

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>http://www.e-disclosure.ru/portal/company.aspx?id=564 http://www.nornik.ru/investoram/raskrytie-informaczii</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): annual (ordinary).</p> <p>Form of the general meeting of shareholders (in-person meeting or voting in absentia): in-person meeting.</p> <p>Date of convening the issuer's general meeting of shareholders: June 09, 2017;</p> <p>Venue the issuer's general meeting of shareholders: Moscow 24 Bolshaya Yakimanka str.,</p> <p>PRESIDENT HOTEL, Bolshoi Petrovsky hall;</p> <p>Time the issuer's general meeting of shareholders:</p> <p>Time of the opening of the general meeting: 1:00 pm;</p> <p>Time of the opening of the general meeting: 1:00 pm.</p> <p>Quorum of the general meeting of shareholders:</p> <p>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 02.02.2012No. 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:</p> <p>re: item 1 on the agenda 117 927 762 (74.5220%);</p> <p>re: item 2 on the agenda 117 926 766 (74.5214%);</p> <p>re: item 3 on the agenda 117 926 556 (74.5213%);</p> <p>re: item 4 on the agenda 117 926 766 (74.5214%);</p> <p>re: item 5 on the agenda 1 532 480 244 (74.4938%);</p> <p>re: item 6 on the agenda 117 926 116 (74.5248%);</p> <p>re: item 7 on the agenda 117 925 936 (74.5208%);</p> <p>re: item 8 on the agenda 117 925 956 (74.5209%);</p> <p>re: item 9 on the agenda 117 926 116 (74.5210%);</p> <p>re: item 10 on the agenda 117 926 114 (74.5210%);</p> <p>re: item 11 on the agenda 117 926 114 (74.5248%);</p> <p>re: item 12 on the agenda 117 926 114 (74.5248%);</p> <p>re: item 13 on the agenda 117 926 114 (74.5210%);</p> <p>re: item 14 on the agenda 117 926 114 (74.5210%);</p> <p>re: item 15 on the agenda 117 865 419 (74.4826%);</p> <p>Agenda of the issuer's general meeting of shareholders:</p> <p>1. Approval of 2016 report of PJSC MMC Norilsk Nickel.</p>	

2. *Approval of 2016 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;*
3. *Approval of 2016 PJSC MMC Norilsk Nickel consolidated financial statements.*
4. *Distribution of profit of PJSC MMC Norilsk Nickel for 2016, including payment (declaration) of dividends, based on the results of 2016 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-compliant accounting (financial) 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. *Approval of new version of the Articles of Association of PJSC MMC Norilsk Nickel:*
14. *Participation of PJSC MMC Norilsk Nickel in Association 'National Global Compact Network'*
15. *Membership of PJSC MMC Norilsk Nickel in the Transportation Security 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 2016 report of PJSC MMC Norilsk Nickel

IN FAVOR - 117,831,555 (99.9184 %)

AGAINST - 137 (0.0001%)

ABSTAINED - 87,190 (0.0739%)

Item 2.

To approve 2016 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;

IN FAVOR - 117,829,700 (99.9177%)

AGAINST - 147 (0.0001%)

ABSTAINED - 87,785 (0.0744%)

Item 3.

To approve 2016 PJSC MMC Norilsk Nickel consolidate financial statements.

IN FAVOR - 117,829,068 (99.9173 %)

AGAINST - 209 (0.0002%)

ABSTAINED - 88,344 (0.0749%)

Item 4.

4.1. Approve distribution of profit of PJSC MMC Norilsk Nickel in 2016 in accordance with the recommendation of the Board of Directors, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with motivated position of the Company's Board of Directors on the items of the agenda of Annual General Meeting of shareholders.

4.2. Pay monetary dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2016 months of 2016 in cash in the amount of RUB 446.10 per an ordinary share.

4.3. Set June 23, 2017 as the record date for determining persons eligible to receive the dividends.

IN FAVOR - 117,911,105 (99.9867%)

AGAINST - 368 (0.0003%)

ABSTAINED - 6,558 (0.0056%)

Item 5.

To elect as members of the Board of Directors:

Sergey Valentinovich Barbashev;

Alexey Vladimirovich Bashkirov;

Rushan Abdulkhaevich Bogaudinov;

Sergey Borisovich Bratukhin;

Andrey Yevgenyevich Bougrov;

Marianna Alexandrovna Zakharova;

Stalbek Stepanovich Mishakov;

Gareth Peter Penny;

Gerhardus Johannes Cornelis Prinsloo;

Sergey Victorovich Skvortsov;

Maxim Mikhailovich Sokov;

Vladislav Alexandrovich Solovyev;

Robert Willem John Edwards.

