

## 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	
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 of the resolutions, Adopted at the meeting of the Issuer Board of Directors	
<p>1. Quorum at the meeting of the Board of Directors of the Issuer: <i>13 members of the Board of Directors of PJSC MMC Norilsk Nickel participated in the meeting held on 09.09.2016. 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></p> <p><i>To approve related party transaction between the Company and OJSC Norilskgazprom (Additional Agreement No. 3 to Forwarding and Cargo Handling Services Contract No. ZTF-467/14 dd. 13.11.2014 (258/2014 dd. 17.09.2014) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 1.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><b>Re: Item 2</b></p> <p><i>To approve related party transaction between the Company and JSC Norilskgazprom (services involving chemical and spectral analysis for metals and oil analysis) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 2.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><b>Re: Item 3</b></p> <p><i>To approve related party transaction between the Company and JSC Taimyrtransgas (Addendum to Facility Agreement No. NN/799-2012 dd. 10.10.2012). Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 3.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><b>Re: Item 4</b></p> <p><i>Related party transaction between the Company and JSC NTEK (services involving utility connection of power receivers: newly installed modular two-transformer substation TP-916-1T (2BKTPB(S)-630/6/0,4-UkHL-1) as part of the capital construction project Skalisty mine. Ventilation-Skip Shaft No.1 Headframe. Code PC-21A/ Skalistaya shaft, Komsomolskiy mine, Polar Division of the Company. Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 4.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><b>Re: Item 5</b></p> <p><i>To approve related party transaction between the Company and JSC NTEK (transfer of alkali solution into the Company's ownership for needs of Copper Plant and B.I. Kolesnikov Nadezhda Metallurgical Plant by shipment in special-purpose vehicles or tanks) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 5.</i></p>	

*Resolution passed unanimously.*

*Re: Item 6*

*To approve related party transaction between the Company and JSC NTEK (services involving utility connection of power receivers required for construction of multi-purpose sports and recreation center located at the address: 6 ul. 50 let Oktyabrya, Norilsk, to JSC NTEK electricity networks) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 6.*

*Resolution passed unanimously.*

*Re: Item 7*

*To approve related party transaction between the Company and JSC NTEK (Additional Agreement No. 23 to Motor Vehicle Lease Contract No. NN/1231-2005 dd. 06.09.2005 excluding driving and maintenance services) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 7.*

*Resolution passed unanimously.*

*Re: Item 8*

*To approve related party transaction between the Company and JSC TFC (Specification to Sales and Purchase Agreement No. 88-2485/10 dd. 16.12.2010) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 8.*

*Resolution passed unanimously.*

*Re: Item 9*

*To approve related party transaction between the Company and JSC NTEK (Services Contract for provision of Avraamy Zavenyagin tugboat for use) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 9.*

*Resolution passed unanimously.*

*Re: Item 10*

*To approve related party transaction between the Company and PJSC ROSBANK (Suretyship Agreement No. MOS/PR/028/16 for fulfillment by SGM LLC of its obligations related to loans repayment) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 10.*

*Resolution passed unanimously.*

*Re: Item 11*

*To approve related party transaction between the Company and PJSC ROSBANK (Suretyship Agreement No. MOS/PR/027/16 for fulfillment by JSC NordStar Airlines of its obligations related to loans repayment) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 11.*

*Resolution passed unanimously.*

*Re: Item 12*

*To approve related party transaction between the Company and Intergeoproject LLC (Addendum to Facility Agreement No. NN/765-2011 dd. 28.08.2011). Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 12.*

*Resolution passed unanimously.*

*Re: Item 13*

*To approve related party transaction between the Company and LUKOIL-AERO LLC (Additional Agreement No. 2 to Suretyship Agreement No. OC/NN/560-2012 dd. 10.07.2012). Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 13.*

*Resolution passed unanimously.*

*Re: Item 14*

*To approve related party transaction between the Company and JSC TFC (Specification to Sales and Purchase Agreement No. ZTF-35/07 dd. 24.07.2007) (TTK/133-dg dd. 17.07.2007) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 14.*

*Resolution passed unanimously.*

**Re: Item 15**

*To approve related party transaction between the Company and JSC TTK (Additional Agreement No. 4 Real Estate Lease Agreement No. 88-1831/11 dd. 04.08.2011) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 15.*

*Resolution passed unanimously.*

**Re: Item 16**

*To approve related party transaction between the Company and OJSC Yenisei River-Shipping Company (Cargo Transportation Contract) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 16.*

*Resolution passed unanimously.*

**Re: Item 17**

*To approve related party transaction between the Company and OJSC Yenisei River-Shipping Company (Crewed Vessel Lease Agreement) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 17.*

*Resolution passed unanimously.*

**Re: Item 18**

*To approve related party transaction between the Company and JSC Norilsk Combine (Request under Agency Agreement No. 88-1163/08 (No. 50-186/08) dd. 15.05.2008 for services involving disassembling of JSC Norilsk Combine facilities and removal of construction waste: 'Temporary facility at Vent-Skip Shaft No. 1, telpher rack' (inv. No. 19), 'Second hoisting facility building at Vent-Skip Shaft No. 1' (inv. No. 283). Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 18.*

