

**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   |  |
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| 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><a href="http://www.e-disclosure.ru/portal/company.aspx?id=564">http://www.e-disclosure.ru/portal/company.aspx?id=564</a><br/><a href="http://www.nornik.ru/investoram/raskrytie-informaczii">http://www.nornik.ru/investoram/raskrytie-informaczii</a></i> |
| 2. Subject matter of the resolutions,<br>Adopted at the meeting of the Issuer Board of Directors   |  |
| <p>1. Quorum at the meeting of the Board of Directors of the Issuer:<br/> <i>13 members of the Board of Directors of PJSC MMC Norilsk Nickel participated in the meeting held on 13/12/2016. 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><b>Re: Item 1</b><br/> <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Work Contract No. 005/16-KS-NE). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 1.</i><br/> <b>Resolution passed unanimously.</b></p> <p><b>Re: Item 2</b><br/> <i>To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of movable property for temporary possession and use: two portal cranes; a gantry crane). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 2.</i><br/> <b>Resolution passed unanimously.</b></p> <p><b>Re: Item 3</b><br/> <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (activities as required by project: 'Development of safety cases for hazardous production facilities, governing safety of self-propelled vehicles moving between mine openings at PJSC MMC Norilsk Nickel Polar Division mines'. Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 3.</i><br/> <b>Resolution passed unanimously.</b></p> <p><b>Re: Item 4</b><br/> <i>To approve the related party transaction between the Company and PCC LLC (Specification to Sales and Purchase Agreement No. 192-3485/07 dd. 05/12/2007). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 4.</i><br/> <b>Resolution passed unanimously.</b></p> <p><b>Re: Item 5</b><br/> <i>To approve the related party transaction between the Company and Norilsknickelremont LLC (transfer of title to goods, 15 items in total). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 5.</i><br/> <b>Resolution passed unanimously.</b></p> <p><b>Re: Item 6</b></p> |  |

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Addendum No. 1 to Library Stock Usage Agreement No. 88-3008/15 dd. 24/12/2015 - No. GN-12-1114/15 dd. 10/12/2015). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 6.*

*Resolution passed unanimously.*

*Re: Item 7*

*To approve the related party transaction between the Company and JSC NTEK (services for management of Hazard Class IV and V waste). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 7.*

*Resolution passed unanimously.*

*Re: Item 8*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (services for management of Hazard Class IV and V waste). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 8.*

*Resolution passed unanimously.*

*Re: Item 9*

*To approve the related party transaction between the Company and PCC LLC (services for management of Hazard Class IV and V waste). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 9.*

*Resolution passed unanimously.*

*Re: Item 10*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (services for management of Hazard Class IV and V waste). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 10.*

*Resolution passed unanimously.*

*Re: Item 11*

*To approve the related party transaction between the Company and JSC TFC (services for management of Hazard Class IV and V waste). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 11.*

*Resolution passed unanimously.*

*Re: Item 12*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Feasibility Study Agreement No. 021-3509). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 12.*

*Resolution passed unanimously.*

*Re: Item 13*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Sales and Purchase Agreement for special-purpose vehicles). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 13.*

*Resolution passed unanimously.*

*Re: Item 14*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Sales and Purchase Agreement for self-propelled vehicle: demolition robot). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 14.*

*Resolution passed unanimously.*

*Re: Item 15*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: four ChMZAP-99874 container chassis). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 15.*

*Resolution passed unanimously.*

**Re: Item 16**

*To approve the related party transaction between the Company and PCC LLC (cold/hot commissioning as requested by project: 'Norilsk Concentrator. Milling and Flootation Shop. POLYCELL-D depressor preparation and batching area') Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 16.*

*Resolution passed unanimously.*

**Re: Item 17**

*To approve the related party transaction between the Company and JSC NTEK (transfer of title to goods, 13 items in total). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 17.*

*Resolution passed unanimously.*

**Re: Item 18**

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to goods: bank sand). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 18.*

*Resolution passed unanimously.*

**Re: Item 19**

*To approve the related party transaction between the Company and Norilsknickelremont LLC (metrology services). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 19.*

