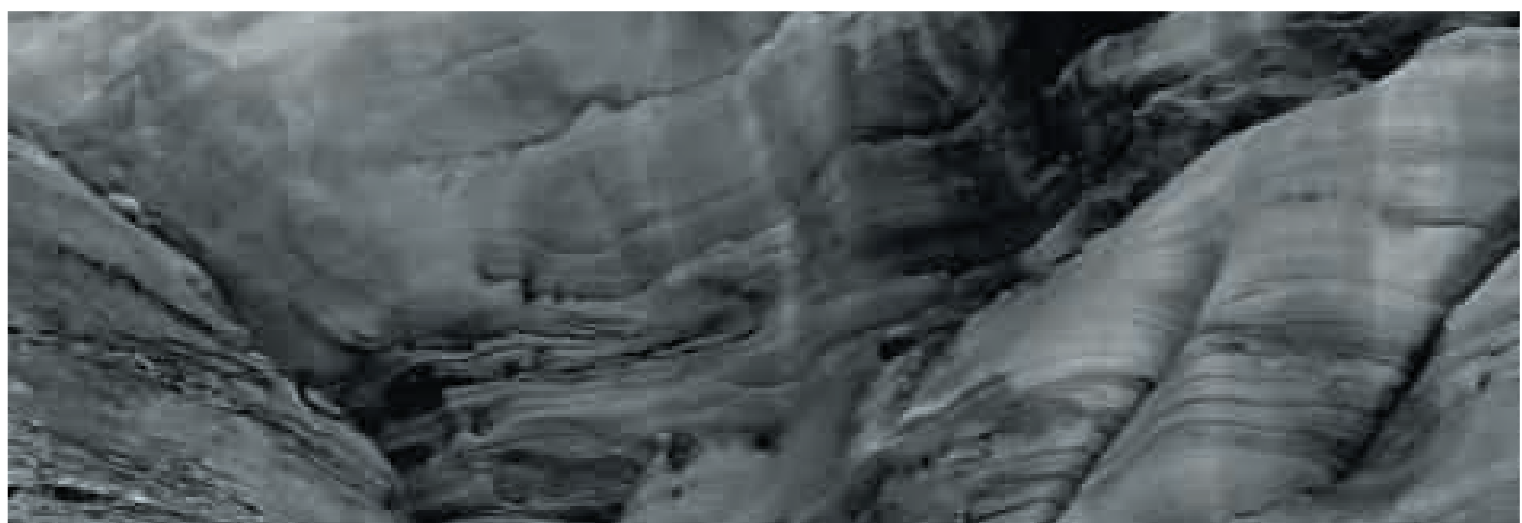
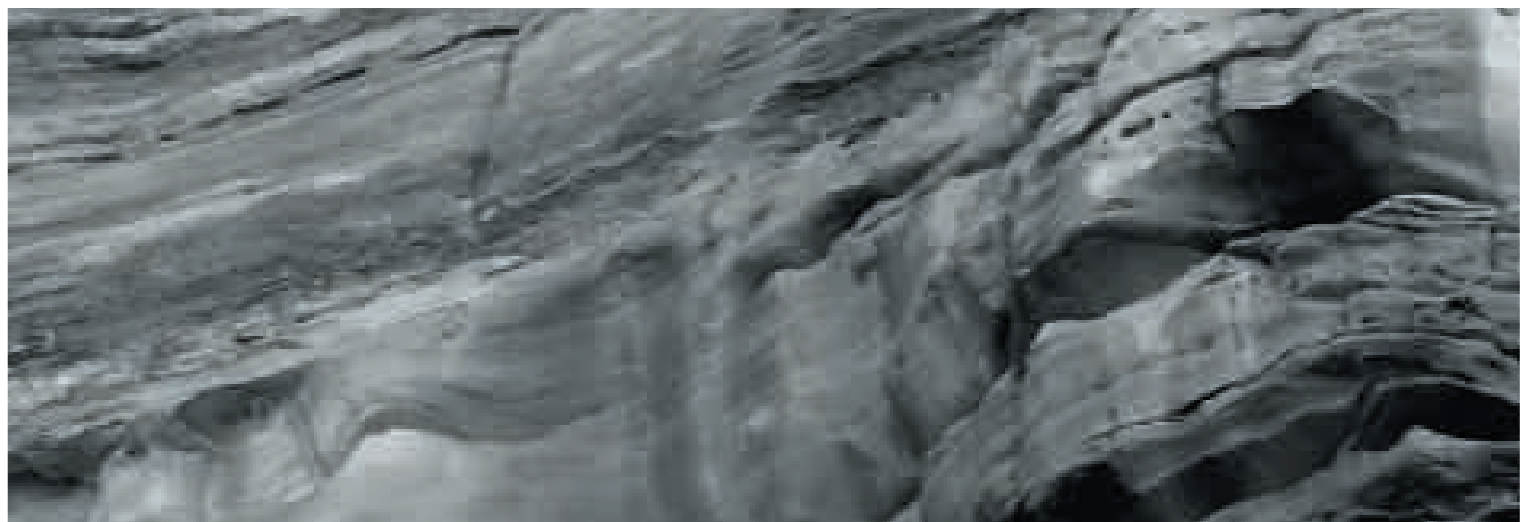