Number of votes cast for each of the voting options/each candidate:

IN FAVOR of each of the candidates:

Sergey Valentinovich Barbashev - 107 111 727 (6.9894%)

Alexey Vladimirovich Bashkirov - 106 410 458 (6.9437%)

Rushan Abdulkhaevich Bogaudinov - 106 382 048 (6.9418%)

Sergey Borisovich Bratukhin - 106 398 833 (6.9429%)

Andrey Yevgenyevich Bougrov - 108 485 761 (7.0791%)

Marianna Alexandrovna Zakharova - 108 193 693 (7.0600%)

Stalbek Stepanovich Mishakov - 106 399 582 (6.9430%)

Gareth Peter Penny - 168 352 436 (10.9856%)

Gerhardus Johannes Cornelis Prinsloo - 168 350 745 (10.9855%)

Sergey Victorovich Skvortsov - 63 385 637 (4.1361%)

Maxim Mikhailovich Sokov - 106 654 327 (6.9596%)

Vladislav Alexandrovich Solovyev - 106 676 322 (6.9610%)

Robert Willem John Edwards - 168 189 597 (10.9750).

AGAINST ALL THE CANDIDATES - 11 397 (0.0007%)

ABSTAINED WITH REGARD TO ALL THE CANDIDATES - 907 985 (0.0592%)

Item 6.

Election of the members of 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 - 117,617,794 (99.74%)

AGAINST - 170,550 (0.1450%)

ABSTAINED - 54,830 (0.0466%)

Masalova Anna Viktorovna

IN FAVOR - 117,641,264 (99.76%)

AGAINST - 110,148 (0.0936%)

ABSTAINED - 67,632 (0.0574%)

Svanidze Georgiy Eduardovich

IN FAVOR - 117,588,433 (99.71%)

AGAINST - 167,259 (0.1422%)

ABSTAINED - 68,224 (0.0580%)

Shilkov Vladimir Nikolaevich

IN FAVOR - 117,600,622 (99.72%)

AGAINST - 166,553 (0.1416%)

ABSTAINED - 65,408 (0.0556%)

Yanevich Elena Alexandrovna

IN FAVOR - 117,625,416 (99.75%)

AGAINST - 188,540 (0.1603%)

ABSTAINED - 66,551 (0.0566%)

Item 7.

To approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2017;

IN FAVOR - 117,716,525 (99.8224%)

AGAINST - 96,994 (0.0822%)

ABSTAINED - 101,946 (0.0864%)

Item 8.

To approve JSC KPMG as Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel for 2017 and the first half of 2018;

IN FAVOR - 117,716,232 (99.8222%)

AGAINST - 96,979 (0.0822%)

ABSTAINED - 102,565 (0.0870%)

Item 9.

9.1. Remuneration and compensations to the Members of the Board of Directors of PJSC MMC Norilsk Nickel associated with performance of their duties are paid in accordance with the Policy of Remuneration of the Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by resolution of Annual General Meeting's Resolution dd. 06.06.2014)

9.2. Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this meeting, shall be paid a fee and reimbursed expenses associated with the performance of his duties, and maintained his accident insurance, in the following amounts and following procedures:

9.2.1. remuneration shall be USD 1,000,000 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 RF law. 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 person, elected as the Chairman of the Board of Directors first meeting of the Board of Directors held after this meeting, is not elected as the member of the Board of Directors at the 2017 year-end Annual General Meeting of the shareholders and Chairman of the newly elected Board of Directors or if his office as the Chairman of the Board of Directors will terminate before the 2017 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 2,000,000.00 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 1 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;*
- serious bodily injury in an accident (or disability resulting from an accident) with the coverage in amount of at least USD 3,000,000;*
- injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000.*

IN FAVOR - 98,684,727 (83.6835%)

AGAINST - 19,131,602 (16.2234%)

ABSTAINED - 95,457 (0.0809%)

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 per annum before taxes. payable in equal amounts twice per year. Mentioned amount of before taxes in accordance with applicable Russian legislation. Mentioned amount of before taxes in accordance with applicable Russian legislation.

IN FAVOR - 117,807,733 (99.8996%)

AGAINST - 25,625 (0.0217%)

ABSTAINED - 81,111 (0.0688%)

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 - 117,767,271 (99.8752%)

AGAINST - 22,442 (0.0190%)

ABSTAINED - 124,769 (0.1058%)

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 - 117,777,703 (99.8838%)

AGAINST - 16,788 (0.0142%)

ABSTAINED - 120,236 (0.1020%)

Item 13.

To approve new version of Articles of Association of PJSC MMC Norilsk Nickel in accordance with Annex:

IN FAVOR - 98,739,650 (83.7301%)

AGAINST - 19,137,559 (16.2284%)

ABSTAINED - 40,116 (0.0340%)

Item 14.

To approve Company's participation in Association 'National Global Compact Network' aimed to involve business circles in sustainable development activities (Association 'National Global Compact Network').

IN FAVOR - 117,862,646 (99.9462%)

AGAINST - 2,430 (0020%)

ABSTAINED - 52,074 (0.0442%)

Item 15.

To join Transportation Security Association (association of entities engaged in the transport security activities).

IN FAVOR - 117,818,636 (99.9603%)

AGAINST - 1,614 (0.0014%)

ABSTAINED - 36,059 (0.0306%)

Date and number of the minutes of the issuer's general meeting: **June 09, 2017, 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 1-01-40155-F, registered on 12/12/2006;**

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

Corporate Relations Department, Director

(Power of Attorney No. GMK-115/137-nt dd. 12/12/2016)

N.Yu. Yurchenko

June 09, 2017