

**REPORT BY THE BOARD OF DIRECTORS
PJSC MMC NORILSK NICKEL**
**outlining a reasoned position statement from the Company's Board of Directors
on the agenda for the Extraordinary General Meeting of the Company
to be held on December 10, 2020**

Payment (declaration) of dividends on shares of PJSC MMC Norilsk Nickel for 9 months of 2020.

Recommendations:

The Board of Directors recommends that the Extraordinary General Meeting declare dividends on ordinary shares in MMC Norilsk Nickel PJSC for the nine months of 2020 to be RUB 623,35 per ordinary share, and that the dividends be paid out in cash.

The Board of Directors proposes that the Extraordinary General Meeting set December 24, 2020 as the date for determining which persons are entitled to receive the dividends.

Reference (in accordance with the RAS accounting statements from MMC Norilsk Nickel PJSC as of September 30th, 2020):

	<i>RUB million</i>
The retained profit as of September 30th, 2020, that may be used for dividend payments	407,392

The amount of retained profit allocated for the current dividend payment is RUB 98,642 million.

Opinion of the Board of Directors:

The Board of Directors has examined the production and financial performance of MMC Norilsk Nickel PJSC for the nine months of 2020, its current financial position, its investment programs, and the priorities for future production and social development projects by MMC Norilsk Nickel PJSC. Following this review, the Board of Directors believes that MMC Norilsk Nickel PJSC can pay out (declare) dividends for the nine months of 2020.

The conditions at MMC Norilsk Nickel PJSC are favourable enough to declare dividends on the Company's shares for the nine months of 2020, and pay out those dividends as per Article 43 in the Federal Law "On Joint-Stock Companies", taking into account the expectation that on the day the decision is made to pay out the dividends, and on the day of those dividends are paid out:

- MMC Norilsk Nickel PJSC does not meet the insolvency (bankruptcy) criteria in accordance with Russian Federation insolvency (bankruptcy) laws, and does not meet these criteria after the dividend payments are made
- the value of the net assets held by MMC Norilsk Nickel PJSC is not less than its authorized capital and reserve funds, and does not become less than their value after the dividend payments are made (as of September 30th, 2020, the net assets of MMC Norilsk Nickel PJSC amount to a total of RUB 455,808 million, and exceed its authorized capital and reserve funds by a total of RUB 455,626 million).

Therefore, the Board of Directors does not expect the declaration and payment of dividends on ordinary shares for the nine months of 2020 to have a negative impact on the strategic potential possessed by MMC Norilsk Nickel PJSC over the long term.