

**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>102840000298</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="https://www.nornickel.ru/investors/disclosure/nornickel-disclosure/">https://www.nornickel.ru/investors/disclosure/nornickel-disclosure/</a></i>
1.8. The date of the event (material fact) in respect of which the statement was made (if applicable)	<i>09/04/2021</i>
2. Subject matter of the resolutions, Adopted at the meeting of the Issuer Board of Directors	
<p>1. Quorum at the meeting of the Board of Directors of the Issuer:  <i>13 members of the Board of Directors of PJSC MMC Norilsk Nickel participated in the meeting held on 09/04/2021. The meeting is quorate.</i></p> <p>2. Resolutions adopted by the Board of Directors and the results of voting on the agenda items:  <b>Re: Item 1</b>  <i>1. To take note of the Reports on the Norilsk Nickel Group Corporate Risk Management and Internal Control System efficiency assessment for 2020.</i>  <i>2. To take note of the Internal Audit Department's opinion on the reliability and efficiency assessment of the corporate risk management and internal control system for 2020 and include the Opinion in the information (materials) made available to the shareholders in preparation for the Meeting.</i>  <i>The resolution was adopted unanimously.</i></p> <p><b>Re: Item 2</b>  <i>To preliminary approve the 2020 Annual Report of the Company, including reports on compliance with principles and recommendations of the Corporate Governance Code and report on related-party transactions entered into by the Company in 2020.</i>  <i>The resolution was adopted unanimously.</i></p> <p><b>Re: Item 3</b>  <i>1. To approve the Report on Internal Evaluation of the Company's Board of Directors in 2020.</i>  <i>2. To recognise the effectiveness of the work of the Board of Directors, its Chairman, Committees and the Corporate Secretary in 2020.</i>  <i>3. To acknowledge the conformity of the quantitative and qualitative composition of the Board of Directors and the Committees of the Board of Directors of the Company with the goals and objectives of the Company and the interests of its shareholders.</i>  <i>4. To continue improving the performance of the Board of Directors of the Company. To review status of compliance with recommendations stipulated in the Report at the Q4 2021 meeting of the Corporate Governance, Nomination and Remuneration Committee.</i>  <i>5. To include information about the performed Evaluation in the Company's Annual Report.</i></p>	

*The resolution was adopted unanimously.*

**Re: Item 4**

*To hold the Annual General Meeting of Shareholders of the Company (hereinafter, the AGM) and to establish that:*

- 1) the form of the AGM: in-absentia meeting;*
- 2) final Date of the Meeting date for acceptance of voting ballots: May 19, 2021;*
- 3) completed ballots for voting at the EGM shall be sent to the following postal address: 107076 Moscow, 18/13 ul. Stromynka, JSC IRC – R.O.S.T.;*
- 4) digital ballots for voting at the EGM shall be available for shareholders on a website on the Internet data telecommunications network. The website: <https://lk.rrost.ru/Nornik>;*
- 5) the date for making the list of the persons entitled to attend the EGM shall be April 26, 2021;*
- 6) the AGM agenda can be found in Annex 1;*
- 7) the procedure for notifying the shareholders of the convening the EGM shall be as follows:*

*Notice on Convening the General Meeting of the Shareholders, provided in Annex 2, not later than April 15, 2021:*

*- shall be published in newspapers ‘Rossiyskaya Gazeta’, ‘Taimyr’, ‘Nash Krasnoyarskiy Kray’ (Krasnoyarsk), and ‘Kolsky Nickel’ (Monchegorsk),*

*shall be posted in the internet on the Company’s website: <http://www.nornik.ru>;*

*8) the following list of information (materials) shall be provided to shareholders in the course of preparation to the GM:*

- 2020 Annual Report of the Company;*
- 2020 Annual Accounting (Financial) Statements of the Company;*
- 2020 Annual Consolidated Financial Statements of the Company (as a part of Annual Report);*
- the Auditor’s opinion on 2020 Annual Accounting (Financial) Statements of the Company;*
- the Auditor’s opinion on 2020 Annual Consolidated Financial Statements of PJSC MMC Norilsk Nickel (as a part of Annual Report);*
- the Audit Commission’s opinion on the 2020 Annual Accounting (Financial) Statements and 2020 Annual Report of the Company.*
- opinion given by the Board of Directors’ Corporate Governance, Nomination and Remuneration Committee regarding the Auditor’s report;*
- opinion given by the Internal Audit Department regarding evaluation of reliability of efficiency of risk management and internal controls at the Company in 2020;*
- report of the Board of Directors of the Company including a reasoned viewpoint (recommendations) of the Company’s Board of Directors on agenda items of the Annual General Meeting of the Shareholders (including recommendations of the Board of Directors regarding the amount of dividend on the Company shares and procedures for payment thereof, as well as regarding nominees to the Board of Directors);*
- information about nominees to the Board of Directors of the Company and their written consent to be elected to the Board of Directors;*
- information on nominees to the Audit Commission of the Company and their written consent to be elected to the Audit Commission;*
- management report on the Company’s performance in 2020;*
- overview of the Company’s financial results in 2020;*
- report on related party transactions entered into by the Company (as part of Annual Report);*
- information on the Auditor proposed for the approval as the Auditor of the Accounting (Financial) Statements and the Consolidated Financial Statements of the Company;*
- information on JSC IRC – R.O.S.T., the Company’s registrar, serving as the Counting Commission of the Company;*
- draft resolutions of the AGM;*
- voting ballot form.*

9) information (materials) shall be provided to shareholders in the course of preparation to the GM, as follows:

- the above information (materials), which were made available to shareholders in preparation for the meeting are also available on the corporate website on the Internet on April 28, 2021: <http://www.nornik.ru>, and sent in digital form (in the form of electronic documents) to the Company's registrar for further informing the persons eligible to participate in the GM, in accordance with securities laws of the Russian Federation;

10) the form and text of the ballot for voting at the AGM as per Annex 3, as well as wording of resolutions on the AGM agenda items shall be sent in electronic format (as electronic documents) to nominee shareholders registered in the Company's shareholder register, as per Annex 4;

11) the secretary of the GM shall be Pavel Evgenyevich Platov, Corporate Secretary.

