

BOARD OF DIRECTORS

Composition of the Board of Directors

The Board of Directors plays a crucial role in designing and developing the corporate governance system, ensures the protection and exercise of shareholder rights and supervises executive bodies. Guided by the principles of mutual respect and humanism, the Board of Directors sets the fundamental principles of business conduct and is responsible for nurturing Nornickel's business and social culture.

The Board's authority and formation process, as well as the procedure for convening and holding Board meetings are determined by the Articles of Association and Regulations on the Board of Directors.

According to Nornickel's Articles of Association, the Board of Directors has 13 members. The current size of the Board of Directors is best aligned with Nornickel's goals and objectives, and its appropriate independence mix ensures that decision making considers the interests of all stakeholders and enhances the quality of

managerial decisions. The current Board of Directors comprises six independent directors, which enables highly professional, independent judgements on matters on the agenda.

Following the Annual General Meeting of Shareholders held on 19 May 2021, Nikolay Abramov stepped down from the Board of Directors, and Stanislav Luchitsky was elected to the Board.

As at 31 December 2021, the Board of Directors had 13 members, including¹:

- six independent directors¹: Gareth Peter Penny, ■ ■ ■ ■ ■ ■, Sergey Volk, Roger Munnings, Evgeny Shvarts, and Robert Edwards
- six non-executive directors: Sergey Barbashev, Sergey Batekhin, Alexey Bashkirov, Stanislav Luchitsky, Maxim Poletaev, and Vyacheslav Solomin
- one executive director: Marianna Zakharova.

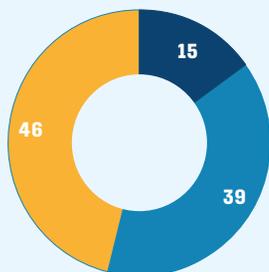
Status of Board members, %



- Independent directors
- Non-executive directors
- Executive directors

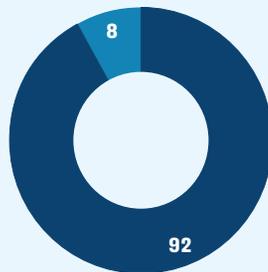
Tenure on the Board of Directors (%)

(%)



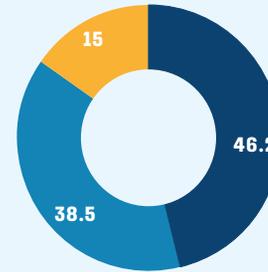
- Under 3 years
- 3-8 years
- Over 8 years

Board composition by gender (%)



- Male
- Female

Board composition by age group (%)



- 40-50
- 51-61
- Over 61

1 In March 2022, independent non-executive directors Gareth Penny, Roger Munnings and Robert Edwards stepped down from the Board of Directors.

CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of Nor Nickel's Board of Directors leads the Board of Directors, convenes and chairs its meetings, ensures constructive collaboration between the Board members and corporate management.

Since March 2013, the Board of Directors has been chaired by Gareth Peter Penny, who in line with global best practice is an independent director. In June 2021, the Sustainable Development and Climate Change Committee was established under his leadership to review a wide range of matters relating to the Company's sustainable development, including the climate agenda. Gareth Penny promotes open discussion at meetings and encourages active involvement of all Board members. Gareth Penny's external non-executive directorships enable Nor Nickel's Board of Directors to better keep abreast of global best practice in corporate governance.

INDEPENDENT DIRECTORS

In line with corporate governance best practice, Nor Nickel's Board of Directors assesses Board nominees and new members against the independence criteria set out in the Company's Articles of Association and the Listing Rules of PJSC Moscow Exchange (the "independence criteria").

Thus, during 2021, 6 out of the 13 Directors, or 46.2%, were independent.

BOARD OF DIRECTORS' PERFORMANCE

In 2021, Nor Nickel's Board of Directors held 43 meetings, including 10 meetings in person, and reviewed 102 matters.

At its meetings, the Board focused on environmental matters, analysis of Nor Nickel's environmental protection strategy, including the Sulphur Project, assessment of the infrastructure, and the impact of climate factors, such as permafrost, on the Company's operations. Particular attention was paid to stakeholder engagement on ESG matters and review of the Company's internal control and risk management, which are critical for the Company's sustainability.

