



**REPORT  
ON RESULTS OF THE VOTE  
AT ANNUAL GENERAL MEETING OF SHAREHOLDERS  
PUBLIC JOINT STOCK COMPANY MINING AND METALLURGICAL COMPANY  
NORILSK NICKEL**

<b>Full corporate name of the company:</b>	Public Joint Stock Company Mining and Metallurgical Company Norilsk Nickel (hereinafter – PJSC MMC Norilsk Nickel or Company)
<b>Location of the Company:</b>	Dudinka, Krasnoyarsk Krai, Russian Federation
<b>Type of general meeting of shareholders (hereinafter - General Meeting):</b>	Annual
<b>Form of general meeting:</b>	meeting
<b>Date of making the list of the persons eligible to participate in the general meeting (record date):</b>	May 16, 2017
<b>Date of general meeting:</b>	June 9, 2017
<b>Venue of general meeting:</b>	Moscow 24 Bolshaya Yakimanka str., PRESIDENT HOTEL, Bolshoi Petrovsky hall
<b>Time of the beginning of the registration of the persons eligible to participate in the general meeting:</b>	11.00 am (local time)
<b>Time of the opening of the general meeting:</b>	1.00 pm (local time)
<b>Time of the end of the registration of the persons eligible to participate in the general meeting:</b>	1.50 pm (local time)
<b>Time of the beginning of vote count:</b>	2.00 pm (local time)
<b>Time of the closing of the general meeting:</b>	3.00 pm (local time)
<b>Postal address for mailing voting ballots:</b>	107076, Moscow 18-5B Stromynka str, JSC Independent Registrar Company
<b>Chairman of the general meeting:</b>	Gareth Peter Penny
<b>Presidium of the general meeting:</b>	Gareth Peter Penny, Bougrov Andrei Evgenyevich
<b>Secretary of the general meeting:</b>	Pavel E. Platov
<b>Date of the minutes of the meeting</b>	June 9, 2017

The functions of the Counting Board are performed by the Registrar of the Company – JSC Independent Registrar Company, located at: 107076, Moscow 18-5B Stromynka str

Authorized officers of the Registrar:

- A.V. Lapenkov (Chairman of the Counting Board)
- O.P. Visyulina
- A.N. Strachuk

## **AGENDA:**

- 1. Approval of 2016 report of PJSC MMC Norilsk Nickel.**
- 2. Approval of 2016 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;**
- 3. Approval of 2016 PJSC MMC Norilsk Nickel consolidated financial statements.**
- 4. Distribution of profit of PJSC MMC Norilsk Nickel for 2016, including payment (declaration) of dividends, based on the results of 2016 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. Approval of new version of the Articles of Association of PJSC MMC Norilsk Nickel:**
- 14. Participation of PJSC MMC Norilsk Nickel in Association 'National Global Compact Network'**
- 15. Participation of PJSC MMC Norilsk Nickel in Transportation Security Association.**

## QUORUM AND VOTING RESULTS:

### Item 1 of the agenda

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations <sup>1</sup>	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting <sup>2</sup>	117 927 762
Quorum on this item is ESTABLISHED (%)	74.5220%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
IN FAVOR	117 831 555	99.9184
AGAINST	137	0.0001
ABSTAINED	87 190	0.0739

The resolution on item No. 1 of the agenda has PASSED.

### Item 2 of the agenda

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 766
Quorum on this item is ESTABLISHED (%)	74.5214%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
IN FAVOR	117 829 700	99.9177
AGAINST	147	0.0001
ABSTAINED	87 785	0.0744

The resolution on item No. 2 of the agenda has PASSED.

### Item 3 of the agenda

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 556
Quorum on this item is ESTABLISHED (%)	74.5213%

<sup>1</sup> Regulations on special requirements for preparing, convening and holding general meetings of shareholders, approved by Russian FFMS Decree No.12-6/pz-n dated 02.02.2012.

