

April 27, 2021

**NOTIFICATION
of Public Joint Stock Company
Mining and Metallurgic Company Norilsk Nickel
on purchasing its own ordinary shares**

Dear shareholders!

Public Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (principal state registration number (OGRN) 1028400000298, registered address: Krasnoyarsk Region, Dudinka), hereinafter referred to as Norilsk Nickel, hereby notifies you that, on April 27, 2021, pursuant to Clause 2 of Article 72 of the Federal Law No.208-FZ of 26.12.1995 *On Joint Stock Companies*, the Norilsk Nickel Board of Directors approved the repurchase by Norilsk Nickel of its ordinary shares (Minutes No. GMK/13-pr-sd of April 27, 2021) (hereinafter referred to as the "Board of Directors' Resolution") on the following terms:

1. Terms of the Repurchase of Shares:

1.1. **Category (type) of purchased shares:** ordinary shares of Norilsk Nickel (state registration issue number 1-01-40155-F of December 12, 2006, ISIN RU0007288411) (hereinafter referred to as the "Shares").

Norilsk Nickel will acquire the Shares that are free from any rights or claims of third parties, i.e. they have not been arrested or pledged and are not subject to any litigation or any other dispute.

1.2. **The number of Shares acquired:** 5 382 865 (Five million three hundred eighty two thousand eight hundred sixty five).

If the total number of Shares in respect of which Norilsk Nickel shareholders submit applications to sell Shares to Norilsk Nickel exceeds the number of Shares Norilsk Nickel may purchase (5 382 865), the Shares will be purchased from the shareholders on a pro rata basis.

1.3. **Purchase price per Share:** 27 780 (Twenty-seven thousand seven hundred and eighty) roubles 00 kopecks.

The price is determined by the Board of Directors' Resolution on the basis of the market price of the Shares.

1.4. **The period within which the shareholders must submit their applications to sell their shares to Norilsk Nickel is** from May 20, 2021 to June 18, 2021 (both dates inclusive).

1.5. **Share payment form:** payment is made in cash in Russian roubles.

1.6. **Share payment deadline:** payment for Shares purchased by Norilsk Nickel must be made not later than July 3, 2021.

2. Procedure for submission of applications to sell Shares to Norilsk Nickel:

2.1. For shareholders with accounts at the Norilsk Nickel Shareholder Register

2.1.1. Shareholders with accounts at the Norilsk Nickel Shareholder Register exercise their right to sell all or part of their Shares to Norilsk Nickel by mailing (delivering) their written applications for sale of ordinary shares of Norilsk Nickel (hereinafter referred to as the "Application"), signed by the shareholders or their authorised representatives, during the period from May 20, 2021 until June 18, 2021 (both dates inclusive) to JSC Independent Registrar Company R.O.S.T., a joint-stock company keeping the Norilsk Nickel Shareholder Register (Licence No. 045-13976-000001 of 03.12.2002 issued by the Federal Securities Commission of Russia) (hereinafter referred to as the "Registrar").

For shareholders' convenience and in order to avoid errors in preparing the Application, we recommend using the Application Form attached hereto (Annex 1). This form is also available on the Norilsk Nickel website at <https://www.nornickel.ru/> in the *Investors & Shareholders/Shareholders* section.

The Application must contain information sufficient to identify the shareholder and the number of shares the shareholder would like to sell to Norilsk Nickel. Shareholders are identified by the Registrar. **The data specified in the Application must match the shareholder data contained in the Norilsk Nickel Shareholder Register.**

Applications containing information insufficient to identify the shareholder or received by the Registrar after June 18, 2021 will not be considered. In the event of any inconsistency, the Registrar will have to reject the Application.

Prior to submitting the Application, shareholders with accounts at the Norilsk Nickel Shareholder Register are strongly recommended to contact the Registrar to verify whether their details are up to date.

If the Application is signed by a shareholder's authorised representative, the Application must be accompanied by a power of attorney (the original or a notarised copy) or another document certifying the authority of the person signing the Application on behalf of the shareholder (the original or a notarised copy).

