

STATEMENT OF MATERIAL FACT
Convening and Holding the General Meeting of the Issuer's Shareholders, and Resolutions
Passed at the General Meeting

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 Location	<i>Dudinka, Krasnoyarsk Territory, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer	<i>1028400000298</i>
1.5. The Issuer's Taxpayer Identification Number	<i>8401005730</i>
1.6. The Issuer's Unique Code Given by the Registering Body	<i>40155-F</i>
1.7. Internet Website Used by the Issuer to Disclose Information	http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/investoram/raskryitie-informaczii
2. Subject Matter of the information on holding the General Meeting of the Issuer's Shareholders, and resolutions passed at the General Meeting	
<p>Type of the general meeting of the Issuer's shareholders (annual (ordinary) or extraordinary): annual (ordinary).</p> <p>Format of the general meeting of the Issuer's shareholders (in-person meeting or voting in absentia): in-person meeting.</p> <p>Date of holding the general meeting of the Issuer's shareholders: June 10, 2016;</p> <p>Venue of the general meeting of the Issuer's shareholders: Bolshoy Petrovsky Hall of the President Hotel, Moscow, B. Yakimanka Street, 24;</p> <p>Time of holding the general meeting of the Issuer's shareholders:</p> <ul style="list-style-type: none"> - Time of the general meeting opening: 13:00 local time; - Time of the general meeting closing: 15:00 local time. <p>Quorum of the General Meeting of the shareholders of the Issuer: Number of votes owned by the persons participated in the general meeting , which has been determined subject to the provisions of clause 4.11 of the Regulations of Additional Requirements for the Procedure of Preparation, Convening and Holding of General Meeting of Shareholders, approved by Order of FFMS of Russia No.12-6/pz-n dd. 02.02.2012 (hereinafter "Regulations"), clause 7 of article 8.4. of the Federal Law No.39-FZ "On Securities Market" dd. 22.04.1996, was equal to:</p> <p>items 1-4 of the agenda 121 068 154 (76,5065%);</p> <p>item 5 of the agenda 1 572 885 966 (76,4579%);</p> <p>item 6 of the agenda 121 068 132 (76,5105%);</p> <p>item 7 of the agenda 121 068 052 (76,5064%);</p> <p>item 8 of the agenda 121 068 152 (76,5065%);</p> <p>item 9 of the agenda 121 068 086 (76,5065%);</p> <p>item 10 of the agenda 121 068 141 (76,5065%);</p> <p>item 11 u 12 of the agenda 90 852 449 (70,9665%);</p> <p>item 13 of the agenda 48 322 976 (56,5178%).</p> <p>Agenda of the General meeting of the Issuer's shareholders:</p> <ol style="list-style-type: none"> 1. Approval of the annual report of PJSC MMC Norilsk Nickel for 2015. 2. Approval of the annual financial statements of PJSC MMC Norilsk Nickel for 2015. 	

3. *Approval of the 2015 consolidated financial statements of PJSC MMC Norilsk Nickel.*
4. *Distribution of profit of PJSC MMC Norilsk Nickel for 2015, including payment (announcement) of dividends, based on the results of 2015 year.*
5. *Election of members of the Board of Directors of PJSC MMC Norilsk Nickel.*
6. *Election of members of the Internal Audit Commission of PJSC MMC Norilsk Nickel.*
7. *Approval of the Auditor of RAS statements of PJSC MMC Norilsk Nickel.*
8. *Approval of the Auditor of IFRS consolidated financial statements of PJSC MMC Norilsk Nickel.*
9. *Remuneration and reimbursement of expenses of members of the Board of Directors of PJSC MMC Norilsk Nickel.*
10. *Remuneration of the Internal Audit Commission of PJSC MMC Norilsk Nickel.*
11. *Approval of related party transactions for reimbursement of members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for incurred losses.*
12. *Approval of a related party transaction for insurance of the liability of members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel.*
13. *Approval of Related party transaction to be concluded between the Company and JSC NORMETIMPEX (Order to Commission Agreement No NN/1001-2009 dd. 21.12.2009).*

Results of the voting on items of the Agenda of the General Meeting of the Issuer's shareholders and wording of the corresponding resolutions passed at the General Meeting of the Issuer's shareholders:

Re item No. 1

To approve the annual report of PJSC MMC Norilsk Nickel for 2015.