APPENDIXES }



# Appendixes

## Appendix 1

### REPORT ON COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE OF THE FEDERAL COMMISSION FOR THE SECURITIES MARKET<sup>(1)</sup>

№ Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
<b>General Meeting of the Shareholders</b>		
1. Not less than 30 days prior notice of a General Meeting given to shareholders regardless of the issues on the agenda, unless legislation provides for a longer notice.	Complied	<p>According to Clause 7 of the Regulation on the General Meeting, Notice of the meeting shall be given to shareholders in the manner and in time determined by the Federal law "On Joint Stock Companies" and the Company's Charter.</p> <p>According to the Charter, Clause 5.4, Para. 1, notice of a General Meeting shall be published in Izvestia, Rossiyskaya Gazeta and Taimyr newspapers not later than 30 days prior to the General Meeting. If a General Meeting is held by vote in absentia, notice of the Meeting shall be given in the above publications at least 30 days prior to the deadline for the collection of ballots.</p>
2. Access of the shareholders to the list of persons entitled to attend the General Meeting, starting from the date of announcement of the General Meeting until the closing of the General Meeting held in person, and in the case of a General Meeting held by correspondence – until the deadline for the collection of voting ballots.	Complied	In accordance with Article 51 of the Federal Law "On Joint Stock Companies" Clause 12 of the Regulation on the General Meeting stipulates that Access to the list of persons authorized to participate in the Meeting shall be made available by the Company at the request of persons included in such list and having at least 1% of the votes.
3. Access of the shareholders to information (materials) to be provided during the preparation for the General Meeting through electronic media, including the Internet.	Complied	The shareholders have access to such materials 20 days before the date of the General Meeting at shareholder assistance offices or on the corporate Internet site (in Russian and English).

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#### Notes:

(1) This report on compliance with the Corporate Governance Code was prepared in accordance with the Methodical recommendations approved by the Directive of the FCSM of Russia No. 03-849/p dated 30 April 2003.

(2) For the purposes of this Report, Complied/Not complied answers in respect of a specific provision of the Corporate Governance Code should be interpreted as compliance/non-compliance by the Company with the principal (material), part of the provision in accordance with the Company's Charter or by-laws effective at the time of preparation of this Annual Report and/or based on the existing corporate governance practices at the Company. For the purposes of this Report, not applicable in respect of a specific provision of the Corporate Governance Code should be understood as non-applicability of the recommendation to the Company due to the absence of the respective institute/procedure in the Company.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
4.	Possibility for a shareholder to put an issue on the agenda of the General Meeting or require a General Meeting to be called without presenting an extract from the shareholder register where title to shares is recorded in the shareholder register system, and by presenting only a statement from the deposit account where the title to shares is recorded in a deposit account.	Complied	When collecting proposals for the agenda of the General Meeting, including those regarding the candidates of the Board of Directors, the Company requests confirmation from the shareholder register on its own.
5.	The Charter or internal by-laws of the company contain a requirement on the obligatory presence of the General Director, members of the Management Board, members of the Board of Directors, members of the Audit Commission and the external auditor of the company at the General Meeting.	Not complied	Such persons are usually present at the General Meetings held by the Company; however, the Charter and by-laws have no provisions stipulating their responsibility to be present at the General Meetings.
6.	Obligatory presence of the nominees for the positions of members of the Board of Directors, the General Director, members of the Management Board, members of the Audit Commission and external auditor during consideration by the General Meeting of their election and appointment.	Complied	<p>According to Article 29 of the Company's Regulation on the General Meeting, if the agenda of the Meeting includes election of the directors and/or approval of the auditor, the persons included in the list of nominees for voting director and/or authorized representatives of the auditors (auditor), proposed for approval by the Meeting should be necessarily invited to the Meeting.</p> <p>According to Clause 6.3.3.9 of the Charter, formation and termination of authorities of the executive bodies of the Company are included in the responsibilities of the Board of Directors.</p>
7.	The by-laws of the company establish a registration procedure for the participants at the General Meeting.	Complied	According to Clause 19 of the Company's Regulation on the General Meeting, the Registrar of the Company exercising the functions of the Auditing Commission, verifies the authorities and registered persons participating in the Meeting... and the time of the start of the registration is determined by the Board of Directors (Regulation on the General Meeting, Clause 4).