<sup>2</sup> Hereinafter – as at the time of the completion of discussion of the last item of the agenda of the general meeting.

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	<b>117 829 068</b>	<b>99.9173</b>
<b>AGAINST</b>	<b>209</b>	<b>0.0002</b>
<b>ABSTAINED</b>	<b>88 344</b>	<b>0.0749</b>

The resolution on item No. 3 of the agenda has PASSED.

**Item 4 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <u>clause 4.20</u> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 766
Quorum on this item is ESTABLISHED (%)	74.5214%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	<b>117 911 105</b>	<b>99.9867</b>
<b>AGAINST</b>	<b>368</b>	<b>0.0003</b>
<b>ABSTAINED</b>	<b>6 558</b>	<b>0.0056</b>

The resolution on item No. 4 of the agenda has PASSED.

**Item 5 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	2 057 191 188
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <u>clause 4.20</u> of the Regulations.	2 057 191 188
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	1 532 480 244
Quorum on this item is ESTABLISHED (%)	74.4938%

List of candidates	Number of votes cast for each of the voting options/each candidate	% of the persons having participated in the general meeting
<b>IN FAVOR of each of the candidates:</b>		
<b>Barbashev Sergey Valentinovich</b>	<b>107 111 727</b>	<b>6.9894</b>
<b>Bashkirov Alexey Vladimirovich</b>	<b>106 410 458</b>	<b>6.9437</b>
<b>Bogaudinov Rushan Abdulkhaevich</b>	<b>106 382 048</b>	<b>6.9418</b>
<b>Bratukhin Sergey Borisovich</b>	<b>106 398 833</b>	<b>6.9429</b>
<b>Bougrov Andrey Yevgenyevich</b>	<b>108 485 761</b>	<b>7.0791</b>
<b>Zakharova Marianna Alexandrovna</b>	<b>108 193 693</b>	<b>7.0600</b>
<b>Mishakov Stalbek Stepanovich</b>	<b>106 399 582</b>	<b>6.9430</b>

<b>Gareth Peter Penny</b>	<b>168 352 436</b>	<b>10.9856</b>
<b>Gerhardus Johannes Cornelis Prinsloo</b>	<b>168 350 745</b>	<b>10.9855</b>
<b>Skvortsov Sergey Victorovich</b>	<b>63 385 637</b>	<b>4.1361</b>
<b>Sokov Maxim Mikhailovich</b>	<b>106 654 327</b>	<b>6.9596</b>
<b>Solovyev Vladislav Alexandrovich</b>	<b>106 676 322</b>	<b>6.9610</b>
<b>Edwards Robert Willem John</b>	<b>168 189 597</b>	<b>10.9750</b>
<b>AGAINST each of the candidates</b>	<b>11 397</b>	<b>0.0007</b>
<b>ABSTAINED for each of the candidates</b>	<b>907 985</b>	<b>0.0592</b>

The resolution on item No. 5 of the agenda has PASSED.

**Item 6 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of clause 4.20 of the Regulations.	158 237 353
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 116
Quorum on this item is ESTABLISHED (%)	74.5248%

List of candidates	Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
Arustamov Artur Gagikovich	<b>IN FAVOR</b>	<b>117 617 794</b>	<b>99.74</b>
	<b>AGAINST</b>	<b>170 550</b>	<b>0.1450</b>
	<b>ABSTAINED</b>	<b>54 830</b>	<b>0.0466</b>
Masalova Anna Viktorovna	<b>IN FAVOR</b>	<b>117 641 264</b>	<b>99.76</b>
	<b>AGAINST</b>	<b>110 148</b>	<b>0.0936</b>
	<b>ABSTAINED</b>	<b>67 632</b>	<b>0.0574</b>
Svanidze Georgiy Eduardovich	<b>IN FAVOR</b>	<b>117 588 433</b>	<b>99.71</b>
	<b>AGAINST</b>	<b>167 259</b>	<b>0.1422</b>
	<b>ABSTAINED</b>	<b>68 224</b>	<b>0.0580</b>
Shilkov Vladimir Nikolaevich	<b>IN FAVOR</b>	<b>117 600 622</b>	<b>99.72</b>
	<b>AGAINST</b>	<b>166 553</b>	<b>0.1416</b>
	<b>ABSTAINED</b>	<b>65 408</b>	<b>0.0556</b>
Yanevich Elena Alexandrovna	<b>IN FAVOR</b>	<b>117 625 416</b>	<b>99.75</b>
	<b>AGAINST</b>	<b>188 540</b>	<b>0.1603</b>
	<b>ABSTAINED</b>	<b>66 551</b>	<b>0.0566</b>