Number of Board meetings



- In person
- In absentia
- Number of matters reviewed

Matters reviewed (%)



- Corporate governance
- Transaction approval
- Internal documents approval
- Strategy, operations and finance
- Other

The Board's experience and skill mix

Name	Tenure on the Board of Directors	Key skills					
		Strategy	Law and corporate governance	Finance and audit	Metals and mining/engineering	International economic relations	ESG
Gareth Peter Penny	since 2013	+			+	+	+
Sergey Barbashev	since 2011		+				
Sergey Batekhin	since 2020			+		+	
Alexey Bashkirov	since 2013	+	+	+		+	
■ ■ ■ ■ ■ ■	since 2013	+	+	+	+		
Sergey Volk	since 2019			+			
Marianna Zakharova	since 2010		+		+		
Roger Munnings	since 2018			+	+		+
Maxim Poletaev	since 2019	+		+			
Vyacheslav Solomin	since 2019			+		+	
Evgeny Shvarts	since 2019	+			+		+
Robert Edwards	since 2013			+	+		+
Stanislav Luchitsky	since 2021	+			+		+
As at 31 December 2021, the average tenure on the Board of Directors was 5.5 years		6	5	8	7	4	5
Nikolay Abramov	2020–2021	+					

Attendance at meetings in 2021¹

 In 2021, attendance at Board meetings was **100%**.

Name	Status	Meetings of the Board of Directors attended/held			Meetings of Board committees attended/held				
		Total	In person	Extramural	Strategy Committee	Budget Committee	Audit Committee	Corporate Governance, Nomination and Remuneration Committee	Sustainable Development and Climate Change Committee
Gareth Peter Penny	Independent Director / Chairman of the Board of Directors / Chairman of the Sustainable Development and Climate Change Committee	43/43	10/10	33/33	10/10	-	-	-	1/1
Sergey Barbashev	Non-executive Director	43/43	10/10	33/33	-	-	-	-	-
Alexey Bashkirov	Non-executive Director	43/43	10/10	33/33	8/10	-	5/9	-	-
■■■ ■■■	Independent Director	43/43	10/10	33/33	10/10	4/4	12/12	19/19	-
Sergey Batekhin	Non-executive Director / Chairman of the Budget Committee	43/43	10/10	33/33	2/10	4/4	-	19/19	-
Sergey Volk	Independent Director	43/43	10/10	33/33	-	3/4	-	19/19	-
Marianna Zakharova	Executive Director	43/43	10/10	33/33	-	-	-	-	-
Roger Munnings	Independent Director / Chairman of the Audit Committee	43/43	10/10	33/33	-	4/4	12/12	-	1/1
Maxim Poletaev	Non-executive Director / Chairman of the Strategy Committee	43/43	10/10	33/33	10/10	4/4	-	-	-
Vyacheslav Solomin	Non-executive Director	43/43	10/10	33/33	-	1/4	6/12	-	-
Evgeny Shvarts	Independent Director	43/43	10/10	33/33	-	-	-	19/19	1/1
Robert Edwards	Independent Director / Chairman of the Corporate Governance, Nomination and Remuneration Committee	43/43	10/10	33/33	-	-	12/12	19/19	1/1
Stanislav Luchitsky (from 19 May 2021)	Non-executive Director	19/43	7/10	12/33	8/10	-	-	-	1/1
Nikolay Abramov (until 19 May 2021)	Non-executive Director	14/43	3/10	11/33	2/10	-	-	-	-

1 The attendance by Board members is represented as X/Y, where X is the number of meetings attended by the Director, and Y is the number of meetings held.

PERFORMANCE

EVALUATION OF THE BOARD OF DIRECTORS

As recommended by the Corporate Governance Code, the Corporate Governance, Nomination and Remuneration Committee of the Board of Directors initiated the development of the Performance Evaluation Policy for the Board of Directors, engaging independent consultants.

The Corporate Governance Code recommends that an external organisation (advisor) be engaged regularly, at least once in three years, to conduct an independent evaluation of the Board of Directors' performance. In line with corporate governance best practice and the Company's Performance Evaluation Policy for the Board of Directors, the performance evaluation of the Company's Board of Directors for 2021 was carried out by an external organisation, Limited Liability Company Independent Directors Association Academy (IDA Academy).

The methodology and approaches used in the external performance evaluation of the Board of Directors are driven by international best practice and the Company's needs. Detailed questionnaires were sent out to participants to evaluate the performance of the Board and its Committees, along with the Directors' individual contributions. The results were supplemented by comments and feedback from certain committee heads obtained via one-on-one interviews. Following these activities, IDA Academy prepared a preliminary evaluation report submitted to the members of the Corporate Governance, Nomination and Remuneration Committee and the Corporate Secretary.