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
<b>Board of Directors</b>			
8.	The company's Charter provides for the authority of the Board of Directors to approve annual financial statements and operating plans.	Complied	Charter of the Company, Clause 6.3.3.1.
9.	The company has a risk management procedure approved by the Board of Directors.	Complied	<p>The Group has implemented a number of projects on identification and assessment of technical and operational risks. As a result, the Corporate Risk Management Framework approved at the meeting of the Board of Directors in December 2005 (the minutes of meeting No. GMK/27-пр-сд, dated 16.12.2005) was developed. The above Framework covers:</p> <ul style="list-style-type: none"> <li>• identification and classification of risks managed under the corporate risk management system;</li> <li>• methodological risk identification and assessment approaches;</li> <li>• acceptable levels of risk (tolerance levels);</li> <li>• risk management methods;</li> <li>• distribution of liability in risk management;</li> <li>• control and reporting.</li> </ul> <p>Additionally, the Board of Directors approved the Register of risks and the Program of activities to reduce technical and operational risks classified as Critical until 2012.</p>
10.	The company's Charter provides for the right of the Board of Directors to make a decision on suspending the authorities of the General Director appointed by the General Meeting.	Complied	Charter of the Company, Clause 6.3.3.9.
11.	The Charter of the company provides for the right of the Board of Directors to establish requirements for the qualifications and the level of compensation of the General Director, members of the Management Board, and managers of the key structural divisions of the company.	Complied	Charter of the Company, Clauses 6.3.3.9, 6.3.3.30, 6.3.3.31. The Board of Directors has such authorities in respect of the General Director, members of the Management Board, staff of the Internal Control Department and the Corporate Secretary.
12.	The company's Charter provides for the right of the Board of Directors to approve the terms of the contracts with the General Director and members of the Management Board.	Complied	Charter, Clause 6.3.3.9.
13.	The Charter and by-laws of the company contain a requirement that votes of the members of the Board of Directors who act as the General Director and members of the Management Board should not be taken into account when the terms of the contracts with the General Director (managing entity, manager) and members of the Management Board are approved.	Complied	Charter, Clause 6.2.5.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
14.	The Board of Directors includes at least 3 independent directors meeting the requirements of the Code of Corporate Conduct.	Complied	The Board includes 4 independent directors. The Group uses the most conservative criteria to determine the independence of the members of its Board of Directors.
15.	There are no persons on the Board of Directors convicted of committing offences in the sphere of economic activity; against the government, against interests of the federal, regional and local government service; or that have been subjected to administrative penalties for offences in the sphere of entrepreneurial activities or in the sphere of finance, taxes and levies and the securities market.	Complied	According to Clause 5.3 of the Charter, proposals made by shareholders regarding candidates to the Board of Directors should include, among other, the following information on such candidates: <ul style="list-style-type: none"> <li>• past convictions for crimes in the economic sphere and crimes against the government.</li> </ul>
16.	There are no persons on the Board of Directors who serve as members, the General Director (manager), members of the management body or employees of any competitor of the company.	Complied	Regulation on the Board of Directors, Clause 1.5
17.	The company's Charter contains a requirement that the Board of Directors be elected by cumulative vote.	Complied	According to Clause 6.1.2 of the Charter, Members of the Board of Directors shall be elected by the Annual General Meeting of Shareholders in the manner contemplated by the Federal Law. In accordance with Paragraph 4 of Article 66 of the Law "On Joint Stock Companies" members of the Board of Directors are elected by a cumulative vote.
18.	The by-laws of the company include the obligation of the members of the Board of Directors to refrain from any actions that will or may potentially lead to a conflict of interests with the company, and in the case of such conflict – their obligation to disclose information on such conflict to the Board of Directors.	Complied	Regulation on the Board of Directors, Clause 4.1.
19.	The by-laws of the company provide for the obligation of the members of the Board of Directors to notify the Board of Directors in writing of their intention to perform any transactions and disclose information on any transactions performed with securities of the company or subsidiaries (associates) of the company.	Complied	Regulation on the Board of Directors, Clause 4.1.
20.	The by-laws of the company contain a requirement that a meeting of the Board of Directors should be held at least once in six weeks.	Complied	Charter, Clause 6.2.2. Regulation on the Board of Directors, Clause 3.1.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
21.	Meetings of the Board of Directors of the company were held at least once in six weeks in the year for which the annual report is presented.	Complied	During the reporting year meetings of the Board of Directors were held at least once in six weeks. There were 33 meetings of the Board of Directors in 2006.
22.	The by-laws of the company establish a procedure for conducting meetings of the Board of Directors.	Complied	Regulation on the Board of Directors, section 3 Meetings of the Board of Directors of the Company.
23.	The by-laws of the company include a provision on the need to have approval of the Board of Directors for the company's transactions amounting to 10% and more of the company's assets value, other than transactions performed in the ordinary course of business.	Complied	According to Clause 6.3.3.33. of the Charter, the Board of Directors decides on any transactions for an amount of 2 (two) and more percent of the carrying value of the Company's assets.
24.	The by-laws of the company provide for the right of the members of the Board of Directors to receive information necessary for the performance of their functions from the executive bodies and managers of the key structural divisions, and liability of the latter for non-provision of such information.	Complied	Regulation on the Board of Directors, Clause 1.6.
25.	There is a strategic planning committee of the Board of Directors or functions of such committee are assigned to some other committee (other than the Audit Committee or the Nomination and Compensation Committee).	Not complied	According to Clause 6.3.3.1 of the Company's Charter, the responsibilities of the Board of Directors include identification of priorities in the operations of the Company, the vision and strategy for the development of the Company and approaches to their implementation.  The Charter (Clause 6.3.3.38) and Regulation on the Board of Directors (Clause 1.8) provide for possible creation of committees of the Board of Directors.
26.	There is a committee (Audit Committee) of the Board of Directors that recommends an external auditor to the Board of Directors and communicates with the external auditor and the internal Audit Commission of the company.	Complied	On 8 October 2004, the Board of Directors approved the Regulation on the Audit Committee of the Board of Directors of MMC Norilsk Nickel.  At the first meeting of the new Board of Directors, which was held following the Annual General Meeting of Shareholders on 29 June 2006, the Committee was re-elected: <ul style="list-style-type: none"> <li>• independent member of the Board of Directors, Guy de Selliers (Chairman),</li> <li>• non-executive member of the Board of Directors A.E. Bougrov;</li> <li>• independent member of the Board of Directors K.L. Ugolnikov.</li> </ul> In accordance with Clause 2.3 of the Regulation on the Audit Committee of the Board of Directors, the following matters (along with other powers) fall within the Committee's responsibilities: <ul style="list-style-type: none"> <li>• preparation of recommendations for selection of an independent external auditor for the Board of Directors;</li> <li>• interaction with the Company's Auditing Commission.</li> </ul>