The resolution on item No. 6 of the agenda has PASSED.

**Item 7 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to	158 245 476

the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 925 936
Quorum on this item is ESTABLISHED (%)	74.5208%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	117 716 525	99.8224
<b>AGAINST</b>	96 994	0.0822
<b>ABSTAINED</b>	101 946	0.0864

The resolution on item No. 7 of the agenda has PASSED.

**Item 8 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 925 956
Quorum on this item is ESTABLISHED (%)	74.5209%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	117 716 232	99.8222
<b>AGAINST</b>	96 979	0.0822
<b>ABSTAINED</b>	102 565	0.0870

The resolution on item No. 8 of the agenda has PASSED.

**Item 9 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 116
Quorum on this item is ESTABLISHED (%)	74.5210%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	98 684 727	83.6835
<b>AGAINST</b>	19 131 602	16.2234
<b>ABSTAINED</b>	95 457	0.0809

The resolution on item No. 9 of the agenda has PASSED.

**Item 10 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to	158 245 476

the given item on the agenda of the general meeting, counted subject to the provisions of clause 4.20 of the Regulations.	
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 114
Quorum on this item is ESTABLISHED (%)	74.5210%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	<b>117 807 733</b>	<b>99.8996</b>
<b>AGAINST</b>	<b>25 625</b>	<b>0.0217</b>
<b>ABSTAINED</b>	<b>81 111</b>	<b>0.0688</b>

The resolution on item No. 10 of the agenda has PASSED.

**Item 11 of the agenda**

Number of votes held by persons in the list of persons eligible to vote at the general meeting, not considered related parties with regard to this transaction	158 237 353
Number of votes vested in the voting shares in the company held by persons not considered related parties with regard to this transaction, counted subject to provisions of clause 4.20 of the Regulations	158 237 353
Number of votes with regard to this item on the agenda held by persons not considered related parties and who participated in the general meeting	117 926 114
Quorum on this item is ESTABLISHED (%)	74.5248%

Voting options	Number of votes cast for each of the voting options	% from votes of persons not considered related parties with regard to the transaction
<b>IN FAVOR</b>	<b>117 767 271</b>	<b>99.8752</b>
<b>AGAINST</b>	<b>22 442</b>	<b>0.0190</b>
<b>ABSTAINED</b>	<b>124 769</b>	<b>0.1058</b>

The resolution on item No. 11 of the agenda has PASSED.

**Item 12 of the agenda**

Number of votes held by persons in the list of persons eligible to vote at the general meeting, not considered related parties with regard to this transaction	158 237 353
Number of votes vested in the voting shares in the company held by persons not considered related parties with regard to this transaction, counted subject to provisions of clause 4.20 of the Regulations	158 237 353
Number of votes with regard to this item on the agenda held by persons not considered related parties and who participated in the general meeting	117 926 114
Quorum on this item is ESTABLISHED (%)	74.5248%

Voting options	Number of votes cast for each of the voting options	% from votes of persons not considered related parties with regard to the transaction
<b>IN FAVOR</b>	<b>117 777 703</b>	<b>99.8838</b>
<b>AGAINST</b>	<b>16 788</b>	<b>0.0142</b>
<b>ABSTAINED</b>	<b>120 236</b>	<b>0.1020</b>

The resolution on item No. 12 of the agenda has PASSED.

