

**Statement of Material Fact
on Information, Which in Issuer's Opinion, Have Material Influence on Value of Equity Securities**

1. General Information	
1.1. Full name of the issuer	Public Joint Stock Company Mining and Metallurgical Company Norilsk Nickel
1.2. Abbreviated name of the issuer	PJSC MMC Norilsk Nickel
1.3. The issuer's registered office	Dudinka, Krasnoyarsk Krai, Russian Federation
1.4. Primary State Registration Number of the issuer (OGRN)	102840000298
1.5. Taxpayer Identification Number of the issuer (TIN)	8401005730
1.6. Unique code assigned by the registering body to the issuer	40155-F
1.7. Internet website used by the issuer to disclose information	http://www.e-disclosure.ru/portal/company.aspx?id=564 https://www.nornickel.ru/investors/disclosure/nornickel-disclosure/
1.8. The date of the event (material fact) in respect of which the statement was made (if applicable)	September 19, 2019

2. Subject matter	
<p>“On procedure of placement of PJSC MMC Norilsk Nickel Exchange-traded bonds, series БО-001P-01, placed within the frames of the Series 001P Exchange-Traded Bond Program, with identification number 4-40155-F-001P-02E, dated November 30, 2018, on dates and procedure of sending offers to potential buyers (investors) for signing preliminary sales and purchase agreements for PJSC MMC Norilsk Nickel Exchange-traded bonds, series БО-001P-01, placed within the frames of the Series 001P Exchange-Traded Bonds, with identification number 4-40155-F-001P-02E, dated November 30, 2018</p>	
<p>2.1. Brief description of the event (action) whose onset (completion), in the issuer's opinion, has an influence on the value of its securities: adoption of a decision on procedure of placement of PJSC MMC Norilsk Nickel Exchange-traded bonds, series БО-001P-01, placed within the frames of the Series 001P Exchange-Traded Bond Program, with identification number 4-40155-F-001P-02E, dated November 30, 2018, on dates and procedure of sending offers to potential buyers (investors) for signing preliminary sales and purchase agreements for PJSC MMC Norilsk Nickel Exchange-traded bonds, series БО-001P-01, placed within the frames of the Series 001P Exchange-Traded Bonds, with identification number 4-40155-F-001P-02E, dated November 30, 2018.</p>	
<p>2.2. In case the relevant event (action) has a relation to a third party or connected with such third party - full corporate name (for non-commercial organizations - name), location, TIN (if applicable), OGRN (if applicable) or last name, first name, patronymic (if any) of such person/entity: it is not possible to provide the information because such information affects potential buyers of the Series 001P-01 Exchange-traded bonds.</p>	
<p>2.3. In case if the event (action) is related to the decision made by the authorized management body of the issuer or a third party, or is connected with such decision - name of the authorized management body, date of adopting the decision and content of the decision, date of the preparation and number of the minutes of the meeting (session) of the authorized management body, if the decision is made by a joint management body of the relevant entity:</p> <p>Authorized body of the issuer, which made the decision: Sole Executive Body - President of PJSC MMC Norilsk Nickel.</p> <p>Decision date: September 19, 2019, Order dated September 19, 2019 No. GMK/097-p.</p> <p>The adopted decision content:</p> <p>“Resolve that non-convertible interest-bearing certificated exchange-traded bonds of PJSC MMC Norilsk Nickel in the bearer form subject to mandatory deposit, placed through public offering under the Series 001P Exchange-Traded Bonds Program, with identification number 4-40155-F-001P-02E, dated November 30, 2018 assigned by PJSC Moscow Stock Exchange (MOEX), (hereinafter – the Exchange-traded bonds series БО-001P-01), will be placed by collecting requisitions from buyers for purchasing series БО-001P-01 Exchange-traded bonds at fixed price and first coupon rate for the first coupon period, according to the procedure and subject to the terms and conditions specified in the Series 001P Exchange-Traded Bonds Program approved by resolution of PJSC MMC Norilsk Nickel</p>	

Board of Directors dated November 20, 2018 (minutes dated November 20, 2018 No. GMK/40-pr-sd).

Establish that the period for sending offers from potential buyers (investors) for signing preliminary agreements, under which potential buyers (investors) and PJSC MMC Norilsk Nickel will be committed to sign, on the date of placement of series БО-001P-01 Exchange-traded bonds, main sales and purchase agreements for series БО-001P-01 Exchange-traded bonds, starts at 11:00 a.m. Moscow time on September 19, 2019 and ends at 3:00 p.m. Moscow time on September 19, 2019.

Establish that offers from potential buyers (investors) for signing preliminary agreements under which investors and PJSC MMC Norilsk Nickel will be committed to sign the main sales and purchase agreements for series БО-001P-01 Exchange-traded bonds on the date of placement of series БО-001P-01 Exchange-traded bonds shall be sent to Underwriter PJSC ROSBANK address: 107078, Moscow, ul. Mashi Poryvayevoy, d. 34.

