

**STATEMENT OF MATERIAL FACT**  
**The Meeting of the Board of Directors of the Issuer, its Agenda and Particular Resolutions**  
**Approved by the Board of Directors of the Issuer**  
**Disclosure of insider information**

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="http://www.nornik.ru/investoram/raskrytie-informaczii">http://www.nornik.ru/investoram/raskrytie-informaczii</a></i>
2. Subject matter of the resolutions, Adopted at the meeting of the Issuer Board of Directors	
<p>1. Quorum at the meeting of the Board of Directors of the Issuer:  <i>13 members of the Board of Directors of PJSC MMC Norilsk Nickel participated in the meeting held on 07/11/2016. The meeting is quorate.</i></p> <p>2. Resolutions adopted by the Board of Directors and the results of voting on the agenda items:</p> <p><b>Re: Item 1</b>  <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 015/16-KR-UGE). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 1.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 2</b>  <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 021-3538). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 2.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 3</b>  <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 021-3539). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 3.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 4</b>  <i>To approve the related party transaction between the Company and Norilsknickelremont LLC (Addendum No. 14 to Contract No. 88-1738/10 dd. 15/09/2010 (NNR-438/952-10 dd. 22/09/2010). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 4.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 5</b>  <i>To approve the related party transaction between the Company and Gipronickel Institute LLC (Research Activities Contract No. 066-3541). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 5.</i>  <i>Resolution passed unanimously.</i></p> <p><b>Re: Item 6</b></p>	

*To approve the related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-94/16 dd. 22/01/2016 (ZSK US-4/16 dd. 13/01/2016). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 6.*

*Resolution passed unanimously.*

*Re: Item 7*

*To approve the related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-95/16 dd. 22/01/2016 (ZSK US-5/16 dd. 13/01/2016). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 7.*

*Resolution passed unanimously.*

*Re: Item 8*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (development of detailed design documentation as required by projects: ‘Taimyrsky Mine. Vent Shaft No. 7. Sump water drainage at lev.-1526 m. Start-up Facility No. 4’; ‘Taimyrsky Mine. Hor.-1400 m. Sector crusher in discharging chamber No. 2’; ‘Taimyrsky Mine. Vent Shaft No. 7. Water-proofing’). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 8.*

*Resolution passed unanimously.*

*Re: Item 9*

*To approve the related party transaction between the Company and PCC LLC (Addendum No. 2 to Contract No. 88-37/15 dd. 21/01/2015 (ZSK US-1380/14 dd. 30/12/2014). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 9.*

*Resolution passed unanimously.*

*Re: Item 10*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: two KAMAZ 65117-L4 drop-side trucks). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 10.*

*Resolution passed unanimously.*

*Re: Item 11*

*To approve the related party transaction between the Company and Norilskpromtransport LLC (transfer of title to machinery: two NEFAZ 4208-24 special-purpose passenger vehicles). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 11.*

*Resolution passed unanimously.*

*Re: Item 12*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 010/16-KS-DRPO). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 12.*

*Resolution passed unanimously.*

*Re: Item 13*

*To approve the related party transaction between the Company and JSC Norilskgazprom (sales of goods: basalt (rock), size 0-500). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 13.*

*Resolution passed unanimously.*

*Re: Item 14*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications to Sales and Purchase Agreement No. 88-1858/08 dd. 21/07/2008 (NNR-489/952-08 dd. 21/07/2008). Information on the subject matter, prices and other material terms of the transaction under approval can be found in Annexes 14 and 15.*

*Resolution passed unanimously.*

*Re: Item 15*

*To approve the related party transaction between the Company and JSC Norilsk Combine (Specification to Sales and Purchase Agreement No. 88-1787/10 dd. 15/09/2010). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 16.*

*Resolution passed unanimously.*

*Re: Item 16*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (services for preparation of premises, provision of music and illumination for a celebration). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 17.*

*Resolution passed unanimously.*

*Re: Item 17*

*To approve the related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-1395-2/16 dd. 09/06/2016). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 18.*

*Resolution passed unanimously.*

*Re: Item 18*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (services for designer supervision as required by projects: 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13A ul. Shakhterskaya, Kayerkan district, Norilsk. Installation of display panels'; 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13B ul. Stroiteley, Talnakh district, Norilsk. Installation of display panels'). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 19.*

*Resolution passed unanimously.*

*Re: Item 19*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (design works as required by project: 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13A ul. Shakhterskaya, Kayerkan district, Norilsk. Installation of display panels'). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 20.*

*Resolution passed unanimously.*

*Re: Item 20*

*To approve the related party transaction between the Company and Gipronickel Institute LLC as the Contractor (design works as required by project: 'Main Information and Computing Center of PJSC MMC Norilsk Nickel Polar Division. 13B ul. Stroiteley, Talnakh district, Norilsk. Installation of display panels'). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 21.*

