

Corporate governance framework

The corporate governance framework in place at Nornickel is focused on protecting shareholder rights and interests, enhancing the effectiveness and transparency of the Board of Directors and executive management, and fostering constructive engagement with stakeholders.

Nornickel complies with Russian laws, follows the principles and recommendations of the Corporate Governance Code, and adheres to the listing rules of the Moscow Exchange. The Company has adopted a set of internal documents that govern specific elements of its corporate governance framework¹.

Shareholding structure

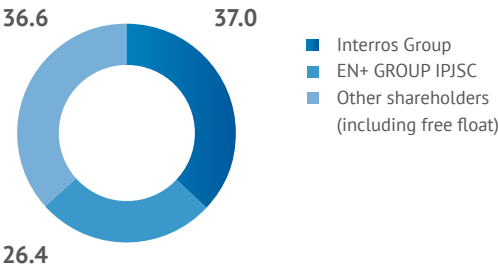
Nornickel's market capitalisation at the end of 2024 was

RUB
1,766
billion

To improve share accessibility for a broader base of retail investors, the Company conducted a 100-for-1 share split² in April 2024. As a result, the total number of shares increased to 15,286,339,700, with a nominal value of RUB 0.01 each. Except for the cumulative voting to elect members of the Board of Directors, each voting share represents one vote at the General Meeting of Shareholders.

Nornickel shares are included in the [first-level quotation list of the Moscow Exchange](#).

Shareholding structure as at 31 December 2024 (%)



Governance bodies

GRI 2-9, 2-10, 2-12, 2-13

Corporate governance at Nornickel is built on a clear delineation of responsibilities between its governance bodies.

[The detailed governance structure is presented on Nornickel's website.](#)

Governance body	Status	Responsibilities	Regulations
General Meeting of Shareholders (GMS)	The Company's highest governance body	Decision making on key matters PJSC MMC Norilsk Nickel	Articles of Association of PJSC MMC Norilsk Nickel Amendments to the Articles of Association of PJSC MMC Norilsk Nickel are available on the Company website Regulations on the General Meeting of Shareholders of PJSC MMC Norilsk Nickel
Board of Directors		Strategic management and oversight of the activities of executive bodies	Regulations on the Board of Directors of PJSC MMC Norilsk Nickel
Management Board	Collective executive body	Management of day-to-day operations	Articles of Association of PJSC MMC Norilsk Nickel are available on the Company website Regulations on the Management Board of PJSC MMC Norilsk Nickel
President	Sole executive body		–

¹ The full versions of the documents are available on the Company website at <https://nornickel.com/investors/disclosure/corporate-documents/>.

² Increase in the number of the issuer's securities with a reduction of their nominal value without changing the issuer's capitalisation.

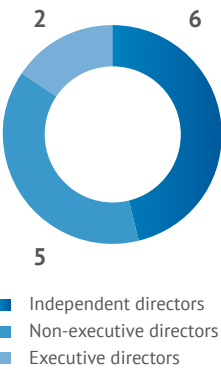
Board of Directors

The General Meeting of Shareholders elects the members of the Board of Directors for a period until the next Annual General Meeting of Shareholders. All Board members meet the qualification requirements set forth in the [Policy on Development and Approval of Vote Recommendations on Candidates Nominated to the Board of Directors of PJSC MMC Norilsk Nickel](#).

MED-37

13 members

the current size of the Board of Directors, which is best aligned with Nornickel's goals and objectives



■ Independent directors
■ Non-executive directors
■ Executive directors

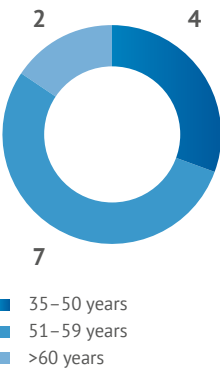
As at the end of 2024, the Board of Directors included six independent directors (46% of the total membership), whose professionalism and sovereignty enabled them to form their own positions on agenda items – thereby strengthening stakeholder confidence in Board decisions



■ Male
■ Female

UNCTAD D.1.2 / MED-44

Nornickel's Board of Directors includes four women (31% of all members), reflecting strong female representation on the board – a figure well above the national average³ and aligned with international standards for board diversity



■ 35–50 years
■ 51–59 years
■ >60 years

UNCTAD D.1.3 / MED-37

As at the end of 2024, the average age of Board members was 54, and their average tenure on the Board was 5.4 years



³ In 2024, the average proportion of women on boards of directors was 14.6%.

GRI 2-12, 2-13, 2-16 / UNCTAD D.1.1 / MED-36 / TNFD Ga, Gb

Meetings of the Board of Directors are held as needed, but at least once every six weeks. On a quarterly basis, the Board of Directors reviews the Company's financial

results as well as operational performance and H&S reports.

