

APPROVED
By the Annual General
Shareholders' Meeting of
OJSC MMC Norilsk Nickel

Protocol No. []
Of 30 June 2002

CHARTER
Of the Open Joint Stock
“Mining and Metallurgical Company
Norilsk Nickel”

(New Revision)

2002

1. GENERAL PROVISIONS

- 1.1 Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel, hereinafter referred to as the “Company”, was founded in accordance with the legislation of the Russian Federation as a result of reorganization in the form of a spin-off from Open Joint Stock Company A.P. Zavenyagin Norilsk Mining and Metallurgical Combine and operates in accordance with the Federal Law on Joint Stock Companies (hereinafter – the “Federal Law”), other laws and legal acts of the Russian Federation, and the present Charter.

The Company is a legal successor to OJSC A.P. Zavenyagin Norilsk Nickel Mining and Metallurgical Combine with respect to rights and obligations under the division balance sheet.

Prior to the approval of the new revision of the Charter, the Company had the following name:

Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (OJSC MMC or OJSC Norilsk Mining Company).

- 1.2 Full official name of the Company:

Otkrytoye aktsionernoye obshchestvo Gorno-metallurgicheskaya kompaniya “Noril’skiy Nikel”.

Abbreviated official name of the Company:

OAO GMK “Noril’skiy Nikel”.

Full official name of the Company in the English language is – Open Joint Stock Company “Mining and Metallurgical Company “Norilsk Nickel”.

Abbreviated official name of the Company in the English language is – OJSC MMC Norilsk Nickel.

- 1.3 Address of the Company: Russian Federation, Taymyrskiy (Dolgano-Nenetskiy) Autonomous District, Dudinka.

Postal address of the Company: 663310, Russian Federation, Krasnoyarskiy Krai, Norilsk, Gvardeyskaya Square, 2.

- 1.4 The Company is a legal entity and owner of property recorded on its independent balance sheet; it may acquire and exercise property and personal non-property rights on its own behalf, bear liabilities and act as claimant and defendant in the court of law.

- 1.5 The Company is entitled to open accounts in banks and other credit institutions on the territory of the Russian Federation and beyond, according to established procedure.
- 1.6 The Company has a round seal bearing its full official name in the Russian language and its address. The seal may contain the official name of the Company in any other foreign language or language of the other nations of the Russian Federation.

The Company is also entitled to have stamps and stationary bearing its name, logo and other means of visual identification.

- 1.7 The Company is liable under its obligations to the full extent of its property. Shareholders bear the risk of losses related to Company operations to the extent of the value of their shares. The Company bears no responsibility for obligations of its shareholders.

2. BUSINESS OF THE COMPANY

- 2.1 The main goal of the Company is to make profit.

- 2.2 The main types of Company business are as follows:

- Exploration, investigation and exploitation of mineral deposits;
- Building, operation and repair of objects located on the surface and in underground mines and structures, designed for exploration, investigation and operation of mineral deposits, extraction and refining of ores and other minerals;
- Development of design and technical documentation related to operating mining works and objects;
- Operation and repair of equipment, driving machinery and communication equipment, transportation means and equipment ensuring safety of production and personnel;
- Blasting works;
- Operation of permanent warehouses storing explosives and of distribution chambers;
- Ore enrichment, transportation of ore concentrate using waterways, operation of hydro-technical structures;
- Sale of metals obtained through ore processing;
- Sale of ore and ore concentrates;
- Metallurgical processing of ore, ore concentrate, secondary non-ferrous and precious metals, production of products from non-ferrous and precious metals, production of sulphur, vitriolic acid;
- Production, transfer, distribution and sale of electrical and heat energy;
- Storage of petroleum and refined petroleum products;

- Operation of surface and underground water supply, systems of industrial-drinking water supply and water circulation;
- Production and sale of technical and technological oxygen;
- Operation and maintenance of telephone and radio relay communication systems;
- Maintenance and operation of petroleum bulk plants, petroleum stations, including mobile filling stations;
- Assembly, adjustment and operation of energy supplying electro-thermal and energy equipment and devices for the consumers;
- Transportation, forwarding and other activities related to sea, domestic waterways and air transportation;
- Passenger and cargo transportation using automobile and railroad networks;
- Construction, reconstruction, repair works, maintenance of automobiles and railroads and roadway structures;
- Works and services in the area of nature preservation;
- Fire safety activities;
- Work related to the use of information constituting a state secret, protection of information containing a state secret, and/or providing services to protect a state secret;
- Development of town-planning documents;
- Architectural activities;
- Sanatorium and resort services, health and medical services;
- Planning and survey work, including work related to the use of land;
- Topographic & geodesic and cartographic work during construction activities;
- Engineering & survey work in connection with construction, design and assembly of buildings and structures with levels I & II of responsibility;
- Operation of engineering systems in towns and populated areas;
- Manufacture of construction materials, structures and objects;
- Educational services in the area of middle, high and post-vocational professional and appropriate additional education;
- Refining of precious metals;
- Buying from the public of jewelry and other consumer items made of precious metals and stones, and buying scrap of such metals;
- Processing of scrap and waste of precious metals into final products;
- Geological and survey work, drawing up and publishing of geological maps, including digital and electronic maps;
- Geophysical (including gravimetric) works for the study of earth's subsoil;
- Drilling of holes for water, and geological and exploratory holes for hard and other minerals;
- Production, distillery, storage, wholesale and retail sale of ready alcoholic goods;
- Operational and exploration drilling of holes;
- Extraction and transportation of natural gas and gas condensate;
- Processing of gas and gas condensate;

- Export and import activities, in the procedure established by the legislation of the Russian Federation;
 - Investment of Company’s working capital and raised funds including currency resources into joint ventures with Russian and foreign organizations, companies and citizens, including the creation of subsidiary and dependent enterprises in both Russia and abroad;
 - Construction of oil & gas mainlines;
 - Design of factories and objects for oil and gas industry;
 - Operation of oil & gas mainlines;
 - Construction of factories and objects of the gas industry;
 - Operation of factories and objects of the gas industry;
 - Repair and assembly of oil and gas drilling equipment;
 - Preparation of staff (main professions) for potentially dangerous industrial factories and objects;
 - Assembly of equipment at factories for explosive and fire hazardous materials;
 - Repair of equipment at factories for explosive and fire hazardous materials.
- 2.3 In order for the Company to achieve its business objectives, it is entitled to perform any other types of economic activities except those which are prohibited by the legislation of the Russian Federation.
- 2.4 All types of activities which require special permits (licenses) or registrations may only be performed after the Company procures such permits (licenses) or registrations in the established procedure.

