



NORNICKEL

**Minutes of the meeting No.2
Extraordinary General Meeting of
Shareholders**

Full company name:	Public Joint-Stock Company Mining and Metallurgical Company Norilsk Nickel (hereinafter – PJSC MMC Norilsk Nickel or the Company)
Location of the Company:	Dudinka, Krasnoyarsk Krai, Russian Federation
Type of shareholder meeting:	Extraordinary
Form of shareholder meeting:	Voting in absentia
Record date for the General Meeting:	November 21, 2016
Date of the General Meeting:	December 16, 2016
End date of voting ballot acceptance period:	December 16, 2016
Postal address for mailing filled voting ballots:	Joint Stock Company "Independent Registrar Company", Ivana Franko Str., 8, Moscow, 121108;
Date of the present minutes of the meeting:	December 19, 2016
Chairman of the meeting	Gareth Peter Penny
Secretary of the meeting	Pavel Evgenievich Platov

A G E N D A

**Extraordinary General Meeting of Shareholders
of PJSC MMC Norilsk Nickel:**

- 1. Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results for 9 months of 2015.**

QUORUM AND VOTING RESULTS:

1. Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results for 9 months of 2016.

Pursuant to clause 1, point 10.1 of article 48 of the Federal Law on Joint-Stock Companies, the Company's Extraordinary General Meeting convened in the form of voting in absentia, has reviewed the agenda item "Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results for 9 months of 2016", in agreement with the minutes of the meeting of counting commission on voting results dated December 19, 2016

Number of votes possessed by persons included into the list of persons eligible to cast their votes on the specific item of the General Meeting Agenda	158 245 476
Number of votes attributable to the company's voting shares for the specific item of the General Meeting Agenda, accounting for provisions of clause 4.20 of the Regulations ¹	158 245 476
Number of votes possessed by general meeting participants with respect to the specific item of the Agenda	118 459 175
Agenda item quorum – QUORATE (%)	74,8578

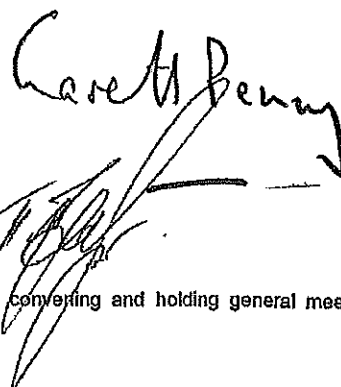
Voting options	Number of votes cast for each voting option	% of the total
«In favor»	118 456 148	99,99744
«Apposed»	110	0,00009
«Abstained»	1 115	0,00094

Resolved:

Item 1 of the agenda:

1. Pay monetary dividends of RUB 444,25 per ordinary share of PJSC MMC Norilsk Nickel, based on the results for 9 months of 2016.
2. Set December 28, 2016, as the record date as of which entities receiving dividends will have been determined.

Chairman of the meeting



Gareth Peter Penny

Secretary of the meeting

P.E. Platov

¹ Regulations on special requirements for preparing, convening and holding general meetings of shareholders, approved by Russian FFMS Decree No.12-6/pz-n dated 02.02.2012.