A power of attorney issued by a shareholder who is a foreign legal entity or individual must be legalised or apostilled in accordance with the established procedure. A power of attorney drawn up in a foreign language must be submitted with a notarised Russian translation.

An Application sent by a legal entity shareholder must bear the seal of this legal entity (if applicable).

In order for Norilsk Nickel to correctly perform its tax agent functions, individual shareholders should send confirmation documents to the Registrar, as specified in the Tax Information Letter available on the Norilsk Nickel website at <https://www.nornickel.ru/>, in the Investors & Shareholders/Shareholders section (hereinafter referred to as the confirmation documents), simultaneously with the Application.

2.1.2 The Application and confirmation documents may be mailed to the Registrar at 18, bldg. 5B, Stromynka St., Moscow, 107076, or delivered to the Registrar in person during the Registrar's business days and hours at the following addresses:

- 18, bldg. 5B, Stromynka St., Moscow, 107076, JSC IRC R.O.S.T. ,
Tel: (495) 989-76-50;

- 8, Bogdana Khmel'nitskogo St., Norilsk, Krasnoyarsk Region, 663305, Norilsk Branch of JSC IRC R.O.S.T., Tel: (3919) 46-28-17;

- 6, Belovodsky Lane, Saint Petersburg, 194044, North-Western Branch of JSC IRC R.O.S.T., Tel: (812) 424-21-22;

- 94, Mira Avenue (Voskresensky office centre, office 314), Krasnoyarsk, 660017, Krasnoyarsk Branch of JSC IRC R.O.S.T., Tel: (391) 216-51-01.

The application and confirmation documents may also be sent (delivered) to the Registrar at the other Registrar's Branch addresses listed on the Registrar's website at <https://www.rrost.ru/ru/filials/>.

2.1.3 The submission date of the Application mailed or delivered to the Registrar shall be the date of its receipt by the Registrar.

When sending the Application by post, Shareholders must take into account the postal delivery time.

If shareholders that mail their Applications by post need to update the information contained in the accountholder questionnaire form, they are strongly advised to send an accountholder questionnaire form to the Registrar containing updated shareholder information alongside the Application. A sample signature of the registered shareholder in the accountholder questionnaire form must be notarised.

2.1.4. If the shareholder's intention regarding the sale of its Shares to Norilsk Nickel changes, the shareholder may, within the period specified in Clause 1.4 hereof, revoke the Application by sending (submitting) an Ordinary Share Sale Application Withdrawal to the Registrar (hereinafter referred to as "Share Sale Application Withdrawal"). Share Sale Application Withdrawal is allowed only in respect of all Norilsk Nickel

Shares offered for sale. It is advisable to use the Share Sale Application Withdrawal Form attached hereto (Annex 2).

The procedure for filing the Share Sale Application Withdrawal is similar to that of the Application. The Share Sale Application Withdrawal submission date is the date of its receipt by the Registrar.

2.2. For shareholders without accounts at the Norilsk Nickel Shareholder Register:

2.2.1. Shareholders without accounts at the Norilsk Nickel Shareholder Register exercise their right to sell their Shares by giving appropriate instructions to the individual or legal entity keeping the record of their rights to the Shares (nominee holder (depository)). Such instruction is given in accordance with the securities laws of the Russian Federation and must contain information on the number and category (type) of Shares in respect of which the instruction is given to the individual or legal entity keeping the record of the shareholders' rights to the Shares

The date of instruction to sell Norilsk Nickel Shares is the date of the receipt by the Registrar from the nominee holder with an account at the Norilsk Nickel Shareholder Register of a message containing instruction of such shareholder.

For Norilsk Nickel to properly perform its tax agent functions, **individual shareholders** without accounts at the Norilsk Nickel Shareholder Register are strongly advised to do the following:

- when giving instructions to their nominee holder to sell the Shares, provide information on the date of birth, citizenship and tax identification number of the individual with account at the shareholder register;
- on giving their nominee holder instructions to sell the Shares, send (deliver) to the Registrar the confirmation documents specified in the Tax Information Letter available on the Norilsk Nickel website at <https://www.nornickel.ru/>, in the Investors & Shareholders/Shareholders section. Confirmation documents are sent (delivered) to the Registrar in the manner prescribed by Clause 2.1.2 hereof.