3. CHARTER CAPITAL AND SHARES OF THE COMPANY

- 3.1 Company Charter Capital is equal to the total nominal value of Company shares that is 252,667,409 (two hundred and fifty-two million, six hundred and sixty-seven thousand, four hundred and nine) rubles.
- 3.2 Company Charter Capital is divided into 252,667,409 (two hundred and fifty-two million, six hundred and sixty-seven thousand, four hundred and nine) common inscribed shares with the nominal value of 1 (one) ruble each.
- 3.3 Decision to increase the Company Charter Capital by increasing the nominal value of shares must be adopted by a general shareholders’ meeting of the Company (hereinafter – “Shareholders’ Meeting”).
- 3.4 Decision to increase the Company Charter Capital by placing additional shares must be adopted unanimously by all members of the Company Board of Directors, whereas votes of former members of the Company Board of Directors will not be counted.

- 3.5 Placement of shares (Company securities, convertible into shares) through a closed subscription can be effected only by the Shareholders' Meeting decision to increase the Company Charter Capital through placement of additional shares (on the placement of Company issued securities convertible into shares) adopted by a three-quarter majority vote of shareholders with voting shares participating in the Shareholders' Meeting.
- 3.6 Placement of common shares through an open subscription in the amount exceeding 25 percent of common outstanding shares shall be authorized only by a decision of the Shareholders' Meeting adopted by a three-quarter majority vote of shareholders with voting shares participating in the Shareholder's Meeting.
- 3.7 Placement of securities convertible into common shares through an open subscription in the amount exceeding 25 percent of common outstanding shares shall be authorized only by a decision of the Shareholders' Meeting adopted by a three-quarter majority vote of shareholders with voting shares participating at the Shareholders' Meeting.
- 3.8 Shares and other Company securities can be paid for by cash, securities, other items or property rights, or other rights with a monetary value.
- 3.9 If the shares and other Company securities are paid for with non-monetary means, the monetary value of such means will be assessed by the Company Board of Directors in accordance with the Federal Law, other legislation and legal acts of the Russian Federation.
- 3.10 The Company has the right to reduce its Charter Capital by repurchasing and redeeming some of its shares. The Company has the right to buy back some of its outstanding shares if the Shareholders' Meeting authorizes to reduce the Company Charter Capital through a purchase of some of its shares in order to reduce their total number. The Company has the right to buy back some of its outstanding shares upon an approval from the Company Board of Directors.
- 3.11 Company's decision to reduce its Charter Capital by reducing the nominal value or by buying back some shares in order to reduce their total number must be authorized by the Shareholders' Meeting.
- 3.12 When the Company buys back some of its outstanding shares, in the event the Shareholders' Meeting authorizes to reduce the Company Charter Capital through a purchase of some of its shares in order to reduce their total number, payment for repurchased shares may be effected, if so authorized by the Shareholders' Meeting, with cash, securities and other items or property rights, or other rights with a monetary value.

- 3.13 The Company shall establish a reserve fund in an amount of 15 (fifteen) percent of the Charter Capital. The reserve fund will be financed by annual installments of at least 5 percent of the net profit until the fund reaches its target size.

The Company reserve fund may be used to cover losses, redeem bonds and buy back Company shares in the event no other means are available. The reserve fund may not be used for any other purposes.

- 3.14 The Company will arrange for the keeping and storage of the Company shareholders' register in accordance with legal acts of the Russian Federation as of the moment of Company state registration.

4. SHAREHOLDERS' RIGHTS

- 4.1 Shareholders have the following rights:

- Freely sell their shares;
- Receive dividends;
- Receive a share of property in the event of Company's liquidation;
- Attend the Shareholders' Meeting with the right to vote on all matters within its competence (voting is based on the principle of "one share – one vote", unless otherwise is provided for by the Federal Law and other legal acts of the Russian Federation);
- Priority right to buy additional shares and securities, convertible into shares, placed through an open subscription in an amount proportionate to the number of shares of the same category (type) being held ;
- Have access to data on Company operations, in accordance with the Federal Law, other legal acts of the Russian Federation and the Charter herein;
- Exercise other rights provided for by the Federal Law, other legal acts of the Russian Federation, Company Charter, and decisions of the Shareholders' Meetings adopted in accordance with its authority.

- 4.2 Owners of voting shares, in the events provided for by the Federal Law, have the right to demand the Company to buy all or a percentage of their shares.

- 4.3 A third party which independently or jointly with its affiliated party (parties) have intention to acquire 30 percent or more of outstanding common shares of the Company (in case the number of common stock shareholders exceeds 1000) including the shares which it already owns, must notify in writing the Company of this intention not earlier than 90 days and not later than 30 days prior to the date of such acquisition.

A third party which independently or jointly with its affiliated party (parties) have acquired 30 percent or more of outstanding common shares of the Company shall be released from the obligation to make an offer to other

shareholders to sell their common shares and securities, convertible into common shares of the Company.

5. GENERAL SHAREHOLDERS' MEETING

5.1 The highest management body of the Company is the Shareholders' Meeting.

5.2 The Company shall hold an Annual Shareholders' Meeting once a year. An Annual Shareholders' Meeting may be called not sooner than in two months and not later than in six month after the end of the Company's fiscal year.

An Annual Shareholders' Meeting is called by the Company Board of Directors.

5.3 A shareholder (shareholders) holding not less than two per cent of the common stock of the Company shall have the right to propose questions for the agenda of annual and extraordinary Shareholders' Meetings and to nominate candidates for the Board of Directors and Audit Commission of the Company to the extent limited by the Federal Law. The deadline for submitting recommendations for the agenda of an Annual Shareholders' Meeting and the list of candidates nominated for the Board of Directors and Audit Commission of the Company is no later than within 30 days after the end of the Company's fiscal year. Nomination by a shareholder (shareholders) of candidates for the Company Board of Directors or the Audit Commission, in addition to the information defined by Article 53 paragraph 4 of the Federal Law, must contain the following information on the candidates:

- Full name;
- Date of birth;
- Education;
- Places of employment for the past five years;
- List of convictions for the crimes committed in the area of economy and crimes against the state involving the candidate (including judgments);
- Number of Company shares held by the candidate;
- List of all positions held by the candidates in management bodies of other legal entities (providing a full name of such legal entity and the date the candidate assumed the position);
- Candidate's written agreement to assume the respective position.

