

## 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 Location	<i>Dudinka, Krasnoyarsk Territory, Russian Federation</i>
1.4. Primary State Registration Number of the Issuer	<i>1028400000298</i>
1.5. The Issuer's Taxpayer Identification Number	<i>8401005730</i>
1.6. The Issuer's Unique Code Given by the Registering Body	<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 information on resolutions passed at the meeting of the Issuer Board of Directors	
<p>1. Quorum of 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 of 30.06.2016. 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><i>Re Item 1</i></p> <p><i>To approve the related party transaction between the Company and JSC Taimyr Fuel Company (Additional Agreement No.9 to Sale and Purchase Agreement No.88-689/11 dd. 30.03.2011 (No.TTK/306-dg dd. 20.12.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annexes 1, 2.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re Item 2</i></p> <p><i>To approve the related party transaction between the Company and OJSC Yenisei River Shipping Company (Agreement for bank sand extraction (loading) and transportation from the Seredysh Island deposit (Cherva River) in 2016 shipping season). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 3.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re Item 3</i></p> <p><i>To approve the related party transaction between the Company and PJSC ROSBANK (Additional Agreement No.1 to Surety Agreement No.PR/BG-2015/16-NN/324-2016 dd. 21.03.2016). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 4.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re Item 4</i></p> <p><i>To approve the related party transaction between the Company and JSC TTK (Additional Agreement No.1 to Paid Services Agreement No.88-176/16 dd. 29.01.2016). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 5.</i></p> <p><i>Resolution passed unanimously.</i></p> <p><i>Re Item 5</i></p> <p><i>To approve the related party transaction between the Company and PCC LLC (Additional Agreement No.5 to Contract No.ZTF-206/12 dd. 18.06.2012 (ZSK US-350/12 dd. 05.06.2012). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 26.</i></p> <p><i>Resolution passed unanimously.</i></p>	

**Re Item 6**

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications to Sale and Purchase Agreement in Terms of Ferrous/Nonferrous Metals Scrap and Waste No.88-728/15 dd. 09.04.2015). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 7.*

*Resolution passed unanimously.*

**Re Item 7**

*To approve the related party transaction between the Company and Norilsknickelremont LLC (supply of goods: short radius elbow). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 8.*

*Resolution passed unanimously.*

**Re Item 8**

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications to Sale and Purchase Agreement No.88-1553/10 dd. 20.08.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 9.*

*Resolution passed unanimously.*

**Re Item 9**

*To approve the related party transaction between the Company and Gipronickel Institute LLC (Survey Activities Agreement No.001/16-KS-NE). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 10.*

*Resolution passed unanimously.*

**Re Item 10**

*To approve the related party transaction between the Company and Norilskpromtransport LLC (Agreement for Provision of Cargo Handling and Storage Services). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 11.*

*Resolution passed unanimously.*

**Re Item 11**

*To approve the related party transaction between the Company and PCC LLC (Additional Agreement No.2 to Contract No.88-952/15 dd. 22.05.2015 (ZSK NShST-690/15 dd. 24.04.2015). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 12.*

*Resolution passed unanimously.*

**Re Item 12**

*To approve the related party transaction between the Company and PCC LLC (Additional Agreement No.2 to Contract No.88-105/15 dd. 28.01.2015 (ZSK NShST -1345/14 dd. 23.12.2014). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 13..*

*Resolution passed unanimously.*

**Re Item 13**

*To approve the resolution of PJSC MMC Norilsk Nickel as the sole shareholder of JSC Kola MMC regarding:  
- Transaction between JSC Kola MMC and OJSC UC RUSAL TH, whereby OJSC RUSAL TH delivers industrial goods to JSC Kola MMC*

*as per Annex 14.*

*Resolution passed unanimously.*

**Re Item 14**

*To approve the related party transaction between the Company and JSC Kola MMC (sale of 100 ordinary shares of JSC Norilsk Combine). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 15.*

*Resolution passed unanimously.*

**Re Item 15**

***To approve the related party transaction between the Company and Norilskpromtransport LLC (Agreement on Personal Data Processing). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 16.***

