



НОРНИКЕЛЬ

NOTICE

on convening the Annual General Shareholders' Meeting for the Public Joint-Stock Company Mining and Metallurgical Company Norilsk Nickel

Dudinka, Krasnoyarsk Krai, Russian Federation

DEAR SHAREHOLDERS:

This is to inform you about the Annual General Shareholders' Meeting (hereinafter called the Meeting) that will be held for PJSC MMC Norilsk Nickel (hereinafter called the Company):

Form in which the AGM will be held: absentee voting

Meeting date (final date voting ballots will be accepted): May 13, 2020.

Postal address to mail completed, signed voting ballots: 107076, Moscow, 18 Ulitsa Stromynka, Bldg. 5B, JSC IRC – R.O.S.T.

Website on the Internet data telecommunications network where digital ballots can be filled out:

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

Date to determine (finalize) those persons who are entitled to attend the Annual General Meeting:

April 20, 2020

Categories (types) of shares whose holders are eligible to vote on every item in the Meeting agenda: ordinary shares.

AGENDA:

- 1. Ratifying the 2019 Annual Report from PJSC MMC Norilsk Nickel**
- 2. Ratifying the 2019 Annual Accounting (Financial) Statements from PJSC MMC Norilsk Nickel**
- 3. Ratifying 2019 PJSC MMC Norilsk Nickel consolidated financial statements**
- 4. Distribution of profits by PJSC MMC Norilsk Nickel for 2019, including payment (declaration) of dividends based on 2019 results**
- 5. Electing members to the Board of Directors at PJSC MMC Norilsk Nickel**
- 6. Electing members to the Audit Commission at PJSC MMC Norilsk Nickel**
- 7. Approving the Auditor for RAS statements from PJSC MMC Norilsk Nickel**
- 8. Approving the Auditor for IFRS consolidated financial statements from PJSC MMC Norilsk Nickel**
- 9. Remuneration for and reimbursement of expenses incurred by members of the Board of Directors at PJSC MMC Norilsk Nickel**
- 10. Remuneration for the Audit Commission at PJSC MMC Norilsk Nickel.**
- 11. Approving interested party transactions to reimburse losses incurred by**

members of the Board of Directors and the Management Board at PJSC MMC Norilsk Nickel

12. Approving an interested party transaction for indemnity insurance for members of the Board of Directors and the Management Board at PJSC MMC Norilsk Nickel

The items were included into the Meeting agenda by the Company's Board of Directors in accordance with Clause 7, Article 53 in the Federal Law "On Joint-Stock Companies".

Starting on April 22nd, 2020, shareholders can familiarize themselves with the materials due to be furnished in preparation for holding the Meeting on the Company's website in the Internet data telecommunications network: <http://www.nornik.ru>.

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

- In accordance with Clause 1, Article 56 in the Federal Law "On Joint-Stock Companies", JSC IRC – R.O.S.T. performs the functions of the Company's vote counting commission
- Shareholders may exercise their right to participate in the Meeting:
 - ⇒ **by sending a completed, signed voting ballot with powers of attorney attached (if applicable) to the following address: 107076, Moscow 18 Ulitsa Stromynka, Bldg. 5B, JSC IRC – R.O.S.T.**
 - ⇒ **by giving instructions on how they want to vote to persons responsible for keeping records on the ownership rights to shares in accordance with Russian Federation securities legislation (this applies to persons that are eligible to participate in the Meeting but are not registered in the Company's shareholder register). The possibility to and procedure for giving those instructions shall be specified in an Agreement signed between the shareholder and the person responsible for recordkeeping on the ownership rights to shares.**
 - ⇒ **by filling out a digital ballot in the Personal Shareholder Account on the JSC IRC – R.O.S.T. website, which serves PJSC MMC Norilsk Nickel as its registrar, on the Internet data telecommunications network: <https://lk.rrost.ru/Nornik>.**
- To register as having participated in the meeting, a shareholder's ballot must be received, or a digital ballot filled out on the website on the Internet data telecommunications network, prior to the date for the receipt of voting ballots (by May 13 2020).
- Shareholders that, in accordance with the requirements outlined in Russian Federation securities legislation, have instructed the persons responsible for keeping records on their ownership rights to shares on how they want to vote, are deemed to have participated in the Meeting if communications containing their stated wishes are received prior to the last date for the receipt of voting ballots (by May 13 2020).
- Documents that certify the authority of assignees and proxies acting on behalf of persons included in the list of persons eligible to participate in the Meeting must be enclosed with the voting ballots delivered by those persons.

PJSC MMC Norilsk Nickel Board of Directors