The external evaluation confirmed that:

- In 2021 composition of the Board of Directors was well-balanced in terms of directors' qualifications, experience and business skills. The qualitative composition of the Board of Directors meets the Company's needs and shareholder interests

- The composition of the Board committees is aligned with the Company's goals and objectives; there is no need to set up additional Board committees
- The Chairman of the Board of Directors organises the Board of Directors' activities in the most efficient way, ensures its communication with other bodies of the Company and facilitates the best performance of assigned duties

However, given the new operating environment the Company has had to navigate in 2022, including the resignation of foreign independent directors and Board Chairman, the performance evaluation resulted in recommendations to keep the same number of independent directors by selecting and electing candidates with the background and skills matching the challenges of operating in a new environment. The Board of Directors intends to focus on: rethinking the strategy and adapting it to the new environment; consolidating the progress already made on sustainability and occupational safety; and returning to formal and informal Board and management meetings in person as COVID-19 restrictions were lifted.

The performance evaluation results helped identify the Board of Directors' focus areas for 2022. In line with international best practice, the Company will continue to run self-assessments of the Board of Directors on an annual basis and external independent evaluations once in three years to ensure the continuous development and improvement of PJSC MMC NORILSK NICKEL's corporate governance practices.

The Board of Directors' activities in 2021 took into account the recommendations issued by the Corporate Governance, Nomination and Remuneration Committee following the review of the Board of Directors' 2020 Performance Report.

At its meeting on 22 April 2022, the Board of Directors reviewed the Work Quality Assessment Report of the Board of Directors in 2021 and the recommendations of the Corporate Governance, Nomination and Remuneration Committee, and acknowledged that the Board of Directors and its committees,

as well as the Board Chairman and the Corporate Secretary discharged their duties effectively. During the year, the Board of Directors maintained its focus on major investments. The Strategy Committee reviewed the draft production and long-term investment programmes, progress reports on the Company's major investment projects, implementation status of the IT programme, implementation status of the development concept for the Company's design services, repair and construction services policies, implementation status on the exploration strategy, and progress report on the sales strategy.

Following the recommendations of the Corporate Governance, Nomination and Remuneration Committee to continue the practice of regularly updating Board members about the markets in which the Company operates, the Marketing Committee maintained good communications with the Board of Directors by regularly informing them about the Company's sales activities. The Marketing Committee and the Board's Strategy Committee regularly reviewed matters relating to market overviews, the implementation status of the sales strategy and sales of Nor Nickel metals.

Amid the pandemic restrictions, the improvement of the Supervisory Function indicator was driven by providing updates on business priorities and the Company's strategy to the Board of Directors and senior management for in-depth analysis as well as through meetings and conference calls.

To reflect stakeholders' opinions and interests in the decision-making process, the Corporate Governance, Nomination and Remuneration Committee continued interacting with the Company's management during 2021 through meetings and conference calls. During 2021, the Committee gave a number of recommendations to improve the Company's KPI system and recommended that the Board of Directors approve a series of internal documents establishing basic principles, obligations and rules for stakeholder engagement, including on ESG matters.

Biographical details of Board members as of 31 December 2021

For more details on biographies of the Board members, please see the Company's website, and for the biographies of the members who stepped down after the Annual General Meeting of Shareholders, please see the [2020 Annual Report](#).

In the reporting year, Board members made no transactions with MMC Norilsk Nickel shares, only Abramov N. held them (0.000667%).



Gareth Peter Penny

Chairman of the Board of Directors since 2013 (Independent Director)

Chairman of the Sustainable Development and Climate Change Committee, member of the Strategy Committee of the Board of Directors

Born in: 1962

Nationality: UK

Education

Diocesan College (Bishops) (Cape Town, South Africa); Eton College (UK);
Rhodes Scholar, Master in Philosophy, Politics and Economics, University of Oxford (UK).

Experience in the last five years

since 2019: non-executive chairman of the board of directors of Ninety One plc and Ninety One Ltd

since 2017: member of the board of directors of Amulet Diamond Corp.

2017–2020: non-executive chairman of the board of directors of Edcon Holdings Limited

2016–2018: non-executive chairman of the board of directors of Pangolin Diamonds Corp.