«FOR» - 115 951 041 (95,7734%)

«AGAINST» - 44 388 (0,0367%)

«ABSTAIN» - 5 061 842 (4,1809%)

Re item No. 2

To approve the annual financial statements of PJSC MMC Norilsk Nickel for 2015.

«FOR» - 115 593 332 (95,4779%)

«AGAINST» - 44 437 (0,0367%)

«ABSTAIN» - 5 419 676 (4,4765%)

Re item No. 3

To approve the 2015 consolidated financial statements of PJSC MMC Norilsk Nickel.

«FOR» - 115 588 801 (95,4742%)

«AGAINST» - 44 275 (0,0366%)

«ABSTAIN» - 5 424 571 (4,4805%)

Re item No. 4

1. To approve distribution of profit and loss of PJSC MMC Norilsk Nickel for 2015 in accordance with the recommendations of the Board of Directors contained in the report of the Board of Directors of PJSC MMC Norilsk Nickel, with setting forth the well-grounded opinion of the Board of Directors on the items of the agenda of the annual General Meeting of Shareholders.

2. In accordance with the performance results of 2015 to pay dividends on ordinary registered shares in PJSC MMC Norilsk Nickel in monetary form to the amount of RUB 230.14 per ordinary share.

3. To fix June 21, 2016, as a record date of the persons eligible to receive dividends.

«FOR» - 116 019 664 (95,8300%)

«AGAINST» - 8 592 (0,0071%)

«ABSTAIN» - 5 029 746 (4,1545%)

Re item No. 5

To elect members of the Board of Directors of PJSC MMC Norilsk Nickel:

- *Barbashev Sergei Valentinovich;*
- *Bashkirov Alexey Vladimirovich;*
- *Bogaudinov Rushan Abdulkhaevich;*
- *Bratukhin Sergei Borisovich;*
- *Bougrov Andrei Evgenievich;*
- *Zakharova Marianna Aleksandrovna;*
- *Korobov Andrei Vladimirovich;*
- *Mishakov Stalbek Stepanovich;*
- *Penny Gareth Peter;*
- *Prinsloo Cornelius Johannes Gerhardus;*
- *Sokov Maxim Mikhailovich;*
- *Soloviev Vladislav Aleksandrovich;*
- *Edward Robert Willem John.*

Number of votes cast for each of the voting options / each nominee:

“FOR” for all candidates:

«AGAINST» for all candidates -

«ABSTAIN» for all candidates –

- 1. Barbashev Sergei Valentinovich - 113 619 061 (5,5230%)*
- 2. Bashkirov Alexey Vladimirovich - 112 521 299 (5,4697%)*
- 3. Bogaudinov Rushan Abdulkhaevich - 112 394 201 (5,4635%)*
- 4. Bratukhin Sergei Borisovich - 112 552 471 (5,4712%)*
- 5. Bougrov Andrei Evgenievich - 113 565 945 (5,5204%)*
- 6. Zakharova Marianna Aleksandrovna - 113 149 907 (5,5002%)*
- 7. Korobov Andrei Vladimirovich - 104 808 664 (5,0947%)*
- 8. Mishakov Stalbek Stepanovich - 112 347 333 (5,4612%)*
- 9. Penny Gareth Peter - 149 512 188 (7,2678%)*
- 10. Prinsloo Cornelius Johannes Gerhardus – 150 616 374 (7,3215%)*
- 11. Sokov Maxim Mikhailovich - 112 384 101 (5,4630%)*
- 12. Soloviev Vladislav Aleksandrovich - 112 405 526 (5,4640%)*
- 13. Edward Robert Willem John - 150 591 895 (7,3203%)*

“AGAINST” for all the candidates - 21 519 (0,0010%)

“ABSTAIN” for all the candidates – 303 654 (0,0148%)

