

**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>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>
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 (annual (general), extraordinary): <i>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 28, 2018</i>;</p> <p>Venue the issuer's general meeting of shareholders: <i>Andreevsky Hall, Hotel Renaissance Moscow Monarch Centre located: bld. 1, 31A Leningradsky Prospekt, Moscow</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>1:02 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 4.11 of the Regulations of Additional Requirements for the Procedure of Preparation, Convening and Holding of General Meeting of Shareholders, approved by Order of FFMS of Russia of 02.02.2012 No. 12-6/pz-n (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 107 286 951 (67.7977%);</i></p> <p><i>re: item 2 on the agenda 107 286 866 (67.7977%);</i></p> <p><i>re: item 3 on the agenda 107 286 866 (67.7977%);</i></p> <p><i>re: item 4 on the agenda 107 286 866 (67.7977%);</i></p> <p><i>re: item 5 on the agenda 1 394 700 763 (67.7963%);</i></p> <p><i>re: item 6 on the agenda 107 286 799 (67.7984%);</i></p> <p><i>re: item 7 on the agenda 107 286 854 (67.7977%);</i></p> <p><i>re: item 8 on the agenda 107 286 867 (67.7977%);</i></p> <p><i>re: item 9 on the agenda 117 286 857 (67.7977%);</i></p> <p><i>re: item 10 on the agenda 107 286 877 (67.7977%);</i></p> <p><i>re: item 11 on the agenda 107 286 877 (67.7985%);</i></p> <p><i>re: item 12 on the agenda 107 286 877 (67.7985%);</i></p> <p><i>re: item 13 on the agenda 107 286 877 (67.7977%).</i></p> <p>Agenda of the issuer's general meeting of shareholders:</p> <p><i>1. Approval of 2017 Annual Report of PJSC MMC Norilsk Nickel.</i></p> <p><i>2. Approval of 2017 Annual Accounting (Financial) Statements of PJSC MMC Norilsk Nickel.</i></p> <p><i>3. Approval of 2017 PJSC MMC Norilsk Nickel Consolidated Financial Statements.</i></p> <p><i>4. Distribution of profit of PJSC MMC Norilsk Nickel for 2017, including payment (declaration) of dividends, based on the results of 2017 year</i></p>	

5. *Election of members of the Board of Directors of PJSC MMC Norilsk Nickel*
6. *Election of members of the Internal 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 Internal 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. *Membership of PJSC MMC Norilsk Nickel in the Krasnoyarsk Constructors Self-Regulatory Association.*

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 2017 report of PJSC MMC Norilsk Nickel;*

*IN FAVOR - 107 024 217 (99.7551%)*

*AGAINST - 396 (0.0004%)*

*ABSTAINED - 252 181 (0.2351%)*

**Item 2.**

*To approve 2017 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;*

*IN FAVOR - 107 021 993 (99.7531%)*

*AGAINST - 883 (0.0008%)*

*ABSTAINED - 252 961 (0.2358%)*

**Item 3.**

*To approve 2017 PJSC MMC Norilsk Nickel consolidate financial statements.*

*IN FAVOR - 106 999 631 (99.7323%)*

*AGAINST - 910 (0.0008%)*

*ABSTAINED - 275 241 (0.2566%)*

**Item 4.**

*1. Approve distribution of profit of PJSC MMC Norilsk Nickel in 2017 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 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 2017 months of 2016 in cash in the amount of RUB 607.98 per an ordinary share.*

*3. July 17, 2018 as the record date for determining persons eligible to receive the dividends.*

*IN FAVOR - 107 270 841 (99.9851%)*

*AGAINST - 347 (0.0003%)*

*ABSTAINED - 5 100 (0.0048%)*

**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. *Artem Olegovich Volynets*
6. *Marianna Alexandrovna Zakharova*
7. *Andrey Nikolaevich Likhachev*
8. *Roger Llewelyn Munnings*
9. *Stalbek Stepanovich Mishakov*
10. *Gareth Peter Penny*
11. *Maxim Mikhailovich Sokov*
12. *Vladislav Alexandrovich Solovyev*
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>	113 165 205	(8.1139%)
2. <i>Alexey Vladimirovich Bashkirov</i>	113 004 565	(8.1024%)
3. <i>Sergey Borisovich Bratukhin</i>	113 405 044	(8.1311%)
4. <i>Andrey Yevgenyevich Bougrov</i>	113 737 394	(8.1550%)
5. <i>Artem Olegovich Volynets</i>	114 263 131	(8.1927%)
6. <i>Marianna Alexandrovna Zakharova</i>	113 459 900	(8.1351%)
7. <i>Andrey Nikolaevich Likhachev</i>	119 283 185	(8.5526%)
8. <i>Roger Llewelyn Munnings</i>	8 947 892	(0.6416%)
9. <i>Stalbek Stepanovich Mishakov</i>	112 998 225	(8.1020%)
10. <i>Gareth Peter Penny</i>	121 801 569	(8.7332%)
11. <i>Maxim Mikhailovich Sokov</i>	112 968 345	(8.0998%)
12. <i>Vladislav Alexandrovich Solovyev</i>	112 984 904	(8.1010%)
13. <i>Robert Willem John Edwards</i>	121 579 390	(8.7172%)

