

**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="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 by Chairman of the Board of Directors regarding convening of the meeting of the Board of Directors: <b>02/11/2016</b>.</p> <p>2. Date of the meeting of the Board of Directors of the Issuer: <b>07/11/2016</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 Gipronickel Institute LLC (Contract No. 015/16-KR-UGE).</i></li> <li>2. <i>Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 021-3538).</i></li> <li>3. <i>Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 021-3539).</i></li> <li>4. <i>Related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 14 to Contract No. 88-1738/10 dd. 15/09/2010 (NNR-438/952-10 dd. 22/09/2010).</i></li> <li>5. <i>Related party transaction between the Company and Gipronickel Institute LLC (Research Activities Contract No. 066-3541).</i></li> <li>6. <i>Related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-94/16 dd. 22/01/2016 (ZSK US-4/16 dd. 13/01/2016).</i></li> <li>7. <i>Related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-95/16 dd. 22/01/2016 (ZSK US-4/16 dd. 13/01/2016).</i></li> <li>8. <i>Related party transaction between the Company and Gipronickel Institute LLC (development of detailed design documentation as required by projects: 'Taimyrsky Mine. Vent Shaft No. 7. Sump water drainage at lev.-1526 m. Start-up Facility No. 4'; 'Taimyrsky Mine. Hor.-1400 m. Sector crusher in discharging chamber No. 2'; 'Taimyrsky Mine. Vent Shaft No. 7. Water-proofing').</i></li> <li>9. <i>Related party transaction between the Company and PCC LLC (Addendum No. 2 to Contract No. 88-37/15 dd. 21/01/2015 (ZSK US-1380/14 dd. 30/12/2014).</i></li> <li>10. <i>Related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: two KAMAZ 65117-L4 drop-side trucks).</i></li> <li>11. <i>Related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: two NEFAZ 4208-24 special-purpose passenger vehicles).</i></li> <li>12. <i>Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 010/16-KS-DRPO).</i></li> <li>13. <i>Related party transaction between the Company and JSC Norilskgazprom (sales of goods: basalt (rock), size 0-500).</i></li> <li>14. <i>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).</i></li> </ol>	

15. *Related party transaction between the Company and JSC Norilsk Combine (Specifications to Sales and Purchase Agreement No. 88-1787/10 dd. 15/09/2010).*
16. *Related party transaction between the Company and Norilsknickelremont LLC (services for preparation of premises, provision of music and illumination for a celebration).*
17. *Related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-1395-2/16 dd. 09/06/2016).*
18. *Related party transaction between the Company and Gipronickel Institute LLC (services for designer supervision as required by projects: 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13A ul. Shakhterskaya, Kayerkan district, Norilsk. Installation of display panels'; 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13B ul. Stroiteley, Talnakh district, Norilsk. Installation of display panels').*
19. *Related party transaction between the Company and Gipronickel Institute LLC (design works as required by project: 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13A ul. Shakhterskaya, Kayerkan district, Norilsk. Installation of display panels').*
20. *Related party transaction between the Company and Gipronickel Institute LLC as the Contractor (design works as required by project: 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13B ul. Stroiteley, Talnakh district, Norilsk. Installation of display panels').*
21. *Related party transaction between the Company and PCC LLC (services for visual arrangement of informational stands).*
22. *Related party transaction between the Company and PCC LLC (Addendum No. 2 to Fee-Based Services Contract No. 88-18/16 dd. 13/01/2016 (ZSK NShST-2060/15 dd. 29/12/2015)).*
23. *Related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-186/16 dd. 29/01/2016 (ZSK NShST-67/16 dd. 26/01/2016)).*
24. *Related party transaction between the Company and PCC LLC (Addendum to Loan Facility Agreement No. NN/1106-2014 dd. 19/12/2014 (ZSK-1334/14 dd. 18/12/2014)).*
25. *Related party transaction between the Company and Federal State Autonomous Educational Institution of Higher Education 'Siberian Federal University' (additional agreement to Agreement No. NN/250-2016 dd. 17/03/2016 to arrange research center – laboratory for the development of dynamic system to manage and control the quality of mineral resources mining and processing).*
26. *Related party transaction between the Company and OJSC Yenisei River Shipping Company (Addendum to Loan Agreement No. NN/553-2016 dd. 10/06/2016).*
27. *Related party transaction between the Company and Gipronickel Institute LLC (Research and Engineering Service Agreement No. 021-3537).*
28. *Related party transaction between the Company and OJSC Yenisei River-Shipping Company (Crewed Vessel Lease Agreement)*
29. *Related party transaction between the Company and OJSC Yenisei River-Shipping Company (Fleet Full-Package Service Agreement).*
30. *Related party transaction between the Company and JSC NTEK (Contract for utility connection to electrical grids).*
31. *Related party transaction between the Company and Norilsknickelremont LLC (Order for August 2016 to Sales and Purchase Agreement No. ZTF-26/07 dd. 03/07/2007).*
32. *Related party transaction between the Company and JSC Gazpromneft-Aero (Addendum to Suretyship Agreement No. OS/12/A225 (NN/677-2012 dd. 10/07/2012)).*
33. *Related party transaction between the Company and Gipronickel Institute LLC (Agreement No. 002/16-KR-ZTF for design engineering).*
34. *Transaction between the Company and IPJSC Ingosstrakh (Certificate of insurance: property and liability insurance in respect of Vladimir Matveev tanker/fuel vessel).*
35. *Transaction between the Company and SNC-Lavalin Inc. (Canada) for carrying out works in terms of Sulfur Dioxide Capture Facilities Complex at B.I. Kolesnikov Nadezhda Metallurgical Plant of the Company Polar Division.*
36. *Transaction between the Company and PJSC Sberbank of Russia amendment to Agreement for non-revolving credit facility.*
37. *Transaction between the Company and PJSC Sberbank of Russia (conclusion of Agreement for non-revolving credit facility).*

**38. Related party transaction between the Company and Gipronickel Institute LLC (Contract No. 003/16-TEI-GMK for carrying out feasibility studies and developing process procedures).**

**Corporate Relations Department, Director**  
(Power of Attorney No. GMK-115/173-nt dd. 15/10/2015)

***N.Yu. Yurchenko***

***November 02, 2016.***