

## **NOTICE**

### **on convening the Annual General Meeting of shareholders of Public Joint Stock Company Norilsk Nickel Mining and Metallurgical Company**

Dudinka, Krasnoyarsk Krai, Russian Federation

#### ***DEAR SHAREHOLDERS,***

We hereby inform you of the holding the Annual General Meeting of Shareholders (hereinafter, the Meeting) of PJSC MMC Norilsk Nickel (hereinafter, the Company):

**Form of the Meeting:** meeting.

**Date of the Meeting:** June 10, 2019.

**Venue of the Meeting:** 24 Bolshaya Yakimanka str., Moscow.

PRESIDENT HOTEL, Bolshoi Petrovsky hall.

**Registration of persons eligible to participate in the Meeting will begin at:** 09:00 a.m. (Moscow time).

**The Annual General Meeting will start at:** 11:00 a.m. (Moscow time).

**Registration of persons eligible to participate in the Meeting will finish at:** Registration of persons, who are eligible to participate in the Meeting but did not register to participate in the 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.

**Postal address to which you can mail a completed and signed voting ballot is as follows:** 107996, Moscow, 18/13 ul. Stromynka, JSC IRC – R.O.S.T.

**Website on the Internet data telecommunications network to host the digital ballots:**

<https://lk.rrost.ru/Nornik>

**Date for making the list of the persons entitled to attend the General Meeting:** May 17, 2019.

**Categories (types) of shares, whose holders are eligible to vote on all of the Meeting agenda:** ordinary shares

#### **MEETING AGENDA:**

- 1. Approval of the 2018 Annual Report of PJSC MMC Norilsk Nickel.**
- 2. Approval of the 2018 Annual Accounting (Financial) Statements of PJSC MMC Norilsk Nickel.**
- 3. Approval of the 2018 PJSC MMC Norilsk Nickel Consolidated Financial Statements.**
- 4. Distribution of profit of PJSC MMC Norilsk Nickel for 2018, including payment (declaration) of dividends, based on the results of 2018.**
- 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 the 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. **Participation of PJSC MMC Norilsk Nickel in Inter-Regional Cross-Industry Association of Employers 'Union of Copper and Nickel Producers and Production Support Providers'.**

The items were included in the Meeting agenda by the Board of Directors of the Company in accordance with par. 7, art. 53 of the Federal Law on Joint-Stock Companies.

In compliance with the applicable law, the shareholders shall be given the opportunity to review the information (materials) subject to consideration at the Meeting at all the addresses specified for personal delivery of the ballots between 10.00 and 17.00 (local time) on working days as of May 21, 2019. The above-mentioned information (materials) will be also posted on the internet on the Company web-site: <http://www.nornik.ru>, as well as at the venue of the Meeting for all participants.

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

- The Company does not cover shareholders' transport to the venue of the meeting;
- Pursuant to Federal Law 'On Joint Stock Companies', Art. 56, par.1, JSC IRC – R.O.S.T. will perform the functions of the Counting Commission of the Company;
- The shareholders may exercise their right to participate in the Meeting:
  - ⇒ **by sending a completed and signed voting ballot with Annexes (if applicable) to the following address:** 107996, Moscow, 18/13 ul. Stromynka, JSC IRC – R.O.S.T.
  - ⇒ **by delivering it in person to one of the following addresses:**
    - \* 107996, Moscow, 18/13 ul. Stromynka, JSC IRC – R.O.S.T., tel.: (495) 989-76-50;
    - \* 663305, Norilsk, Krasnoyarsk Krai 8, ul. Bogdana Khmel'nitskogo, Norilsk Branch of JSC IRC – R.O.S.T., tel.: (3919) 46-28-17;
    - \* 6 Belovodsky pereulok, Saint Petersburg, 194044, Saint Petersburg Branch of JSC IRC – R.O.S.T., tel.: (812) 401-63-12;
    - \* office 314, 94 pr. Mira ('Voskresensky' business center), 660017 Krasnoyarsk, Krasnoyarsk Branch of JSC IRC – R.O.S.T., tel.: (391) 216-51-01;
  - ⇒ **by giving instructions with regard to their votes to persons responsible for the record-keeping of rights to shares, in accordance with the legislation of the Russian Federation on Securities (for persons, eligible to participate in the Meeting but not registered in the Company's shareholder register). The possibility of giving**

**instructions and procedures shall be specified in an Agreement concluded between the shareholder and person responsible for record-keeping of rights to shares.**

⇒ **by completing out a digital ballot in the Personal Shareholder Account on the website of JSC IRC – R.O.S.T., which serves PJSC MMC Norilsk Nickel as a registrar on the Internet data telecommunications network: <https://lk.rrost.ru/Nornik> from May 21 until June 7, 2019, inclusive, as well as at the venue of the Meeting.**

- Shareholders registered for participation in the Meeting, including those registered on the Internet web-site, as well as shareholders whose ballots were received or whose e-ballots were filled in at the Internet web-site not later than two days before the Date of Meeting shall be deemed to have participated in the Meeting.
- Shareholders, who in accordance with the requirements of the securities legislation of the Russian Federation instructed persons responsible for recording their rights to shares re voting, shall be deemed to have participated in the Meeting if messages containing expression of will of such persons were received not later than two (2) days before the date of the Meeting.
- 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.

**PJSC MMC Norilsk Nickel Board of Directors**