

STATEMENT OF MATERIAL FACT
Convening the Issuer's General Meeting of Shareholders and Resolutions Adopted at the
Issuer's General Meeting of Shareholders

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	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)	<i>10/06/2019.</i>
2. Subject matter	
Convening the issuer's general meeting of shareholders and resolutions adopted at the issuer's general meeting of shareholders	
<p>Type of the general meeting of shareholders of the issuer (annual (ordinary), extraordinary): <i>annual (ordinary); annual (ordinary).</i></p> <p>Form of the general meeting of shareholders (in-person meeting or voting in absentia): <i>in-person meeting.</i></p> <p>Date of convening the issuer's general meeting of shareholders: <i>June 10, 2019;</i></p> <p>Venue the issuer's general meeting of shareholders: <i>24 ul. Bolshaya Yakimanka, Moscow,</i></p> <p><i>PRESIDENT HOTEL, Bolshoi Petrovsky hall.</i></p> <p>Time the issuer's general meeting of shareholders:</p> <p>Time of the opening of the general meeting: <i>11:00 a.m.;</i></p> <p>Time of the opening of the general meeting: <i>12:50 p.m.;</i></p> <p>Quorum of the general meeting of shareholders:</p> <p><i>The number of votes held by the persons participating in the general meeting, which has been determined subject to the provisions of clause 4.14 of the Regulations on Annual General Meetings, approved by the Bank of Russia on 16/11/2018 in Decree No 660-P (hereinafter "Regulations"), clause 7 of article 8.4. of the Federal Law of 22.04.1996 No. 39-FZ "On Securities Market", was equal to:</i></p> <p><i>re: item 1 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 2 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 3 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 4 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 5 on the agenda 1,632,241,138 (79.3432%);</i></p> <p><i>re: item 6 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 7 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 8 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 9 on the agenda 125,738,077 (79.4576%);</i></p> <p><i>re: item 10 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 11 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 12 on the agenda 125,739,709 (79.4586%);</i></p> <p><i>re: item 13 on the agenda 125,739,709 (79.4586%);</i></p> <p>Agenda of the issuer's general meeting of shareholders:</p> <ol style="list-style-type: none"> <i>1. Approval of the 2018 Annual Report of PJSC MMC Norilsk Nickel.</i> <i>2. Approval of the 2018 Annual Accounting (Financial) Statements of PJSC MMC Norilsk Nickel.</i> <i>3. Approval of the 2018 PJSC MMC Norilsk Nickel Consolidated Financial Statements.</i> 	

4. *Distribution of profit of PJSC MMC Norilsk Nickel for 2018, including payment (declaration) of dividends, based on the results of 2018*
5. *Election of members of the Board of Directors of PJSC MMC Norilsk Nickel*
6. *Election of members of the Audit Commission of PJSC MMC Norilsk Nickel.*
7. *Approval of the Auditor of RAS statements of PJSC MMC Norilsk Nickel*
8. *Approval of the Auditor of IFRS consolidated financial statements of PJSC MMC Norilsk Nickel*
9. *Remuneration and reimbursement of expenses of members of the Board of Directors of PJSC MMC Norilsk Nickel*
10. *Remuneration of the Audit Commission of PJSC MMC Norilsk Nickel.*
11. *Approval of related party transactions for reimbursement of members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for incurred losses*
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. *Participation of PJSC MMC Norilsk Nickel in Inter-Regional Cross-Industry Association of Employers 'Union of Copper and Nickel Producers and Production Support Providers'*

Voting results for the quorate agenda items of the general meeting of shareholders and wording of the resolutions adopted at the general meeting of shareholders on the agenda items:

Item 1.

To approve the 2018 Annual Report of PJSC MMC Norilsk Nickel.

IN FAVOR - 125,134,002 (99.5183%)

AGAINST - 87,616 (0.0697%)

ABSTAINED - 198,238 (0.1577%)

Item 2.

To approve the 2018 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel.

IN FAVOR - 125,128,451 (99.5139%)

AGAINST - 87,854 (0.0699%)

ABSTAINED - 200,050 (0.1591%)

Item 3.