27 meetings

held by the Board of Directors in 2024

99%

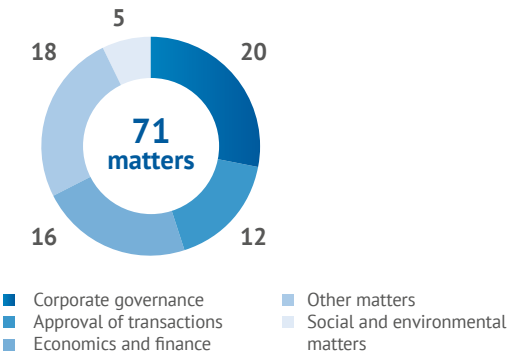
attendance at meetings of the Board of Directors in 2024

89 resolutions

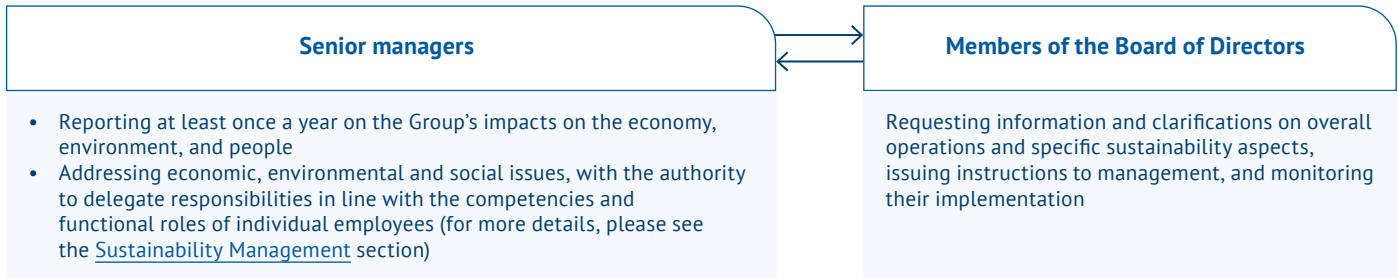
adopted by the Board of Directors in 2024

71 matters

considered by the Board of Directors in 2024



Engagement between senior management and the Board of Directors on managing the Group's impacts



Critical matters in the context of sustainable development discussed by the Board of Directors and its committees in 2024

A framework to identify and assess climate-related physical and transition risks	2031 Environmental and Climate Change Strategy, key focus areas of the Carbon Neutrality Strategy	Implementation status of clean-up measures following the 2020 diesel fuel spill accident	Key sustainability projects in 2022 and 2024	Review of Nornickel's 2023 Sustainability Report and thematic reports
Approval of internal documents (Charity Policy, Policy of Engagement with Indigenous Small-Numbered Peoples)	Approaches to setting the Company's team KPIs for 2024	Assessing sustainability risk management effectiveness at Nornickel	Consideration of progress reports on the implementation of the 2031 Environmental and Climate Change Strategy, 2030 Socially Sustainable Development Strategy, Sulphur Project, Comprehensive Plan for Social and Economic Development of the Norilsk Municipality, and additional initiatives in Norilsk	

Induction and training of Board members

GRI 2-17

The [Professional Development Policy for Members of the Board of Directors](#) is aimed at expanding and updating the knowledge of those serving on this collective governance body. The document outlines two key areas of professional development:

- Induction training for new members of the Board of Directors, which includes visits to key assets, introductions to managers, and familiarisation with the Company's structure, internal procedures and documents, and overall operations
- Continuous professional development programmes, designed annually based on the performance evaluation of the Board and the individual needs of its members (comprising both general and individual

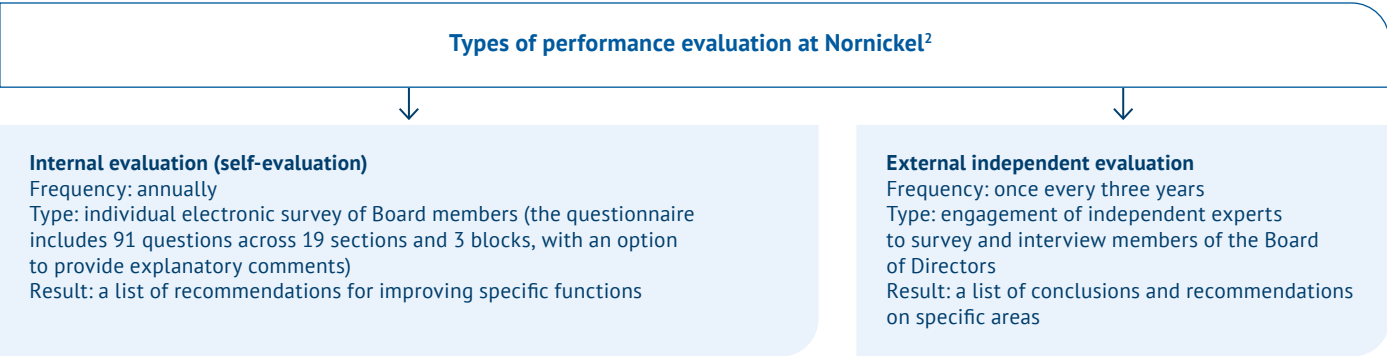
components). The primary focus is on topics related to the Company's core activities, corporate governance, strategic management, and industry trends. Board members take the insider information management training course . In addition, the programmes recommend site visits to the Company's major production facilities. For example, in June 2024, members of the Board of Directors visited the production site in the Gazimuro-Zavodsky District, followed by a meeting with managers in Chita to discuss the strategic development of the Trans-Baikal Division's mining and processing enterprise and review the current state of affairs, including health and safety, environmental protection, team development, and operational performance