*Resolution passed unanimously.*

**Re: Item 20**

*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 20 and 21.*

*Resolution passed unanimously.*

**Re: Item 21**

*To approve the related party transaction between the Company and JSC NTEK (Specification to cleaning of boreholes at JSC NTEK). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 22.*

*Resolution passed unanimously.*

**Re: Item 22**

*To approve the related party transaction between the Company and PCC LLC (Specification to Inventories Sales and Purchase Agreement No. 88-1011/10 dd. 08/06/2010 (ZSK-02-290/10 dd. 18/05/2010). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annexes 23 and 24.*

*Resolution passed unanimously.*

**Re: Item 23**

*To approve the related party transaction between the Company and PCC LLC (major construction at sites of Komsomolsky Mine (Skalistaya Shaft and Komsomolskaya Shaft). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 25.*

*Resolution passed unanimously.*

**Re: Item 24**

*To approve the related party transaction between the Company and JSC Kola MMC (Service Agreement for sampling of KPP-brand platinum-palladium concentrates by third party). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 26.*

*Resolution passed unanimously.*

**Re: Item 25**

**1. To participate at the General Meeting of Shareholders of JSC Norilsk Combine.**

**2. To authorize PJSC MMC Norilsk Nickel representative at the General Meeting of Shareholders of JSC Norilsk Combine to vote on the agenda item:**

**- Amendments No. 2 to the Articles of Association of JSC Norilsk Combine (version No. 11)**

**with the resolution worded as follows:**

**To introduce amendments No. 2 into the Articles of Association of JSC Norilsk Combine (version No. 11), as per Annex 27.**

**- IN FAVOR.**

**Resolution passed unanimously.**

**Re: Item 26**

**To approve the related party transaction between the Company and JSC TFC (Addendum No. 5 to Contract No. 88-327/12 dd. 14/02/2012). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 28.**

**Resolution passed unanimously.**

**Re: Item 27**

**To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 6 to Contract No. 88-963/11 dd. 27/04/2011). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 29.**

**Resolution passed unanimously.**

**Re: Item 28**

**To approve the related party transaction between the Company and PCC LLC (Addendum No. 6 to Contract No. 88-881/11 dd. 15/04/2011 (ZSK US-257\ dd. 07/04/2011). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 30.**

**Resolution passed unanimously.**

**Re: Item 29**

**To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 5 to Contract No. 88-355/12 dd. 16/02/2012). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 31.**

**Resolution passed unanimously.**

**Re: Item 30**

**To approve the related party transaction between the Company and JSC NTEK (Addendum to Sales and Purchase Agreement No. 88-1441/11 dd. 22/06/2011 for Industry Grade Gas/Liquid Oxygen, Industry Grade Gas Nitrogen, and Compressed Air). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 32.**

**Resolution passed unanimously.**

**Re: Item 31**

**To approve the related party transaction between the Company and Norilskpromtransport LLC (Addendum No. 4 to Sales and Purchase Agreement No. 88-0100/13 dd. 25/01/2013 for Industry Grade Gas Oxygen, Liquid Nitrogen). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 33.**

**Resolution passed unanimously.**

**Re: Item 32**

**To approve the related party transaction between the Company and PCC LLC (Addendum No. 4 to Sales and Purchase Agreement No. 88-0144/13 dd. 28/01/2013 for Industry Grade Gas Oxygen, Gas Nitrogen). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 34.**

**Resolution passed unanimously.**

**Re: Item 33**

**To approve the related party transaction between the Company and PCC LLC (Addendum No. 5 to Sales and Purchase Agreement No. 88-0144/13 dd. 28/01/2013 for Industry Grade Gas Oxygen, Gas Nitrogen). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 35.**

*Resolution passed unanimously.*

*Re: Item 34*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum to Sales and Purchase Agreement No. 88-1861/11 dd. 08/08/2011 for Industry Grade Gas Oxygen, Gas Nitrogen). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 36.*