To approve the 2018 PJSC MMC Norilsk Nickel consolidate financial statements.

IN FAVOR - 125,126,773 (99.5125%)

AGAINST - 87,923 (0.0699%)

ABSTAINED - 203,434 (0.1618%)

Item 4.

1. *Approve the distribution of profit of PJSC MMC Norilsk Nickel in 2018 in accordance with the recommendation of the Board of Directors of PJSC MMC Norilsk Nickel, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with the motivated position of the Board of Directors of PJSC MMC Norilsk Nickel on the items of the agenda of Annual General Meeting of shareholders of PJSC MMC Norilsk Nickel.*

2. *Pay monetary dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2018 months of 2016 in cash in the amount of RUB 792.52 per an ordinary share.*

3. *Set June 21, 2019 as the record date for determining persons eligible to receive the dividends.*

IN FAVOR - 124,756,609 (99.2182%)

AGAINST - 663,191 (0.5274%)

ABSTAINED - 1,385 (0.0011%)

Item 5.

To elect as members of the Board of Directors:

1. *Sergey Valentinovich Barbashev*

2. *Alexey Vladimirovich Bashkirov*
3. *Sergey Borisovich Bratukhin*
4. *Andrey Yevgenyevich Bougrov*
5. *Sergey Nikolaevich Volk*
6. *Marianna Alexandrovna Zakharova*
7. *Roger Llewelyn Munnings*
8. *Stalbek Stepanovich Mishakov*
9. *Gareth Peter Penny*
10. *Maxim Vladimirovich Poletaev*
- .
11. *Vyacheslav Alexeevich Solomin*
- .
12. *Evgeny Arkadievich Schwartz*
- .
13. *Robert Willem John Edwards*
- .

Number of votes cast for each of the voting options/each candidate:

IN FAVOR of candidates:

1. <i>Sergey Valentinovich Barbashev</i>	115,614,485	(7.0832%)
2. <i>Alexey Vladimirovich Bashkirov</i>	114,717,998	(7.0283%)
3. <i>Sergey Borisovich Bratukhin</i>	145,808,724	(8.9330%)
4. <i>Andrey Yevgenyevich Bougrov</i>	115,744,295	(7.0911%)
5. <i>Sergey Nikolaevich Volk</i>	146,757,089	(8.9911%)
6. <i>Marianna Alexandrovna Zakharova</i>	114,296,491	(7.0024%)
7. <i>Roger Llewelyn Munnings</i>	42,209,600	(2.5860%)
8. <i>Stalbek Stepanovich Mishakov</i>	114,936,715	(7.0417%)
9. <i>Gareth Peter Penny</i>	151,834,688	(9.3022%)
10. <i>Maxim Vladimirovich Poletaev</i>	143,475,267	(8.7901%)
11. <i>Vyacheslav Alexeevich Solomin</i>	115,387,158	(7.0692%)
12. <i>Evgeny Arkadievich Schwartz</i>	152,738,560	(9.3576%)
13. <i>Robert Willem John Edwards</i>	150,627,332	(9.2283%)

AGAINST ALL THE CANDIDATES - 56,498 (0.0035%)

ABSTAINED WITH REGARD TO ALL THE CANDIDATES - 2,520,713 (0.1544%)

Item 6.

Election of the members of Internal Audit Commission

1. *Alexey Sergeevich Dzybalov*
2. *Anna Viktorovna Masalova*
3. *Svanidze Georgiy Eduardovich*
4. *Vladimir Nikolaevich Shilkov*
5. *Elena Alexandrovna Yanevich*

Results of the vote:

Alexey Sergeevich Dzybalov

IN FAVOR - 124,484,595 (99.0018%)

AGAINST - 596,288 (0.4742%)

ABSTAINED - 249,125 (0.1981%)

Anna Viktorovna Masalova

IN FAVOR - 125,003,745 (99.4147%)

AGAINST - 65,906 (0.0524%)

ABSTAINED - 248,916 (0.1980%)

Georgiy Eduardovich Svanidze

IN FAVOR - 124,545,176 (99.05%)

AGAINST - 595,408 (0.4735%)

ABSTAINED - 224,325 (0.1784%)

Vladimir Nikolaevich Shilkov

IN FAVOR - 124,568,106 (99.0682%)

AGAINST - 493,620 (0.3926%)

ABSTAINED - 252,072 (0.2005%)

Elena Alexandrovna Yanevich

IN FAVOR - 124,605,468 (99.0979%)

AGAINST - 494,240 (0.3931%)

ABSTAINED - 244,502 (0.1945%)

Item 7.

To approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2019.

IN FAVOR - 108,364,780 (86.1818%)

AGAINST - 15,825,964 (12.5863%)

ABSTAINED - 15,825,964 (12.5863%).

Item 8.

To approve JSC KPMG as Auditor of Consolidated Financial Statements of PJSC MMC Norilsk Nickel for 2019 and Interim Consolidated Financial Statements for the first half of 2019.

IN FAVOR - 108,368,552 (86.1849%)

AGAINST - 16,861,084 (13.4095%)

ABSTAINED - 173,306 (0.1378%)

Item 9.

9.1 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 June 6, 2014).

9.2 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:

9.2.1. 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 Independent 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;

9.2.2. 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 2019 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 will terminate before the 2019 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 3,000,000.00 less amount of the remuneration received by him for execution of the 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.

9.2.3 The Company compensates all documented expenses incurred by the Chairman of the Board of Directors, in the performance of his duties, including: accommodation in hotels, travel services, including VIP lounge services, other air travel fees and charges (business and first class tickets), telephone calls (including mobile communication), representation expenses, will be compensated in accordance with the limits for category 1 positions approved by PJSC MMC Norilsk Nickel.

9.2.4 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:

- death in an accident with the coverage in amount of at least USD 3,000,000 (three million);*
- serious bodily injury in an accident (or disability resulting from an accident) with the coverage in 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).*

IN FAVOR - 106,759,547 (84.9063%)

AGAINST - 18,375,830 (14.6144%)

ABSTAINED - 257,782 (0.2050%)

Item 10.

Set the remuneration to an Audit Commission member of PJSC MMC Norilsk Nickel not employed by the Company in the amount of RUB 1,800,000 (one million eight hundred thousand) per annum before taxes. payable in equal amounts twice per year. The above amount is shown before taxes, in accordance with applicable laws of the Russian Federation.

IN FAVOR - 125,101,679 (99.4926%)

AGAINST - 32,969 (0.0262%)

AGAINST - 259,438 (0.2063%)

Item 11.

To authorize conclusion of associated transactions that are related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel the subject matter of which implies the obligation of PJSC MMC Norilsk Nickel to indemnify the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for any and all losses that the mentioned persons may incur as a result of their election to the mentioned positions in the amount of no more than USD 115,000,000 (one hundred fifteen million) per transaction.

IN FAVOR - 124,384,635 (98.9223%)

AGAINST - 673,709 (0.5358%)

ABSTAINED - 346,468 (0.2755%)

Item 12.

To authorize associated transactions which represent related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and which concern liability insurance of the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel, who are the beneficiaries of the transaction, provided by a Russian insurance company; the effective period of liability insurance is one year; the total liability limit is no less than USD 200 000 000 and liability limit of not less than USD 25,000.000 for extended coverage to the primary contract, as well as an insurance premium not exceeding USD 1,000,000.

IN FAVOR - 124,424,191 (98.9538%)

AGAINST - 557,450 (0.4433%)

ABSTAINED - 423,601 (0.3369%)

Item 13.

To approve participation of PJSC MMC Norilsk Nickel in Inter-Regional Cross-Industry Association of Employers 'Union of Copper and Nickel Producers and Production Support Providers'.

IN FAVOR - 125,232,801 (99.5969%)

AGAINST - 5,756 (0.0046%)

ABSTAINED - 168,653 (0.1341%)

Date and number of the minutes of the issuer's general meeting: **June 10, 2019, MoM No. 1.**

Identification characteristics of shares, holders of which are eligible to participate in the general meeting of shareholder:

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.**

Corporate Relations Department, Director

(Power of Attorney No. GMK-115/11-nt dd. 06/02/2019)

Yurchenko

N.Yu.

June 10, 2019