

**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="https://www.nornickel.ru/investors/disclosure/nornickel-disclosure/">https://www.nornickel.ru/investors/disclosure/nornickel-disclosure/</a></i>
1.8 The date of the event (material fact) in respect of which the statement was made (if applicable)	<i>20/08/2019.</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 20/08/2019. 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>Approve the Company's interim consolidated IFRS financial results for the first half of 2019 ending on June 30, 2018.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: Item 2</i></p> <p><i>1. To recommend to the Extraordinary General Meeting of Shareholders of the Company to approve payment of dividends on ordinary registered shares of the Company based on the results for the first half of 2019 in the amount of RUB 883.93 per ordinary share.</i></p> <p><i>2. To recommend to the Extraordinary General Meeting of Shareholders of the Company to set October 7, 2019 as the date, as of which the entities receiving dividends will have been determined.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re: Item 3</i></p> <p><i>To convene the Extraordinary General Meeting of Shareholders of the Company (hereinafter, the EGM) and to establish that:</i></p> <p><i>1) the EGM shall be held on September 26, 2019;</i></p> <p><i>2) the form of the EGM: in-absentia meeting;</i></p> <p><i>3) final date for acceptance of voting ballots: September 26, 2019;</i></p> <p><i>4) completed ballots for voting at the AGM shall be sent to the following postal address: 107996 Moscow, 18/13 ul. Stromynka, JSC IRC – R.O.S.T.;</i></p> <p><i>5) digital ballots for voting at the EGM shall be available for shareholders on a website on the Internet data telecommunications network. The website: <a href="https://lk.rrost.ru/Nornik">https://lk.rrost.ru/Nornik</a>;</i></p>	

6) the date for making the list of the persons entitled to attend the General Meeting shall be September 2, 2019;

7) the agenda of the General Meeting:

*Payment (declaration) of dividends on shares of PJSC MMC Norilsk Nickel for the first half of 2019.*

8) the procedure for notifying the shareholders of the convening the AGM shall be as follows:

*Notice on Convening the Extraordinary General Meeting of the Shareholders, provided in Annex 1, not later than August 23, 2019:*

*- shall be published in newspapers 'Rossiyskaya Gazeta', 'Taimyr', 'Krasnoyarsky Rabochy' (Krasnoyarsk), and 'Kolsky Nickel' (Monchegorsk),*

*- shall be posted in the internet on the Company's website: <http://www.nornik.ru>;*

9) the following list of information (materials) shall be provided to shareholders in the course of preparation to the EGM:

*– Report of the Board of Directors of the Company, outlining a reasoned viewpoint of the Company Board of Directors on the item of the agenda for the Extraordinary General Shareholders' Meeting;*

*draft resolutions of the Extraordinary General Meeting of the Shareholders of the Company;*

*– voting ballot for the Extraordinary General Meeting of the Shareholders of the Company.*

10) information (materials) shall be provided to shareholders in the course of preparation to the EGM, as follows:

*- persons eligible to participate in the EGM shall have access to the information (materials) after September 6, 2019, every business day from 10 am to 5 pm (local time), at the addresses specified in the EGM notice;*

*- the above information (materials) are also available on the corporate website on the Internet: <http://www.nornik.ru>, and sent in digital form (in the form of electronic documents) to the Company's registrar for further informing the persons eligible to participate in the AGM, in accordance with securities laws of the Russian Federation;*

*11) the form and text of the ballot for voting at the EGM as per Annex 2, as well as wording of the resolution on the EGM agenda item shall be sent in electronic format (as electronic documents) to nominee shareholders registered in the Company's shareholder register, as per Annex 3;*

*12) the secretary of the EGM shall be Pavel Evgenyevich Platov, Corporate Secretary.*

*Resolution passed unanimously.*

*Re: Item 4*

*To approve Report of the Board of Directors of the Company, outlining a reasoned viewpoint of the Company Board of Directors on the item of the agenda for the Extraordinary General Shareholders' Meeting as per Annex 4.*

*Resolution passed unanimously.*

3. identification characteristics of the Issuer's issue-grade securities:

type, category (kind), series of securities uncertificated 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.

4. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **20/08/2019.**

5. Date and reference number of the Minutes of the Meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **20/08/2019, MoM No. GMK/24-pr-sd.**

*Share Capital Manager  
Corporate Relations Department*

(Power of Attorney No. GMK-115/347-nt dd. 28/12/2018)  
**Raychenko**

**M.A.**

**August 20, 2019**