5.4 An announcement of a Shareholders' Meeting must be published in the *Izvestia*, *Rossiyskaya Gazeta* and *Taymyr* newspapers not later than 20 days before the date of the Shareholders' Meeting, while an announcement of a Shareholders' Meeting with Company's reorganization on its agenda must be published not later than 30 days before the date of such Shareholders' Meeting. In the event a Shareholders' Meeting is held by absentee voting, the announcement of the Shareholders' Meeting must be published in the

aforementioned publications not later than 20 days before the acceptance deadline for voting ballots.

The Company may inform shareholders additionally of a Shareholders' Meeting by posting a respective announcement on the Company's internet site and by notifying shareholders via email.

The Company may publish an announcement of a Shareholders' Meeting earlier than the date provided for by Paragraph 1 of this Article 5.4.

The Company Board of Directors may decide to publish additional announcements of a Shareholders' Meeting in other publications.

A Shareholders' Meeting will be located at a place determined by the Board of Directors of the Company.

- 5.5 In preparation for a Shareholders' Meeting the Company Board of Directors (unless the Federal Law provides for another party) will determine the following:
 - 5.5.1 Form of the Shareholders' Meeting (attendance or voting ballot);
 - 5.5.2 Date, time and place of the Shareholders' Meeting (including time deadlines for shareholder registration). In the event when, in accordance with Article 60 Paragraph 3 of the Federal Law, filled-in ballots may be sent to the Company, then the postal address for the ballots to be sent or, in the event the Meeting is conducted by voting ballot, then the acceptance deadline for the voting ballot and the postal address for the filled in ballots to be sent;
 - 5.5.3 Compilation date of the list of shareholders having the right to attend a Shareholders' Meeting;
 - 5.5.4 Agenda of a Shareholders' Meeting;
 - 5.5.5 Announcement procedure of a Shareholders' Meeting for shareholders;
 - 5.5.6 List of information materials (documents) to be made available to shareholders in advance of a Shareholders' Meeting and the procedure for making it available;
 - 5.5.7 Form and text of the voting ballot in the event voting is conducted by ballot;
 - 5.5.8 Regulation for conducting a Shareholders' Meeting (total duration of the Meeting, breaks, time limits allocated for presentations and speeches on every question and for discussion, etc.)

- 5.6 A Shareholders' Meeting announcement must contain the following information:
- 5.6.1 Full official name of the Company and its address;
 - 5.6.2 Form of a Shareholders' Meeting (attendance or voting ballot);
 - 5.6.3 Date, time and place of a Shareholders' Meeting (including time deadlines for shareholder registration). In the event when, in accordance with Article 60 Paragraph 3 of the Federal Law, filled in ballots may be sent to the Company, then the postal address for the ballots to be sent or, in the event the Meeting is conducted by voting ballot, then the acceptance deadline for the voting ballots and the postal address for the filled in ballots to be sent.
 - 5.6.4 Compilation date of the list of shareholders having the right to attend a Shareholders' Meeting;
 - 5.6.5 Agenda of a Shareholders' Meeting indicating the person who placed a question on the agenda;
 - 5.6.6 Procedure for obtaining information (documents) available in advance of a Shareholders' Meeting and the address (addresses) where it may be reviewed;
 - 5.7 Information (documents) which is to be made available to parties who have the right to attend the Shareholders' Meeting in advance of the Shareholders' Meeting shall include the following: annual accounts including an auditor's opinion, opinion of the Company Audit Commission based on the results of an audit of the annual accounts; information available on candidates nominated to the Company Board of Directors, Audit Commission, management bodies of the Company; draft changes and amendments to the Company Charter or a new draft of the Company Charter; draft Company regulations; draft decisions of the general Shareholders' Meeting; Company Annual Report; report of the Company Board of Directors containing motivated opinion of the Board of Directors with regard to the agenda of the Shareholders' Meeting. By decision of the Company Board of Directors, when preparing for the Shareholders' Meeting the shareholders may be presented with special opinions from members of the Company Board of Directors.

Information on the candidates nominated to the Company Board of Directors and Audit Commission shall contain the following:

- Full name;
- Date of birth;
- Education;
- Places of employment for the past five years;

- List of convictions for the crimes committed in the area of economy and crimes against the state involving the candidate (including judgments);
- Number of Company shares held by the candidate;
- List of all positions held by the candidates in management bodies of other legal entities (providing a full name of such legal entities and the date the candidate assumed the position).

5.8 The list of shareholders having the right to attend a Shareholders' Meeting is compiled using the data from the Shareholders' register as of the date set up by the Board of Directors of the Company. The date for compiling the list of shareholders, having the right to attend a Shareholders' Meeting cannot be set prior to the date when a decision to call the Meeting was made and not later than 50 days before the date of the Shareholders' Meeting except the cases defined by Article 53 Paragraph 2 of the Federal Law – not later than 65 days before the date of the Shareholders' Meeting.

If at a Shareholders' Meeting the quorum is calculated and the voting is done by the ballots received by the Company in accordance with Paragraph 2 Article 58 of the Federal Law, the date for compiling the list of the shareholders having the right to attend the Shareholders' Meeting shall be not later than 45 days before the date of the Shareholders' Meeting.

5.9 Shareholders' Meetings called in addition to an annual meeting are deemed extra-ordinary. An Extra-Ordinary Shareholders' Meeting may be called by the Company Board of Directors at its own initiative, upon a request from the Company Audit Commission, Independent Company Auditor, shareholders (shareholder) holding at least 10 percent of voting shares of the Company as of the date the request is submitted.