**Item 13 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to	158 245 476
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this item on the agenda of the general meeting	
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 114
Quorum on this item is ESTABLISHED (%)	74.5210%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	<b>98 739 650</b>	<b>83.7301</b>
<b>AGAINST</b>	<b>19 137 559</b>	<b>16.2284</b>
<b>ABSTAINED</b>	<b>40 116</b>	<b>0.0340</b>

The resolution on item No. 13 of the agenda has PASSED.

**Item 14 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 926 114
Quorum on this item is ESTABLISHED (%)	74.5210%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	<b>117 862 646</b>	<b>99.9462</b>
<b>AGAINST</b>	<b>2 430</b>	<b>0.0020</b>
<b>ABSTAINED</b>	<b>52 074</b>	<b>0.0442</b>

The resolution on item No. 14 of the agenda has PASSED.

**Item 15 of the agenda**

Number of votes held by the persons included into the list of the persons eligible to participate in the general meeting with regard to this item on the agenda of the general meeting	158 245 476
Number of votes vested in the voting shares in the company related to the given item on the agenda of the general meeting, counted subject to the provisions of <a href="#">clause 4.20</a> of the Regulations.	158 245 476
Number of votes held by the persons having participated in the general meeting on this item of the agenda of the general meeting	117 865 419
Quorum on this item is ESTABLISHED (%)	74.4826%

Voting options	Number of votes cast for each of the voting options	% of the persons having participated in the general meeting
<b>IN FAVOR</b>	<b>117 818 636</b>	<b>99.9603</b>
<b>AGAINST</b>	<b>1 614</b>	<b>0.0014</b>
<b>ABSTAINED</b>	<b>36 059</b>	<b>0.0306</b>

The resolution on item No. 15 of the agenda has PASSED.



## **THE SHAREHOLDERS RESOLVED:**

- 1. To approve 2016 report of PJSC MMC Norilsk Nickel;**
- 2. To approve 2016 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;**
- 3. To approve 2016 PJSC MMC Norilsk Nickel consolidate financial statements.**
- 4.**

**4.1 Approve distribution of profit of PJSC MMC Norilsk Nickel in 2016 in accordance with the recommendation of the Board of Directors, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with motivated position of the Company's Board of Directors on the items of the agenda of Annual General Meeting of shareholders.**

**4.2 Pay monetary dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2016 months of 2016 in cash in the amount of RUB 446.10 per an ordinary share.**

**4.3. Set June 23, 2017 as the record date for determining persons eligible to receive the dividends.**

**5. To elect as members of the Board of Directors:**

- Sergey Valentinovich Barbashev;**
- Alexey Vladimirovich Bashkirov;**
- Rushan Abdulkhaevich Bogaudinov;**
- Sergey Borisovich Bratukhin;**
- Andrey Yevgenyevich Bougrov;**
- Marianna Alexandrovna Zakharova;**
- Stalbek Stepanovich Mishakov;**
- Gareth Peter Penny;**
- Gerhardus Johannes Cornelis Prinsloo;**
- Sergey Victorovich Skvortsov;**
- Maxim Mikhailovich Sokov;**
- Vladislav Alexandrovich Solovyev;**
- Robert Willem John Edwards.**

**6. Election of the members of Audit Commission**

- Artur Gagikovich Arustamov;**
- Anna Viktorovna Masalova;**
- Georgiy Eduardovich Svanidze;**
- Vladimir Nikolaevich Shilkov;**
- Elena Alexandrovna Yanevich.**

**7. To approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2017;**

**8. To approve JSC KPMG as Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel for 2017 and the first half of 2018;**

**9.**

**9.1 Remuneration and compensations to the Members of the Board of Directors of PJSC MMC Norilsk Nickel associated with performance of their duties are paid in accordance with the Policy of Remuneration of the Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by resolution of Annual General Meeting's Resolution dd. 06.06.2014)**