2.2.2. If a shareholder without account at the Shareholder Register changes its intention to sell its Shares to Norilsk Nickel, the shareholder must, within the period specified in Clause 1.4 hereof, revoke the instructions to sell the Shares to Norilsk Nickel by giving appropriate instructions to the individual or legal entity keeping the record of their rights to the Norilsk Nickel Shares. Revoking the instructions to sell Shares is allowed only in respect of all Norilsk Nickel Shares offered for sale.

The date of revoking instruction to sell Norilsk Nickel Shares is the date of the receipt by the Registrar from the nominee holder with an account at the Norilsk Nickel Shareholder Register of a message containing the instruction of such shareholder.

3. Procedure for introducing/lifting restrictions on the Shares in respect of which a shareholder has submitted an Application:

3.3.1 From the date of receipt by the Registrar of the Application from a shareholder with an account at the Norilsk Nickel Shareholder Register until the date of making an entry in the Norilsk Nickel Shareholder Register on the transfer of rights to the Shares to Norilsk Nickel (or until the date of receipt by the Registrar of Share Sale Application Withdrawal), the shareholder may not dispose of the Shares in respect of which the shareholder has submitted the Application to the Registrar, including pledging them or encumbering them in other ways. The Registrar makes an entry (without the shareholder's instruction) setting such a restriction on the account in which the rights to the Shares of the shareholder who submitted the Application are recorded.

3.3.2. From the date the nominee holder receives instructions from a Norilsk Nickel shareholder without an account with the Shareholder Register to exercise the right to sell the Shares and until the date of making an entry of the transfer of rights to such shares to Norilsk Nickel from the account of such nominee holder or until the date the Registrar receives the Share Sale Application Withdrawal, the shareholder may not dispose of the Shares in respect of which the shareholder has submitted the instructions, including pledging them or encumbering them in other ways. The nominee holder makes an entry (without the shareholder's

instruction) setting such a restriction on the account in which the rights to the Shares of the shareholder who submitted the Application are recorded.

3.3.3 Entries on lifting restrictions without instruction of the individual or legal entity whose account is subject to restrictions stipulated in Clauses 3.3.1 and 3.3.2 hereof are made in accordance with Clause 3.3 of Article 76 of the Federal Law No.208-FZ of 26.12.1995 *On Joint Stock Companies*.

4. Determining the number of Shares Norilsk Nickel will acquire from a shareholder:

4.1. Upon expiration of the period specified in Clause 1.4 hereof, but not later than June 23, 2021, the Norilsk Nickel Board of Directors will approve the report on the results of submission by shareholders of their applications to sell Shares, which must contain information on the number of Shares in respect of which applications for sale were received and the number of Shares which may be purchased by Norilsk Nickel.

4.2. If the total number of Shares in respect of which Norilsk Nickel shareholders submitted applications for sale to Norilsk Nickel is equal to or less than the number of Shares Norilsk Nickel may purchase (5 382 865), the Shares shall be purchased from the shareholders in the amount specified in the Application.

4.3. If the total number of Shares in respect of which Norilsk Nickel shareholders submitted applications for sale to Norilsk Nickel exceeds the number of Shares that may be purchased by Norilsk Nickel (5 382 865), the Shares shall be purchased from shareholders pro rata to the submitted Applications.

If the number of Shares to be purchased determined in accordance herewith is expressed as a fraction, such number is rounded down to the nearest integer.

If the number of Shares to be purchased determined in accordance herewith is less than 1, the Share shall not be purchased.

5. Payment Procedure for Shares purchased by Norilsk Nickel:

5.1. Payment for the Shares in the amount specified in the report on the results of submissions of Share Sale Applications by shareholders is made within the period specified in Clause 1.6 hereof.