5.10 The Company Board of Directors shall call an Extra-Ordinary Shareholders' Meeting upon request from the Company Audit Commission, Independent Company Auditor or shareholders (shareholder) with at least 10 percent of voting shares of the Company. A decision to call or refusing to call an Extra-Ordinary Shareholders' Meeting upon request from the Company Audit Commission, Independent Company Auditor or shareholders (shareholder) with at least 10 percent of voting shares of the Company must be adopted by the Board of Directors within 5 days since such a request was made. This decision shall be communicated to the parties requesting for an Extra-Ordinary Shareholders' Meeting not later than 3 days after being made.

Circumstances under which the Company Board of Directors may refuse to call an Extra-Ordinary Shareholders' Meeting are established by the Federal Law.

5.11 An Extra-Ordinary Shareholders' Meeting upon request from the Company Audit Commission or shareholders (shareholder) with at least 10 percent of

voting shares of the Company must be held within 40 days since the request is submitted. If election of the Board of Directors is on the agenda of an Extra-Ordinary Shareholders' Meeting, then such Meeting must be held within 70 days since the request to call an Extra-Ordinary Shareholders' Meeting is submitted.

- 5.12 The Board of Directors does not have the right to make changes to the items on the agenda, formulation of the decisions in relation to the agenda items and to change the suggested form of having an Extra-Ordinary Shareholders' Meeting called upon request from the Company Audit Commission, Independent Company Auditor or shareholders (shareholder) with at least 10 percent of voting shares of the Company.
- 5.13 If the Board of Directors has not called an Extra-Ordinary Shareholders' Meeting within the aforementioned time period or it has refused to call an Extra-Ordinary Shareholders' Meeting, the Meeting may be called by the parties requesting it.

In this case, expenses related to the preparation of and the Shareholders' Meeting itself can be reimbursed by the Company if approved by the Shareholders' Meeting.

- 5.14 If election of the Board of Directors using a cumulative voting procedure is on the agenda of an Extra-Ordinary Shareholders' Meeting, a shareholder (shareholders) of the Company, holding in total at least 2 per cent of the voting shares of the Company has the right to nominate a number of candidates for the Board of Directors of the Company not exceeding the number of seats on the Board of Directors of the Company. These candidate nominations must be received by the Company not later than 30 days before the date of the Extra-Ordinary Meeting.
- 5.15 A shareholder has the right to attend a Shareholders' Meeting in person as well as to delegate this right to a representative. A shareholder representative acts at a Shareholders' Meeting within the powers provided by the guidelines of the Federal Laws or authorized government bodies or local governments or a proxy, prepared in writing in accordance with the requirements of the Federal Laws. A shareholder has the right to replace its representative at a Shareholders' Meeting or personally attend the Meeting at any time.
- 5.16 Shareholders vote at a Shareholders' Meeting using voting ballots. A voting ballot must be sent not later than 20 days prior to the date of a Shareholders' Meeting.
- 5.17 A Shareholders' Meeting is deemed legally competent (a quorum is present) if in total the attending shareholders own more than half of votes belonging to outstanding voting Company shares.

Shareholders registered to participate at a meeting and shareholders whose ballots are received not later than two days before the Shareholders' Meeting are recognized as participants at a Shareholders' Meeting. Shareholders whose voting ballots are received before the acceptance deadline for voting ballots are recognized as having participated in the Shareholders' Meeting held by absentee vote.

- 5.18 Procedure for holding a Shareholders' Meeting is established by a Regulation on Shareholders' Meeting of the Company, which is approved by a Shareholders' Meeting.
- 5.19 The authority of the Shareholders' Meeting includes the following matters:
 - 5.19.1 Making amendments to the Company Charter or approving a new version of the Company Charter;
 - 5.19.2 Reorganization of the Company;
 - 5.19.3 Liquidation of the Company, appointment of the Liquidation Commission, and approval of the interim and final liquidation balance sheets;
 - 5.19.4 Determination of the number of members on the Company Board of Directors, election of its members and early termination of their authority;
 - 5.19.5 Determination of the number, nominal value, category (type) of authorized shares, and rights granted by these shares;
 - 5.19.6 Increase of the Company Charter Capital by increasing the nominal value of shares or by placing additional shares in the events provided for by the Federal Law;
 - 5.19.7 Decrease of the Company Charter Capital by reducing the nominal value of shares through Company's buy-back of shares in order to reduce their number and through redemption of shares purchased or bought back by the Company;
 - 5.19.8 Election of members of the Company Audit Commission and early termination of their authority;
 - 5.19.9 Approval of an independent Auditor of the Company;
 - 5.19.10 Approval of year-end reports, annual accounts, including the Company profit and loss report (profit and loss account); distribution of profit, including dividend payments (announcement), and losses of the Company based on fiscal year results;

- 5.19.11 Definition of the procedure for holding a Shareholders' Meeting;
- 5.19.12 Election of members of the vote counting commission and early termination of their authority;
- 5.19.13 Splitting and consolidation of shares;
- 5.19.14 Approval of transactions in the events provided for by Article 83 of the Federal Law;
- 5.19.15 Approval of major transactions in the events provided for by Article 79 of the Federal Law;
- 5.19.16 Approval of shares' buy-back in the events provided for by the Federal Law;
- 5.19.17 Making decisions on participation in holding companies, financial & industrial groups, associations and other alliances of commercial companies;
- 5.19.18 Approval of internal documents, regulating the activities of Company management bodies;
- 5.19.19 Making decisions on other matters provided for by the Federal Law.
- 5.20 Decisions of the Shareholders' Meeting on questions put to a vote must be adopted by a majority of shareholders holding voting shares and participating in the voting unless a greater number of votes is required by the present Charter or legislation of the Russian Federation.
- 5.21 Decisions on questions set out by Articles 5.19.1 – 5.19.3, 5.19.5 and 5.19.16 of the present Charter must be adopted by a Shareholders' Meeting with a three-quarter majority vote of shareholders with voting shares, participating at the Meeting.
- 5.22 Decisions on questions set out by Articles 5.19.2, 5.19.6, 5.19.13 – 5.19.18 can be adopted by a Shareholders' Meeting only if so proposed by the Company Board of Directors.
- 5.23 Decisions of a Shareholders' Meeting may be adopted without an actual meeting (joint attendance of shareholders or their representatives for discussions of the agenda and adoption of decisions on questions put to a vote), by absentee voting.
- 5.24 Decisions adopted by a Shareholders' Meeting and its voting results shall be made known to shareholders by means and within the deadlines provided for by the Federal Law.