The resolution was adopted unanimously.

**Re: Item 5**

To take note of the opinion provided by the Audit Commission upon auditing the 2020 Annual Accounting (Financial) Statements and Annual Report of the Company.

The resolution was adopted unanimously.

**Re: Item 6**

1. To recommend that the Annual General Meeting of Shareholders of the Company declare dividends on ordinary registered shares of the Company based on the results of 2020 fiscal year in the amount of RUB 1,021.22 per one ordinary share.

2. To recommend to the Annual General Meeting of Shareholders of the Company to set June 1, 2021 as the record date.

The resolution was adopted unanimously.

**Re: Item 7**

1. To propose the following resolution on agenda item regarding 'Remuneration and reimbursement of expenses to members of the Board of Directors of PJSC MMC Norilsk Nickel':

1. To establish that members of the Board of Directors of PJSC MMC Norilsk Nickel shall be remunerated, and their expenses related to the performance of their duties shall be reimbursed in accordance with the Policy of Remuneration of Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by the Annual General Meeting's Resolution dated May13, 2020).

2. For the Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this AGM, the Company provides remuneration, reimbursement of expenses related to the performance of his/her duties, and accident insurance, as follows:

2.1. remuneration shall be USD 1,000,000 (one million) 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 laws of the Russian Federation. The aforementioned remuneration shall be payable from the day of election of the Director as the Chairman of the Board of Directors until 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 2021 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 terminates before the 2021 year-end Annual General Meeting of Shareholders he will be paid additional remuneration in the amount of USD 1,000,000.00 less amount of the remuneration received by him for the performance of his duties as 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, 2022 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 is re-elected as Chairman of the Board of Directors by the subsequent Annual General Meeting of Shareholders before the 2021 year-end, the remuneration for serving as Chairman of the Board

*of Directors provided in sub-paragraph 2.1 of this paragraph, shall not be payable.*

*2.3. All documented expenses incurred by the Chairman of the Board of Directors, in the performance of his duties, shall be reimbursed in accordance with the Remuneration Policy for Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by the Annual General Meeting's Resolution dated May 13, 2020).*

*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 in the performance of official duties:*

*- "Accidental death" and "serious bodily injury in an accident" (or disability resulting from an accident) per risk and in aggregate through the term of insurance with a coverage in the amount of at least USD 3,000,000 (three million);*

*- "Injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000 (one hundred thousand):.*

*The resolution was adopted unanimously.*

*Re: Item 8*

*To recommend the AGM to set remuneration of a member of the Company's Audit Commission, who is not the Company's employee, at RUB 1,800,000 (one million eight hundred thousand rubles) per annum, payable in equal amounts twice per year. Mentioned amount of before taxes in accordance with applicable Russian legislation.*

*The resolution was adopted unanimously.*

*Re: Item 9*

*To deem it justified to submit the following transactions for voting at the Annual General Meeting of Shareholders, as they constitute related party transactions for all the members of the Board of Directors and the Management Board of the Company:*

*1. Related party transactions, according to which the Company is obligated to reimburse members of the Board of Directors and the Management Board of the Company due to their appointment and performance of duties as members of the Board of Directors and the Management Board of the Company up to USD 115,000,000 per each member;*

*2. Transactions for liability insurance of members of the Board of Directors and the Management Board of the Company and other officers of the Company and its subsidiaries if they constitute related party transactions for all members of the Board of Directors and the Management Board of the Company, which are beneficiaries in the transaction, entered into with a Russian insurance company for a one-year term with a total limit of limit of liability (insurance coverage) including all the individual coverages and extensions (excluding the cases stipulated by the Insurance Agreement) in the amount of USD 150,000,000 and the insurance premium paid by the Company up to USD 5,000,000. If, due to the market circumstances in which the Company finds itself as of the transaction date, the insurance coverage may not be set at USD 150,000,000, the insurance agreement shall be entered into with the highest available coverage amount on reasonable market terms.*

*The resolution was adopted unanimously.*

*Re: Item 10*

*1. To recommend that the Annual General Meeting of Shareholders of the Company approve JSC KPMG as Auditor of Russian Accounting (Financial) Statements of the Company in 2021.*

*2. To recommend that the Annual General Meeting of Shareholders approve JSC KPMG as the Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel for 2021 and interim consolidated financial statements for the first half of 2021.*

*The resolution was adopted unanimously.*

*Re: Item 11*

*To approve Report of the Board of Directors of the Company, outlining a reasoned viewpoint of the Company Board of Directors on items of the agenda for the Annual General Meeting of Shareholders as per Annex 5.*

***The resolution was adopted unanimously.***

3. identification characteristics of the Issuer's issue-grade securities:  
type, category (kind), series of securities: ***uncertificated registered ordinary shares;***  
state registration reference of the securities issue and the date of state ***registration: issue state registration reference 1-01-40155-F, registered on 12/12/2006;***

International Securities Identification Number (ISIN): ***RU0007288411.***

4. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: ***09/04/2021.***

5. Date and reference number of the Minutes of the Meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: ***09/04/2020, MoM No. GMK/9-pr-sd.***

***Director,  
Corporate Relations Department  
(Power of Attorney No. GMK-115/171-nt dd. 16/12/2019)***

***N.Yu. Yurchenko***

***April 09, 2021***