Re item No. 6

To elect the members of the Internal Audit Commission of PJSC MMC Norilsk Nickel:

- *Arustamov Artur Gagikovich;*
- *Masalova Anna Viktorovna;*
- *Svanidze Georgy Eduardovich;*
- *Shilkov Vladimir Nikolaevich;*
- *Yanevich Elena Aleksandrovna.*

Results of the voting:

Arustamov Artur Gagikovich

«FOR» - 115 738 627 (95,59%)

«AGAINST» - 151 799 (0,0959%)

«ABSTAIN» - 5 058 239 (3,1965%)

Masalova Anna Viktorovna

«FOR» - 115 902 204 (95,73%)

«AGAINST» - 4 114 (0,0026%)

«ABSTAIN» - 5 054 679 (3,1942%)

Svanidze Georgy Eduardovich

«FOR» - 115 743 640 (95,60%)

«AGAINST» - 147 579 (0,0933%)

«ABSTAIN» - 5 058 212 (3,1964%)

Shilkov Vladimir Nikolaevich

«FOR» - 115 733 419 (95,59%)

«AGAINST» - 144 552 (0,0913%)

«ABSTAIN» - 5 058 451 (3,1966%)

Yanevich Elena Aleksandrovna

«FOR» - 115 753 966 (95,61%)

«AGAINST» - 145 253 (0,0918%)

«ABSTAIN» - 5 057 702 (3,1961%)

Re item No. 7

To approve JSC KPMG as Auditor of the Financial Statements of PJSC MMC Norilsk Nickel prepared as per RAS.

«FOR» - 115 154 219 (95,1153%)

«AGAINST» - 214 878 (0,1775%)

«ABSTAIN» - 5 679 171 (4,6908%)

Re item No. 8

To approve JSC KPMG as Auditor of the Consolidated Financial Statements of PJSC MMC Norilsk Nickel prepared as per IFRS.

«FOR» - 115 143 702 (95,1065%)

«AGAINST» - 214 760 (0,1774%)

«ABSTAIN» - 5 675 071 (4,6875%)

Re item No. 9

9.1. Remunerations and compensations to the Members of the Board of Directors of PJSC MMC Norilsk Nickel are determined according to Policy for Remunerations of the Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by resolution of Annual General Meetings of the Company shareholders dd. June 06, 2014).

9.2. To fix the following amounts of remunerations, compensations, and in to the Chairman of the Board of Directors of PJSC MMC Norilsk Nickel as elected at the first meeting of the Board of Directors held after the general meeting:

9.2.1 To fix the remuneration for the Chairman of the Board of Directors – independent director in the amount of 1 000 000 US dollars to be paid by equal installments in rubles at the exchange rate of the Central Bank of the Russian Federation as at the last business day of the reporting quarter. The said amount is specified after deduction of taxes in accordance with the current Russian legislation. The said remuneration is set for the period from the time of the election of the independent director as the Chairman of the Board of Director up to the expiry of his powers as the Chairman of the Board of Directors.

9.2.2 in case the person elected as Chairman of the Board of Directors at the first meeting of the Board of Directors after the general meeting is neither elected to the Board of Directors at the Annual General

Meeting of Shareholders to draw up the results of 2016 nor as Chairman of the Board of Directors in its new composition or if his authority as Chairman of the Board of Directors terminate prior to the Annual General Meeting of Shareholders to draw up the results of 2016, he is entitled to an additional remuneration in the amount of USD 3 000 000.00 net the remuneration received for serving as the Chairman of the Board of Directors since election at the first meeting of the Board of Directors after the general meeting. . The said additional remuneration is paid on a quarter basis by equal installments up to June 10, 2019 in rubles at the exchange rate of the Central Bank of the Russian Federation as at the last business day of the reporting quarter. The said amount is specified after deduction of taxes in accordance with the current Russian legislation. If at the next general meeting of shareholders prior to the annual general meeting of shareholders to draw the results of 2018 he is again elected as Chairman of the Board of Directors, the remuneration for serving in the capacity of Chairman of the Board of Directors as per par. 2.1 shall not be paid;

9.2.3 To approve the compensation for the confirmed-by-documents expenses of the Chairman of the Board of Directors connected with his performance of the duties, including: hotel accommodation, travel (tickets of business class and class I), VIP-lounge services, telephone conversations (cellular (mobile) communication services), entertainment expenses in accordance with the rates for offices of category 1 approved by PJSC MMC Norilsk Nickel .

