

**TRUE EXTRACT**



## **E X T R A C T**

**o f t h e m i n u t e s o f t h e i n - a b s e n t i a  
m e e t i n g**

**Board of Directors of PJSC MMC Norilsk Nickel (the Company)**

**Moscow,  
1-iy Krasnogvardeyskiy pr., 15**

**15<sup>00</sup>**

**May 27, 2020**

**№GMK/14-pr-sd**

*As requested by Chairman of the Board of Directors of PJSC MMC Norilsk Nickel Gareth Peter Penny in his letter of May 21, 2019 No.GMK-117/091 the Board has voted on the agenda items in absentia.*

*Agenda items were reviewed by the management and recommended for approval by the Board of Directors.*

*Agenda items were reviewed and approved by Financial and Legal counsels.*

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

*The following Directors have submitted their ballots by the deadline: **Abramov N.P., Barbashev S.V., Bashkirov A.V., Bratukhin S.B., Batekhin S.L., Zakharova M.A., G. Penny, R. Munnings, Volk S.N., Shvarts E.A., Solomin V.A, Poletaev M.V., R. Edwards.***

*The meeting is quorate.*

## **A G E N D A :**

- 7. Director independence validation of Board of Directors member Gareth Peter Penny.**

**Item 7. Director independence validation of Board of Directors member Gareth Peter Penny.**

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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,

**THE BOARD RESOLVED:**

Taking into account the reasons provided in Annex 6 hereto, to recognize Gareth Peter Penny, a member of the Board of Directors, as an independent director, despite his nominal relation to the Company due to the fact that his period of office as the Board member exceeded 7 years, as this relation is not material and does not affect his capability of making independent, objective and honest judgements.

***Resolution passed unanimously.***

*Votes: In favour – 13 (Abramov N.P., Barbashev S.V., Bashkirov A.V., Batekhin S.L., Zakharova M.A., Volk S.N., R. Munnings, G. Penny, Bratukhin S.B., Poletaev M.V., Solomin V.A., Shvarts E.A., R. Edwards),*

*Against – none,  
Abstained – none.*

**Chairman of the Board of Directors**

**SIGNATURE**

**Gareth Peter Penny**

**Corporate Secretary**

**SIGNATURE**

**P.E. Platov**

True extract.

**Corporate Secretary**



**P.E. Platov**

## **Reasoned justification for Gareth Peter Penny being recognised as an independent member of the Board of Directors of MMC Norilsk Nickel (the "Company")**

The independence criteria for members of the issuer's board of directors (including criteria of affiliation with the issuer, any of the issuer's material shareholders, the issuer's material counterparties, the issuer's competitors, the government (the Russian Federation, a constituent entity of the Russian Federation) or a municipality) are set out in the Listing Rules of the Moscow Exchange (the "Independence Criteria").

An assessment of the members of the Company's Board of Directors against the Independence Criteria has revealed that Gareth Peter Penny is affiliated with MMC Norilsk Nickel as he has been serving on the Company's Board of Directors for over seven years (since 11 March 2013). However, his tenure as a Board member is less than 12 years and he does not meet any other affiliation criteria as defined by the Listing Rules of the Moscow Exchange (affiliation with a material shareholder, a material counterparty or competitor, the government, or a municipality).

Being one of the most experienced and highly qualified world class managers, Gareth Peter Penny has:

- qualifications, knowledge, and skills that fully meet the requirements applicable to independent directors under the Corporate Governance Code and the Listing Rules;
- a proactive approach and commitment to delivering long-term growth for the Company, the ability to streamline interaction between the management and the Board of Directors, while maintaining an appropriate balance between common interests and diversity of opinions;
- an impeccable reputation testifying to his ability to form an independent opinion;
- an extensive track record in the mining industry.

Gareth Peter Penny's concurrent membership in other companies' boards of directors helps improve the efficiency of Norilsk Nickel's Board of Directors in implementing global best practices of corporate governance.

Since his election as member of the Board of Directors at the Extraordinary General Meeting of Shareholders on 11 March 2013 (and as Chairman of the Company's Board of Directors on 6 June 2013), Gareth Peter Penny has demonstrated top-level engagement in dealing with matters referred to the Board of Directors, participated in all meetings of the Board of Directors, played an active role in the work of the Board of Directors relating to strategic management of the Company, effective oversight of executive bodies, and supervision of the risk management and internal controls.

Gareth Peter Penny has been a member of the Strategy Committee of the Board of Directors (the "Committee") for multiple years. Since his joining the Committee, Gareth Peter Penny has been involved in preparing recommendations for the Board of Directors in respect of strategy formulation and sustainable development, investment planning, restructuring, and interaction with capital markets and government authorities.

Gareth Peter Penny's responsible attitude to his duties as a member of the Board of Directors and a member of the Strategy Committee of the Board of Directors combined with his engagement in the work of these bodies proves that his affiliation with the issuer is of technical nature and 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 preliminarily reviewed the identified affiliation of Gareth Peter Penny, a member of the Company's Board of Directors, and resolved to recommend that the Company's Board of Directors recognise Gareth Peter Penny as an independent director.