2007–2019: non-executive director at Julius Baer Group Ltd

since 2021: non-executive board chairman at TB SA Acquisition Corp.



Sergey Batekhin

Deputy Chairman of the Board of Directors since 2020 (Non-executive Director)

Chairman of the Budget Committee, member of the Corporate Governance, Nomination and Remuneration Committee of the Board of Directors

Born in: 1965

Nationality: Russian Federation

Education

Degree in Military and Political Translation, Foreign Languages (German and French), assistant translator/interpreter, Red Banner Military Institute of the Ministry of Defence of the USSR, 1987

Degree in Finance and Credit, Economist, Plekhanov Russian Academy of Economics, 1998

Master of Business Administration, Moscow International Higher School of Business MIRBIS, 1998

Post-doctoral degree in Philosophy, International Information Technology Academy, 2002

Speaks French, German, English, and Italian

Experience in the last five years

since 2020: chairman of the supervisory board of the Digital Capital; member of the board of trustees of the Vladimir Potanin Foundation; CEO, chairman of the management board of Interros Holding Company

since 2019: member of the board of directors of Jokerit Hockey Club Oy; chairman of the presidium of the Night Hockey League non-profit amateur hockey foundation

since 2018: member of the board of directors of LLC Kontinental Hockey League

2013–2020: member of the Management Board (2013–2020), Vice President (2015–2016), Senior Vice President – Head of Sales, Commerce and Logistics (2016–2018), Senior Vice President – Head of Sales, Procurement and Innovation (2018–2020) at MMC Norilsk Nickel



Sergey Barbashev

Member of the Board of Directors since 2011 (Non-executive Director)

Born in: 1962

Nationality: Russian Federation

Education

Degree in Law, Moscow Higher School of Militia of the Ministry of Internal Affairs of the USSR, 1988

Experience in the last five years

2018–2021: member of the Management Board, First Vice President – Head of Corporate Security at MMC Norilsk Nickel

since 2016: member of the board of the Endowment Fund for Education and Culture

2016–2018: director at Olderfrey Holdings Ltd

2015–2018: branch director at Olderfrey Holdings Ltd

2011–2019: chairman of the board of directors of Rosa Khutor Ski Resort Development Company

since 2008: member of the board of the Vladimir Potanin Foundation

2008–2018: CEO, chairman of the management board of Interros Holding Company

since 2021: deputy security director at Interros Holding Company



Alexey Bashkirov

Member of the Board of Directors since 2013 (Non-executive Director)

Member of the Audit Committee, member of the Strategy Committee of the Board of Directors

Born in: 1977

Nationality: Russian Federation

Education

Degree in International Economic Relations, Moscow State Institute of International Relations (MGIMO University)

Experience in the last five years

since 2016: managing director at Winter Capital Advisors

2018–2020: CEO, chairman of the management board of LLC Interros Holding Company (before 2015: CJSC Interros Holding Company)



Sergey Volk

Member of the Board of Directors since 2019 (Independent Director)

Member of the Corporate Governance, Nomination and Remuneration Committee and Budget Committee of the Board of Directors

Born in: 1969

Nationality: Ukraine

Education

Master of Business Administration (majoring in Finance), University of Texas at Austin (USA)

Experience in the last five years

since 2019: member of the board of directors of Fortenova grupa d.d. (Zagreb, Croatia)

since 2018: member of the supervisory board of Mercator d.d. (Ljubljana, Slovenia)



Marianna Zakharova

Member of the Board of Directors since 2010 (Executive Director), member of the Management Board since 2016

Born in: 1976

Nationality: Russian Federation

Education

Peoples' Friendship University of Russia (RUDN):

1998 – Bachelor in Law

2000 – Master in Law

Experience in the last five years

since 2020: member of the board of trustees of the Vladimir Potanin Foundation

since 2015: First Vice President – Head of Corporate Governance, Asset Management and Legal Affairs at MMC Norilsk Nickel



Stanislav Luchitsky

Member of the Board of Directors since 2021 (Non-executive Director)

Member of the of the Strategy Committee, member of the Sustainable Development and Climate Change Committee of the Board of Directors

Born in: 1976

Nationality: Russian Federation

Education

Degree in Non-ferrous Metallurgy, metallurgical engineer, Norilsk Industrial Institute, 1999

