

**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**

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 Registered Office	<i>Dudinka, Krasnoyarsk Krai, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer (OGRN)	<i>1028400000298.</i>
1.5. Taxpayer Identification Number of the Issuer (INN)	<i>8401005730.</i>
1.6. Unique Code Assigned by the Registering Body to the Issuer	<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 meeting of the Board of Directors of the Issuer and agenda of the meeting	
<p>1. Date of resolution regarding convening of the meeting of the Board of Directors: <b>02/09/2016</b>;</p> <p>2. Date of the meeting of the Board of Directors of the Issuer: <b>09/09/2016</b>;</p> <p>3. Agenda of the meeting of the Board of Directors of the Issuer:</p> <ol style="list-style-type: none"> <li>1. <i>Related party transaction between the Company and OJSC Norilskgazprom (Additional Agreement No. 3 to Forwarding and Cargo Handling Services Contract No. ZTF-467/14 dd. 13.11.2014 (258/2014 dd. 17.09.2014))</i></li> <li>2. <i>Related party transaction between the Company and JSC Norilskgazprom (services involving chemical and spectral analysis for metals and oil analysis)</i></li> <li>3. <i>Related party transaction between the Company and JSC Taimyrtransgas (Addendum to Facility Agreement No. NN/799-2012 dd. 10.10.2012).</i></li> <li>4. <i>Related party transaction between the Company and JSC NTEK (services involving utility connection of power receivers: newly installed modular two-transformer substation TP-916-1T (2BKTPB(S)-630/6/0,4-UKhL-1) as part of the capital construction project 'Skalistsy mine. Vent-Skip Shaft No. 1. Overhead facilities. Headgear /code RS-21A/ of Skalistaya shaft, Komsomolsky mine of the Company's Polar Division')</i></li> <li>5. <i>Related party transaction between the Company and JSC NTEK (transfer of alkali solution into the Company's ownership for needs of Copper Plant and B.I. Kolesnikov Nadezhda Metallurgical Plant by shipment in special-purpose vehicles or tanks)</i></li> <li>6. <i>Related party transaction between the Company and JSC NTEK (services involving utility connection of power receivers required for construction of multi-purpose sports and recreation center located at the address: 6 ul. 50 let Oktyabrya, Norilsk, to JSC NTEK electricity networks)</i></li> <li>7. <i>Related party transaction between the Company and JSC NTEK (Additional Agreement No. 23 to Motor Vehicle Lease Contract No. NN/1231-2005 dd. 06.09.2005 excluding driving and maintenance services)</i></li> <li>8. <i>Related party transaction between the Company and JSC TFC (Specification to Sales and Purchase Agreement No. 88-2485/10 dd. 16.12.2010)</i></li> <li>9. <i>Related party transaction between the Company and JSC NTEK (Services Contract for provision of Avraamy Zavenyagin tugboat for use)</i></li> <li>10. <i>Related party transaction between the Company and PJSC ROSBANK (Suretyship</i></li> </ol>	

*Agreement No. MOS/PR/028/16 for fulfillment by SGM LLC of its obligations related to loans repayment)*