Performance evaluation of the Board of Directors

GRI 2-18

The Company has in place the [Performance Evaluation Policy for the Board of Directors](#), which regulates a structured mechanism for annual evaluation of the collective body's performance.

Types of performance evaluation at Nornickel



In 2024, the work of the Board of Directors reflected several recommendations from the Corporate Governance, Nomination, and Remuneration Committee, including, but not limited to: direct visits to the Company's production assets to gain a deeper insight into the operations of Russian business units;

informal meetings with the Company's senior management; discussions on a number of matters within Board working groups; inviting all interested Board members to attend committee meetings; and reviewing strategic documents in conjunction with one another.

¹ Training was delivered in 2023. The course was not assigned for retake in 2024 due to the absence of changes in the course materials.
² In 2024, the Board of Directors underwent an external independent performance evaluation, and therefore no internal self-assessment was conducted that year. For more details, please see [Nornickel's 2024 Annual Report](#).

Board committees

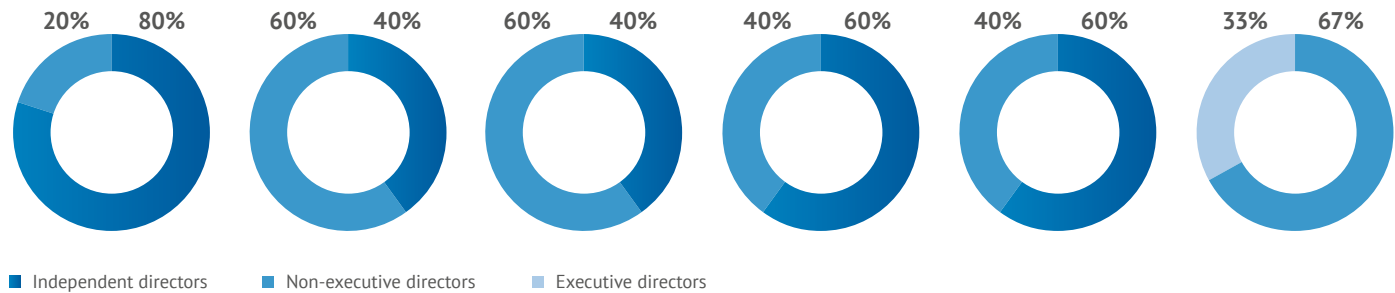
The committees assist the Board by developing recommendations on various important matters related to the Company's operations. Their structure, responsibilities, and formation procedure are governed by the regulations of the respective committees¹.

The key functions of the Board committees are presented in [Nornickel's 2023 Sustainability Report](#).

Composition of the Board committees as at 31 December 2024

The composition of the Board committees is determined by resolution of the Board of Directors.

Audit Committee	Budget Committee	Strategy Committee	Corporate Governance, Nomination, and Remuneration Committee	Sustainable Development and Climate Change Committee	Transactions Committee
5 members	5 members	5 members	5 members	5 members	3 members
Chairman – independent director	Chairman – non-executive director	Chairman – independent director	Chairman – independent director	Chairman – independent director	Chairman – non-executive director



Executive governance bodies

GRI 2-13

The President of the Company is elected by the General Meeting of Shareholders for an indefinite term. In 2024, the position of the Company's President was held by Vladimir Potanin. As at the end of 2024, Vladimir Potanin had held the position of President (previously CEO until 2015) for 13 years.

The Management Board reports to the Company's Board of Directors and General Meeting of Shareholders and ensures the implementation of their resolutions. The Management Board is responsible for managing the Company's impacts on the economy, environment, and people.

The Company does not have a formalised procedure for assessing the professional skills, qualifications, and experience of members of executive bodies. Consultations are held with members of executive bodies, and candidates are evaluated by the relevant committee, which decides on their inclusion in the executive body. Management regularly reports to the Board of Directors and relevant committees, which is regarded as a proxy measure for assessing their professional skills and competencies.