- 5.25 Establishing the presence of quorum, votes counting and other functions of a Counting Commission are performed by a specialized registrar, that is authorized by the Board of Directors of the Company to hold the register of Company's shareholders.

6. COMPANY BOARD OF DIRECTORS

6.1 General provisions

- 6.1.1 The Company Board of Directors (hereinafter – the “Board of Directors”) is a management body of the Company that performs general management of the Company, except the matters delegated by the present Charter to the authority of the Shareholders' Meeting.
- 6.1.2 Members of the Board of Directors are elected by an Annual Shareholders' Meeting in line with the procedure defined by the Federal Law until the next Annual Shareholders' Meeting.
- 6.1.3 The Board of Directors shall consist of 9 members. The Board of Directors may recommend a Shareholders' Meeting to amend the present Charter with regard to the number of members on the Board of Directors.
- 6.1.4 Chairman of the Board of Directors (hereinafter – the “Chairman” or “Chairman of the Board of Directors”) is elected by members of the Board of Directors by a majority vote of all members of the Board of Directors. The Board of Directors is entitled at any time to re-elect its Chairman. Decision to dismiss the Chairman must be adopted by a majority vote of all members of the Board of Directors.
- 6.1.5 Members of the Board of Directors, when exercising their rights and performing their obligations, must act in the interests of the Company and exercise their rights and perform their obligations with regard to the Company wisely and in good faith . They shall be responsible to the Company for losses incurred by the Company as a result of their wrongful actions (inaction), unless federal laws make other provisions for cause and amount of liability.

Members of the Board of Directors who voted against decisions which incurred losses to the Company or who did not participate in the voting shall not be held accountable. When determining the cause and amount of liability of members of the Board of Directors, general business practice and other circumstances relevant to the case must be taken into consideration.

- 6.1.6 At the decision of a Shareholders' Meeting, members of the Board of Directors during the term of their service may be remunerated and/or

compensated for the expenses incurred while performing their duties as members of the Board of Directors.

6.2 Board of Directors' Meetings:

6.2.1 Chairman of the Board of Directors, or, if unavailable, one of the members of the Board of Directors elected by the Board of Directors, shall organize the work of the Board of Directors, call and hold its meetings, arrange for minutes of the meetings, and chair the meetings.

6.2.2 Meetings of the Board of Directors shall be held in accordance with this Charter as often as necessary but not less than once every six weeks. Meetings are called by the Chairman of the Board of Directors at his/her own initiative, at the request of a Board of Directors member, Audit Commission, independent auditor of the Company, executive bodies, General Director or shareholders with a total of at least 10 (ten) percent of common shares, submitted in writing with an outline of reasons for the meeting.

The procedure for calling and holding the Board of Directors meeting is defined in an internal Company document –Regulations on the Board of Directors.

6.2.3 The Board of Directors is entitled to adopt its decisions by absentee vote.

6.2.4 Resolutions of the Board of Directors must be adopted by a majority vote of members of the Board participating in the meeting unless the legislation of the Russian Federation or the present Charter provide otherwise.

6.2.5 Members of the Board of Directors, acting on executive bodies of the Company, do not vote on the issues involving remuneration and compensation of the General Director and members of the Company Management Board, as well as contract terms with the General Director and members of the Company Management Board.

6.2.6 When establishing the presence of quorum at the Board of Directors' meeting or calculating voting results on questions put forth on the agenda of the Board of Directors' meeting, a written opinion from a Board of Directors' member absent from the meeting must be weighed, provided that such written opinion was received by the Board of Directors before the meeting. Quorate

6.2.7 At the Board of Directors' meeting, each member of the Board of Directors has one vote. If the votes of members the Board of Directors' split even, the Chairman of the Board shall have the deciding vote.

6.2.8 A meeting of the Board of Directors is deemed quorate if at least half of elected members of the Board of Directors attend the meeting. In the event a meeting's agenda includes questions set out by Articles 6.3.3.1, 6.3.3.11, 6.3.3.15 or 6.3.3.25 of the present Charter, or questions involving Company reorganization or liquidation, increase or decrease of the Company charter capital, the Board of Directors' meeting is deemed quorate if at least two-thirds of all elected members of the Board of Directors attend the meeting and provided that at least one Independent Director is present, if such a Director has been elected and has not been dismissed from the Board.

Except for the circumstances where an independent director is defined for the purposes of transactions with interested parties as defined in Article 83 of the Federal Law, a member of the Board of Directors is recognized as an Independent Director if such member meets the following criteria:

- a. Over the last three years preceding his/her election to the Board of Directors has not been an officer (manager) of the Company (except as a member of the Board of Directors) and has not been an employee of the Company;
- b. Is not an officer of another company in which any of the officers of the Company is a member of the nomination and compensation committee of the board of directors;
- c. Is not an affiliate of the Company (except for affiliation on the grounds of being a member of the Company Board of Directors) or an affiliate of such persons;
- d. Is not a significant counter-party of the Company with the total annual transaction turnover with the Company worth in excess of 10% of the book value of the Company's assets;
- e. Is not a party to a any contract with the Company under the terms of which he/she may acquire property (receive cash) with the value of 10% or more of the total annual income of this party, other than compensation for participating on the Board of Directors;
- f. Is not a representative of the government.

If a member of the Board of Directors who meets the independence criteria serves as member of the Board of Directors for a period of seven years, upon expiry of this period this member is no longer recognized as an Independent Director.

6.2.9 Minutes of all meetings of the Board of Directors must be kept in line with the procedure established by the Federal Law. All minutes must be signed by the Director chairing a meeting of the Board of Directors who is responsible for the accuracy of preparation of the minutes and by the Secretary of the Board of Directors.

6.3 Authority of the Board of Directors

6.3.1 General management of Company operations falls under the authority of the Board of Directors, except the matters delegated to the the Shareholders' Meeting.

6.3.2 Matters assigned to the authority of the Board of Directors by the Federal Law and the present Charter may not be delegated to executive bodies of the Company.