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
27.	The Audit Committee includes only independent and non-executive directors.	Complied	In accordance with Clause 3.2 of the Regulation on the Audit Committee of the Board of Directors, the Audit Committee may include only independent (meeting independence criteria set out in Clause 6.2.8 of the Company's Charter) and non executive (those who are not the sole executive body of the Company and (or) members of the collective executive body of the Company) members of the Board of Directors.
28.	The Audit Committee is chaired by an independent director.	Complied	In accordance with Clause 3.4 of the Regulation on the Audit Committee of the Board of Directors, the Audit Committee may be chaired only by an independent member of the Board of Directors.  On 29 June 2006, the Board of Directors elected Mr. Guy de Selliers, an independent director, the Chairman of the Audit Committee of the Board of Directors.
29.	The by-laws of the joint stock company provide for the access of all the members of the Audit Committee to any documents and information of the company subject to non-disclosure of confidential information.	Complied	Regulation on the Board of Directors (Clause 1.6) provides for the right of all directors to obtain any information relating to the activities of the Company from any divisions and functions of the Company and the responsibility of the directors (Clause 1.5) not to disclose confidential information that became known to them about the activities of the Company and not to disclose insider information.  Regulation on the Audit Committee of the Board of Directors (Clause 6.2) provides for the right of members of the Audit Committee to request information and documents pertaining to matters within the responsibilities of the Audit Committee from the Board of Directors, the Management Board, the General Director, the Revision commission and the independent external auditor of the Company.
30.	There is a committee (Nomination and Compensation Committee) of the Board of Directors that is responsible for the determination of the criteria for the selection of candidates to the Board of Directors and development of the company's compensation policies.	Not complied	The Charter (Clause 6.3.3.38) and Regulation on the Board of Directors (Clause 1.8) provide for possible creation of committees of the Board of Directors including members of the Board of Directors.  The Company does not have a Nomination and Compensation Committee of the Board of Directors.
31.	The Nomination and Compensation Committee is headed by an independent director.	Not applicable	The Company does not have a Nomination and Compensation Committee of the Board of Directors.  Additionally, in accordance with Clause 1.8 of the Regulation on the Board of Directors ... Committees of the Board of Directors shall be chaired by members of the Board of Directors that are not members of the executive bodies of the Company, and they shall include independent directors.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
32.	There are no executives of the company in the Nomination and Compensation Committee.	Not applicable	The Company does not have a Nomination and Compensation Committee of the Board of Directors.
33.	There is a risk committee of the Board of Directors or functions of such committee are assigned to some other committee (other than the Audit Committee or the Nomination and Compensation Committee).	Not complied	The Charter (Clause 6.3.3.38) and Regulation on the Board of Directors (Clause 1.8) provide for possible creation of committees of the Board of Directors including members of the Board of Directors.  The Company does not have a Risk Committee of the Board of Directors.
34.	There is a committee for the settlement of corporate conflicts of the Board of Directors or functions of such committee are assigned to some other committee (other than the Audit Committee or the Nomination and Compensation Committee).	Not complied	The Charter (Clause 6.3.3.38) and Regulation on the Board of Directors (Clause 1.8) provide for possible creation of committees of the Board of Directors including members of the Board of Directors.  The Company does not have a committee of the Board of Directors for the settlement of corporate conflicts.
35.	There are no executives of the company in the committee for the settlement of corporate conflicts.	Not applicable	The Company does not have a committee of the Board of Directors for the settlement of corporate conflicts.
36.	The committee for the settlement of corporate conflicts is headed by an independent director.	Not applicable	The Company does not have a committee of the Board of Directors for the settlement of corporate conflicts.  Additionally, in accordance with Clause 1.8 of the Regulation on the Board of Directors ... Committees of the Board of Directors shall be chaired by members of the Board of Directors that are not members of the executive bodies of the Company, and they shall include independent directors.
37.	The company has internal by-laws approved by the Board of Directors providing for the procedure of formation and operation of the committees of the Board of Directors.	Complied	The Audit Committee formation and operation procedures are set out in the Regulation on the Audit Committee of the Board of Directors, approved by the Board of Directors (the Minutes of Meeting No. ГМК/32-пр-сд of 8 October 2004).
38.	The company's Charter provides for a procedure to determine the quorum of the Board of Directors that would ensure obligatory participation of independent directors at the Board meetings.	Complied	Charter, Clause 6.2.8.

