

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

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>http://www.e-disclosure.ru/portal/company.aspx?id=564 https://www.nornickel.ru/investors/disclosure/nornickel-disclosure/</i>
1.8. The date of the event (material fact) in respect of which the statement was made (if applicable)	<i>14/05/2020</i>
2. Subject matter	
Convening the issuer's general meeting of shareholders and resolutions adopted at the issuer's general meeting of shareholders	
<p>Type of the general meeting of shareholders of the issuer (annual (ordinary), extraordinary): <i>annual (ordinary)</i>; <i>annual (ordinary)</i>.</p> <p>Form of the general meeting of shareholders (in-person meeting or voting in absentia): <i>voting in absentia</i>.</p> <p><i>The Annual General Meeting of Shareholders is conducted in-absentia in accordance with Federal Law 50-FZ dd. 18/03/2020 and as per PJSC MMC Norilsk Nickel Board of Directors resolution dd. 07/04/2020 (MoM No GMK/10-pr-sd dd. 07/04/2020).</i></p> <p>Date of convening the issuer's general meeting of shareholders: <i>May 13, 2020</i>;</p> <p>Final date for acceptance of voting ballots: <i>May 13, 2020</i>;</p> <p>Postal address for mailing voting ballots: <i>107076, Moscow 18/13 ul. Stromynka, JSC IRC – R.O.S.T.</i>;</p> <p>Website on Internet data telecommunications network to host the digital ballots: <i>https://lk.rrost.ru/Nornik</i></p> <p>Quorum of the general meeting of shareholders: <i>re: item 1 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 2 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 3 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 4 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 5 on the agenda 1,625,528,361 (79.01688%);</i> <i>re: item 6 on the agenda 126,691,527 (80.06066%);</i> <i>re: item 7 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 8 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 9 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 10 on the agenda 126,691,527 (80.06013%);</i> <i>re: item 11 on the agenda 126,691,527 (quorate);</i> <i>re: item 12 on the agenda 126,691,527 (quorate).</i></p> <p>Agenda of the issuer's general meeting of shareholders:</p> <ol style="list-style-type: none"> <i>1. Approval of the 2019 Annual Report of PJSC MMC Norilsk Nickel.</i> <i>2. Approval of the 2019 Annual Accounting (Financial) Statements of PJSC MMC Norilsk Nickel.</i> <i>3. Approval of 2019 PJSC MMC Norilsk Nickel consolidated financial statements.</i> <i>4. Distribution of profit of PJSC MMC Norilsk Nickel for 2019, including payment (declaration) of dividends, based on the results of 2019.</i> <i>5. Election of members of the Board of Directors of PJSC MMC Norilsk Nickel</i> <i>6. Election of members of the Audit Commission of PJSC MMC Norilsk Nickel.</i> 	

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 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*

Voting results for the quorate agenda items of the general meeting of shareholders and wording of the resolutions adopted at the general meeting of shareholders on the agenda items:

Item 1.

To approve 2019 report of PJSC MMC Norilsk Nickel

IN FAVOR - 126,467,922 (99.82350%)

AGAINST - 62,564 (0.04938%)

ABSTAINED - 154,168 (0.12169%)

Item 2.

To approve the 2019 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel.

IN FAVOR - 126,465,804 (99.82183%)

AGAINST - 62,659 (0.04946%)

ABSTAINED - 155,568 (0.12279%)

Item 3.

To approve the 2019 PJSC MMC Norilsk Nickel consolidate financial statements.

IN FAVOR - 126,483,455 (99.83576%)

AGAINST - 40,523 (0.03199%)

ABSTAINED - 157,515 (0.12433%)

Item 4.

1. Approve the distribution of profit of PJSC MMC Norilsk Nickel in 2019 in accordance with the recommendation of the Board of Directors of PJSC MMC Norilsk Nickel, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with the motivated position of the Board of Directors of PJSC MMC Norilsk Nickel on the items of the agenda of Annual General Meeting of shareholders of PJSC MMC Norilsk Nickel.

2. Pay monetary dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2019 months of 2016 in cash in the amount of RUB 557.20 per an ordinary share.

3. May 25, 2020 as the record date for determining persons eligible to receive the dividends.

IN FAVOR - 126,682,340 (99.99275%)

AGAINST - 2,623 (0.00207%)

ABSTAINED - 4,029 (0.00318%)

Item 5.