*AGAINST ALL THE CANDIDATES – 22 414 (0.016%)*

*ABSTAINED WITH REGARD TO ALL THE CANDIDATES - 504 744 (0.0362%)*

*Item 6.*

*Election of the members of Internal Audit Commission*

- *Artur Gagikovich Arustamov*
- *Anna Viktorovna Masalova*
- *Georgiy Eduardovich Svanidze*
- *Vladimir Nikolaevich Shilkov*
- *Elena Alexandrovna Yanevich*

*Results of the vote:*

*Arustamov Artur Gagikovich*

*IN FAVOR - 107 010 217 (99.7422%)*

*AGAINST - 19 283 (0.0178%)*

*ABSTAINED - 19,089 (0.0178%)*

*Anna Viktorovna Masalova*

*IN FAVOR - 107 024 453 (99.7555%)*

**AGAINST - 4 062 (0.0038%)**

**ABSTAINED - 17 484 (0.0163%)**

***Georgiy Eduardovich Svanidze***

**IN FAVOR - 107 011 716 (99.7436%)**

**AGAINST - 22 777 (0.0212%)**

**ABSTAINED - 17 658 (0.0165%)**

***Vladimir Nikolaevich Shilkov***

**IN FAVOR - 107 035 362 (99.7656%)**

**AGAINST - 13 938 (0.0130%)**

**ABSTAINED - 16 118 (0.0150%)**

***Elena Alexandrovna Yanevich***

**IN FAVOR - 107 049 569 (99.7789%)**

**AGAINST - 14,139 (0.0132%)**

**ABSTAINED - 14,388 (0.0134%)**

***Item 7.***

***To approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2018;***

**IN FAVOR - 107 15 683 (99.8731%)**

**AGAINST - 76,724 (0.0715%)**

**ABSTAINED - 44 697 (0.0417%)**

***Item 8.***

***To approve JSC KPMG as Auditor of consolidated financial statements of PJSC MMC Norilsk Nickel for 2018;***

**IN FAVOR - 107 149 781 (99.8722%)**

**AGAINST - 75,322 (0.0702%)**

**ABSTAINED - 44,754 (0.0417%)**

***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 to the date, on which his term of office as the Chairman of the Board of Directors expires;***

***9.2.2. if the office of the person, elected as the Chairman of the Board of Directors at the first meeting of the Board of Directors held after this meeting, as the Chairman of the Board of Directors will terminate before the 2018 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 1,000,000 000 (one million) 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, 2019 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 will be re-elected as Chairman of the Board of Directors by the***

*subsequent before the 2018 year-end Annual General Meeting of Shareholders the remuneration for serving as Chairman of the Board of Directors provided in sub-paragraph 2.1 of this paragraph, shall not be paid.*

**9.2.3** *Documented expenses incurred by the Chairman of the Board of Directors, while performing 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 I 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 during 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 - 104 851 786 (97.7303%)**

**AGAINST - 2 358 131 (2.1980%)**

**ABSTAINED - 54,516 (0.0508%)**

**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 - 107 195 189 (99.9145%)**

**AGAINST - 17 787 (0.0166%)**

**ABSTAINED - 50 741 (0.0473%)**

**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 - 106 919 628 (99.6777%)**

**AGAINST - 246,982 (0.2303%)**

**ABSTAINED - 98,681 (0.0920%)**

**Item 12.**

*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 and which concerns 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 Russian insurance company; the effective period of liability insurance is one year, total liability limit is not 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 insurance premium of not exceeding USD 1,000,000.*

**IN FAVOR - 107 176 746 (99.9173%)**

**AGAINST - 22,245 (0.0207%)**

**ABSTAINED - 66,509 (0.0620%)**

**Item 13.**

*The participation in Krasnoyarsk Constructors Self-Regulatory Association.*

**IN FAVOR - 107 191 706 (99.9113%)**

**AGAINST - 6,673 (0.0062%)**

**ABSTAINED - 76,505 (0.0713%)**

Date and number of the minutes of the issuer's general meeting: **June 28, 2018, 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: **uncertified registered ordinary shares;**

state registration reference of the securities issue and the date of state registration: **issue state registration reference I-01-40155-F, registered on 12/12/2006;**

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

**Corporate Relations Department, Director**

(Power of Attorney No. GMK-115/35-nt dd 23/03/2018)

**N.Yu. Yurchenko**

**June 28, 2018**