

**Explanatory note re:
Approval of new revision of Articles of Association of PJSC MMC Norilsk Nickel:**

In accordance with Articles of Association of PJSC MMC Norilsk Nickel (the Company), paragraph 7.1.1, a new revision of the PJSC MMC Norilsk Nickel Articles of Association is submitted for approval at the General Meeting of Shareholders of the Company.

Members of the Management Board and the Board of Directors of the Company have preliminarily reviewed the new revision of Articles of Association and advised that it shall be approved by the General Meeting of Shareholders.

Amendments in the new revision of Articles of Association were made in three areas:

- compliance with effective legislation;
- expansion of scope of the Board of Directors and the Management Board in line with the best practices of corporate governance;
- editorial corrections.

Compliance amendments include:

1. expanding Articles of Association Article 6 with an opportunity of using e-ballots for voting and entitling the Company to e-mail voting ballots to shareholders registered in the Company's shareholder register;

According to the new revision of Articles of Association, e-voting may be allowed at the General Meeting upon the Board of Directors' decision. In this case, shareholders will have an option of voting at the General Meeting by filling out an electronic form of voting ballots on the Internet website specified by the Board of Directors. This option is provided for by the amendments introduced into Federal Law 'On Joint Stock Companies'. The Company is entitled to implement this option based on available hardware and software, and shareholders reserve their right to vote at the General Meeting conventionally.

The amendments also entitle the Company to e-mail voting ballots to shareholders registered in the Company's shareholder register, to the e-mail addresses specified in the shareholder register. If a shareholder doesn't specify any e-mail address in a registered person questionnaire, the voting ballot shall be sent to the shareholder by a registered letter, as before.

2. amendments associated with new regulations for major transactions and related party transactions;
3. elimination of independence criteria of directors from Articles of Association by substituting them with a reference to independence criteria established by the market operator (par. 8.15);
4. elimination of the clause governing introduction of amendments into Articles of Association from the purview of the Board of Directors in certain cases governed by the laws (previously the Board of Directors was authorized to adopt a resolution regarding adding details on branches and offices into Articles of Association, but the current Federal Law 'On Joint Stock Companies' does not give such a right; details on branches and offices may be omitted from Articles of Association);
5. expansion of par. 13.1 with a procedure for making the consolidated financial statements available to shareholders;
6. elimination of details regarding branches and offices from Articles of Association;
7. changing the title of Secretary of the Company to Corporate Secretary, making his job responsibilities compliant with the requirements of the Moscow Exchange and the current revision of the Corporate Secretary by-laws of the Company (section 11).

Amendments regarding the expansion of scope of the Board of Directors and the Management Board are as follows:

1. expanding the purview of the Board of Directors with recommendations regarding the choice of an auditor (par. 9.3.14), tentative approval of annual accounting statements (par. 9.3.23), approval of by-laws governing committees of the Board of Directors (par. 9.3.36); Board of Directors performance evaluation (par. 9.3.43), evaluation of nominees to the Board of Directors (par. 9.3.44) and independence qualification for nominees to the Board of Directors and members of the Board of Directors (par. 9.3.45);
2. changing the name of the public relations and investor relations policy to communications policy, which is the name of the effective Policy governing those matters in the Company (prior par. 9.3.35, new par. 9.3.21);
3. specifying and expanding the functions of the Board of Directors with internal control risk management procedures (par. 9.3.39, 9.3.40);
4. expanding the purview of the Management Board with review of annual corporate reports and corporate social responsibility reports in terms of budgetary processes and implementation of risk management and internal controls (par. 10.8.9-10.8.12).

Editorial corrections include:

1. changing the sequential order of matters falling under the purview of the Board of Directors of the Company (grouped by topics for convenience);
2. Elimination of clause for appointment of the Company President from the purview of the Board of Directors (effective until July 01, 2016);
3. Expansion of par. 9.3.34 (prior 9.3.43) with new exceptions with no strict requirements as to the format of voting at general meetings of key companies regarding introduction of amendments in articles of association (assignment of title, changes in the amount of authorized shares, term of employment of the chief executive officer, number of board members, the revision commission), and approval of the accounting policy;
4. striking out the lines of business, which are no longer considered regular business in par. 3.2 from core lines of business (paragraphs 3.2.34, 3.2.39, and 3.2.44 of the current revision of Articles of Association); specifying the descriptions of lines of business in paragraphs 3.2.54 and 3.2.52 of Articles of Association;
5. specifying the definition of transactions entered in the the course of regulatr operations (par. 9.6).