To elect as members of the Board of Directors:

1. **Nikolai Pavlovich Abramov**
2. **Sergey Valentinovich Barbashev**
3. **Sergey Leonidovich Batekhin**
4. **Alexey Vladimirovich Bashkirov**
5. **Sergey Borisovich Bratukhin**
6. **Sergey Nikolaevich Volk**
7. **Marianna Alexandrovna Zakharova**

8. *Roger Llewelyn Munnings*
9. *Gareth Peter Penny*
10. *Maxim Vladimirovich Poletaev*
11. *Vyacheslav Alexeevich Solomin*
12. *Evgeny Arkadievich Schwartz*
13. *Robert Willem John Edwards*

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

IN FAVOR of candidates:

<i>1. Nikolai Pavlovich Abramov</i>	<i>172,095,759</i>	<i>(10.58707%)</i>
<i>2. Sergey Valentinovich Barbashev</i>	<i>115,881,894</i>	<i>(7.12888%)</i>
<i>3. Sergey Leonidovich Batekhin</i>	<i>114,021,209</i>	<i>(7.01441%)</i>
<i>4. Alexey Vladimirovich Bashkirov</i>	<i>114,088,351</i>	<i>(7.01854%)</i>
<i>5. Sergey Borisovich Bratukhin</i>	<i>120,948,880</i>	<i>(7.44059%)</i>
<i>6. Sergey Nikolaevich Volk</i>	<i>160,139,780</i>	<i>(9.85155%)</i>
<i>7. Marianna Alexandrovna Zakharova</i>	<i>115,704,605</i>	<i>(7.11797%)</i>
<i>8. Roger Llewelyn Munnings</i>	<i>65,058,026</i>	<i>(4.00227%)</i>
<i>9. Gareth Peter Penny</i>	<i>122,746,873</i>	<i>(7.55120%)</i>
<i>10. Maxim Vladimirovich Poletaev</i>	<i>113,523,486</i>	<i>(6.98379%)</i>
<i>11. Vyacheslav Alexeevich Solomin</i>	<i>113,971,866</i>	<i>(7.01137%)</i>
<i>12. Evgeny Arkadievich Schwartz</i>	<i>171,003,487</i>	<i>(10.51987%)</i>
<i>13. Robert Willem John Edwards</i>	<i>123,247,935</i>	<i>(7.58202%)</i>

AGAINST ALL THE CANDIDATES - 139,633 (0.00859%)

ABSTAINED WITH REGARD TO ALL THE CANDIDATES - 1,246,817 (0.07670%)

Item 6.

Election of the members of Internal Audit Commission:

- 1. Alexey Sergeevich Dzybalov*
- 2. Anna Viktorovna Masalova*
- 3. Svanidze Georgiy Eduardovich*
- 4. Vladimir Nikolaevich Shilkov.*
- 5. Elena Alexandrovna Yanevich*

Results of the vote:

Alexey Sergeevich Dzybalov

IN FAVOR - 126,277,610 (99.67%)

AGAINST - 175,223 (0.14%)

ABSTAINED - 118,123 (0.09%)

Anna Viktorovna Masalova

IN FAVOR - 126,417,729 (99.78%)

AGAINST - 31,397 (0.02%)

ABSTAINED - 112,544 (0.09%)

Georgiy Eduardovich Svanidze

IN FAVOR - 126,264,265 (99.66%)

AGAINST - 183,441 (0.14%)

ABSTAINED - 117,127 (0.09%)

Vladimir Nikolaevich Shilkov

IN FAVOR - 126,417,456 (99.78%)

AGAINST - 32,462 (0.03%)

ABSTAINED - 116,057 (0.09%)

Elena Alexandrovna Yanevich

IN FAVOR - 126,323,932 (99.71%)

AGAINST - 143,880 (0.11%)

ABSTAINED - 91,602 (0.07%)

Item 7.

To approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2020.

IN FAVOR - 124,542,326 (98.30359%)

AGAINST - 2,108,636 (1.66439%)

ABSTAINED - 30,200 (0.02384%)

Item 8.

To approve JSC KPMG as Auditor of Consolidated Financial Statements of PJSC MMC Norilsk Nickel for 2020 and Interim Consolidated Financial Statements for the first half of 2020;

IN FAVOR - 124,536,101 (98.29868%)

AGAINST - 2,112,965 (1.66780%)

ABSTAINED - 30,731 (0.02426%)

Item 9.

9.1. To approve the new revision of the Remuneration Policy for members of the Board of Directors of PJSC MMC Norilsk Nickel.

9.2. To establish that Members of the Board of Directors of PJSC MMC Norilsk Nickel shall be remunerated, and their expenses related to the performance of their duties shall be reimbursed in accordance with the Policy of Remuneration of Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by this resolution).

