



NORNICKEL

TRUE EXTRACT

**EXTRACT
ABSENTEE VOTE MINUTES
OF THE BOARD OF DIRECTORS
of PJSC MMC Norilsk Nickel (the Company)**

**Moscow,
15, 1st Krasnogvardeysky Drive**

15:00

December 22, 2021

No. GMK/42-pr-sd

As requested by Chairman of the Board of Directors of PJSC MMC Norilsk Nickel Gareth Peter Penny in his letter of December 16, 2021 No.GMK-117/259, the Board has voted in absentia.

The agenda item attached hereto has been reviewed by the management and recommended for approval by the Board of Directors.

The agenda item has been reviewed and approved by Legal service.

Members of the Board of Directors have voted by filling in their personal ballots.

The date by which Board members had to provide voting ballots completed by them and the end time for receiving the ballots was December 22, 2021, 15:00 (the "deadline").

The method for Board members to send the ballots filled in and signed by them was as follows: Board members handed over the paper-based ballots filled in and signed by them to the Corporate Secretary Office or scanned and emailed the ballots to: CorpSecretaryNN@nornik.ru.

The following Directors have submitted their ballots by the deadline:

**S.V. Barbashev, S.L. Batekhin, A.V. Bashkirov, S.B. Bratukhin, S.N. Volk,
M.A. Zakharova, S.L. Luchitsky, R. Munnings, G. Penny, M.V. Poletaev,
V.A. Solomin, E.A. Shvarts, R. Edwards**

The meeting is quorate.

AGENDA:

- 1. Review of independence validation of the members of the Board of Directors of the Company.**

Item 1. Review of independence validation of the members of the Board of Directors of the Company.

Having reviewed the issue in accordance with the Company's Articles of Association, paragraph 9.3.45, taking into account the independence qualification of the members of the Board of Directors, provided by the Corporate Governance, Nomination and Remuneration Committee on 17.12.2021 (Minutes No.18),

THE BOARD RESOLVED:

6. Taking into account the reasons provided in Annex 4 hereto, to recognize Robert Edwards, a member of the Board of Directors, as an independent director, despite his nominal relation to the Company due to his serving on the Board of Directors of the Company for over 7 years, as this relation does not affect his capability of making independent, objective and honest judgements. The Board member has submitted his declaration by candidate/director acknowledged as independent.

The resolution was adopted.

Votes: For: 12 persons (S.V. Barbashev, S.L. Batekhin, A.V. Bashkirov, S.B. Bratukhin, S.N. Volk, M.A. Zakharova, S.L. Luchitsky, R. Munnings, G. Penny, M.V. Poletaev, V.A. Solomin, E.A. Shvarts,)

 Against: none,

 Abstain: 1 person (R. Edwards).

Chairman of the Board of Directors

SIGNATURE

Gareth Peter Penny

Corporate Secretary

P.E. Platov

SIGNATURE

True extract.

Corporate Secretary

P.E. Platov



Reasons to recognize Robert Willem John Edwards, a member of the Board of Directors of PJSC MMC Norilsk Nickel (hereafter also referred to as the Company), independent

The independence criteria for assigning independent status to the members of the issuer's board of directors (including criteria for determining the relationship to the issuer, to the issuer's major shareholder, the issuer's major business partner, the issuer's competitor, the state (the Russian Federation or its constituent entity) or a municipality) are set out in the Listing Rules of Public Joint Stock Company Moscow Exchange (the "Independence Criteria").

After verifying the Board Members' compliance with the Independence Criteria, it was established that Robert Willem John Edwards is related to the PJSC MMC Norilsk Nickel, as Robert Willem John Edwards has been holding the position of Board member of the Company for over 7 years (since June 06, 2013). Robert Willem John Edwards has been a Board member of the Company for less than 12 years. No other relations as set out by the Moscow Exchange's listing rules (relationship to the issuer's major shareholder, the issuer's major contractor or competitor, the state or a municipality) under the Independence Criteria were established in respect of Mr. Edwards.

Robert Willem John Edwards is known for his great global international management experience, possessing of:

- competence, knowledge and skills which meet the requirements set by the Corporate Governance Code and the Listing Rules for the independent directors to the fullest extent;
- spotless reputation and his ability to form an independent opinion;
- initiative and desire to assist the Company in its development long-term.

Robert Willem John Edwards serves as a Board member with other companies as well, which helps improve performance of the Board of Directors of PJSC MMC Norilsk Nickel with the best corporate governance practices.

Since his election to the Board of Directors at the Annual General Meeting of Shareholders on 06 June 2013, Mr. Edwards has demonstrated top-level engagement in dealing with matters referred to the Board of Directors, participated in all meetings of the Board of Directors.

R. Edwards is the Chairman of the Corporate Governance, Nomination and Remuneration Committee of the Board of Directors, as well as a member of the Audit Committee of the Board of Directors (before 2021, the Audit and Sustainable Development Committee) and Sustainable Development and Climate Change Committee (established in 2021). During his tenure as a member of Committees, Mr. Edwards participated in preparation of recommendations to the Board of Directors for resolutions on issues related to the oversight and improvement of the corporate governance system of the Company, as well as financial reporting, risk management and internal control, external and internal audit,

occupational health and safety, environment and monitoring of climate change, and actively participated in discussion of international certification of the Company's activities and its compliance with international business standards and social issues.

The experience of interacting with the top management of foreign companies is especially valuable for a Chairman of the Corporate Governance, Nomination and Remuneration Committee of the Board of Directors.

Mr. Edwards' responsible attitude to his duties as a member of the Board of Directors and a member of Committees of the Board of Directors combined with his engagement in the work of these bodies prove that his identification as a director related to the Issuer does not affect his ability to take an independent position when voting on agenda items or make unbiased and fair judgements when discussing any matters at meetings.

The Corporate Governance, Nomination and Remuneration Committee has conducted a preliminary review of the established relationship and has decided to recommend that the Board of Directors recognize Robert Willem John Edwards as independent.