

## **NOTICE**

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

Dudinka, Krasnoyarsk Krai, Russian Federation

#### ***DEAR SHAREHOLDERS!***

Annual General Meeting of the shareholders of OJSC MMC Norilsk Nickel will be held on June 9, 2017 at the following venue: President Hotel (Bolshoi Petrovsky hall), 24 Bolshaya Yakimanka str., Moscow. In accordance with p.7 of Article 53 of the Federal Law on Joint-Stock Companies, the Agenda of the Meeting was drafted at the discretion of the Company's Board of Directors.

The form of the Annual General Meeting of the Company's shareholders is meeting (joint presence of shareholders).

Registration of shareholders starts at 11:00 (Moscow time).

The Annual General Meeting of the Company's shareholders starts at 1:00 p.m. (Moscow time).

#### **AGENDA:**

- 1. Approval of the Annual report of PJSC MMC Norilsk Nickel for 2016.**
- 2. Approval of the Annual Accounting Statements of PJSC MMC Norilsk Nickel for 2016.**
- 3. Approval of the consolidated financial statements of PJSC MMC Norilsk Nickel for 2016.**
- 4. Distribution of profits 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 for RAS financial statements of PJSC MMC Norilsk Nickel.**
- 8. Approval of the Auditor for IFRS consolidated financial statements of PJSC MMC Norilsk Nickel.**
- 9. Remuneration and reimbursement of expenses to the members of the Board of Directors of PJSC MMC Norilsk Nickel.**
- 10. Remuneration to the members of the Internal Audit Commission of PJSC MMC Norilsk Nickel.**
- 11. Approval of related party transactions for reimbursement of incurred losses to members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel.**
- 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 the 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.**

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

- Pursuant to Art. 56, par.1 of the Federal Law On Joint Stock Companies, JSC Independent Registrar Company will perform the functions of the Counting Commission of the Company;
- The record date for persons eligible to participate in the Annual General Meeting is May 16, 2017;
- Registration of shareholders or their proxies will start at 11:00 (Moscow time), June 9, 2017, in Bolshoi Petrovsky hall of PRESIDENT HOTEL at the address: 24 Bolshaya Yakimanka str., Moscow
- Registration of persons, who are eligible to participate in the general meeting but did not register to participate in the general 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
- The Company does not provide for shareholders' transportation to the venue of the meeting;
- If a shareholder cannot attend the meeting at the location where it is held, such shareholder may participate in voting at the Annual General Meeting of the Company's Shareholders as follows
  - ⇒ **by sending a completed and signed voting ballot to the following address:**
    - \* 18, building 5B, ul. Stromynka, Moscow, 107076, JSC Independent Registrar Company, tel.: (495) 989-76-50,
  - ⇒ **or by delivering it in person to one of the following addresses:**
    - \* 18, building 5B, ul. Stromynka, Moscow, 107076, JSC Independent Registrar Company, tel.: (495) 989-76-50;
    - \* 7 Leninsky pr., 663305 Norilsk, Norilsk branch of JSC Independent Registrar Company, phone: (3919) 46-28-17;
    - \* 6 Belovodsky pereulok, 194044 Saint Petersburg, Saint Petersburg Branch of JSC Independent Registrar Company, phone: (812) 401-63-12;
    - \* office 314, 94 pr. Mira ('Voskresensky' business center), 660017 Krasnoyarsk, Krasnoyarsk Branch of JSC Independent Registrar Company, phone: (391) 216-51-01.;
    - \* office 308, bld. 1a, pr. Metallurgov, 184511 Monchegorsk, JSC Kola MMC, phone: (81536) 7-71-25;
    - \* office 9, bld. 4a, ul. Leningradskaya, 184430 Zapolyarny (Nickel settlement), JSC Kola MMC phone: (81554) 3-89-18.
- Persons, eligible to participate in the annual General Meeting of Shareholders but not registered in the Company's shareholder register, may also vote by giving instructions re their votes to persons responsible for record-keeping of rights to shares in accordance with the legislation of the Russian Federation on Securities. Possibility and procedures for giving instructions shall be specified in an Agreement concluded between a shareholder and person responsible for record-keeping of rights to shares.
- Only ballots and notices containing expression of will of persons entitled to participate in the Meeting, not registered in the Company's shareholders register received by the Company (at the above addresses) not later than 2 days prior to the day of the meeting shall be counted in establishing the quorum of the Annual General meeting of the shareholders and in the vote count;
- 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.
- In compliance with the applicable law, the shareholders shall be given an opportunity to review the materials subject to consideration at the Annual General Meeting of shareholders at all the addresses specified for personal delivery of the ballots between 10.00 and 17.00 (local time) on working days starting from May 19, 2017. The materials will be available on the corporate website of the Company in the internet telecommunications network: <http://www.nornik.ru> as well as at the venue of the Annual General Meeting for all participants.
  - Holders of ordinary shares of PJSC MMC Norilsk Nickel shall have the right to vote on all items on the agenda of the Annual General Meeting of Shareholders.

**PJSC MMC Norilsk Nickel Board of Directors**