

## 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 Location	<i>Dudinka, Krasnoyarsk Territory, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer	<i>1028400000298</i>
1.5. The Issuer's Taxpayer Identification Number	<i>8401005730</i>
1.6. The Issuer's Unique Code Given by the Registering Body	<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 information on resolutions passed at the meeting of the Issuer Board of Directors	
<p>1. Quorum of 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 of 04.08.2016. 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 Yenisei River Shipping Company (Agreement for cargo transportation in 2016 shipping season). Information on the subject matter, price and other material terms of the transaction under approval is provided 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 OJSC Yenisei River Shipping Company (Agreement for commercial sulphur transportation in 2016 shipping season). Information on the subject matter, price and other material terms of the transaction under approval is provided 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 PCC LLC (transfer of movable property (two Sandvik DD 421-60 self-propelled drilling units; one Sandvik DD 420-60 self-propelled drilling unit) for the temporary possession and use). Information on the subject matter, price and other material terms of the transaction under approval is provided 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 Norilsknickelremont LLC (start-up works in line with the project: 'Reconstruction and retrofitting of Talnakh Concentrator with the capacity increase up to 16 mtpa. Start-up Facility No. 2 (2PK)'). Information on the subject matter, price and other material terms of the transaction under approval is provided 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 Gipronickel Institute LLC (works in line with the project: 'Copper Plant. Drying Shop. Sulphuric Acid Production Sector. Overhaul of E-345 emergency tank in the acid warehouse'). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 5.</i></p>	

*Resolution passed unanimously.*

*Re Item 6*

*To approve the related party transaction between the Company and JSC TTK (Specification to Sale and Purchase Agreement No. TTK/93-dg/2013 (No. 88-1172/13 dd. 29.05.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 6.*

*Resolution passed unanimously.*

*Re Item 7*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (Additional Agreement No. 1 to Ferrous/Non-Ferrous Metal Scrap and Waste Sale and Purchase Agreement No. 88-233/15 dd. 13.02.2015). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 7.*

*Resolution passed unanimously.*

*Re Item 8*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Additional Agreement No. 2 to R&D Contract No. 021-103n (No. 88-1513/14 dd. 05.06.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 8.*

*Resolution passed unanimously.*

*Re Item 9*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 050/16-KR-UGM for development of detailed design and engineering documentation for bespoke equipment). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 9.*

*Resolution passed unanimously.*

*Re Item 10*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 051/16-KR-UGM for development of detailed design and engineering documentation for bespoke equipment). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 10.*

*Resolution passed unanimously.*

*Re Item 11*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 053/16-KR-UGM for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 11.*

*Resolution passed unanimously.*

*Re Item 12*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 054/16-KR-UGM for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 12.*

*Resolution passed unanimously.*

*Re Item 13*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 055/16-KR-UGM for development of engineering documentation for bespoke equipment). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 13.*

*Resolution passed unanimously.*

*Re Item 14*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 056/16-KR-UGM for development of detailed design and engineering documentation for bespoke equipment). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 14.*

*Resolution passed unanimously.*

*Re Item 15*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 057/16-KR-UGM for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 15.*

*Resolution passed unanimously.*

*Re Item 16*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 058/16-KR-UGM for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 16.*

*Resolution passed unanimously.*

*Re Item 17*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Additional Agreement No. 1 to Contract No. 078/15-KR-UGM (No. 88-2943/15 dd. 21.12.2015; GH-12-1024/15 dd. 16.11.2015). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 17.*

*Resolution passed unanimously.*

*Re Item 18*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (feasibility studies in line with the project: 'Technical and economic assessment of TP-3X project implementation and provision of Polar Division operations with limestone and cement'). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 18.*

*Resolution passed unanimously.*

*Re Item 19*

*To approve the related party transaction between the Company and JSC Kola MMC (Passengers and Luggage Air Transportation Contract). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 19.*

*Resolution passed unanimously.*

*Re Item 20*

*To approve the related party transaction between the Company and OJSC Norilskgazprom (Additional Agreement to Loan Agreement No. NN/829-2015 dd. 17.08.2015). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 20.*