**9.2 Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this meeting, shall be paid a fee and reimbursed expenses associated with the performance of his duties, and maintained his accident insurance, in the following amounts and following procedures:**

**9.2.1. remuneration shall be USD 1,000,000 per annum, payable on a quarterly basis in equal amounts in RUB at the rate set by the Central Bank of the Russian Federation on the last business**

day of the accounting quarter. The amount shown above shall be after taxes in accordance with effective RF law. The aforementioned remuneration shall be payable from the day of election of the Independent Director as the Chairman of the Board of Directors to the date, on which his term of office as the Chairman of the Board of Directors expires;

2.2. if the person, elected as the Chairman of the Board of Directors first meeting of the Board of Directors held after this meeting, is not elected as the member of the Board of Directors at the 2017 year-end Annual General Meeting of the shareholders and Chairman of the newly elected Board of Directors or if his office as the Chairman of the Board of Directors will terminate before the 2017 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 2,000,000.00 less amount of the remuneration received by him for execution of the Chairman of the Board of Directors duties from the date of his election at the first meeting of the Board of Directors held after this meeting. The aforementioned additional remuneration is payable on a quarterly basis in equal amounts up to June 10, 2019 in RUB at the exchange rate of the Central Bank of the Russian Federation on the last business day of the reporting quarter. The amount shown above shall be after tax in accordance with the effective RF law. If he will be re-elected as Chairman of the Board of Directors by the subsequent before the 2018 year-end Annual General Meeting of Shareholders the remuneration for serving as Chairman of the Board of Directors provided in sub-paragraph 2.1 of this paragraph, shall not be paid.

9.2.3. Documented expenses incurred by the Chairman of the Board of Directors, while performing his duties, including: accommodation in hotels, travel services, including VIP lounge services, other air travel fees and charges (business and first class tickets), telephone calls (including mobile communication), representation expenses, will be compensated in accordance with the limits for category 1 positions approved by PJSC MMC Norilsk Nickel.

9.2.4. PJSC MMC Norilsk Nickel shall at its own expense provide life insurance for the Chairman of the Board of Directors against the following risk during performance of official duties:

- death in an accident with the coverage in amount of at least USD 3,000,000;
- serious bodily injury in an accident (or disability resulting from an accident) with the coverage in amount of at least USD 3,000,000;
- injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000.

10. Set the remuneration to an Audit Commission member of PJSC MMC Norilsk Nickel not employed by the Company in the amount of RUB 1 800 000 per annum before taxes payable in equal amounts twice per year. Mentioned amount of before taxes in accordance with applicable Russian legislation.

11. To authorize conclusion of associated transactions that are related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel the subject matter of which implies the obligation of PJSC MMC Norilsk Nickel to indemnify the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for any and all losses that the mentioned persons may incur as a result of their election to the mentioned positions in the amount of no more than USD 115,000,000 (one hundred fifteen million) per transaction;

12. To authorize conclusion of associated transactions that are related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and which concerns liability insurance of the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel, who are the beneficiaries of the transaction, provided by Russian insurance company; the effective period of liability insurance is one year, total liability limit is not less than USD 200 000 000 and liability limit of not less than USD 25,000,000 for extended coverage to the primary contract as well as insurance premium of not exceeding USD 1,000,000.

**13. To approve new version of Articles of Association of PJSC MMC Norilsk Nickel in accordance with Annex:**

**14. To approve Company's participation in Association 'National Global Compact Network' aimed to involve business circles in sustainable development activities (Association 'National Global Compact Network' ).**

**15. To approve Company's participation in Transportation Security Association, an association of entities engaged in the transport security activities (Transportation Security Association ).**

**Chairman of the general meeting**



**Gareth Peter Penny**

**Secretary of the general meeting**



**Pavel E. Platov**