№	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
<b>Executive bodies</b>			
39.	The company has a collective executive body (Management Board).	Complied	Charter of the Company, section 7 Executive bodies of the Company.
40.	The Charter or by-laws of the company contain provisions on the need to have approval of the Management Board for real estate transactions and loans received by the company unless such transactions are major deals or are performed in the ordinary course of business.	Complied	Charter, Clauses 7.8.3., 7.8.6, 6.3.3.33
41.	The by-laws of the company establish procedures for the approval of transactions which are outside the scope of the company's financial and operational plan.	Not complied	Virtually all operations outside the scope of the Company's financial and operational plan are considered by the Company's Board of Directors.  In accordance with clause 6.3.3.33 of the Company's Charter, the responsibilities of the Company's Board of Directors include decisions on transactions in the amount of 2% (two) or more of the book value of the Company's assets according to the accounting data as at the latest reporting date.
42.	There are no persons in the executive bodies who serve as members, the General Director (manager), members of the management body or employees of any competitor of the company.	Complied	The recommendation is complied with; however, the Charter and by-laws of the Company contain no provisions that would require compliance with the limitations established by the recommendations from the members of the Company's executive bodies.
43.	There are no persons in the management bodies convicted of committing offences in the sphere of economic activity; against the government, against interests of the federal, regional and local government service; or that have been subjected to administrative penalties for offences in the sphere of entrepreneurial activities or in the sphere of finance, taxes and levies and the securities market. If the functions of the sole executive body are performed by a managing entity or a manager – the General Director and members of the Management Board of the managing entity or manager meet the requirements established for the General Director and members of the Management Board of the company.	Complied	The recommendation is complied with; however, the Charter and by-laws of the Company contain no provisions that would require compliance with the limitations established by the recommendations from the members of the Company's executive bodies.