*Resolution passed unanimously.*

*Re: Item 35*

*To approve the related party transaction between the Company and JSC Norilskgazprom (transfer of title to goods: lump slag). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 37.*

*Resolution passed unanimously.*

*Re: Item 36*

*To approve the related party transaction between the Company and JSC Norilsk Combine (Specification 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 38.*

*Resolution passed unanimously.*

*Re: Item 37*

*To approve the related party transaction between the Company and JSC TFC (Addendum No. 5 to Contract No. ZTF-207/12 dd. 18/06/2012 (No. TTK/169-dg/2012 dd. 01/06/2012). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 39.*

*Resolution passed unanimously.*

*Re: Item 38*

*To approve the related party transaction between the Company and JSC Norilskgazprom (Addendum No. 4 to Cargo Forwarding and Handling Agreement No. ZTF-467/14 dd. 13/11/2014). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 40.*

*Resolution passed unanimously.*

*Re: Item 39*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: five TTs-15 tank semitrailers). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 41.*

*Resolution passed unanimously.*

*Re: Item 40*

*To approve the related party transaction between the Company and JSC TFC (Addendum 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 42.*

*Resolution passed unanimously.*

*Re: Item 41*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: four TSP 9417-0000090 semitrailers; two MAZ-6430B9-1420-010 semi-tractors). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 43.*

*Resolution passed unanimously.*

*Re: Item 42*

*To approve the related party transaction between the Company and JSC Norilsktransgaz (Gifts and Souvenirs Supply Agreement and Specifications thereto). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 44.*

*Resolution passed unanimously.*

*Re: Item 43*

*To approve the related party transaction between the Company and All-Russian Union of Non-Governmental Associations 'The Russian Olympic Committee' (Addendum No. 1 to Partnership Agreement No. D89-2016-NN/429-2016 dd. 10/05/2016). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 45.*

*Resolution passed unanimously.*

*Re: Item 44*

*To approve the resolution of the Company as the sole shareholder of Norilsk Nickel (Cyprus) Limited regarding the increase in the authorized capital of Norilsk Nickel (Cyprus) Limited (Annex 46) and to approve the related party transaction on acquisition of additional shares of Norilsk Nickel (Cyprus) Limited by the Company, as per Annex 47.*

*Resolution passed unanimously.*

*Re: Item 45*

*To approve the related party transaction between the Company and Bear Creek LLC (services for geological surveying supervision (audit) during mining of Norilsk 1 deposit (Zapolyarny Mine and Medvezhy Ruchey open-pit) and commercial-grade resources of Norilsk Concentrator's Tailing Dump No. 1 at PJSC MMC Norilsk Nickel Polar Division). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 48.*

*Resolutions passed unanimously.*

*Re: Item 46*

*To approve the related party transaction between the Company and Bear Creek LLC (geological surveying at Tailing Dump No. 1 of Norilsk Concentrator). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 49.*

*Resolution passed unanimously.*

*Re: Item 47*

*To approve the related party transaction between the Company, MGIMO of the MFA of Russia, and IIEPD of MGIMO (Agreement on Strategic Partnership). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 50.*

*Resolution passed unanimously.*

*Re: Item 48*

*To approve the draft resolution of the Company as the sole stockholder of Norilsknickelremont LLC, regarding:*

- The value of assets to be contributed as payment for share in (additional contribution to) the authorized capital of Norilsknickelremont LLC by PJSC MMC Norilsk Nickel as its sole stockholder;*
- Increase in the authorized capital of Norilsknickelremont LLC by making additional contribution by PJSC MMC Norilsk Nickel as the sole stockholder of Norilsknickelremont LLC*

*as per Annex 51.*

*Resolution passed unanimously.*

*Re: Item 49*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (additional contribution to the authorized capital of Norilsknickelremont LLC). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 52.*

*Resolutions passed unanimously.*

3. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **13/12/2016**.

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: **14/12/2016, MoM No. GMK/47-pr-sd.**

(Power of Attorney No. GMK-115/173-nt dd. 15/10/2015)  
***Yurchenko***

***N.Yu.***

***December 14, 2016***