6.3.3 The authority of the Board of Directors shall include the following:

6.3.3.1 Identification of priority directions of Company operations, concepts and strategies of Company development, as well as implementation strategies, approval of Company plans and budgets, and approval of changes to the Company plans and budgets;

6.3.3.2 Calling an Annual or Extra-Ordinary Shareholders' Meeting, unless otherwise provided for by the Federal Law;

6.3.3.3 Approval of agenda for a Shareholders' Meeting;

6.3.3.4 Setting up the date for compiling a list of shareholders with the right to attend a Shareholders Meeting; other authority assigned to the Board of Directors in accordance with the Federal Law and involving preparation and holding of the Shareholders' Meeting;

6.3.3.5 Submission to a Shareholders' Meeting of issues set out by Articles 5.19.2, 5.19.6, 5.19.13 – 5.19.8 of the present Charter;

6.3.3.6 Placement of Company bonds and other securities, including bonds convertible into shares, and other securities convertible into shares in cases provided for by the Federal Law;

6.3.3.7 Determination of the value (monetary valuation) of property, placement or buy-back price of securities, in cases provided for by the Federal Law;

6.3.3.8 Buying back the shares outstanding, bonds and other securities placed by the Company in cases provided for by the Federal Law;

6.3.3.9 Appointment of executive bodies of the Company and early termination of their authority:

- Appointment and dismissal, determination of remuneration and compensation package of the General Director of the Company; entry, making changes to and termination of a contract with the General Director;
- Appointment of members to the collegiate executive body – Company Management Board (upon presentation from the Company General Director); entry and termination of contracts with members of the Company Management Board; determination of remuneration and compensation levels of members of the Company Management Board.

6.3.3.10 Making recommendations on the amount of remuneration and compensation payable to members of the Company Audit Commission; determination of amounts payable for services rendered by the independent auditor of the Company;

6.3.3.11 Making recommendations on amount of dividends payable per share and their payment procedure;

6.3.3.12 Use of reserve and other funds of the Company;

6.3.3.13 Approval of Company internal documents, except the internal documents, the approval of which is delegated to the authority of the Shareholders' Meeting by the Federal Law; other Company internal documents, the approval of which is delegated by the present Charter to the authority of executive bodies of the Company;

6.3.3.14 Creation (liquidation) of branches and opening (closing) of representative offices of the Company;

6.3.3.15 Decisions on the Company's participation in other organizations and on transactions involving Company's equity stakes or shares which will or may lead to alienation or encumbrance of such equity stakes or shares, as well as adoption of other decisions which may lead to the changes in the size of equity stakes in other companies (decisions not to exercise the preemptive right to acquire additional shares (stakes), to participate in subscription for shares, etc.);

6.3.3.16 Approval of major transactions, in cases provided for by the Federal Law;

- 6.3.3.17 Approval of transactions with interested parties, in cases provided for by the Federal Law;
- 6.3.3.18 Approval of Company Registrar and a contract with it; termination of this contract;
- 6.3.3.19 Increase of the Company charter capital by placing additional number of shares limited by the number and category (type) of authorized shares;
- 6.3.3.20 Approval of a Company's securities issue, securities' placement report and securities prospectus, prepared in accordance with the Federal Law and other applicable legislation;
- 6.3.3.21 Decisions to call a general shareholders' meeting of a subsidiary company and approval of its agenda, if by the power of the subsidiary's charter this matter is not delegated to the authority of another party or body of that company;
- 6.3.3.22 Introduction of amendments and making changes to the Company Charter, in cases provided for by the Federal Law;
- 6.3.3.23 Control over performance of the budgets approved by the Board of Directors;
- 6.3.3.24 Approval of regulations on branches and representative offices of the Company;
- 6.3.3.25 Approval of Company's dividend policy;
- 6.3.3.26 Approval of the system and procedures of internal control and approval of management information system;
- 6.3.3.27 Appointment (dismissal) of the Company's head of control & audit service and determination of his/her remuneration amount;
- 6.3.3.28 Approval of candidate requirements and staff appointment procedures of the control & audit service of the Company;
- 6.3.3.29 Decisions on ruble or foreign currency spending in an amount exceeding five million US dollars at the exchange rate set by the Central Bank of the Russian Federation as of the date such decision was made, to pursue goals not outlined in the Company budget;
- 6.3.3.30 Approval of Regulations on the control & audit service of the Company;

- 6.3.3.31 Setting up qualification requirements for candidates to the Management Board and General Director of the Company;
- 6.3.3.32 Election (dismissal) of Company Secretary, entry into contract and determining his/her remuneration package;
- 6.3.3.33 Approval of the Company' Regulation on Company Secretariat;
- 6.3.3.34 Approval of a transaction valued at 2 (two) or more per cent of the book value of assets of the Company as of the last balance sheet reporting date;
- 6.3.3.35 Identification of main risks related to Company activities and implementation of measures and procedures to manage such risks;
- 6.3.3.36 Approval of public relations and investor communication policy;
- 6.3.3.37 Monitoring Company management and its financial and economic activities, evaluation of the Company General Director and members of the Company Management Board; control over implementation of decisions made by the Board of Directors;
- 6.3.3.38 Selection of independent observers to control the vote-counting procedure at the Shareholders' Meeting;
- 6.3.3.39 Establishing committees of the Board of Directors made up of the members of the Board of Directors;
- 6.3.3.40 Delegation of responsibilities to the members of the Management Board to manage certain business activities of the Company;
- 6.3.3.41 Election and dismissal of a deputy (deputies) to the Chairman of the Board of Directors;
- 6.3.3.42 Decision to appoint and to dismiss the Secretary of the Board of Directors;
- 6.3.3.43 Decision on how the Company should vote at general meetings of shareholders (partners) of third-party companies, whose shares or equity stakes are owned by the Company, in relation to the issues of increasing charter capital, on reorganization or liquidation of these companies;
- 6.3.3.44 Other matters provided for by the Federal Law and the present Charter

- 6.4 The Company Secretary is elected by the Board of Directors for a term of one year. Authority of the Company Secretary may be terminated early by the Board of Directors.
- 6.5 The Company Secretary shall:
- Control compliance by Company bodies and officials with procedural requirements securing the rights and interests of Company shareholders;
 - Control preparation and conduct of the Shareholders' Meeting to ensure its compliance with requirements of applicable legislation of the Russian Federation, Company's charter and internal regulations of the Company;
 - Render assistance to members of the Board of Directors in the course of their duties;
 - Facilitate the storage of the Company's charter and registration documents, protocols of Shareholders' Meetings and meetings of the Board of Directors, voting ballots, and proxies (copies of proxies) to participate at a Shareholders' Meeting;
 - Supervise disclosure (submission) of Company information at a shareholder's request, and to the federal government body on the securities market and other governmental agencies;
 - Manage the Company Secretariat;
 - Handle Company shareholders' queries in relation to shareholder registration for a Shareholders' Meeting.
- 6.6 In the event of Company involvement in a major transaction, it must be authorized by the Board of Directors or a Shareholders' Meeting before such transaction takes place.
- 6.7 In order for the Board of Directors or a Shareholders' Meeting to authorize a major transaction, the value of property (services) being alienated or acquired must be determined by the Board of Directors in accordance with Article 77 of the Federal Law, with a mandatory engagement of an independent valuator.