№	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
44.	The Charter or by-laws of the company contain a prohibition for the managing entity (manager) to perform similar functions for a competitor or have any other property relations with the company other than the provision of management services.	Not applicable	The functions of the sole executive body of the Company have not been transferred to a managing organization (manager).
45.	The by-laws of the company include the obligation of the members of the executive bodies to refrain from any actions that will or may potentially lead to a conflict of interests with the company and in the case of such conflict – their obligation to inform the Board of Directors on such conflict.	Not complied	The by-laws of the Company do not provide for such obligation. Additionally, according to the Charter (Clause 7.9), the General Director and members of the Management Board, in exercising their rights and responsibilities, shall act in the interests of the Company, and exercise their rights and responsibilities in respect of the Company faithfully and reasonably.
46.	The Charter or by-laws of the company contain criteria for the selection of the managing entity (manager).	Not applicable	The functions of the sole executive body of the Company have not been transferred to a managing organization (manager).
47.	Executive bodies provide monthly reports on their activities to the Board of Directors.	Not complied	Reports on the Company's operations are provided to the Board of Directors on a quarterly basis.
48.	The contracts made by the company with the General Director (managing entity, manager) and members of the Management Board stipulate liability for violation of the provisions on the use of confidential and insider information	Complied	In accordance with Clause 9.5 of the Charter, Members of executive bodies of the Company shall be liable for disclosure of confidential and insider information in accordance with the current legislation of the Russian Federation.  In accordance with Clause 7.9 of the Charter, the General Director and members of the Management Board shall be liable to the Company for losses incurred by the Company as a result of their wrongful acts (omissions) in accordance with the laws of the Russian Federation.  In accordance with Clause 6.1 of the Regulation on Insider Information, for unlawful disclosure and use of insider information of the Company, General Director and members of the Management Board shall be held liable in accordance with the current legislation, by-laws of the Company and the terms of agreements concluded with the Company.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
<b>Secretary of the Company</b>			
49.	There is a special official in the company (company Secretary) whose function is to ensure that the company's bodies and officials comply with procedural requirements guaranteeing the exercise of the legal rights and interests of the company's shareholders.	Complied	Charter, Clause 6.5. On 11 August 2006, the Board of Directors approved the appointment of P.R. Sukholinsky as the Secretary of MMC Norilsk Nickel.
50.	The Charter or by-laws of the company prescribe a procedure for the appointment (election) of the company Secretary and responsibilities of the company Secretary.	Complied	Charter, Clauses 6.3.3.31, 6.3.3.33, 6.4., 6.5.
51.	The company's Charter contains requirements to the candidate for the position of the company Secretary.	Not complied	These requirements are not defined in the Charter.
<b>Major corporate actions</b>			
52.	The Charter or by-laws of the company contain a requirement on approval of any major deal before it is concluded.	Complied	Charter, Clause 6.6.
53.	Obligatory engagement of an independent appraiser to determine the market value of any property that is subject to major transactions.	Complied	Charter, Clause 6.7.
54.	In the event of acquisition of any large stakes in the company (takeover), the Charter of the company prohibits taking any actions aimed at the protection of interests of the executive bodies (members of such bodies) and members of the Board of Directors, and also such actions that make the position of shareholders worse than their current position (in particular, prohibition of a decision by the Board of Directors to issue additional shares, securities convertible into shares or securities granting right to acquire shares in the company before the end of the expected time of the acquisition of shares, even if the right to take such decision is granted by the Charter).	Not complied	These requirements are not defined in the Charter. Additionally, according to the Charter (Clause 7.9), the General Director and members of the Managing Board, in exercising their rights and responsibilities, shall act in the interests of the Company, and exercise their rights and responsibilities in respect of the Company faithfully and reasonably.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
55.	The company's Charter contains a requirement on obligatory engagement of an independent appraiser to determine the current market value of shares and potential changes in their market value as a result of takeover.	Not complied	The Group's shares are traded on the leading Russian stock exchanges: on the Moscow Interbank Currency Exchange (MICEX) and Russian Trading System (RTS), and in the form of ADRs over-the-counter in the United States, on the electronic OTC section of the London Stock exchange and Berlin stock exchange, which determine their current market value.
56.	The Charter of the company contains no exemption of the acquirer from the obligation to offer buyout of the company's ordinary shares (other securities convertible into ordinary shares) to the shareholders upon takeover.	Complied	On 24 June 2004, the Annual General Meeting of Shareholders made the decision to exclude the provision from the Company's Charter (Para. 2 of Clause 4.3) exempting the acquirer (of 30% or more of the Company's shares) to offer buyout of the Company's shares to other shareholders.
57.	The Charter or by-laws of the company contain a requirement on obligatory engagement of an independent appraiser to determine the proportion for the conversion of shares on reorganization.	Not complied	This requirement is not defined in the Charter or by-laws of the Company.
<b>Disclosure</b>			
58.	There is an internal document approved by the Board of Directors determining policies and procedures used by the company for the disclosure of information (Regulation on Information Policies).	Not complied	No such regulation has been approved by the Company's Board of Directors.
59.	The by-laws of the company contain a requirement to disclose purposes of placement of shares, persons that intend to acquire shares placed, including large stakes, and participation of officials of the company in the acquisition of the shares placed.	Not complied	This requirement is not defined in the by-laws of the Company.
60.	The by-laws of the company contain a list of information, documents and materials that should be provided to shareholders for the decision on the issues put for the consideration of the General Meeting.	Complied	Charter, Clause 5.7; Regulation on the General Meeting, Clause 9.
61.	The company has a web site and regularly discloses information about the company on the web site.	Complied	Charter, Clause 5.4.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
62.	The by-laws of the company contain a requirement to disclose information on the deals of the company with persons that are senior executives of the company in accordance with the Charter, and deals of the company with entities where senior executives of the company directly or indirectly hold 20 or more percent of the share capital or on which such persons may otherwise exercise significant influence.	Not complied	<p>This requirement is not defined in the by-laws of the Company.</p> <p>In accordance with Clause 8.6.1 (Para. д) of the Regulation on Information Disclosure by Issuers of Emission Securities, approved by the Resolution of the FSFM of Russia No. 05-5/пз-н on 16 March 2005, the Company discloses information on a deal with interested parties if the price of the deal is equal to or exceeds 5% of the carrying value of assets of the Company as per its financial statements for the last reporting date before the deal is approved by an authorized body of the Company as stipulated by the Russian law.</p>
63.	The by-laws of the company contain a requirement to disclose information on all transactions that may affect the market value of the company's shares.	Not complied	<p>This requirement is not contained in the by-laws of the Company.</p> <p>In accordance with the requirements of the Regulation on Information Disclosure by Issuers of Emission Securities approved by the Resolution of FSFM of Russia No. 05-5/пз-н on 16 March 2005, the Company discloses information that may affect the market value of the Company's shares and information in the form of material events reports.</p> <p>Additionally, the Company discloses, on a regular basis, information on all significant transactions through dissemination of press-releases and posting information on the corporate web-site.</p>
64.	There is an internal document approved by the Board of Directors on the use of significant information on the activity, shares and other securities of the company and transactions with such shares and other securities, which is not publicly available and the disclosure of which may have material impact on the market value of shares and other securities of the company.	Complied	The Regulation on Insider Information, approved by the Board of Directors on 30 December 2004, is in effect in the Company.

