

STATEMENT OF MATERIAL FACT

The Meeting of the Board of Directors of the Issuer, its Agenda and Particular Resolutions Approved by the Board of Directors of the Issuer Disclosure of insider information

1. General information	
1.1. Full Name of the Issuer	<i>Public Joint Stock Company Mining and Metallurgical Company Norilsk Nickel</i>
1.2. Abbreviated Name of the Issuer	<i>PJSC MMC Norilsk Nickel</i>
1.3. The Issuer's Registered Office	<i>Dudinka, Krasnoyarsk Krai, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer (OGRN)	<i>102840000298</i>
1.5. Taxpayer Identification Number of the Issuer (INN)	<i>8401005730</i>
1.6. Unique Code Assigned by the Registering Body to the Issuer	<i>40155-F</i>
1.7. Internet Website Used by the Issuer to Disclose Information	<i>http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/investoram/raskrytie-informaczi</i>
2. Subject matter of the resolutions, Adopted at the meeting of the Issuer Board of Directors	
<p>1. Quorum at the meeting of the Board of Directors of the Issuer: <i>13 members of the Board of Directors of PJSC MMC Norilsk Nickel participated in the meeting held on 04/10/2016. The meeting is quorate.</i></p> <p>2. Resolutions adopted by the Board of Directors and the results of voting on the agenda items:</p> <p>Item 1: <i>To approve the related party transaction between the Company and JSC TFC (Addendum No 1 to Fee-Based Services Contract No. 88-955/13 dd. 24.04.2013). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 1.</i> <i>Resolution passed unanimously.</i></p> <p>Item 2: <i>To approve related party transaction between the Company and Gipronickel Institute LLC (Agreement No. 002/16-KS-NE for design engineering). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 2.</i> <i>Resolution passed unanimously.</i></p> <p>Item 3: <i>To approve the related party transaction between the Company and PCC LLC (construction and installation works in line with the following projects: 'Komsomolsky Mine. Extended mining of cupriferous and disseminated ore'; 'Komsomolsky Mine. Southern Vent Shaft. Power Supply to SVS site'). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 3.</i> <i>Resolution passed unanimously.</i></p> <p>Item 4: <i>To approve related party transaction between the Company and PCC LLC (Specification to Ferrous/Non-Ferrous Metal Scrap and Waste Sales and Purchase Agreement No. 88-466/15 dd. 13/03/2015 (ZSK-250/15 dd. 16/02/2015). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 4.</i> <i>Resolution passed unanimously.</i></p> <p>Item 5: <i>To approve the related party transaction between the Company and Norilskpromtransport LLC (Sale and Purchase Agreement (drop-side truck, tractor unit). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 5.</i> <i>Resolution passed unanimously.</i></p>	

Item 6:

To approve the related party transaction between the Company and JSC NTEK (Specification (gravel) to Sale and Purchase Agreement No. 88-2648/10 dd. 28.12.2010). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 6.

Resolution passed unanimously.

Item 7:

To approve the related party transaction between the Company and Gipronickel Institute LLC (Research Activities Contract No. 066-3530). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 7.

Resolution passed unanimously.

Item 8:

To approve the related party transaction between the Company and PCC LLC (construction and installation works in line with the project: 'Komsomolsky Mine. Stripping and mining of C-2 reserves of Oktyabrskoye deposit.'). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 8.

Resolution passed unanimously.

Item 9:

To approve related party transaction between the Company and JSC Norilsk Combine (Specifications to Sales and Purchase Agreement No. 88-1787/10 dd. 15.09.2010). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 9.

Resolution passed unanimously.

Item 10:

To approve the related party transaction between the Company and Gipronickel Institute LLC (Additional Agreement to Sale and Purchase Agreement No. 192-3408/07 dd. 26.11.2007 (GN-12-879/07 dd. 13.11.2007). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 10.

Resolution passed unanimously.

Item 11:

To approve the related party transaction between the Company and Norilsknickelremont LLC (Sale and Purchase Agreement (Bobcat loaders). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 11.

Resolution passed unanimously.

Item 12:

To approve the related party transaction between the Company and Norilskpromtransport LLC (Specifications No. 2016-07 to Sales and Purchase Agreement No. 192-2059/07 dd. 03/07/2007). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annexes 12 and 13.

Resolution passed unanimously.

Item 13:

To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications to Sales and Purchase Agreement No. 88-1858/08 dd. 21.07.2008 (NNR-489/952-08 dd. 21.07.2008). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annexes 14 and 15.

Resolution passed unanimously.

Item 14:

To approve the related party transaction between the Company and Norilskpromtransport LLC (Instructions No. 3 to Brokerage Agreement No. 88-1452/12 dd. 06.06.2012). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 16.

Resolution passed unanimously.

Item 15:

To approve the related party transaction between the Company and JSC Norilsk Combine (three electric overhead travelling cranes). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 17.

Resolution passed unanimously.

Item 16:

To approve the related party transaction between the Company and JSC NTEK (Specification to Ferrous/Non-Ferrous Metal Scrap and Waste Sale and Purchase Agreement No. 88-385/15 dd. 04.03.2015). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 18.

Resolution passed unanimously.

Item 17:

To approve the related party transaction between the Company and Norilsknickelremont LLC (Additional Agreement No. 3 to Sale and Purchase Agreement No. 88-1553/10 dd. 20.08.2010). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annexes 19 and 20.

Resolution passed unanimously.

Item 18:

To approve the related party transaction between the Company and JSC NTEK (Additional Agreement No. 23 to Movable Property Lease Agreement No. HH/1229-2005 dd. 06.09.2005 (HTЭK-32-5/05 dd. 09.09.2005). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 21.

Resolution passed unanimously.

Item 19:

To approve the related party transaction between the Company and PCC LLC (construction and installation works in line with the project: 'Komsomolsky Mine. Stripping and mining of south-eastern area of S-2 reserves of Oktyabrsky deposit'). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 22.

Resolution passed unanimously.

Item 20:

To approve the related party transaction between the Company and Gipronickel Institute LLC (Work Contract No. 003/16-KS-NE). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 23.

Resolution passed unanimously.

Item 21:

To approve the resolution of PJSC MMC Norilsk Nickel as the sole shareholder of JSC Taimyrgaz, regarding: - Transaction between JSC Taimyrgaz and IPJSC Ingosstrakh (Contract for construction and installation insurance and third party liability insurance during construction and installation works)

in accordance with Annex 24.

Resolution passed unanimously.

Item 22:

To approve related party transaction between the Company and Autonomous Non-Profit Organization 'Executive Directorate of World Winter Universiade - 2019 in Krasnoyarsk' (Money Donation Agreement). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 25.

Resolution passed unanimously.

Item 23:

To approve draft resolution of the Company as the sole shareholder of Norilsk Nickel (Cyprus) Limited, regarding the reduction of Norilsk Nickel (Cyprus) Limited authorized capital as per Annex 26.

Resolution passed.

3. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **04/10/2016.**

4. Date and reference number of the Minutes of the Meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: *05/10/2016, MoM No. GMK/38-pr-sd.*

Corporate Relations Department, Director
(Power of Attorney No. GMK-115/173-nt dd. 15/10/2015)

N.Yu. Yurchenko

October 05, 2016