5.2. Payment for the acquired Shares to individuals / legal entities with an account at the Norilsk Nickel Shareholder Register is **made by wire transfer to bank accounts using the details available to the Norilsk Nickel Registrar**. The said obligation of Norilsk Nickel is deemed fulfilled as of the date of receipt of funds by the credit institution where the beneficiary's bank account is opened, or, if the beneficiary is a credit institution, to its account. **If the bank account details are not available or it is impossible to credit the amount to the bank account due to circumstances beyond the control of Norilsk Nickel, the respective funds for the acquired Shares shall be deposited with a notary public at the location of Norilsk Nickel (Krasnoyarsk Region, Dudinka)**. The information on the notary public will be published on the website of Norilsk Nickel MMC PJSC at <https://www.nornickel.ru/> in the Investors and Shareholders section.

Before submitting the Application, shareholders with an account at the Norilsk Nickel Shareholder Register are strongly advised to contact the Registrar to check that the bank account information contained in the Registrar's questionnaire form is up to date, or to provide the Registrar with bank account information, if such information was not previously provided to the Registrar.

5.3. Payment for the acquired Shares to individuals / legal entities without an account with the Norilsk Nickel Shareholder Register is made by wire transfer to the bank account of the nominee holder with an account at the Norilsk Nickel Shareholder Register. This obligation of Norilsk Nickel is deemed fulfilled as of the date the money is credited to the nominee holder's account. Payment to individuals / legal entities without an account at the Norilsk Nickel Shareholder Register is made by the nominee holder in accordance with the procedure set forth by the securities laws of the Russian Federation.

6. Procedure for making entries on the transfer of title to the Shares purchased by Norilsk Nickel:

In respect of individuals / legal entities with an account with the Norilsk Nickel Shareholder Register, the Norilsk Nickel Registrar makes entries on the transfer of title to the acquired Shares to Norilsk Nickel based on the report on the results of shareholder applications to sell their Shares approved by the Norilsk Nickel Board of Directors and documents confirming fulfilment by Norilsk Nickel of its obligations to make payments to shareholders, without an instruction from the shareholder with an account with Norilsk Nickel Shareholder Register.

In respect of individuals / legal entities without an account with Norilsk Nickel Shareholder Register, an entry on transfer of the acquired Shares to Norilsk Nickel is made by the Registrar according to the instruction of the nominee holder with an account with Norilsk Nickel Shareholder Register to transfer the Shares to Norilsk Nickel and in accordance with the report on the results of shareholder applications to sell their Shares approved by the Norilsk Nickel Board of Directors. The nominee holder gives such instruction no later than two business days after receipt of payment for the Shares purchased by Norilsk Nickel to its bank account and submission of an extract from the report on the results of shareholder applications to sell their Shares approved by the Norilsk Nickel Board of Directors. After making the entry mentioned in this paragraph the nominee holder may make a corresponding entry in the client's (depositor's) depo accounts without instructions from the latter.

Payment of the Registrar's services for making debit entries from the personal accounts of registered individuals/legal entities and from the personal accounts of nominee holders registered in the register and for crediting such securities to the treasury account of Norilsk Nickel kept at the register in each case related to acquisition of Shares conducted in accordance with Article 72 of the Federal Law No.208-FZ of 26.12.1995 *On Joint Stock Companies* is made by Norilsk Nickel.

7. Additional advice on matters related to the acquisition of Shares by Norilsk Nickel may be obtained by calling the Registrar at the numbers specified in Article 2.1.2 hereof, or by calling Norilsk Nickel at: +7 (495) 797-82-44.

Selling shares hereunder is a right, not an obligation, of a shareholder.

Please, note that selling Shares and receiving funds for the Shares may have certain tax consequences for the seller. Norilsk Nickel strongly advises shareholders to carefully read the Tax Information Letter, available on the Norilsk Nickel website at <https://www.nornickel.ru/>, in the Investors & Shareholders/Shareholders section, and, if necessary, to consult financial and tax advisors (including with regard to the applicable tax consequences of any other jurisdiction).