

**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>102840000298</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 22/12/2016. 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>  <i>To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 1.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 2</b>  <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Research and Engineering Service Agreement No. 021-3548). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 2.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 3</b>  <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Work Contract No. 024/16-KS-DRPM). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 3.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 4</b>  <i>To approve the related party transaction between the Company and PCC LLC (services for fire fighting and fire prevention). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 4.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 5</b>  <i>To approve the related party transaction between the Company and JSC TFC (services for fire fighting and fire prevention). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 5.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 6</b></p>	

*To approve the related party transaction between the Company and JSC NTEK (services for fire prevention and fire safety condition inspection). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 6.*

*Resolution passed unanimously.*

*Re: Item 7*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (services for fire prevention). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 7.*

*Resolution passed unanimously.*

*Re: Item 8*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 8.*

*Resolution passed unanimously.*

*Re: Item 9*

*To approve the 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'). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 9.*

*Resolution passed unanimously.*

*Re: Item 10*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (services for technical maintenance of compressors and controls of main fan systems). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 10.*

*Resolution passed unanimously.*

*Re: Item 11*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 11.*

*Resolution passed unanimously.*

*Re: Item 12*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (services for railway car weighing). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 12.*

*Resolution passed unanimously.*

*Re: Item 13*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (services for mine water treatment). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 13.*

*Resolution passed unanimously.*

*Re: Item 14*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 3 to Contract No. 88-48/14 dd. 24/01/2014). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 14.*

*Resolution passed unanimously.*

*Re: Item 15*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 2 to Contract No. 88-287/15 dd. 18/02/2015). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 15.*

*Resolution passed unanimously.*

*Re: Item 16*

*To approve the related party transaction between the Company and PCC LLC (Supply Agreement for 7 items). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 16.*

*Resolution passed unanimously.*

*Re: Item 17*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Sales and Purchase Agreement for forklift). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 17.*

*Resolution passed unanimously.*

*Re: Item 18*

*To approve the related party transaction between the Company and PCC LLC (permafrost engineering survey of the facilities). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 18.*

*Resolution passed unanimously.*

*Re: Item 19*

*To approve the related party transaction between the Company and Severny Gorod Media Company LLC (permafrost engineering survey of the facilities). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 19.*

*Resolution passed unanimously.*

*Re: Item 20*

*To approve the related party transaction between the Company and JSC Norilsk Combine (permafrost engineering survey of the facilities). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 20.*

*Resolution passed unanimously.*

*Re: Item 21*

*To approve the related party transaction between the Company and JSC NTEK (permafrost engineering survey of the facilities). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 21.*

*Resolution passed unanimously.*

*Re: Item 22*

*To approve the related party transaction between the Company and JSC TFC (permafrost engineering survey of the facilities). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 22.*

*Resolution passed unanimously.*

*Re: Item 23*

*To approve the related party transaction between the Company and JSC NTEK (morphometric measurement services for water facilities). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 23.*

*Resolution passed unanimously.*

*Re: Item 24*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 24.*

*Resolution passed unanimously.*

*Re: Item 25*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 25.*

*Resolution passed unanimously.*

*Re: Item 26*

*To approve the related party transaction between the Company and North-West Broadcasting LLC (Fee-Based Advertising Services Contract). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 26.*

*Resolution passed unanimously.*

*Re: Item 27*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Loan Facility Agreement for RUB 15,000,000). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 27.*

*Resolution passed unanimously.*

*Re: Item 28*

*To approve the related party transaction between the Company and JSC Kola MMC (Loan Facility Agreement for RUB 500,000,000). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 28.*

*Resolution passed unanimously.*

*Re: Item 29*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: four ChMZAP-99874 container chassis). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 29.*

*Resolution passed unanimously.*

*Re: Item 30*

*To approve the related party transaction between the Company and JSC Norilsk Combine (Specification to Sales and Purchase Agreement No. 88-1787/10 dd. 15/09/2010). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 30.*

*Resolution passed unanimously.*

*Re: Item 31*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 31.*

*Resolution passed unanimously.*

*Re: Item 32*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 32.*

*Resolution passed unanimously.*

*Re: Item 33*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 33.*

*Resolution passed unanimously.*

*Re: Item 34*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 34.*

*Resolution passed unanimously.*

*Re: Item 35*

*To approve the related party transaction between the Company and JSC Taimyrtransgaz (services for accounting information processing). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 35.*

*Resolution passed unanimously.*

*Re: Item 36*

*To approve the related party transaction between the Company and JSC Taimyrgaz (services for accounting information processing). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 36.*

*Resolution passed unanimously.*

*Re: Item 37*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 13 to Contract No. 88-1886/10 dd. 30/09/2010). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 37.*

*Resolution passed unanimously.*

*Re: Item 38*

*To approve the 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). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 38.*

*Resolution passed unanimously.*

*Re: Item 39*

*To approve the transaction between the Company and Rostec State Corporation (Copper-Containing Materials Sales and Purchase Agreement). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 39.*

*Resolution passed unanimously.*

*Re: Item 40*

*To approve the transaction between the Company and JSC UniCredit Bank, whereby the parties introduce amendments to Loan Facility Agreement No. 001/0296L/14 (NN/299-2014) dd. 01/04/2014 (Addendum to the Agreement). Information on material terms of the transaction under approval can be found in Annex 40.*

*Resolution passed unanimously.*

3. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **22/12/2016**.

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: **23/12/2016, MoM No. GMK/48-pr-sd.**

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

*N.Yu.*

*December 23, 2016*