 8.

Resolution passed unanimously.

Re. Item 9

To approve interested party transaction between the Company and Norilskpromtransport LLC, (Additional Agreement №1 to Agreement for documentation storage services No. 88-2814/13 dd. 30.12.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 9.

Resolution passed unanimously.

Re. Item 10

To approve interested party transaction between the Company and JSC Kola MMC, (Additional Agreement to Agreement for transportation and forwarding services No. NN/73-2011 dd. 19.01.2011). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 10.

Resolution passed unanimously.

Re. Item 11

To approve interested party transaction between the Company and Gipronickel Institute LLC, (Agreement No.002/15-KR-UGE). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 11.

Resolution passed unanimously.

Re. Item 12

To approve interested party transaction between the Company and Gipronickel Institute LLC, (Agreement No.010/15-KR-UGE). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 12.

Resolution passed unanimously.

Re. Item 13

To approve Interested party transaction between the Company and Gipronickel Institute LLC, (Additional Agreement No.1 to the Agreement No.024/14-KR-UGE (No.88-3001/14 dd. 19.11.2014; GN-12-931/14 dd. 02.10.2014). Information on the subject matter, price and other material terms of the transaction under

approval is provided in Annex 13.

Resolution passed unanimously.

Re. Item 14

To approve interested party transaction between the Company and OJSC NTEK, (relay protection and controls maintenance services). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 14.

Resolution passed unanimously.

Re. Item 15

To approve interested party transaction between the Company and Gipronickel Institute LLC, (conclusion of Agreement No.001/15-KR-UAP for design works). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 15.

Resolution passed unanimously.

Re. Item 16

To approve interested party transaction between the Company and Gipronickel Institute LLC, (conclusion of Agreement No.002/15-KR-UAP for design works). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 16.

Resolution passed unanimously.

Re. Item 17

To approve interested party transaction between the Company and Gipronickel Institute LLC, (conclusion of Agreement No.003/15-KR-UAP for design works). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 17.

Resolution passed unanimously.

Re. Item 18

To approve interested party transaction between the Company and Gipronickel Institute LLC, (conclusion of Agreement No.004/15-KR-UAP for design works). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 18.

Resolution passed unanimously.

Re. Item 19

To approve interested party transaction between the Company and Gipronickel Institute LLC, (conclusion of Agreement No.005/15-KR-UAP for design works). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 19.

Resolution passed unanimously.

Re. Item 20

To approve interested party transaction between the Company and CJSC Taimyr Fuel Company, (specification No.13 to Agreement for processing waste oil products No. 192-1923/05 dd. 01.08.2005). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 20.

Resolution passed unanimously.

Re. Item 21

To approve interested party transaction between the Company and OJSC NTEK, (Heat and hot water supply agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 21.

Resolution passed unanimously.

Re. Item 22

To approve interested party transaction between the Company and OJSC NTEK, (Cold water supply

agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 22.

Resolution passed unanimously.

Re. Item 23

To approve interested party transaction between the Company and OJSC NTEK, (rendering services for connection of power receiving devices). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 23.

Resolution passed unanimously.

Re. Item 24

To approve interested party transaction between the Company and OJSC NTEK, (Additional Agreement №2 to Power supply agreement №NE-32-97/13 dd. 23.08.2013 (NTEK-48-1271/13 dd. 21.08.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.

Resolution passed unanimously.

Re. Item 25

To approve interested party transaction between the Company and Polar Construction Company LLC, (Agreement for usage of containers owned by MMC Norilsk Nickel). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 25.

Resolution passed unanimously.

Re. Item 26

To approve Interested party transaction between the Company and OJSC NTEK, (instruction №2 to agency agreement No.88-2457/14 dd. 16.09.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 26.

Resolution passed unanimously.

Re. Item 27

To approve Interested party transaction between the Company and Polar Construction Company LLC, (civil construction, installations and specialized works under project Talnakh Concentrator. Slurry Pump station-1. Geho pumps installation). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 27.

Resolution passed unanimously.

