

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**

15⁰⁰

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 :

- 5. Independence compliance evaluation of the members of the Board of Directors of the Company.**

Item 5. Independence compliance evaluation 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,

THE BOARD RESOLVED:

To confirm compliance with Director independence criteria in accordance with the Articles of Association of the Company and the PJSC Moscow Exchange Listing Rules for the following Board of Directors members:

- Nikolai Pavlovich Abramov;
- Roger Llewelyn Munnings;
- Evgeny Arkadievich Schwartz.

Resolution passed unanimously.

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