



NORILSK NICKEL

**MINING AND METALLURGICAL COMPANY
PUBLIC JOINT STOCK COMPANY**

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M i n u t e s o f t h e m e e t i n g N o . 2 E x t r a o r d i n a r y G e n e r a l M e e t i n g o f S h a r e h o l d e r s

Full company name:	Public Joint-Stock Company Mining and Metallurgical Company Norilsk Nickel (hereinafter – PJSC MMC Norilsk Nickel or the Company)
Location of the Company:	Dudinka, Krasnoyarsk Krai, Russian Federation
Type of shareholder meeting:	Extraordinary
Form of shareholder meeting:	Voting in absentia
Preparation date of the list of persons eligible for participation in the General Meeting:	August 14, 2015
Date of the General Meeting:	September 14, 2015
End date of voting ballot acceptance period:	September 14, 2015
Postal address for casting filled voting ballots:	109440, Moscow, POB 3, JSC «Computershare Registrar»
Date of the present minutes of the meeting:	September 15, 2015
Chairman of the meeting	Gareth Peter Penny
Secretary of the meeting	Pavel Evgenievich Platov

A G E N D A

Extraordinary General Meeting of Shareholders of PJSC MMC Norilsk Nickel:

- 1. Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results of H1 2015 fiscal year.**

QUORUM AND VOTING RESULTS:

1. Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results of H1 2015 fiscal year.

Pursuant to clause 1, point 10.1 of article 48 of the Federal Law on Joint-Stock Companies, the Company's Extraordinary General Meeting convened in the form of voting in absentia, has reviewed the agenda item "Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results of H1 2015 fiscal year", in agreement with the minutes of the meeting of counting commission on voting results dated September 14, 2015

Number of votes possessed by persons included into the list of persons eligible to cast their votes on the specific item of the General Meeting Agenda	158 245 476
Number of votes attributable to the company's voting shares for the specific item of the General Meeting Agenda, accounting for provisions of clause 4.20 of the Regulations ¹	158 245 476
Number of votes possessed by general meeting participants with respect to the specific item of the Agenda	107 828 686
Agenda item quorum – QUORATE (%)	68,1401%

Voting options	Number of votes cast for each voting option	% of the total
«In favor»	107 807 329	99,9802
«Opposed»	765	0,0007
«Abstained»	11 413	0,0106

Resolved:

Item 1 of the agenda:

1. Pay monetary dividends of RUB 305,07 per ordinary share of PJSC MMC Norilsk Nickel, based on the results of H1 2015 fiscal year.
2. Set September 25, 2015, as the record date as of which entities receiving dividends will have been determined.

Enclosed is Minutes of the meeting of the Counting Commission.

Chairman of the meeting

Gareth Peter Penny

Secretary of the meeting

P.E. Platov

¹ Regulations on special requirements for preparing, convening and holding general meetings of shareholders, approved by Russian FFMS Decree No.12-6/pz-n dated 02.02.2012.