Re. Item 28

To approve interested party transaction between the Company and Gipronickel Institute LLC, (design initiatives under project: Oktyabrsky mine. -700 m level. Ventilation and backfilling level -700 m (project phase 4). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 28.

Resolution passed unanimously.

Re. Item 29

To approve interested party transaction between the Company and Gipronickel Institute LLC, (engineering survey at Taimyrsky Mine). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 29.

Resolution passed unanimously.

Re. Item 30

To approve interested party transaction between the Company and Polar Construction Company LLC, (Additional Agreement No. 2 to Agreement No. 88-57/14 dd. 27.01.2014 (ZSK-1084/13 dd. 25.12.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 30.

Resolution passed unanimously.

Re. Item 31

To approve interested party transaction between the Company and Polar Construction Company LLC, (Additional Agreement No.2 to Agreement No. 88-273/14 dd. 17.02.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 31.

Resolution passed unanimously.

Re. Item 32

To approve interested party transaction between the Company and Gipronickel Institute LLC, (expert review of detailed design documentation occupational safety). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.

Resolution passed unanimously.

Re. Item 33

To approve interested party transaction between the Company and Gipronickel Institute LLC, (Additional Agreement to Agreement No. 099/14-KR-UGM (No.88-2233/14 dd. 20.08.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.

Resolution passed unanimously.

Re. Item 34

To approve interested party transaction between the Company and Polar Construction Company LLC, (repair works at the facilities of the Polar Division of MMC Norilsk Nickel). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 34.

Resolution passed unanimously.

Re. Item 35

To approve 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 drainage at -13 m level). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 35.

Resolution passed unanimously.

Re. Item 36

To approve interested party transaction between the Company and OJSC Norilskgazprom (transfer of inventories). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 36.

Resolution passed unanimously.

Re. Item 37

To approve interested party transaction between the Company and Gipronickel Institute LLC (design works at Oktyabrsky Mine. Stripping and mining of disseminated ore). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 37.

Resolution passed unanimously.

Re. Item 38

To approve interested party transaction between the Company and Norilsknickelremont LLC, (Additional Agreement No. 6 to Contract for measuring equipment calibration and verification services No. ZTF-246/12 dd. 01.08.2012). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 38.

Resolution passed unanimously.

Re. Item 39

To approve Interested party transaction between the Company and CJSC Taimyr Fuel Company, (Agreement for laboratory testing of petroleum products). Information on the subject matter, price and other

material terms of the transaction under approval is provided in Annex 39.

Resolution passed unanimously.

Re. Item 40

- 1. To participate in General meeting of shareholders of LLC Airport Norilsk in the form of physical meeting.*
- 2. To authorize the Company representative at the General meeting of shareholders of LLC Airport Norilsk on the agenda item:*

- approval of new version of the Charter of LLC Airport Norilsk (version No. 5)

With the following wording of resolution:

"To approve new version of the Charter of LLC Airport Norilsk (version No. 5) according to Annex"

- to vote "In favor".

The Charter of LLC Airport Norilsk (version No. 5) comprises the Annex 40 to the present minutes of the meeting of the Board of Directors.

Resolution passed unanimously.

Re. Item 41

To approve interested party transaction between the Company and OJSC Yenisey River Shipping Company, (additional agreement to Loan Agreement №NN/704-2014 dd. 11.08.2014).

Resolution passed unanimously.

Re. Item 42

To approve 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 in the number of 11 450 360 696.35 (eleven billion four hundred fifty million three hundred sixty thousand six hundred ninety six and thirty-five hundredths) pieces.

Resolution passed unanimously.

Re. Item 43

To take note of Report of Insider Information Abuse Counteraction Department for 2014.

Resolution passed unanimously.

3. Date of Directors Board Meeting of the Issuer for corresponding resolutions: 30.04.2015.

4. Date and number of the minutes of Board of Directors of the Issuer for corresponding resolutions: 05.05.2015, Minutes No. GMK/15-pr-sd.

Head of Share Capital Department

(Power of Attorney No. GMK-115/214-nt dd. 29.12.2014)

M.A. Raichenko

May 05, 2015