*Resolution passed unanimously.*

*Re: Item 21*

*To approve the related party transaction between the Company and PCC LLC (services for visual arrangement of informational stands). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 22.*

*Resolution passed unanimously.*

*Re: Item 22*

*To approve the related party transaction between the Company and PCC LLC (Addendum No. 2 to Fee-Based Services Contract No. 88-18/16 dd. 13/01/2016 (ZSK NSHST-2060/15 dd. 29/12/2015). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 23.*

*Resolution passed unanimously.*

*Re: Item 23*

*To approve the related party transaction between the Company and PCC LLC (Addendum No. 1 to Contract No. 88-186/16 dd. 29/01/2016 (ZSK NSHST-67/16 dd. 26/01/2016). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 24.*

*Resolution passed unanimously.*

*Re: Item 24*

*To approve the related party transaction between the Company and PCC LLC (Addendum to Loan Facility Agreement No. NN/1106-2014 dd. 19/12/2014 (ZSK-1334/14 dd. 18/12/2014). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 25.*

*Resolution passed unanimously.*

*Re: Item 25*

*To approve the related party transaction between the Company and Federal State Autonomous Educational Institution of Higher Education 'Siberian Federal University' (additional agreement to Agreement No. NN/250-2016 dd. 17/03/2016 to arrange research center – laboratory for the development of dynamic system to manage and control the quality of mineral resources mining and processing). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 26.*

*Resolution passed unanimously.*

*Re: Item 26*

*To approve the related party transaction between the Company and OJSC Yenisei River Shipping Company (Addendum to Loan Agreement No. NN/553-2016 dd. 10/06/2016). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 27.*

*Resolution passed unanimously.*

*Re: Item 27*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Research and Engineering Service Agreement No. 021-3537). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 28.*

*Resolution passed unanimously.*

*Re: Item 28*

*To approve the related party transaction between the Company and OJSC Yenisei River-Shipping Company (Crewed Vessel Lease Agreement) Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 29.*

*Resolution passed unanimously.*

*Re: Item 29*

*To approve the related party transaction between the Company and OJSC Yenisei River-Shipping Company (Fleet Full-Package Service Agreement). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 30.*

*Resolution passed unanimously.*

*Re: Item 30*

*To approve the related party transaction between the Company and JSC NTEK (Contract for utility connection to electrical grids). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 31.*

*Resolution passed unanimously.*

*Re: Item 31*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Order for August 2016 to Sales and Purchase Agreement No. ZTF-26/07 dd. 03/07/2007). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 32.*

*Resolution passed unanimously.*

*Re: Item 32*

*To approve the related party transaction between the Company and JSC Gazpromneft-Aero (Addendum to Suretyship Agreement No. OS/12/A225 (NN/677-2012 dd. 10/07/2012). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 33.*

*Resolution passed unanimously.*

*Re: Item 33*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Agreement No. 002/16-KR-ZTF for design engineering). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 34.*

*Resolution passed unanimously.*

*Re: Item 34*

*To approve transaction between the Company and IPJSC Ingosstrakh (Certificate of insurance: property and liability insurance in respect of Vladimir Matveev tanker/fuel vessel). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 35.*

*Resolution passed unanimously.*

*Re: Item 35*

*To approve entry into the Contract between the Company and SNC Lavalin Inc. (Canada) for carrying out works in terms of Sulfur Dioxide Capture Facilities Complex at B.I. Kolesnikov Nadezhda Metallurgical Plant of the Company Polar Division. Information on material terms of the transaction under approval can be found in Annex 36.*

*Resolution passed unanimously.*

*Re: Item 36*

*To approve the transaction between the Company and PJSC Sberbank of Russia (amendments to Non-Revolver Credit Facility Agreement). Information on material terms of the transaction under approval can be found in Annex 37.*

*Resolution passed unanimously.*

*Re: Item 37*

*To approve the transaction between the Company and PJSC Sberbank of Russia (Non-Revolver Credit Facility Agreement). Information on material terms of the transaction under approval can be found in Annex 38.*

*Resolution passed unanimously.*

*Re: Item 38*

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Contract No. 003/16-TEI-GMK for carrying out feasibility studies and developing process procedures). Information on the subject matter, price, and other material terms of the transaction under approval can be found in Annex 39.*

*Resolution passed unanimously.*

3. Date of the meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **07/11/2016**.

4. Date and reference number of the Minutes of the Meeting of the Board of Directors of the Issuer, at which the resolutions were adopted: **08/11/2016, MoM No. GMK/41-pr-sd.**

**Corporate Relations Department, Director**  
(Power of Attorney No. GMK-115/173-nt dd. 15/10/2015)  
**Yurchenko**

**N.Yu.**

**November 08, 2016.**