*Resolution passed unanimously.*

*Re Item 21*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Additional Agreement No. 5 to Contract No. ZTF-109/14 dd. 27.03.2014 (NNR-233/955-14 dd. 28.03.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 21.*

*Resolution passed unanimously.*

*Re Item 22*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 009/16-KS-DRRS for development of cost estimate documentation). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 22.*

*Resolution passed unanimously.*

*Re Item 23*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (development of design and detailed documentation in line with the project: 'Kayerkanskiy mine. Anhydrite shaft. Modernization of chamber mine workings in panel 1-3 to arrange a training base'). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 23.*

*Resolution passed unanimously.*

*Re Item 24*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (Specification to Sale and Purchase Agreement No. 192-2059/07 dd. 03.07.2007). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.*

*Resolution passed unanimously.*

*Re Item 25*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 006/16-KR-UGE for design works and survey activities). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 25.*

*Resolution passed unanimously.*

*Re Item 26*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 008/16-KR-UGE for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 26.*

*Resolution passed unanimously.*

*Re Item 27*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 009/16-KR-UGE for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 27.*

*Resolution passed unanimously.*

*Re Item 28*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 010/16-KR-UGE for survey activities). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 28.*

*Resolution passed unanimously.*

*Re Item 29*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 013/16-KR-UGE for development of detailed design). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 29.*

*Resolution passed unanimously.*

*Re Item 30*

*To approve the related party transaction between the Company and JSC Norilsk Combine (Specification (silver scrap and waste) to Sale and Purchase Agreement No. 88-1787/10 dd. 15.09.2010 (50-203/10 dd. 15.09.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 30.*

*Resolution passed unanimously.*

*Re Item 31*

*To approve the related party transaction between the Company and JSC Norilsk Combine (Specification (oversized steel scrap and waste, silver scrap and waste) to Sale and Purchase Agreement No. 88-1787/10 dd. 15.09.2010 (50-203/10 dd. 15.09.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 31.*

*Resolution passed unanimously.*

*Re Item 32*

*To approve the related party transaction between the Company and JSC Norilsk Combine (transfer of movable property (118 items and 102 items) for temporary possession and use as a lease). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

**Re Item 33**

**To approve the related party transaction between the Company and JSC Norilsk Combine (transfer of movable property (2 items) for temporary possession and use as a lease). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.**

**Resolution passed unanimously.**

**Re Item 34**

**To approve the related party transaction between the Company and PJSC VTB Bank (Additional Agreement No. 1 to Suretyship Agreement No. DP-GSA16/CHBR/0001-NN/315-2016 dd. 15.03.2016). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 34.**

**Resolution passed unanimously.**

**Re Item 35**

**To approve the related party transaction between the Company and Norilskpromtransport LLC (Loan Agreement for an amount of RUB 480,000,000). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 35.**

**Resolution passed unanimously.**

**Re Item 36**

**To approve the related party transaction between the Company and JSC TTK (Additional Agreement to Loan Agreement No. NN/475-2013 dd. 01.08.2013). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 36.**

**Resolution passed unanimously.**

**Re Item 37**

**To approve the transaction between the Company and JSC Nordea Bank, whereby amendments shall be entered into Loan Agreement No. VKL-3988/14-NN1178-2014 dd. 29.12.2014 (Additional Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 37.**

**Resolution passed unanimously.**

**Re Item 38**

**To approve the transaction between the Company and UniCredit Bank Austria AG, whereby amendments shall be entered into Loan Agreement No. NN/1126-2014 dd. 22.12.2014 (Additional Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 38.**

**Resolution passed unanimously.**

**Re Item 39**

**To approve the related party transaction between the Company and Autonomous Non-Profit Organization for Supplementary Vocational Education 'Russian International Olympic University' (charity assistance to maintain and carry out statutory activities). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 39.**

**Resolution passed unanimously.**

3. Date of the meeting of the Board of Directors of the Issuer, where the relevant resolutions were passed: **04.08.2016.**

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: **05.08.2016, Minutes No. GMK/28-pr-sd.**

**Director of Corporate relations Department**  
(Power of attorney No. GMK-115/173-nt dd. 15.10.2015)

**N.Yu. Yurchenko**

**August 05, 2016**