9.3. Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this meeting, shall be paid a fee and reimbursed expenses associated with the performance of his duties, and maintained his accident insurance, in the following amounts and following procedures:

9.3.1. remuneration shall be USD 1,000,000 (one million) per annum, payable on a quarterly basis in equal amounts in RUB at the rate set by the Central Bank of the Russian Federation on the last business day of the accounting quarter. The amount shown above shall be after taxes in accordance with effective laws of the Russian Federation. The aforementioned remuneration shall be payable from the day of election of the Director as the Chairman of the Board of Directors until the date, on which his term of office as the Chairman of the Board of Directors expires;

9.3.2. if the person, elected as the Chairman of the Board of Directors first meeting of the Board of Directors held after this meeting, is not elected as the member of the Board of Directors at the 2020 year-end Annual General Meeting of the shareholders and Chairman of the newly elected Board of Directors or if his office as the Chairman of the Board of Directors will terminate before the 2020 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 2,000,000.00 less amount of the remuneration received by him for execution of the Chairman of the Board of Directors duties from the date of his election at the first meeting of the Board of Directors held after this meeting. The aforementioned additional remuneration is payable on a quarterly basis in equal amounts up to June 10, 2022 in RUB at the exchange rate of the Central Bank of the Russian Federation on the last business day of the reporting quarter. The amount shown above shall be after tax in accordance with the effective RF law. If he is re-elected as Chairman of the Board of Directors by the subsequent Annual General Meeting of

Shareholders before the 2021 year-end, the remuneration for serving as Chairman of the Board of Directors provided in sub-paragraph 3.1 of this paragraph, shall not be payable.

9.3.3. In accordance with Remuneration Policy for members of the Board of Directors of PJSC MMC Norilsk Nickel approved by this resolution, it is proposed to remunerate Chairman of the Board of Directors and reimburse their documented and proved expenses related to the performance of their duties;

9.3.4. PJSC MMC Norilsk Nickel shall at its own expense provide life insurance for the Chairman of the Board of Directors against the following risk in the performance of official duties:

- "Accidental death" and "serious bodily injury in an accident" (or disability resulting from an accident) per risk and in aggregate through the term of insurance with a coverage in the amount of at least USD 3,000,000 (three million);

"Injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000 (one hundred thousand).

IN FAVOR - 108,601,996 (85.72160%)

AGAINST - 17,911,449 (14.13784%)

ABSTAINED - 145,230 (0.11463 %)

Item 10.

Set the remuneration to an Audit Commission member of PJSC MMC Norilsk Nickel not employed by the Company in the amount of RUB 1,800,000 (one million eight hundred thousand) per annum before taxes. payable in equal amounts twice per year. The above amount is shown before taxes, in accordance with applicable laws of the Russian Federation.

IN FAVOR - 126,505,115 (99.85286%)

AGAINST - 45,450 (0.03588%)

ABSTAINED - 129,419 (0.10215%)

Item 11.

To authorize associated transactions which represent related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel, the subject matter of which implies the obligation of PJSC MMC Norilsk Nickel to indemnify the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for any and all losses which the above-mentioned persons may incur as a result of their election to the above-mentioned positions with PJSC MMC Norilsk Nickel to the amount of no more than USD 115,000,000 (one hundred fifteen million) each.

IN FAVOR - 125,956,623 (99.41993%)

AGAINST - 565,219 (0.44614%)

ABSTAINED - 157,583 (0.12438%)

Item 12.

To approve PJSC MMC Norilsk Nickel's entry into transactions for liability insurance of members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and other officers of the Company and its subsidiaries if they constitute related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel, which are beneficiaries in the transaction, entered into with a Russian insurance company for a one-year term with a total limit of limit of liability (insurance coverage) including all the individual coverages and extensions (excluding the cases stipulated by the Insurance Agreement) in the amount of USD 150,000,000 and the insurance premium paid by PJSC MMC up to USD 1,500,000. If, due to the market circumstances in which PJSC MMC Norilsk Nickel finds itself as of the transaction date, the insurance coverage may not be set at USD 150,000,000, the insurance agreement shall be entered into with the highest available coverage amount on reasonable market terms.

IN FAVOR - 126,007,389 (99.46000%)

AGAINST - 504,405 (0.39814%)

ABSTAINED - 168,858 (0.13328%)

Date and number of the minutes of the issuer's general meeting: **May 14, 2020, MoM No. 1.**

Identification characteristics of shares, holders of which are eligible to participate in the general meeting of shareholder:

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

state registration reference of the securities issue and the date of state **registration: issue state registration reference 1-01-40155-F, registered on 12/12/2006;**

International Securities Identification Number (ISIN): **RU0007288411.**

Corporate Relations Department, Director

(Power of Attorney No. GMK-115/171-nt dd. 16/12/2019)

Yurchenko

N.Yu.

May 14, 2020