Experience in the last five years

since 2021: deputy CEO – head of geology, technology and engineering, member of the management board of STANMIX HOLDING LIMITED; deputy CEO – head of geology, technology and engineering, member of the management board of Russdragmet

2020–2021: deputy CEO – project director at Ozernaya Mining Company

2018–2019: CEO of Arctic Palladium

2014–2018: Head of the Chita PMO at MMC Norilsk Nickel



Roger Llewelyn Munnings

Member of the Board of Directors since 2018 (Independent Director)

Chairman of the Audit Committee, member of the Budget Committee, member of the Sustainable Development and Climate Change Committee of the Board of Directors

Born in: 1950

Nationality: UK

Education

Master in Politics, Philosophy and Economics (Hons), University of Oxford (UK)

Fellow of the Institute of Chartered Accountants in England and Wales

Experience in the last five years

since 2020: member of the board of directors of the Royal Welsh College of Music & Drama

since 2017: director of 3 Lansdown Crescent Limited; member of the Council of National Representatives (UK) at the Association of European Businesses in Russia

since 2015: member of the board of directors of LUKOIL

since 2013: member of the board of trustees of International Business Leaders Forum; trustee at Kino Klassika Foundation; member of the National Council on Corporate Governance non-profit partnership

since 2010: member of the board of directors of Sistema

since 2003: member of the board of directors, chairman of the board of directors of the Russo-British Chamber of Commerce



Maxim Poletaev

Member of the Board of Directors since 2019 (Non-executive Director)

Chairman of the Strategy Committee, member of the Budget Committee of the Board of Directors

Born in: 1971

Nationality: Russian Federation

Education

Degree in Accounting and Business Analysis and Monitoring, Economist, P.G. Demidov Yaroslavl State University, 1993

Experience in the last five years

since 2020: deputy CEO of RUSAL Management

2019–2020: member of the board of directors of United Company RUSAL Plc

since 2019: chairman of the board of directors of Fortenova grupa d.d. (Zagreb, Croatia)



Vyacheslav Solomin

Member of the Board of Directors since 2019 (Non-executive Director)

Member of the Audit Committee of the Board of Directors

Born in: 1975

Nationality: Russian Federation

Education

Degree in International Economics, Economist with English, Far Eastern Federal University
Bachelor of Science, University of Maryland University College

Experience in the last five years

since 2020: executive director, deputy CEO – COO at EN+ Holding ILLC (formerly EN+ Holding Ltd) (director in 2015–2020)

since 2018: director, member of board of directors of UC RUSAL, IPJSC (until 25 September 2020 – UC RUSAL Plc)

2018–2020: executive director at En+ Management

2014–2018: CEO of EuroSibEnergO

since 2011: director at YES Energo Limited



Evgeny Shvarts

Member of the Board of Directors since 2019 (Independent Director)

Member of the Corporate Governance, Nomination and Remuneration Committee, member of the Sustainable Development and Climate Change Committee of the Board of Directors

Born in: 1958

Nationality: Russian Federation

Education

Degree in Zoology and Botany, Lomonosov Moscow State University, 1982

Candidate of Geographical Sciences (Biogeography and Soil Geography), Institute of Geography, Academy of Sciences of the Soviet Union, 1987

Doctor of Geographical Sciences (Geoeology), Institute of Geography, Russian Academy of Sciences, 2003

Experience in the last five years

since 2021: professor at the National Research University – Higher School of Economics; head of the Centre for Responsible Environmental Management at the Institute of Geography, Russian Academy of Sciences

since 2020: leading researcher at the Department of Physical Geography and Environmental Management Problems of the Institute of Geography, Russian Academy of Sciences; member of board of directors of UC RUSAL, IPJSC (until 25 September 2020 – UC RUSAL Plc)

2007–2019: director for the conservation policy at WWF



Robert Edwards

Member of the Board of Directors since 2013 (Independent Director), Chairman of the Corporate Governance, Nomination and Remuneration Committee, member of the Audit and Sustainable Development Committee

Born in: 1966

Nationality: UK

Education

Degree in Mining Engineering, Camborne School of Mines (UK)

Experience in the last five years

since 2018: member of the Board of Directors of Scriptfert New Zealand Ltd; member of the Board of Directors of Chaarat Gold Holdings Limited

2016: non-executive Chairman of the Board of Directors of Sierra Rutile Limited

2014–2018: non-executive member of the Board of Directors of GB Minerals Ltd

since 2013: head of Highcross Resources Ltd