

**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**

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 Registered Office	<i>Dudinka, Krasnoyarsk Krai, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer (OGRN)	<i>1028400000298</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> <a href="http://www.nornik.ru/investoram/raskrytie-informaczii">http://www.nornik.ru/investoram/raskrytie-informaczii</a></i>
2. Subject matter meeting of the Board of Directors of the Issuer and agenda of the meeting	
<p>1. Date of resolution regarding convening of the meeting of the Board of Directors: <b>16/12/2016</b>.</p> <p>2. Date of the meeting of the Board of Directors of the Issuer: <b>22/12/2016</b>.</p> <p>3. Agenda of the meeting of the Board of Directors of the Issuer:</p> <ol style="list-style-type: none"> <li><b>1. Related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 1 to Contract No. 88-1612/16 dd. 30/06/2016 (NNR-745/952-16 dd. 13/07/2016).</b></li> <li><b>2. Related party transaction between the Company and Gipronickel Institute LLC (Research and Engineering Service Agreement No. 021-3548).</b></li> <li><b>3. Related party transaction between the Company and Gipronickel Institute LLC (Work Contract No. 024/16-KS-DRPM).</b></li> <li><b>4. Related party transaction between the Company and PCC LLC (services for fire fighting and fire prevention).</b></li> <li><b>5. Related party transaction between the Company and JSC TFC (services for fire fighting and fire prevention).</b></li> <li><b>6. Related party transaction between the Company and JSC NTEK (services for fire prevention and fire safety condition inspection).</b></li> <li><b>7. Related party transaction between the Company and Gipronickel Institute LLC (services for fire prevention).</b></li> <li><b>8. Related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-800/16 dd. 28/03/2016 (ZSK US-375/16 dd. 23/03/2016).</b></li> <li><b>9. Related party transaction between the Company and PCC LLC (Construction and Installation Work Contract as required by project: 'Industrial Association of Concentrators. Norilsk Concentrator. Reconstruction of Recycling Water System').</b></li> <li><b>10. Related party transaction between the Company and Norilsknickelremont LLC (services for technical maintenance of compressors and controls of main fan systems).</b></li> <li><b>11. Related party transaction between the Company and Norilsknickelremont LLC (services for inspection of dimensions compliance of geometric features of hoists, headgear verticality, two-dimensional filming of rigid fittings of shaft furnishing, and monitoring movement of rock and surface layers).</b></li> <li><b>12. Related party transaction between the Company and Norilsknickelremont LLC (services for</b></li> </ol>	

*railway car weighing).*

- 13. Related party transaction between the Company and Norilsknickelremont LLC (services for mine water treatment).*
- 14. Related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 3 to Contract No. 88-48/14 dd. 24/01/2014).*
- 15. Related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 2 to Contract No. 88-287/15 dd. 18/02/2015).*
- 16. Related party transaction between the Company and PCC LLC (Supply Agreement for 7 items).*
- 17. Related party transaction between the Company and Norilsknickelremont LLC (Sales and Purchase Agreement for forklift).*
- 18. Related party transaction between the Company and PCC LLC (permafrost engineering survey of the facilities).*
- 19. Related party transaction between the Company and Severny Gorod Media Company LLC (permafrost engineering survey of the facilities).*
- 20. Related party transaction between the Company and JSC Norilsk Combine (permafrost engineering survey of the facilities).*
- 21. Related party transaction between the Company and JSC TFC (permafrost engineering survey of the facilities).*
- 22. Related party transaction between the Company and JSC TFC (permafrost engineering survey of the facilities).*
- 23. Related party transaction between the Company and JSC NTEK (morphometric measurement services for water facilities).*
- 24. Related party transaction between the Company and PCC LLC (Addendum No. 3 to Contract No. 88-311/16 dd. 11/02/2016 (ZSK NShST-74/16 dd. 27/01/2016).*
- 25. Related party transaction between the Company and PCC LLC (Addendum No. 3 to Contract No. 88-974/16 dd. 21/04/2016 (ZSK NShST-425/16 dd. 07/04/2016).*
- 26. Related party transaction between the Company and North-West Broadcasting LLC (Fee-Based Advertising Services Contract).*
- 27. Related party transaction between the Company and Gipronickel Institute LLC (Loan Facility Agreement for RUB 15,000,000).*
- 28. Related party transaction between the Company and JSC Kola MMC (Loan Facility Agreement for RUB 500,000,000).*
- 29. Related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: four ChMZAP-99874 container chassis).*
- 30. Related party transaction between the Company and JSC Norilsk Combine (Specifications to Sales and Purchase Agreement No. 88-1787/10 dd. 15.09.2010).*
- 31. Related party transaction between the Company and JSC TFC (Specifications No. 91n dd. 21/09/2016 to Sales and Purchase Agreement No. ZTF-35/07 dd. 24/07/2007-TTK/133-dg dd. 17/07/2007).*
- 32. Related party transaction between the Company and JSC TFC (Specifications No. 92n-dop. to Sales and Purchase Agreement No. ZTF-35/07 dd. 24/07/2007-TTK/133-dg dd. 17/07/2007).*
- 33. Related party transaction between the Company and JSC TFC (Specifications No. 93 to Sales and Purchase Agreement No. ZTF-35/07 dd. 24/07/2007 (TTK/133-dg dd. 17/07/2007).*
- 34. Related party transaction between the Company and JSC TFC (Specifications No. 93n to*

*Sales and Purchase Agreement No. ZTF-35/07 dd. 24/07/2007 (TTK/133-dg dd. 17/07/2007).*

- 35. Related party transaction between the Company and JSC Taimyrtransgaz (services for accounting information processing).*
- 36. Related party transaction between the Company and JSC Taimyrgaz (services for accounting information processing).*
- 37. Related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 13 to Contract No. 88-1886/10 dd. 30/09/2010).*
- 38. Related party transaction between the Company and PJSC ROSBANK (Addendum No. 2 to Additional Agreement No. OVR/034/06 dd. 25/10/2006 to Settlement and Cash Management Service Agreement No. 14636/RUR/01 dd. 21/12/1998).*
- 39. Transaction between the Company and Rostec State Corporation (Copper-Containing Materials Sales and Purchase Agreement).*
- 40. Transaction between the Company and JSC UniCredit Bank (amendments to Loan Facility Agreement).*

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

*N.Yu.*

*December 16, 2016*