

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>http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/investoram/raskrytie-informaczii</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 21.07.2016. 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><i>Re: Item 1</i></p> <p><i>To approve the related party transaction between the Company and OJSC Norilskgazprom (Addendum to Facility Agreement No. NN/805-2011 dd. 06.09.2011). Information on the subject matter, price and other material terms of the transaction under approval can be found in Annex 1.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: Item 2</i></p> <p><i>To approve the related party transaction between the Company and JSC TFC (Addendum to Facility Agreement No. NN/749-2012 dd. 14.09.2012). Information on the subject matter, costs and other material terms of the transaction under approval can be found in Annex 2.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: Item 3</i></p> <p><i>To approve the related party transaction between the Company and Severniy Gorod Media Company LLC (Agreement for Transfer of Founder Rights to Media Outlet: 'Tsvetnye Metally' ('Non-Ferrous Metals') magazine). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 3.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: Item 4</i></p> <p><i>To approve the related party transaction between the Company and Severniy Gorod Media Company LLC (Agreement for Transfer of Founder Rights to Media Outlet: 'Govrniy Zhurnal' ('Non-Ferrous Metals') magazine). Information on the subject matter, costs and other material terms of the transaction under approval can be found in Annex 4.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: Item 5</i></p> <p><i>To approve the related party transaction between the Company and Norilsknickelremont LLC (translation/interpretation services). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annex 5.</i></p> <p><i>Resolution passed unanimously.</i></p>	

Re: Item 6

To approve the related party transaction between the Company and Norilskpromtransport LLC (Specifications to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007). 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 JSC NTEK (Specifications to Sales and Purchase Agreement No. 88-2648/10 dd. 28.12.2010). 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 Norilsknickelremont LLC (works to adjust software and technical documentation). 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 Norilsknickelremont LLC (development of technical documentation and software utilities under project: Adjustments of software and mathematical programs for cage-winding plants control system at Ventilation/Backfilling Shaft No. 1, Skalistaya shaft, Komsomolsky Mine). 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 preparation of premises, provision of music and illumination for a celebration). 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 PCC LLC (Addendum No 1 to Fee-Based Services Contract No 88/16 dd. 13.01.2016 (ZSK NSHST-2060/15 dd. 29.12.2015). 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 Corporate By-Law in accordance with Annex 12.

Resolution passed unanimously.

Re: Item 13

To approve the related party transaction between the Company and Norilsknickelremont LLC (Instructions No. 2 to Brokerage Agreement No. 88-2407/14 dd. 09.09.2014). 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 Norilskpromtransport LLC (Specifications No 2016-04 to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 14 and 15.

Resolution passed unanimously.

Re: Item 15

To approve the related party transaction between the Company and JSC NTEK (Addendum No 5 to Contract No ZTF-256/12 dd. 01.08.2012). 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 16

To approve the related party transaction between the Company and PCC LLC (Specification No 2016-04 to Supply Contract No 88-2656/10 dd. 28.12.2010 (ZSK-02-623/10 dd. 13.12.2010). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 17 and 18.

Resolution passed unanimously.

Re: Item 17

To approve the related party transaction between the Company and JSC NTEK (Specification No 2016-04 to Sales and Purchase Agreement No. 88-2648/10 dd. 28.12.2010). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 19 and 20.

Resolution passed unanimously.

Re: Item 18

To approve the related party transaction between the Company and OJSC Norilskgazprom (Sales of Goods (Basalt (Rock) (size 0-500)). 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 19

To approve the 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, prices and other material terms of the transaction under approval can be found in Annexes 22 and 23.

Resolution passed unanimously.

Re: Item 20

To approve the related party transaction between the Company and JSC NTEK (Specification No 2016-05 to Sales and Purchase Agreement No. 88-2648/10 dd. 28.12.2010). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 24 and 25.

Resolution passed unanimously.

Re: Item 21

To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No 008/16-KS-DRPO for development of cost estimate documentation). 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 22

To approve the related party transaction between the Company and Gipronickel Institute LLC (development of cost estimate documentation and reference design documentation for non-standard equipment). 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 23

To approve the related party transaction between the Company and Norilsknickelremont LLC (Specification No 2016-05 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, prices and other material terms of the transaction under approval can be found in Annexes 28 and 29.

Resolution passed unanimously.

Re: Item 24

To approve the related party transaction between the Company and Norilskpromtransport LLC (Specifications No 2016-05 to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 30 and 31.

Resolution passed unanimously.

Re: Item 25

To approve the related party transaction between the Company and JSC TFC(Addendum No 1 to Fee-Based Services Contract No. 88-955/13 dd. 24.04.2013). 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 26

To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No 5 to Contract No ZTF-263/12 dd. 01.08.2012). 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 27

To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications to Sales and Purchase Agreement No. ZTF-136/07 dd. 18.10.2007 (NNR-450/953 dd. 22.05.2007). 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 28

To approve the related party transaction between the Company and Norilsknickelremont LLC (Fee-Based Medical Services Contract). 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 29

To approve the transaction between the Company and IPJSC Ingosstrakh (Insurance Policy (insurance against risks related to liability in respect of vessels). 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 30

To approve the related party transaction between the Company and PCC LLC (Specification No 2016-05 to Supply Contract No 88-2656/10 dd. 28.12.2010 (ZSK-02-623/10 dd. 13.12.2010). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 37 and 38.

Resolution passed unanimously.

Re: Item 31

To approve the related party transaction between the Company and OJSC Norilskgazprom (Sales of Goods (Crushed Rock) (size 20-40). 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 32

*To approve the resolution of a sole shareholder in JSC Kola MMC - PJSC MMC Norilsk Nickel re:
- Approval of the new revision of Articles of Association of JSC Kola MMC (revision No. 7).*

in accordance with Annex 40.

Resolution passed unanimously.

Re: Item 33

At the meeting of shareholders of Intergeoproekt LLC to instruct a representative of the Company to vote on the agenda item:

- Approval of the new revision of Articles of Association of Intergeoproekt LLC (revision No. 10) with the resolution worded as follows:

To approve the new revision of Articles of Association of Intergeoproekt LLC (revision No. 10) in accordance with the Annex.

- IN FAVOR.

Articles of Association of Intergeoproekt LLC (revision No. 10) serves as Annex 41 to the Minutes of the Meeting of the Board of Directors.

Resolution passed unanimously.

Re: Item 34

To approve the resolution of a sole shareholder in Gipronickel Institute LLC - PJSC MMC Norilsk Nickel re:

- Approval of the new revision of Articles of Association of Gipronickel Institute LLC (revision No. 7).

in accordance with Annex 42.

Resolution passed unanimously.

Re: Item 35

To amend the tentative list of non-core assets for sale (either in full or in part) in 2014-2015.

Resolution passed unanimously.

3. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: 21.07.2016.

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: 22.07.2016, MoM No. GMK/26-pr-sd.

Corporate Relations Department, Director

(Power of Attorney No. GMK-115/173-nt dd. 15.10.2015)

Yurchenko

N.Yu.

July 22, 2016