

DRAFT RESOLUTIONS
of the Extraordinary General Meeting of Shareholders
of MMC Norilsk Nickel
scheduled for December 14, 2007

Agenda of the Meeting:

- 1. Reorganization of OJSC MMC Norilsk Nickel.**
- 2. Elections to the Board of Directors of OJSC EnergoPolyus.**

1. Reorganization of OJSC MMC Norilsk Nickel.

Resolved:

1. Reorganize MMC Norilsk Nickel through the spin-off of the Open Joint Stock Company EnergoPolyus.
2. Approve the terms and procedures for OJSC EnergoPolyus spin-off as per Annex 1.
3. Set up the Open Joint Stock Company EnergoPolyus through its spin-off from MMC Norilsk Nickel. OJSC EnergoPolyus location will be: 143000, Russian Federation, Moscow Region, Odintsovsky District, 17 km of the M-1 Belarus Highway, OJSC Mozhaiskaya Hotel, block 1, 8th floor Nos.800-817, 10th floor Nos. 1000-1017.
4. Determine that the shares of OJSC EnergoPolyus will be distributed among the shareholders of MMC Norilsk Nickel registered in the Company's Register as at March 19, 2008 based on the records of the Registrar and the Depository's DEPO records on the aforesaid date, on the pro rata basis: one share of OJSC EnergoPolyus for one share of MMC Norilsk Nickel. Shares of OJSC EnergoPolyus will be deemed placed at the date of state registration of OJSC EnergoPolyus.
5. Establish that the Revision Commission of OJSC EnergoPolyus will be comprised of 5 (five) members.
6. The Revision Commission of OJSC EnergoPolyus will be comprised of the following members: Prikhodko Petr Vasilievich (Passport of Russian citizen, #53 03 740329 issued by Orenburg Region ROVD 27.08.2003), Melnik Larisa Borisovna (Passport of Russian citizen #40 05 412443 issued by 41 o/m Frunsensky District St. Peterburg 28.09.2004), Dutov Andrei Sergeevich (Passport of Russian citizen #46 01 623999 issued by 2 OVD of Mitishi city, Moscow Region 15.08.2001), Karabach Anna Leopoldovna (Passport of Russian citizen #45 06 047770 issued by ROVD of Solnzevo District UVD ZAO of Moscow 02.09.2003), Beikun Vladimir Yurievich (Passport of Russian citizen #0402 245622 issued by UVD of Zheleznogorsk, Krasnoyarsk Territory 20.05.2002).
7. Establish that Tazin Sergei Afanasievich (US passport No. 141222685 issued by Passport Agency Stamford on 20.04.2001) will act as a sole executive body (General Director) of OJSC EnergoPolyus.
8. Approve the separation balance sheet of MMC Norilsk Nickel (Annex 2).
9. Approve the Charter of OJSC EnergoPolyus as per Annex 3.
10. Approve the Regulations on the General Meeting of Shareholders of OJSC EnergoPolyus as per Annex 4.
11. Approve the Regulations on the Board of Directors of OJSC EnergoPolyus as per Annex 5.
12. Approve the Regulations on the Revision Commission of OJSC EnergoPolyus as per Annex 6.

13. Establish that CJSC National Registry Company located at the address: 121357, Moscow, ul Veresaeva 6, will keep records of the holders of OJSC EnergoPolyus's securities.
14. Approve PricewaterhouseCoopers Audit (CJSC PwC Audit) which is located at the address: 115054, Russia, Moscow, Kosmodamianskaya Naberezhnaya 52/5 as the Auditor of OJSC EnergoPolyus.

2. Elections to the Board of Directors of OJSC EnergoPolyus

Resolved:

To elect the following nominees to the Board of Directors:

- 1. Basova Yulia Vasilievna**
- 2. Bougrov Andrei Evgenievich** Managing Director of CJSC HC Interros
- 3. Bulavskaya Elena Evgenievna** Head of Administration of ONEXIM Group LLC
- 4. Dumnov Aleksandre Nikolaievich** Retired
- 5. Klekovkin Anton Igorevich** Executive Director of CJSC HC Interros
- 6. Kostoev Dmitri Ruslanovich** Managing Director for Investments of CJSC HC Interros
- 7. Kuskov Dmitri Aleksandrovich** Director for Investments of CJSC HC Interros
- 8. Matveev Pavel Borisovich** Senior Manager of the Investments Department of CJSC HC Interros
- 9. Matvienko Aleksei Vasilievich** Investments Manager of CJSC HC Interros
- 10. Parinov Kirill Yurievich** Deputy General Director of CJSC HC Interros
- 11. Razumov Dmitry Valerievich** General Director of ONEXIM Group LLC
- 12. Raskatov Aleksandre Viktorovich** Director of the Investments Department of CJSC HC Interros
- 13. Sablukov Yuri Stepanovich** General Director of OGK-3
- 14. Salnikova Ekaterina Mikhailovna**
- 15. Sosnovski Michael Aleksandrovich** Deputy General Director of ONEXIM Group LLC
- 16. Stefanovich Sergei Anatolievich** Director of ONEXIM Group LLC
- 17. Tazin Sergei Afanasievich** Executive Director of OGK-3
- 18. Herne David Alexander** Chairman of the Strategy and Reformation Committee of the RAO UES of Russia Board of Directors