



# **NORILSK NICKEL**

MINING AND METALLURGICAL COMPANY  
JOINT STOCK COMPANY

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## **NOTICE**

### **on convening an Annual General Meeting of the shareholders**

### **of Mining & Metallurgical Company Norilsk Nickel Public Joint Stock Company**

Dudinka, Krasnoyarsk Territory, Russian Federation.

#### ***DEAR SHAREHOLDERS!***

Annual General Meeting of the shareholders of PJSC MMC Norilsk Nickel will be held on June 10, 2016 in Bolshoi Petrovsky hall of PRESIDENT HOTEL at the following address: 24 Bolshaya Yakimanka str., Moscow. In accordance with p.7 of Article 53 of the Federal Law on Joint-Stock Companies, items were included in the Agenda at the discretion of the Company's Board of Directors.

The form of the Annual General Meeting of the Company's shareholders is meeting (joint presence of shareholders).

Registration of shareholders will begin at 11:00 (local time).

The Annual General Meeting of the Company's shareholders will begin at 13:00 (local time).

#### **A G E N D A :**

- 1. Approval of the annual report of PJSC MMC Norilsk Nickel for 2015.**
- 2. Approval of annual financial statements of PJSC MMC Norilsk Nickel for 2015.**
- 3. Approval of 2015 consolidated financial statements of PJSC MMC Norilsk Nickel.**
- 4. Distribution of profit of PJSC MMC Norilsk Nickel for 2015, including payment (announcement) of dividends, based on the results of 2015 year.**
- 5. Election of members of the Board of Directors of PJSC MMC Norilsk Nickel.**
- 6. Election of members of the Internal Audit Commission of PJSC MMC Norilsk Nickel.**
- 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 Internal 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.
13. Related party transaction between the Company and JSC NORMETIMPEX (Order to Commission Agreement No NN/1001-2009 dd. 21.12.2009).

### The Company's Board of Directors hereby informs of the following:

- Pursuant to Art. 56, par.1 of the Federal Law On Joint Stock Companies, JSC Independent Registrar Company will perform the functions of the Counting Commission of the Company;
- The record list of persons eligible to participate in the Annual General meeting is compiled based on the Register of the Company shareholders as of May 11, 2016;
- Registration of shareholders or their proxies will start at 11:00 (local time), June 10, in Bolshoi Petrovsky hall of PRESIDENT HOTEL at the address: 24 Bolshaya Yakimanka str., Moscow;
- Registration of persons, who are eligible to participate in the general meeting but did not register to participate in the general meeting prior to its opening, shall not end before the end of discussion on the last item of the agenda, for which quorum is present;
- The Company does not provide for shareholders' transportation to the place of meeting;
- If a shareholder cannot attend the meeting at the location where it is held, such shareholder may participate in voting at the Annual General Meeting of the Company's Shareholders as follows:
  - ⇒ **by sending a completed and signed voting ballot to the following address:**
    - \* 121108, Moscow, Ivana Franko str., bld. 8., JSC Independent Registrar Company
  - ⇒ **or by delivering it in person to one of the following addresses:**
    - \* JSC Independent Registrar Company, 8 Ivan Franco str., Moscow 121108, tel.: (495) 926-81-60;
    - \* Norilsk branch of the JSC Independent Registrar Company, 16 Leninsky pr., Norilsk, 663305, tel.: (3919) 42-21-51;
    - \* St.-Petersburg branch of the JSC Independent Registrar Company, 6 Belovodsky lane, Saint Petersburg, 194044, tel.: (812) 541-8248;
    - \* Krasnoyarsk branch of JSC Independent Registrar Company, 113 Lenin str., office 205, Krasnoyarsk 660017, tel.: (391)274-60-73/63;
    - \* JSC Kola MMC, 1a pr. Metallurgov, room 311, Monchegorsk, 184511, tel.: (81536) 7-71-25;
    - \* JSC Kola MMC, 4a Leningradskaya str., room 9, Zapolarny (Nickel), 184430, tel.: (81554) 3-89-18.
- Only ballots received by the Company (at the above addresses) not later than 2 days prior to the day of the meeting shall be counted in establishing the quorum of the Annual General meeting of the shareholders and in the vote count;
- When registering for participation in the meeting:
  - Physical persons shall present identification documents to the Counting Commission;

- Legal persons shall confer documents confirming the authority of the person representing such entity without a power of attorney;
  - Representatives of shareholders which are authorized by federal laws or decrees from duly authorized state or local agencies shall deliver a document confirming such appointment to the Counting Commission;
  - Representatives on behalf of persons eligible to participate in the meeting shall deliver a duly executed and notarized power of attorney for voting to the Counting Commission;
  - Legal successors entitled to participate in the meeting shall deliver documents confirming their authority to the Counting Commission.
- In compliance with the applicable law, the shareholders shall be given an opportunity to review the materials subject to consideration at the Annual General Meeting of shareholders at all the addresses specified for personal delivery of the ballots between 10.00 and 17.00 (local time) on working days starting from May 20, 2016. The materials will be available on the corporate website of the Company in the internet telecommunications network: <http://www.nornik.ru>, as well as at the venue of the Annual General Meeting for all participants.

**The Board of Directors of PJSC MMC Norilsk Nickel**