14 members
the size of
the Management Board
(36% are women)

Preventing conflicts of interest

GRI 2-15

Nornickel implements a range of measures to prevent and resolve potential conflicts of interest involving shareholders and members of its governance bodies.

All transactions that meet the criteria for interested-party transactions are executed in accordance with Russian laws on joint stock companies. Special attention is given to transactions with shareholders holding more than 5% of voting shares and their affiliated persons. Such transactions require approval by a qualified majority of the Board

of Directors (at least 10 out of 13 members), as stipulated by the [Company's Articles of Association](#). The Company's internal documents also require members of the Board of Directors and Management Board to refrain from actions that may create a conflict of interest and, if a conflict arises, to notify the Corporate Secretary in writing. If a Board member has a personal interest in a matter submitted for consideration by the Board of Directors, they must disclose it in advance, abstain from the discussion, and refrain from voting on the matter.

Remuneration system

GRI 2-19, 2-20

Remuneration of non-executive governance bodies

The Remuneration Policy for Members of the [Board of Directors, approved by the General Meeting of Shareholders](#), regulates the remuneration structure, amount, and payment procedure and also covers liability insurance, reimbursement of expenses and losses, and disclosure of information on remuneration.

Structure of annual remuneration for non-executive directors

USD 120 thousand

base remuneration for Board membership

USD 75 thousand

additional remuneration for serving on a Board committee

USD 150 thousand

additional remuneration for chairing a Board committee

USD 1 mln

remuneration of the Chairman of the Board of Directors²

Reimbursement of expenses incurred by members of the Board of Directors in the performance of their duties



¹ The full versions of the documents are available on the Company website at <https://nornickel.com/investors/disclosure/corporate-documents/>.

² Payable every quarter in equal installments in roubles at the Bank of Russia's exchange rate as at the last business day of the reporting quarter. This amount is net of tax withheld in accordance with applicable Russian laws. As at the end of 2024, the Chairman of the Board of Directors did not serve on any Board committee, which is in line with international best practices.



Internal control and risk management

Remuneration of executive governance bodies

Matters related to the remuneration of members of executive governance bodies are defined in the [Articles of Association](#), [Regulations on the Management Board](#), and other internal documents of the Company¹.

The operation of Nornickel’s current remuneration system – including the determination of remuneration and compensation for the President – is overseen by the Board of Directors.

Total remuneration of Vice Presidents sitting on the Management Board

Total remuneration of Vice Presidents sitting on the Management Board			
Basic salary	Variable (bonus) component		
	Financial KPIs: EBITDA (earnings before interest, taxes, depreciation, and amortisation) and FCF (free cash flow)	Non-financial KPIs (work-related injury rate, zero environmental incidents, and other metrics)	

Total remuneration of the President	
Basic salary	Variable (bonus) component

¹ For details on sustainability KPIs approved for the Company’s senior management, please see the [Sustainability Management](#) section.

¹ The full versions of the documents are available on the Company website at <https://nornickel.com/investors/disclosure/corporate-documents/>.

TNFD Sa, Ra, Rb, Rc

Nornickel’s corporate risk management system

Nornickel’s corporate risk management system

- Integration of the corporate risk management system (CRMS) into business processes
- Risk-based decision making at various levels of the Company to support the achievement of strategic and operational goals
- Adherence to principles and requirements established by Russian laws, professional standards², and internal documents³

- Key risk management objectives**
- Increase the likelihood of achieving the Company’s goals
 - Improve resource allocation
 - Boost Nornickel’s investment case and shareholder value

The key risk management actors at Nornickel are the Board of Directors and its Audit Committee, the Management Board and its Risk Management Committee, the Risk Management Service, the Internal Control Department, the Internal Audit Department, and designated risk owners. The allocation of risk management responsibilities among these actors is detailed in [Nornickel’s 2023 Sustainability Report](#)

In 2024, Nornickel implemented a number of projects and initiatives aimed at improving its CRMS and maintaining the system’s high level of maturity.

² Corporate Governance Code recommended by the Bank of Russia; GOST R ISO 31000–2019 Risk Management. Principles and Guidelines; COSO Enterprise Risk Management – Integrating with Strategy and Performance; and Recommendations for Public Joint Stock Companies to Organise Risk Management, Internal Controls, Internal Auditing, and the Work of Auditing Committees Under Boards of Directors (Supervisory Boards) (Appendix to the Bank of Russia’s Letter No. IN-06-28/143 dated 1 October 2020).

³ Risk Management Policy of PJSC MMC Norilsk Nickel; PJSC MMC Norilsk Nickel’s Procedure Rules for Risk Management.