*Resolution passed unanimously.*

**Re: Item 19**

*To approve related party transaction between the Company and JSC Norilsk Combine (Appendix to Instructions No. 19 to Agency Agreement No. 88-946/11 dd. 26.04.2011 (50-136/11 dd. 26.04.2011) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 19.*

*Resolution passed unanimously.*

**Re: Item 20**

*To approve related party transaction between the Company and Norilskpromtransport LLC (Specification No. 2016-06 to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annexes 20 and 21.*

*Resolution passed unanimously.*

**Re: Item 21**

*To approve related party transaction between the Company and Norilskpromtransport LLC (transfer of ownership right for movable property (lubricant injector with electrical drive; radial fan) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 22.*

*Resolution passed unanimously.*

**Re: Item 22**

*To approve related party transaction between the Company and Norilskpromtransport LLC (Specification to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 23.*

*Resolution passed unanimously.*

**Re: Item 23**

*To approve related party transaction between the Company and Norilsknickelremont LLC (Order for June 2016 to Sale and Purchase Agreement No. ZTF-26/07 dd. 03.07.2016) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annexes 24 and 25.*

*Resolution passed unanimously.*

**Re: Item 24**

*To approve 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 material terms of the transaction under approval can be found in Annexes 26 and 27.*

*Resolution passed unanimously.*

**Re: Item 25**

*To approve related party transaction between the Company and Norilsknickelremont LLC (services involving provision of conditions required to dismantle and put the Nickel Plant facilities on care and maintenance, as well as maintenance of Nickel Plant production facilities in satisfactory technical condition and provision of uninterruptible power supply to them) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 28.*

*Resolution passed unanimously.*

**Re: Item 26**

*To approve related party transaction between the Company and PCC LLC (Specification No. 51 to Inventories Sale 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 material terms of the transaction under approval can be found in Annex 29.*

*Resolution passed unanimously.*

**Re: Item 27**

*To approve related party transaction between the Company and PCC LLC (Amendments to Contract No. 88-311/16 dd. 14.04.2016) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 30.*

*Resolution passed unanimously.*

**Re: Item 28**

*To approve related party transaction between the Company and PCC LLC (Amendments to Contract No. 88-974/16 dd. 21.04.2016) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 31.*

*Resolution passed unanimously.*

**Re: Item 29**

*To approve related party transaction between the Company and Gipronickel Institute LLC (Contract No. 011/16-KS-DRRS for development of cost estimate, detailed design documentation, and calculations) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 32.*

*Resolution passed unanimously.*

**Re: Item 30**

*To approve related party transaction between the Company and Gipronickel Institute LLC (Contract No. 003/16-KR-UKhD for development of detailed design) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 33.*

*Resolution passed unanimously.*

**Re: Item 31**

*To approve related party transaction between the Company and Gipronickel Institute LLC (Contract No. 004/16-KR-UKhD for development of detailed design) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 34.*

*Resolution passed unanimously.*

**Re: Item 32**

*To approve Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 096/16-KR-UGM) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 35.*

*Resolution passed unanimously.*

*Re: Item 33*

*To approve Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 070/16-KR-UGM) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 36.*

*Resolution passed unanimously.*

*Re: Item 34*

*To approve Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 071/16-KR-UGM) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 37.*

*Resolution passed unanimously.*

*Re: Item 35*

*To approve Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 072/16-KR-UGM) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 38.*

*Resolution passed unanimously.*

*Re: Item 36*

*To approve related party transaction between the Company and Gipronickel Institute LLC (Works Agreement No. 019/16-KS-DRPM) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 39.*

*Resolution passed unanimously.*

*Re: Item 37*

*To approve related party transaction between the Company and Gipronickel Institute LLC (design works at the facilities of Skalisty and Komsomolsky mines) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 40.*

*Resolution passed unanimously.*

*Re: Item 38*

*To approve related party transaction between the Company and PCC LLC (Additional Agreement No. 1 Real Estate Lease Agreement No. 88-455/15 dd. 11.03.2016) Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 41.*

*Resolution passed unanimously.*

*Re: Item 39*

*To approve transaction between the Company and IPJSC Ingosstrakh (Certificate of insurance: insurance against risks related to the Company's liability in respect of Avraamy Zavenyagin tugboat). Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 42.*

*Resolution passed unanimously.*

*Re: Item 40*

*To approve transaction between the Company and IPJSC Ingosstrakh (Certificate of insurance: property and liability insurance in respect of Avraamy Zavenyagin tugboat). Information on the subject matter, price, and material terms of the transaction under approval can be found in Annex 43.*

*Resolution passed unanimously.*

3. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **09.09.2016**.

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: **12.09.2016, MoM No. GMK/34-pr-sd.**

**Director of**  
**Corporate Relations Department**  
(Power of Attorney No. GMK-115/173-nt dd. 15.10.2015)

***N.Yu. Yurchenko***

***September 12, 2016***