No	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
<b>Control of financial and economic operations</b>			
65.	There are internal control procedures over the financial and operational activities of the company approved by the Board of Directors.	Complied	Clause 1.3.4 of the Regulation on internal control over financial and operating activities of MMC Norilsk Nickel approved by the Board of Directors of the Group on 14 July 2006.
66.	There is a special division in the company ensuring compliance with the internal control procedures (internal control service).	Complied	<p>The current version of the Charter (Clause 6.3.3.27, 6.3.3.28, 6.3.3.29) provides for the creation of an internal control service at the Company, and includes approval of the Regulations of the service, requirements to the candidates for officers of the service as well as decision making regarding the appointment of the head of such service in the responsibilities of the Board of Directors.</p> <p>The Company has a division ensuring compliance with internal control procedures – the Internal Control Department. This department does not fully comply with the requirements for the internal control service, however it fully complies with listing requirements of the leading Russian stock exchanges (RTS, MICEX) based on the requirements of the Regulation on the Organization of Trade in the Securities Market approved by the Resolution of FSFM of Russia No. 06-68/пз-н on 22 June 2006.</p>
67.	The by-laws of the company contain a requirement that the structure and members of the internal control service should be determined by the Board of Directors.	Complied	<p>Charter, Clauses 6.3.3.27, 6.3.3.28, 6.3.3.29.</p> <p>The Company has a division ensuring compliance with the internal control procedures – the Internal Control Department. This department does not fully comply with the requirements for the internal control service, however it fully complies with listing requirements of the leading Russian stock exchanges (RTS, MICEX) based on the requirements of the Regulation on the Organization of Trade in the Securities Market approved by the Resolution of FSFM of Russia No. 06-68/пз-н on 22 June 2006.</p>
68.	There are no persons in the internal control service convicted of committing offences in the sphere of economic activity; against the government, against interests of the federal, regional and local government service; or that have been subjected to administrative penalties for offences in the sphere of entrepreneurial activities or in the sphere of finance, taxes and levies and the securities market.	Complied	The recommendation has been complied with; however, the by-laws of the Company contain no provisions that would require compliance with the limitations established by the recommendations from the staff of the Company's Internal Control Department.