***Resolution passed unanimously.***

**Re Item 16**

***To approve the related party transaction between the Company and Norilsknickelremont LLC (Agreement on Personal Data Processing). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 17.***

***Resolution passed unanimously.***

**Re Item 17**

***To approve the related party transaction between the Company and OJSC Taimyrgaz (Agreement on Personal Data Processing). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 18.***

***Resolution passed unanimously.***

**Re Item 18**

***To approve the related party transaction between the Company and PCC LLC (Specifications No.2016-03 to Supply Agreement No.88-2656/10 dd. 28.12.2010 (3CK-02-623/10 dd. 13.12.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annexes 19, 20.***

***Resolution passed unanimously.***

**Re Item 19**

***To approve the related party transaction between the Company and PCC LLC (transferring of machinery into the ownership of PCC LLC: tractor trailer – Bashkiriya portable building 9 KB, 4 trailers). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 21.***

***Resolution passed unanimously.***

**Re Item 20**

***To approve the related party transaction between the Company and JSC NTEK (Specifications No. 2016-03 to Sale and Purchase Agreement No.88-2648/10 dd. 29.12.2010). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annexes 22, 23.***

***Resolution passed unanimously.***

**Re Item 21**

***To approve the related party transaction between the Company and Norilskpromtransport LLC (Service Agreement for cargo handling, storage and forwarding). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 24.***

***Resolution passed unanimously.***

**Re Item 22**

***To approve the related party transaction between the Company and Norilskpromtransport LLC (Agreement for cargo shipment by sea). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 25.***

***Resolution passed unanimously.***

**Re Item 23**

***To approve the related party transaction between the Company and JSC NTEK (services for implementation of social program ‘Pay-as-you-go Corporate Pension Plan’). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 26.***

***Resolution passed unanimously.***

**Re Item 24**

*To approve the related party transaction between the Company and JSC NTEK (services for implementation of social and pension programs for natural entities – employees (and ex-employees) of JSC NTEK). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 27.*

*Resolution passed unanimously.*

*Re Item 25*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications No.2016-03 to Sale and Purchase Agreement No.88-1858/08 dd. 21.07.2008 (NNR-489/952-08 dd. 21.07.2008). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annexes 28, 29.*

*Resolution passed unanimously.*

*Re Item 26*

*To approve the related party transaction between the Company and Norilsknickelremont LLC (Specifications No.2016-04 to Sale and Purchase Agreement No.88-1858/08 dd. 21.07.2008 (NNR-489/952-08 dd. 21.07.2008). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annexes 30, 31.*

*Resolution passed unanimously.*

*Re Item 27*

*To approve Confidentiality Agreement Form as per Annex 32.*

*Resolution passed unanimously.*

*Re Item 28*

*1. To approve related party transaction between the Company and Garerth Peter Penny, Chairman of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*2. To approve the related party transaction between the Company and Barbashev S.V., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*3. To approve the related party transaction between the Company and Bashkirov A.V., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*4. To approve the related party transaction between the Company and Bratukhin S.B., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*5. To approve the related party transaction between the Company and Bougrov A.E., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*6. To approve the related party transaction between the Company and Bogaudinov R.A., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*7. To approve the related party transaction between the Company and Zakharova M.A., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

- 8. To approve the related party transaction between the Company and Korobov A.V., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

- 9. To approve the related party transaction between the Company and Gerhard Prinsloo, member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

- 10. To approve the related party transaction between the Company and Mishakov S.S., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

- 11. To approve the related party transaction between the Company and Sokov M.M., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

- 12. To approve the related party transaction between the Company and Solovyov V.A., member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

- 13. To approve the related party transaction between the Company and Robert Edwards, member of the Board of Directors (Confidentiality Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 32.*

