



NORILSK NICKEL

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

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Minutes of the meeting No. 3 Extraordinary General Meeting of Shareholders

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:	November 20, 2015
Date of the General Meeting:	December 19, 2015
End date of voting ballot acceptance period:	December 19, 2015
Postal address for casting filled voting ballots:	109440, Moscow, POB 3, JSC "Independent Registrar Company"
Date of the present minutes of the meeting:	December 22, 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 for 9 months of 2015.**
- 2. PJSC MMC Norilsk Nickel participation in Noncommercial Partnership Russian Risk Management Society.**

QUORUM AND VOTING RESULTS:

1. Payment (declaration) of dividends on PJSC MMC Norilsk Nickel shares based on the results for 9 months of 2015.

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 for 9 months of 2015", in agreement with the minutes of the meeting of counting commission on voting results dated December 21, 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
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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
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Number of votes possessed by general meeting participants with respect to the specific item of the Agenda	110 817 754
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Agenda item quorum – QUORATE (%)	70.0290
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Voting options	Number of votes cast for each voting option	% of the total
«In favor»	110 781 698	99.9675
«Apposed»	4 683	0.0042
«Abstained»	29 099	0.0263

Resolved:

Item 1 of the agenda:

1. Pay monetary dividends of RUB 321.95 per ordinary share of PJSC MMC Norilsk Nickel, based on the results for 9 months of 2015.
2. Set December 30, 2015, as the record date as of which entities receiving dividends will have been determined.

2. PJSC MMC Norilsk Nickel participation in Noncommercial Partnership Russian Risk Management Society.

Pursuant to clause 1, point 18 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 "PJSC MMC Norilsk Nickel participation in Noncommercial Partnership Russian Risk Management Society", in agreement with the minutes of the meeting of counting commission on voting results

dated December 21, 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 Regulations¹ 158 245 476

Number of votes possessed by general meeting participants with respect to the specific item of the Agenda 110 817 754

Agenda item quorum – QUORATE (%) 70.0290

Voting options	Number of votes cast for each voting option	% of the total
«In favor»	105 518 944	95.2184
«Apposed»	78 450	0.0708
«Abstained»	5 206 138	4.6979

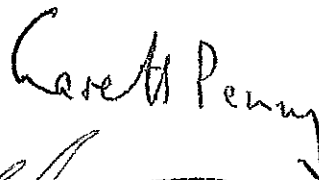
Resolved:

Item 2 of the agenda:

To participate in Noncommercial Partnership Russian Risk Management Society.

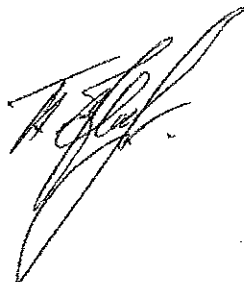
Enclosed is Minutes of the meeting of the Counting Commission.

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.