№	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
69.	There are no persons in the internal control service who serve as members of the executive bodies of the company, as well as members, the General Director (manager), members of the management bodies or employees of any competitor of the company.	Complied	The recommendation is complied with; however, the by-laws of the Company contain no provisions that would require compliance with the limitations established by the recommendations from the staff of the Company's Internal Control Department.
70.	The by-laws of the company establish dates for the submission of documents and materials to the internal control service for the assessment of financial and operational transactions performed, and liability of officials and employees of the company for failure to provide them in time.	Not complied	This requirement is not defined in the by-laws of the Company.
71.	The by-laws of the company provide for the obligation of the internal control service to communicate any violations detected to the Audit Committee, and where there is no such committee to the Board of Directors.	Complied	In accordance with Clause 3.4 of the Regulation on internal control over financial and operating activities of MMC Norilsk Nickel approved by the Board of Directors of the Group on 14 July 2006, the Head of the Internal Control Department shall inform the Audit Committee of the Board of Directors and the General Director of the identified breaches of internal control procedures.
72.	The company's Charter contains a requirement on preliminary assessment of the practicality of transactions not envisaged in the company's financial and operational plan (unusual transactions) by the internal control service.	Not complied	The Company's Charter contains no such requirement.
73.	The by-laws of the company establish a procedure for the agreement of any unusual transactions with the Board of Directors.	Not complied	Actually all unusual transactions are considered by the Company's Board of Directors.
74.	There is an internal document determining the procedure of audits of the financial and operating activities by the internal audit commission, approved by the Board of Directors.	Complied	Regulation on the internal audit commission, section 5 Procedure of audits (inspections).

№	Provision of the Corporate Governance Code	Complied/ Not complied <sup>2)</sup>	Notes
75.	The Audit Committee performs an assessment of the auditor's report before it is presented to the shareholders in the General Meeting.	Complied	Clause 2.3.1 (e) of the Regulation of the Audit Committee of the Board of Directors provides that it is within the responsibilities of the Audit Committee to review financial statements and results of audits, discuss them with external auditors and management of the Company before they are presented to the Board of Directors of the Company.  In accordance with Clause 5.7 of the Charter, the review of the Auditor's Report, prepared by the Audit Committee constitutes information (materials) to be made available to persons eligible to participate in a Meeting in the course of preparation for the Meeting.
<b>Dividends</b>			
76.	There is an internal document approved by the Board of Directors used as guidance by the Board of Directors in developing recommendations on the size of dividends (Regulation on Dividend Policies).	Complied	The minutes of meeting of the Board of Directors No. GMK/18-пр-сд dated 4 June 2002.
77.	The Regulation on Dividend Policies contains a procedure for the determination of the minimum share of the net profit of the company used for the payment of dividends, and conditions under which dividends are not paid or are not paid in full on preferred shares for which the size of dividends is determined in the company's Charter.	Complied	The minutes of meeting of the Board of Directors meeting No. GMK/18-пр-сд dated 4 June 2002.  The recommendations regarding terms of dividend payment on preferred stock are not applicable to the Company due to the absence of this class of shares.
78.	Publication of information on dividend policies of the company and any amendments thereto in a periodical stipulated in the company's charter for publication of announcements on General Meetings, and on the web site of the company in the Internet.	Complied	Information on the Dividend Policy is placed in the Company's annual reports, social reports, quarterly issuer's reports, on the Company's web-site and is distributed by other means.