9.2.4 To establish that PJSC MMC Norilsk Nickel insures at its expense the Chairman of the Board of Directors for the duration of his employment as Chairman of the Board of Directors against the following risks:

- death as a result an accident with a coverage of at least USD 3 000 000;*
- Grievous bodily harm sustained as a result of an accident (or disability as a result thereof) with a coverage of at least USD 3 000 000;*
- injury sustained as a result of an accident (or lost time injury as a result of an accident) with a coverage of at least USD 100 000.*

«FOR» - 105 732 567 (87,3331%)

«AGAINST» - 10 177 552 (8,4065%)

«ABSTAIN» - 5 136 823 (4,2429%)

Re item No. 10

To set the remuneration to a member of the Audit Commission of PJSC MMC Norilsk Nickel being not employee of PJSC MMC Norilsk Nickel in the amount of 1 800 000 rubles per annum to be paid once every six months by equal installments. The said amount is specified prior to deduction of taxes in accordance with the current Russian legislation.

«FOR» - 115 879 873 (95,7146%)

«AGAINST» - 45 603 (0,0377%)

«ABSTAIN» - 5 118 576 (4,2278%)

Re item No. 11

To approve the related transactions, in which all the members of the Board of Directors and members of the Management Board of PJSC MMC Norilsk Nickel are interested and the subject of which is the obligation of PJSC MMC Norilsk Nickel for compensating the members of the Board of Directors and members of the Management Board of PJSC MMC Norilsk Nickel for losses, which can be incurred by the said persons in connection with the their appointment to the corresponding offices in the amount not exceeding 115 000 000 (one hundred fifteen million) US dollars for each.

«FOR» - 85 656 553 (66,9079%)

«AGAINST» - 45 842 (0,0358%)

«ABSTAIN» - 5 132 044 (4,0087%)

Re item No. 12

To approve the transaction, in which all the members of the Board of Directors and members of the Management Board of PJSC MMC Norilsk Nickel are interested and the subject of which is insurance of

the liability of the members of the Board of Directors and members of the Management Board of PJSC MMC Norilsk Nickel being beneficiaries under this transaction, by a Russian insurance company, for one year with the total limit of liability in the amount, which must not be less than 200 000 000 (two hundred million) US dollars and the limit of liability under the additional cover extension for the basic contract in the amount, which must be no less than 25 000 000 (twenty five million) US dollars, with payment of the insurance premium not exceeding 1 000 000 (one million) US dollars.

«FOR» - 85 654 504 (66,9063%)

«AGAINST» - 44 861 (0,0350%)

«ABSTAIN» - 5 129 178 (4,0065%)

Re item No. 13

To approve the new related party transaction to be concluded between the Company and JSC NORMETIMPEX (Order to Commission Agreement No NN/1001-2009 dd. 21.12.2009). Information regarding the subject, price and materials terms of the transaction is set out in Annexes No. 1, 2, 3.

«FOR» - 43 001 273 (50,2937%)

«AGAINST» - 23 025 (0,0269%)

«ABSTAIN» - 5 176 704 (6,0546%)

Date and No. of the Minutes of the General Meeting of the Issuer's shareholders: *Minutes No. 1, June 10, 2016.*

Identification criteria of shares, holders thereof entitled to participate in the general meeting of shareholders of the issuer:

kind, category (type), series of securities: *uncertificated registered ordinary shares;*

share registration number of the issue and date of registration: *state registration number of the issue 1-01-40155-F registered on 12.12.2006;*

ISIN: *RU0007288411.*

Director of Corporate Relations Department

(Power of Attorney No. GMK--115/173-nt dd. 15.10.2015)

N. Yu. Yurchenko

June 10, 2016