



**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](mailto: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.**

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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 on 17.12.2021 (Minutes No.18),

**THE BOARD RESOLVED:**

1. 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 Board of Directors member Roger Llewelyn Munnings.

***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, G. Penny, M.V. Poletaev, V.A. Solomin, E.A. Shvarts, R. Edwards),

Against: none,

Abstain: 1 person (R. Munnings).

**Chairman of the Board of Directors**

**SIGNATURE**

**Gareth Peter Penny**

**Corporate Secretary**

**P.E. Platov**

**SIGNATURE**

True extract.

**Corporate Secretary**

**P.E. Platov**