7. EXECUTIVE BODIES OF THE COMPANY

- 7.1 Management of day-to-day operations of the Company is performed by the Company General Director (unitary body) and the Company Management Board (collegiate executive body). The Company General Director (hereinafter – the “General Director”) and the Company Management Board (hereinafter – the “Management Board”) must perform their duties in strict compliance with the Federal Law, other legislation and normative acts of the Russian Federation, the present Charter, internal Company’s regulations and employment contracts signed by the General Director and members of the Management Board.
- 7.2 Rights and obligations of the General Director and members of the Management Board with regard to management of day-to-day operations of the Company are determined by the Federal Law, other legal acts of the Russian Federation, the present Charter, internal Company’s regulations and a contract, between the Company and each of the mentioned above officers. These contracts are signed by the Chairman of the Board of Directors or another person authorized by the Board of Directors.
- 7.3 The term of the contract with the General Director or member of the Management Board is three years. The Board of Directors can at any time terminate the contract with the General Director or a member of the Management Board.
- 7.4 The General Director acts on behalf of the Company without a power of attorney, represents its interests, signs deals on behalf of the Company, approves staff, issues orders and gives instructions mandatory for all employees of the Company; approves internal Company documents that regulate production & technological, financial, accounting, economic, staffing and social issues, labor, safety and business documents matters, and makes decisions concerning other aspect of the current operations of the Company to the extent the Company Charter does not delegate these decisions to Shareholders’ Meeting, Board of Directors or the Management Board.
- 7.5 The General Director acts as the Chairman of the Management Board.
- 7.6 With regard to the matters delegated to the authority of the Management Board, the General Director acts in accordance with decisions of the Management Board.
- 7.7 The Management Board manages Company’s operations to the extent of its authority as determined by this Charter, and facilitates implementation of decisions adopted by the Shareholders' Meeting or by the Board of Directors.
- 7.8 The authority of the Management Board shall include the following:

- 7.8.1 Drafting amendments to the Company Charter and submit them to the Board of Directors for approval;
 - 7.8.2 Preparation and presentation of preliminary reports on financial & economic activity of the Company to the Board of Directors;
 - 7.8.3 Preparation of recommendations on transactions which must be authorized by the Shareholders' Meeting or the Board of Directors
 - 7.8.4 Analysis and evaluation of the results of financial & economic activity of the Company, including results of approved plans and programs, examination of reports and other information on operations of the Company, its subsidiaries, branches and offices;
 - 7.8.5 Development of proposals on the use of the reserve fund of the Company;
 - 7.8.6 Preliminary examination of materials prepared for a presentation at the Board of Directors' meeting;
 - 7.8.7 Appointment of heads of the branches and representative offices of the Company;
 - 7.8.8 Decision on how the Company should vote at general meetings of shareholders (partners) of third-party companies, whose shares or equity stakes are owned by the Company except the cases, defined in this Charter, Paragraph 6.3.3.43;
 - 7.8.9 Appointment of the Company representatives at general meetings of shareholders (partners) of companies, whose shares or equity stakes are owned by the Company and issuance of voting instructions to these representatives, in accordance with decisions of the Board of Directors
- 7.9 The General Director and members of the Management Board, when exercising their rights and performing their duties, must uphold Company interests, exercise their rights and perform their duties wisely and in good faith. They are liable to the Company for losses caused to the Company by their wrongful actions (inaction) on the basis and in accordance with the legislation of the Russian Federation. However, members of the Management Board who voted against the decision which led to Company losses or members who abstained from voting shall not be held liable. When determining the cause and amount of liability, standard business practices and other circumstances pertinent to the case, as well as specific provisions of employment contract must be taken into account.

- 7.10 The General Director is responsible for organizing the work involving the use of information recognized as state secret, and also for implementation of a system protecting such information, facilitates recording and safe-keeping of documents containing employees' files, ensuring that the Company and Company employees perform their responsibilities arising from the Federal Law "On Defense".

8. CONTROL OF FINANCIAL & ECONOMIC OPERATIONS OF THE COMPANY

- 8.1 Control over financial & economic activity of the Company is entrusted to the Audit Commission of the Company (hereinafter – the "Audit Commission").
- 8.2 The Shareholders' Meeting shall elect the Audit Commission consisting of 5 (five) members. Its activities are defined by the Regulations on the Audit Commission, as authorized by the Shareholders' Meeting.

Members of the Audit Commission may not at the same time be members of the Board of Directors, nor hold any positions in management bodies of the Company.

- 8.3 The Audit Commission shall conduct audits at the year-end and any other time at the discretion of the Audit Commission, at the decision of the Shareholders' Meeting or the Board of Directors, or at the request of shareholders with a total of at least 10 (ten) percent of voting shares of the Company.
- 8.4 At the request of the Audit Commission, persons holding positions in management bodies of the Company must provide documents on financial & economic operations of the Company.
- 8.5 An independent auditor, on the basis of a contract with the Company, shall conduct an audit of financial & economic operations of the Company in accordance with legal acts of the Russian Federation.
- 8.6 On the basis of audit results of financial & economic operations, the Audit Commission or an independent auditor shall render its opinion compliant in the format determined by the Federal Law or other legal acts of the Russian Federation.
- 8.7 The Audit Commission and an independent auditor are entitled to call an extra-ordinary Shareholders' Meeting in line with the procedure prescribed by the Federal Law.