*Resolution passed unanimously.*

*Re Item 29*

- 1. To approve the related party transaction between the Company and Barbashev S.V., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 2. To approve the related party transaction between the Company and Bashkirov A.V., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 3. To approve the related party transaction between the Company and Bratukhin S.B., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 4. To approve the related party transaction between the Company and Bougrov A.E., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 5. To approve the related party transaction between the Company and Bogaudinov R.A. member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 6. To approve the related party transaction between the Company and Zakharova M.A., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 7. To approve the related party transaction between the Company and Mishakov S.S., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 8. To approve the related party transaction between the Company and Garerth Peter Penny, (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 9. To approve the related party transaction between the Company and Gerhard Prinsloo, member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 10. To approve the related party transaction between the Company and Korobov A.V., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 11. To approve the related party transaction between the Company and member of the Board of Directors Sokov M.M. (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 12. To approve the related party transaction between the Company and Solovyov V.A., member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 13. To approve the related party transaction between the Company and Robert Edwards, member of the Board of Directors (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 14. To approve the related party transaction between the Company and Aznauryan O.E., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 15. To approve the related party transaction between the Company and Batekhin S.L., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 16. To approve the related party transaction between the Company and Bezdenezhnykh E.S. member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 17. To approve the related party transaction between the Company and Gasumyanov V.I. member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

- 18. To approve the related party transaction between the Company and Dyachenko S.N., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

19. *To approve the related party transaction between the Company and Zelkova L.G., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

20. *To approve the related party transaction between the Company and Kondratova E.A., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

21. *To approve the related party transaction between the Company and Malyshev S.G., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

22. *To approve the related party transaction between the Company and Plastinina N.M., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

23. *To approve the related party transaction between the Company and Ryumin A.A., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

24. *To approve the related party transaction between the Company and Potanin V.O., member of the Management Board (Indemnity Agreement). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 33.*

*Resolution passed unanimously.*

*Re Item 30*

*To give consent to E.S. Bezdenezhnykh's serving in two capacities: her current position as member of the Company's Management Board, and the position of member of Supervisory Board of State Autonomous Higher Educational Institution 'Siberian Federal University'.*

*Resolution passed unanimously.*

*Re Item 31*

*To approve draft resolution of the Company as the sole shareholder of OJSC Norilskgazprom, regarding:*

*- Reorganization of OJSC Norilskgazprom through separation of a legal entity (JSC Norilsktransgaz) as per Annex 34.*

*Resolution passed unanimously.*

*Re Item 32*

1. *To increase the number of members of Corporate Governance, Nomination and Remuneration Committee of the Board of Directors up to five (5) persons.*

2. *To introduce amendments into par. 3.1 (Clause 3) of Regulations on Corporate Governance, Nomination and Remuneration Committee of the Board of Directors to have the following wording: 'The Committee shall comprise five (5) members. The number of members of the Committee may be increased upon the resolution of the Board of Directors.'*

*Resolution passed unanimously.*

*Re Item 33*

1. *To increase the number of members of Audit Committee of the Board of Directors up to five (5) persons.*

2. *To introduce amendments into par. 3.1 (Clause 3) of Regulations on Audit Committee of the Board of Directors to have the following wording: 'The Committee shall comprise five (5) members. The number of members of the Committee may be increased upon the resolution of the Board of Directors.'*

***Resolution passed unanimously.***

***Re Item 34***

***To approve the related party transaction between the Company and OJSC UC RUSAL TH (Supply Agreement to General Agreement No. NN/RTD2015GS-NN/800-2015 dd. 07.08.2015). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 35.***

***Resolution passed unanimously.***

***Re Item 35***

***To approve the related party transaction between the Company and Rosa Khutor LLC (Agreement for arranging sports and health program). Information on the subject matter, price and other material terms of the transaction under approval is provided in Annex 36.***

***Resolution passed unanimously.***

3. Date of the meeting of the Board of Directors of the Issuer, where the relevant resolutions were passed: ***30.06.2016.***

4. Date and No. of the Minutes of the Issuer's Board of Directors meeting, where the relevant resolutions were passed: ***01.07.2016, Minutes No. GMK/23-pr-sd.***

***Director of Corporate relations Department***  
(Power of attorney No. GMK-115/173-nt dd. 15.10.2015)

***N.Yu. Yurchenko***

***July 1, 2016***