



НОРНИКЕЛЬ

NOTICE

on convening an Annual General Meeting of the shareholders of Mining & Metallurgical Company Norilsk Nickel Public Joint Stock Company

Dudinka, Krasnoyarsk Krai, Russian Federation

DEAR SHAREHOLDERS!

This is to inform on holding the Annual General Meeting of Shareholders (hereinafter, the Meeting) of PJSC MMC Norilsk Nickel (hereinafter, the Company):

Form of the Meeting: meeting

Date of the Meeting: June 28, 2018

Venue of the Meeting: bld. 1, 31A Leningradsky Prospekt, Moscow, Hotel Renaissance Moscow Monarch Centre, Andreevsky hall

Registration of shareholders will begin at: 09:00 a.m. (Moscow time).

The Annual General Meeting will begin at: 11:00 a.m. (Moscow time).

Registration of shareholders will finish at: Registration of persons, who are eligible to participate in the Meeting but did not register to participate in the Meeting prior to its opening, shall not end before the end of discussion on the last item of the agenda, for which quorum is present.

Postal address to mail a completed and signed voting ballot is as follows: 107076, Moscow 18-5B Stromynka str, JSC Independent Registrar Company.

Website on Internet data telecommunications network to host the digital ballots:

<https://www.nrc24-7.ru/ComHolder/Nornik/>

Date for making the list of the persons entitled to attend the General Meeting:

June 4, 2018

Categories (types) of shares, whose holders are eligible to vote on all of the Meeting agenda: ordinary shares

A G E N D A :

- 1. Approval of 2017 Annual Report of PJSC MMC Norilsk Nickel**
- 2. Approval of 2017 Annual Accounting (Financial) Statements of PJSC MMC Norilsk Nickel.**
- 3. Approval of 2017 PJSC MMC Norilsk Nickel Consolidated Financial Statements.**
- 4. Distribution of profit of PJSC MMC Norilsk Nickel for 2017, including payment (declaration) of dividends, based on the results of 2017 year**
- 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.**

The items were included into the Meeting agenda by the Board of Directors of the Company in accordance with par. 7, art. 53 of the Federal Law on Joint-Stock Companies.

In compliance with the applicable law, the shareholders shall be given an opportunity to review the materials subject to consideration at the Meeting at all the addresses specified for personal delivery of the ballots between 10.00 and 17.00 (local time) on working days starting from June 7, 2018. The materials will be also available on the corporate website of the Company in the internet telecommunications network: <http://www.nornik.ru> as well as at the venue of the Meeting for all participants.

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

- The Company does not provide for shareholders' transportation to the venue of the meeting;
- Pursuant to Art. 56, par.1 of the Federal Law On Joint Stock Companies, JSC Independent Registrar Company will perform the functions of the Counting Commission of the Company;
- The shareholders may exercise their right to participate in the Meeting:
 - ⇒ **by sending a completed and signed voting ballot with Annexes (if applicable) to the following address:** 107076, Moscow 18-5B ul. Stromynka, 107076 Moscow, JSC Independent Registrar ,
 - ⇒ **by delivering it in person to one of the following addresses:**
 - * 107076, Moscow 18, building 5B, ul. Stromynka, JSC Independent Registrar Company, (495) 989-76-50;
 - * 663305, Norilsk, Krasnoyarsk Krai 8, ul Bogdana Khmel'nitskogo, Norilsk branch of JSC Independent Registrar Company, tel. (3919) 46-28-17;
 - * 6 Belovodsky pereulok, 194044 Saint Petersburg, Saint Petersburg Branch of JSC Independent Registrar Company, tel. (812) 401-63-12;
 - * office 314, 94 pr. Mira ('Voskresensky' business center), 660017 Krasnoyarsk, Krasnoyarsk Branch of JSC Independent Registrar Company, (391) 216-51-01;
 - ⇒ **by giving instructions re their votes to persons responsible for record-keeping of rights to shares in accordance with the legislation of the Russian Federation on Securities (for persons, eligible to participate in the Meeting but not registered in the Company's shareholder register). Possibility and procedures for giving instructions shall be specified in an Agreement concluded between a shareholder and person responsible for record-keeping of rights to shares.**
 - ⇒ **by filling out a digital ballot in the Personal Shareholder Account on the website of JSC Independent Registrar Company, which serves PJSC MMC Norilsk Nickel as a**

registrar, on the Internet data telecommunications network: <https://www.nrc24-7.ru/ComHolder/Nornik/> within the period from June 7 to June 25, 2018, inclusive, as well as at the venue of the Meeting.

- Shareholders registered for participation in the Meeting, including those registered at Internet web-site, as well as the shareholders whose ballots were received or whose e-ballots were filled in at the Internet web-site not later than two days before the Date of Meeting shall be deemed to have participated in the Meeting.
- Shareholders, who in accordance with the requirements of the securities legislation of the Russian Federation instructed the persons responsible for recording their rights to shares re voting, shall be deemed to have participated in the Meeting if messages containing expression of will of such persons were received not later than two (2) days before the date of the Meeting.
- When registering for participation in the meeting:
 - Physical persons shall present identification documents to the Counting Commission;
 - Legal persons shall confer documents confirming the authority of the person representing such entity without a power of attorney;
 - Representatives of shareholders which are authorized by federal laws or decrees from duly authorized state or local agencies shall deliver a document confirming such appointment to the Counting Commission;
 - Representatives on behalf of persons eligible to participate in the meeting shall deliver a duly executed and notarized power of attorney for voting to the Counting Commission;
 - Legal successors entitled to participate in the meeting shall deliver documents confirming their authority to the Counting Commission.

the PJSC MMC Norilsk Nickel Board of Directors