9. ACCOUNTING AND REPORTING OF THE COMPANY

- 9.1 The Company shall keep accounting records and submit financial reports in line with the procedure established by the Federal Law and other legal acts of the Russian Federation.
- 9.2 The Company shall store and provide shareholders with access to the documents, defined in accordance with the Federal Law, other legislation and normative legal acts of the Russian Federation.
- 9.3 Responsibility for organization, conditions and accuracy of accounting records at the Company, timely presentation of a year-end report and other financials to appropriate bodies, and information on Company operations presented to shareholders, creditors and mass media, shall be borne by the General Director, in accordance with the Federal Law, other legal acts and the Company Charter.
- 9.4 Members of the Board of Directors and executive bodies of the Company may not disclose confidential or insider information, except in cases when the disclosure of such information is provided for by applicable legislation of the Russian Federation, nor use confidential or insider information to pursue goals not related to their professional activities. Herein insider information is defined as any material information on Company operations, Company shares and other securities, and transactions therewith, which is not publicly available and the disclosure of which may have a significant impact on the price of shares and other securities of the Company.
- 9.5 Members of the Board of Directors and other executive bodies of the Company shall bear liability for disclosure of confidential and insider information in accordance with applicable legislation of the Russian Federation.
- 9.6 A Company Annual Report is subject to prior approval by the Board of Directors not later than within 30 days prior to the date of the Annual Shareholders' Meeting. The Company Annual Report must contain (inter alia) the list of shareholders with 5 percent or more of voting shares of the Company, according to the data in the shareholders' register, and a report from the Board of Directors.
- 9.7 The Company must keep the following documents:
 - 9.7.1 Company Charter; amendments and changes to the Company Charter, registered in the established procedure; resolution to create the Company; state registration certificate of the Company;

- 9.7.2 Documents confirming the Company's rights to property recorded on its balance sheet;
 - 9.7.3 Internal Company documents;
 - 9.7.4 Regulations on branches and/or representative office of the Company;
 - 9.7.5 Annual reports;
 - 9.7.6 Accounting records;
 - 9.7.7 Accounting reports;
 - 9.7.8 Protocols of Shareholders' Meetings, meetings of the Board of Directors, Audit Commission and Management Board
 - 9.7.9 Voting ballots, proxies (copies of proxies) to participate in the Shareholders' Meeting;
 - 9.7.10 Independent valuation reports;
 - 9.7.11 Lists of affiliated parties of the Company;
 - 9.7.12 List of parties having the right to participate at the Shareholders' Meeting, having the right to receive dividends, and other lists compiled by the Company in order to secure shareholders' rights in accordance with requirements of the Federal Law;
 - 9.7.13 Opinions rendered by the Audit Commission, independent Company auditor, state and municipal agencies of financial control;
 - 9.7.14 Securities' prospectuses, quarterly reports of the issuer and other documents that contain information subject to publication or disclosure using other means, in accordance with the present Federal Law and other federal laws;
 - 9.7.15 Other documents provided for by the Federal Law, Company Charter, internal Company documents, resolutions of a Shareholders' Meeting, Board of Directors, and documents provided for by normative legal acts of the Russian Federation
- 9.8 The Company must facilitate shareholders' access to the documents outlined in Article 9.7 of the present Charter. Whereas, accounting records and minutes of the Management Board meetings may be made available only to shareholders (shareholder) with a total of at least 25 percent voting Company shares.

- 9.9 The following documents must be published every year by the Company in the mass media, accessible to all shareholders of the Company:
- 9.9.1 Company Annual report, balance sheet, profits and loss account;
 - 9.9.2 Equity issue prospectus in cases provided for by legal acts of the Russian Federation;
 - 9.9.3 Shareholders' Meeting announcement, in a due procedure defined by the Federal Law and the current Charter;
 - 9.9.4 Lists of affiliated parties of the Company, indicating the number and category (type) of shares they hold;
 - 9.9.5 Other information, determined by the Federal Commission for the Securities Market.
- 9.10 Affiliated parties of the Company must notify the Company in writing of any Company shares held, indicating their number and category (type) not later than in 10 (ten) days from their purchase date.

If as a result of failure to present or undue presentation of the above information by an affiliated party the Company suffers material loss, the affiliated party will be held responsible to the Company for the amount of such loss.

10. CLOSING PROVISIONS

- 10.1 By decision of the Shareholders' Meeting, the Company may be reorganized in the procedure provided for by the legislation and normative legal acts of the Russian Federation.
- 10.2 The Company may be liquidated in the following circumstances:
- Voluntarily at the decision of a Shareholders' Meeting, in the procedure set out by the Civil Code of the Russian Federation and with consideration of requirements set out by the Federal Law and the present Charter;
 - By a court ruling on the grounds provided by the Civil Code of the Russian Federation.

Company liquidation will lead to its closure without the re-assignment of rights and obligations to a corporate successor

- 10.3 When changing the form of ownership, reorganizing or liquidating the Company, or terminating work involving the use of information deemed state secret, the General Director takes necessary steps to provide protection of such information and its carriers.
- 10.4 The Company has the following isolated subsidiaries and branches:
- 10.4.1 Kola branch: 184380, Murmansk Region, Monchegorsk-7
- 10.4.2 Zapolyarny branch of OJSC MMC Norilsk Nickel: 663300, Norilsk, Gvardeyskaya Square, 2
- 10.4.3 Multi-branch Production Association Zapolyarye – a branch of the Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (MPA Zapolyarye OJSC MMC Norilsk Nickel): 354073, Krasnodarsk Kray, Sochi, Pirogova Street, 10
- 10.4.4 Sanatorium Complex Ozero Beloye – a branch of the Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (SC Ozero Beloye OAO MMC Norilsk Nickel): 140765, Moscow Region, Shatursky Rajon
- 10.4.5 Krasnoyarsk Office – a branch of the Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (Krasnoyarsk Office of OJSC MMC Norilsk Nickel): 66059, Krasnoyarsk Kray, Krasnoyarsk, Kommunalnaya Street, 2a
- 10.4.6 Murmansk Office – a branch of the Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (Murmansk Office of OJSC MMC Norilsk Nickel): 83024, Murmansk, Portovy Proezd, 29
- 10.4.7 Archangelsk Office – a branch of the Open Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (Archangelsk Office of OJSC MMC Norilsk Nickel): 163026, Archangelsk, Kosmonavta Komarova Street, 12