

**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>05/04/2019.</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 05/04/2019. The meeting is quorate.</i></p> <p>2. Resolutions adopted by the Board of Directors and the results of voting on the agenda items:  <b>Re: Item 1</b></p> <p><b>1. To include the following persons into the list of nominees to the Board of Directors of PJSC MMC Norilsk Nickel:</b></p> <p><i>Barbashev Sergey Valentinovich First Vice President – Corporate Security, member of the Management Board, PJSC MMC Norilsk Nickel;</i></p> <p><i>- Alexey Vladimirovich Bashkirov, Deputy CEO for Investments, Chairman of the Management Board, INTERROS Holding Company LLC; Managing Director, Winter Capital Advisors LLC;</i></p> <p><i>- Sergey Borisovich Bratukhin, President, CIS Investment Advisors LLC;</i></p> <p><i>- Andrey Yevgenyevich Bougrov, Senior Vice-President, PJSC MMC Norilsk Nickel;</i></p> <p><i>- Sergei Nikolaevich Volk - Senior Banker, PJSC Sberbank of Russia;</i></p> <p><i>- Marianna Alexandrovna Zakharova, First Vice-president - General Counsel, member of PJSC MMC Norilsk Nickel Management Board;</i></p> <p><i>- Stalbek Stepanovich Mishakov Advisor to President, CJSC RUSAL Global Management B.V.</i></p> <p><i>Gareth Peter Penny Non-Executive Chairman of the Board of Directors, Edcon Holdings Limited; Non-Executive Director, Julius Baer Holding Ltd.; member of the Board of Directors, Amulet Diamond Corp.</i></p> <p><i>- Maxim Vladimirovich Poletaev - Advisor to President, PJSC Sberbank of Russia;</i></p> <p><i>- Vyacheslav Alexeevich Solomin - Executive Director, En+ Management LLC;</i></p> <p><i>- Evgeny Arkadievich Schwartz Director for Conservation Policy, WWF Russia;</i></p> <p><i>Robert Willem John Edwards - Independent Non-Executive Director, Chaarat Gold Holdings Ltd; Director, Scriptfert New Zealand Ltd (pvt); Principal, Highcross Resources Ltd.</i></p> <p><b>Resolution passed unanimously.</b></p> <p><b>2. To include the following persons into the list of nominees to the Audit Commission of PJSC MMC Norilsk Nickel:</b></p>	

- *Alexey Sergeevich Dzybalov - Analyst, United Company RUSAL Plc.;*
- *Georgiy Eduardovich Svanidze, Director of Financial Department of CJSC INTERROS Holding Company;*
- *Vladimir Nikolaevich Shilkov, Investments Director, CIS Investment Advisers LLC.*

*Resolution passed unanimously.*

*Re: Item 2*

*1. To include the following person into the list of nominees to the Board of Directors of PJSC MMC Norilsk Nickel:*

- *Roger Llewelyn Munnings, Independent director, PJSC LUKoil, PJSFC Sistema.*

*Resolution passed unanimously.*

*2. To include the following persons into the list of nominees to the Audit Commission of PJSC MMC Norilsk Nickel:*

- *Anna Victorovna Masalova, Financial Director, CJSC Moscow-McDonald's;*
- *Elena Alexandrovna Yanevich, CEO, Interpromleasing LLC.*

*Resolution passed unanimously.*

*Re: Item 3*

*To approve the Report on External Assessment of the Performance of PJSC MMC Norilsk Nickel's Board of Directors in 2018, carried out by Independent Directors Association.*

*Resolution passed unanimously.*

*Re: Item 4*

*To take note of the Company financial performance.*

*Resolution passed unanimously.*

*Re: Item 5*

*To take note of the Company production performance report*

*Resolution passed unanimously.*

*Re: Item 6*

*To take note of HSE performance report.*

*Resolution passed unanimously.*

*Re: Item 7*

*To take note of the information on the nickel, platinum, and palladium markets.*

*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: *05/04/2019.*

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: *05/04/2019, MoM No. GMK/8-pr-sd.*

*April 05, 2019*