Approve the potential buyer (investor) offer form with proposal to sign a preliminary sales and purchase agreement for series БО-001P-01 Exchange-traded bonds.

Offer form with proposal to sign a preliminary sales and purchase agreement for series БО-001P-01 Exchange-traded bonds;

[ON THE BUYER (INVESTOR) LETTERHEAD]

Date:

to PJSC ROSBANK
107078, Moscow, ul. Mashi Poryvayevoy, d. 34
Attention of: Roman Popov
Email: sales@rosbank.ru

Copies:
to GPB (JSC) Bank
119049, Moscow, ul. Korovy Val, d. 7
Attention of: Semyon Odintsov, Anna Pavlova
E-mail: Syndicate@gazprombank.ru

to JSC Sberbank KIB
117312, Moscow, ul. Vavilova, d. 19
Attention of: Maksim Vashlaev, Artur Plaude
E-mail: debt_syndicate@sberbank-cib.ru

to PJSC Sovcombank
123100, Moscow, Krasnopresnenskaya nab., d.14, str.1
Attention of: Andrey Maryushkin, Maksim Simagin
MaryushkinAA@sovcombank.ru,
SimaginMA@sovcombank.ru

PRELIMINARY SALES AND PURCHASE AGREEMENT OFFER

We have reviewed the conditions and procedure of participation in public offering of non-convertible interest-bearing certificated exchange-traded bonds of PJSC MMC Norilsk Nickel (hereinafter - the Issuer) in the bearer form subject to mandatory deposit, series БО-001P-01, placed under the Series 001P Exchange-Traded Bonds Program, with identification number 4-40155-F-001P-02E dated November 30, 2018, assigned by PJSC Moscow Stock Exchange (hereinafter – the Exchange-traded bonds series БО-001P-01), specified in the Series 001P Exchange-Traded Bonds Program approved by resolution of PJSC MMC Norilsk Nickel Board of Directors dated November 20, 2018 (minutes dated November 20, 2018, No. GMK/40-pr-sd).

Having thoroughly considered financial, economic, legal and other risks and consequences of purchasing and owning series БО-001P-01 Exchange-graded bonds, we, *[acting as trustee (for*

management companies),] hereby are obliged to sign on the start date of placement of series BO-001P-01 Exchange-traded bonds main sales and purchase agreements for purchasing series BO-001P-01 Exchange-traded bonds from PJSC ROSBANK which provides services to the Issuer related to the placement of series BO-001P-01 Exchange-traded bonds on the following terms:

Maximum amount to which we are ready to purchase series BO-001P-01 Exchange-traded bonds (in rubles.)* <i>[please specify]</i>	Minimum rate of the first coupon of series BO-001P-01 Exchange-traded bonds (in annual %) <i>[please specify]</i>
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Please note that *[please specify your broker's name]* (for Buyers using broker services) will act on our behalf as trader placing offers for purchase of series BO-001P-01 Exchange-traded bonds at PJSC Moscow Stock Exchange.

This offer is valid through October 1, 2019 inclusive, subject to:

- approval by Public Joint Stock Company Mining and Metallurgical Company Norilsk Nickel of Conditions of series BO-001P-01 Exchange-traded bonds issue under the Series 001P Exchange-traded bonds program;
- assignment by PJSC Moscow Stock Exchange of identification number to the issue of series BO-001P-01 Exchange-traded bonds.

Please send the notice of acceptance of this offer to the addresses specified below: for delivery by courier: *[specify your office address (for individuals - place of registration)]*, for sending by fax: *[specify your office fax number (for individuals - fax number)]*, for sending by email: *[specify email of the contact person at your office]*

Yours truly,

Name:

Position:

SEAL

* This amount does not include the expenses associated with purchase of Exchange-traded bonds series BO-001P-01 and making payments.”

2.4. If the event (action) has relation or can exert a material influence on value of certain securities of the issuer, - for, category (type) and other identifications of such securities of the issuer: **non-convertible interest-bearing certificated exchange-traded bonds of PJSC MMC Norilsk Nickel in the bearer form subject to mandatory deposit , series BO-001P-01, placed by public offering under the Series 001P Exchange-Traded Bonds Program, with identification number 4-40155-F-001P-02E, dated November 30, 2018, assigned by PJSC Moscow Stock Exchange.**

Issue identification number and international identification number (code) (ISIN) of the securities as of the issue date were not assigned.

2.5. The date of the occurrence of the event (of the performance of the action), if such event occurs with regard to a third party (action is performed by a third party) - and the date on which the issuer became aware of the occurrence of such event (performance of such action): **September 19, 2019.**

Director, Corporate Relations Department

(Power of attorney No. GMK-115/11-nt dated February 6, 2019)

September 19, 2019

N.Yu. Yurchenko