- 11. Related party transaction between the Company and PJSC ROSBANK (Suretyship Agreement No. MOS/PR/027/16 for fulfillment by JSC NordStar Airlines of its obligations related to loans repayment)*
- 12. Related party transaction between the Company and Intergeoproject LLC (Addendum to Facility Agreement No. NN/765-2011 dd. 28.08.2011).*
- 13. Related party transaction between the Company and LUKOIL-AERO LLC (Additional Agreement No. 2 to Suretyship Agreement No. OC/NN/560-2012 dd. 10.07.2012).*
- 14. Related party transaction between the Company and JSC TFC (Specification to Sales and Purchase Agreement No. ZTF-35/07 dd. 24.07.2007) (TTK/133-dg dd. 17.07.2007)*
- 15. Related party transaction between the Company and JSC TTK (Additional Agreement No. 4 Real Estate Lease Agreement No. 88-1831/11 dd. 04.08.2011)*
- 16. Related party transaction between the Company and OJSC Yenisei River-Shipping Company (Cargo Transportation Contract)*
- 17. Related party transaction between the Company and OJSC Yenisei River-Shipping Company (Crewed Vessel Lease Agreement)*
- 18. Related party transaction between the Company and JSC Norilsk Combine (Request under Agency Agreement No. 88-1163/08 (No. 50-186/08) dd. 15.05.2008 for services involving disassembling of JSC Norilsk Combine facilities and removal of construction waste: 'Temporary facility at Vent-Skip Shaft No. 1, telpher rack' (inv. No. 19), 'Second hoisting facility building at Vent-Skip Shaft No. 1' (inv. No. 283)*
- 19. Related party transaction between the Company and JSC Norilsk Combine (Appendix to Instructions No. 19 to Agency Agreement No. 88-946/11 dd. 26.04.2011 (50-136/11 dd. 26.04.2011)*
- 20. Related party transaction between the Company and Norilskpromtransport LLC (Specification No. 2016-06 to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007)*
- 21. Related party transaction between the Company and Norilskpromtransport LLC (transfer of ownership right for movable property (lubricant injector with electrical drive; radial fan)*
- 22. Related party transaction between the Company and Norilskpromtransport LLC (Specification to Sales and Purchase Agreement No. 192-2059/07 dd. 03.07.2007)*
- 23. Related party transaction between the Company and Norilsknickelremont LLC (Order for June 2016 to Sale and Purchase Agreement No. ZTF-26/07 dd. 03.07.2016)*
- 24. Related party transaction between the Company and Norilsknickelremont LLC (Specifications to Sales and Purchase Agreement No. 88-1858/08 dd. 21.07.2008 (NNR-489/952-08 dd. 21.07.2008).*
- 25. Related party transaction between the Company and Norilsknickelremont LLC (services involving provision of conditions required to dismantle and put the Nickel Plant facilities on care and maintenance, as well as maintenance of Nickel Plant production facilities in satisfactory technical condition and provision of uninterruptible power supply to them)*
- 26. Related party transaction between the Company and PCC LLC (Specification No. 51 to Inventories Sale and Purchase Agreement No. 88-1011/10 dd. 08.06.2010 (ZSK-02-290/10 dd. 18.05.2010).*
- 27. Related party transaction between the Company and PCC LLC (Amendments to Contract No. 88-311/16 dd. 11.02.2016)*
- 28. Related party transaction between the Company and PCC LLC (Amendments to Contract No.*

**88-974/16 dd. 21.04.2016)**

- 29. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 011/16-KS-DRRS for development of cost estimate, detailed design documentation, and calculations)**
- 30. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 003/16-KR-UKhD for development of detailed design)**
- 31. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 004/16-KR-UKhD for development of detailed design)**
- 32. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 096/16-KR-UKhD)**
- 33. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 070/16-KR-UKhD)**
- 34. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 071/16-KR-UKhD)**
- 35. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 072/16-KR-UKhD)**
- 36. Related party transaction between the Company and Gipronickel Institute LLC (Works Agreement No. 019/16-KS-DRPM)**
- 37. Related party transaction between the Company and Gipronickel Institute LLC (design works at the facilities of Skalisty and Komsomolsky mines)**
- 38. Related party transaction between the Company and PCC LLC (Additional Agreement No. 1 Real Estate Lease Agreement No. 88-455/15 dd. 11.03.2016)**
- 39. Transaction between the Company and IPJSC Ingosstrakh (Certificate of insurance: insurance against risks related to the Company's liability in respect of Avraamy Zavenyagin tugboat).**
- 40. Transaction between the Company and IPJSC Ingosstrakh (Certificate of insurance: property and liability insurance in respect of Avraamy Zavenyagin tugboat).**

**Corporate Relations Department**

(Power of Attorney No. GMK-115/173-nt dd. 15.10.2015)

**N.Yu. Yurchenko**

**September 02, 2016**