

Board committees

Committees established by Nornickel’s Board of Directors are responsible for conducting a preliminary review of critical matters related to the Company’s activities and making recommendations for decision making on matters reserved for the Board. To effectively discharge their responsibilities, the committees may consult with

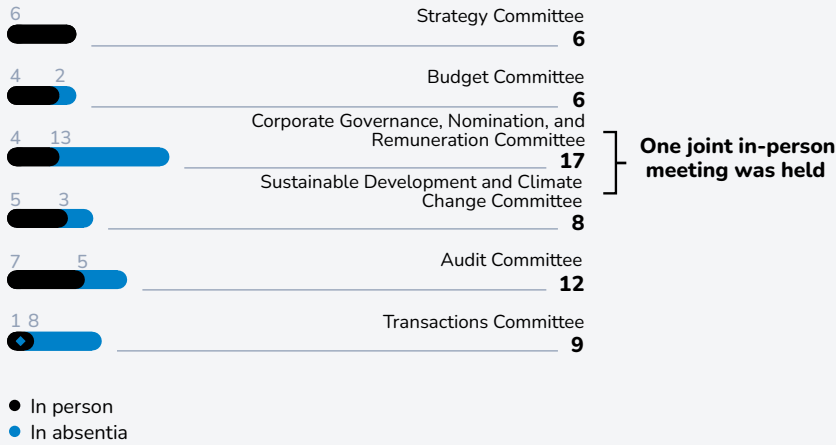
Nornickel’s governance bodies and seek opinions from independent external advisors.

In the reporting year, the Board of Directors had six committees, five of which consisted of five members, while the Transactions Committee comprised three directors. The formation procedure, composition, and activities of the committees are governed by the regulations of the respective committees, approved by the Board of Directors.

According to the Articles of Association, Board committees are chaired by directors who are not members of the Company’s executive bodies and must include independent directors. A Board member may not chair more than two committees.

Number of Board committee meetings

In 2024, Board committees held 59 meetings, including one joint meeting, and reviewed 132 matters



Structure of Board committees (%)

Board committees	Independent directors	Non-executive directors	Executive directors
Strategy Committee	40	60	0
Budget Committee	40	60	0
Corporate Governance, Nomination, and Remuneration Committee	60	40	0
Audit Committee	80	20	0
Sustainable Development and Climate Change Committee	60	40	0
Transactions Committee	0	67	33

Strategy Committee

The Committee is 40% independent, with an independent director serving as Committee Chairman.

The Strategy Committee is made up of five directors, two of whom are independent, including the Committee Chairman. In 2024, the Committee held six in-person meetings.

The Strategy Committee assists the Board of Directors by conducting preliminary reviews on matters related to:

- building a sustainability strategy
- investment planning and structural changes
- engagement with capital markets.

During the reporting year, the Strategy Committee made recommendations to the Board of Directors and took into account updates on the progress and status of Nornickel’s major investment projects, including the Sulphur Project, the Company’s sales and marketing activities, and assessment of the impact of the current macroeconomic environment on the Company’s future production programme, long-term investment plans, and financial model. During the reporting year, the Committee discussed the Company’s development approaches, reviewed reports on occupational health and safety, and analysed the results of finished product sales

(including metals markets review). In addition, the Committee reviewed the implementation status of the IT programme as well as the innovation and R&D strategies, and took into account updates on the Company’s geological exploration strategy and the refreshed fuel and energy development strategy.

In 2025, the Committee plans to continue monitoring the implementation of functional strategies, tracking progress on the Company’s key promising projects, and reviewing management reports on other matters within its remit.

Key functions

Recommending updates to the strategy

Supporting Nornickel's Board of Directors in developing, overseeing, and adjusting the corporate strategy



Budget Committee

The Committee is 40% independent, with a non-executive director serving as Committee Chairman.

Nornickel’s current Budget Committee is made up of five directors, two of whom are independent.

In 2024, the Committee held six meetings, including two in absentia.

During the reporting year, the Budget Committee was presented with an overview of initiatives under the efficiency programme and took into account updates on metal price and

foreign exchange (FX) forecasts. The Budget Committee also approved and recommended that the Board of Directors approve Nornickel’s 2025 budget.

Key functions

Reviewing and preparing proposals and recommendations to the Board of Directors regarding dividends and the Company’s dividend policy

Preparing recommendations to the Board of Directors on the establishment and use of the Company’s reserve and other funds

Organising and monitoring the Company’s budgeting and business planning processes

Monitoring the execution of budgets and business plans

Corporate Governance, Nomination, and Remuneration Committee

The Committee is 60% independent, with an independent director serving as Committee Chairman.

The Committee is made up of five directors, three of whom are independent, including the Committee Chairman.

In the reporting year, the Committee held 18 meetings, including 13 in absentia and four in person, one of which was a joint in-person meeting with the Sustainable Development and Climate Change Committee.

To improve the Company’s corporate governance system and ensure alignment with best corporate practices, the Corporate Governance, Nomination, and Remuneration Committee initiated a review of selected elements of the Company’s corporate governance and incentive

system during the reporting year, engaging external consultants approved by the Committee in March 2024, whose reports on the assessment of corporate governance elements were reviewed by the Committee in August 2024.

The reports on the assessment of corporate governance elements presented by Strategy Partners, Stonebridge Legal, and Ward Howell (JSC VECTOR LEADERSHIP) informed the Committee’s recommendations to the Company’s management, which is now developing related initiatives in line with best corporate practices and the Bank of Russia’s guidance to incorporate these recommendations.

In 2024, the Committee made recommendations to the Board of Directors on matters related

to decision making on convening, preparing, and holding the Annual General Meeting of Shareholders, as well as on matters reserved to the General Meeting of Shareholders, including the remuneration and reimbursement of expenses for members of the Board of Directors and the Audit Commission, and liability insurance and indemnity for members of the Board of Directors and the Management Board.

During the year, the Committee also provided recommendations to the Board regarding changes to the Company’s Management Board, the approval of multiple internal documents, amendments to the Corporate Secretary’s employment contract, and the extension of his term of office. The Committee took into account updates on the Digital Investor programme and the Human Capital Programme, and signed off on the KPIs for the fourth cycle of the Long-Term Incentive Programme for the Group’s Key Employees. In preparation for the Annual General Meeting of Shareholders held on 28 June 2024, the Committee assessed whether the candidates for the Company’s Board of Directors met the independence criteria. In addition to the matters considered during the reporting year, the Committee reviewed the results of the annual evaluation of the Board of Directors’ performance for 2023, which concluded that both the Board and the Corporate Secretary of Nornickel performed their duties effectively.

Key functions

Ensuring succession planning for Nornickel’s Board of Directors and Management Board

Evaluating, overseeing, and improving Nornickel’s corporate governance system

Supervising the development and implementation of Nornickel’s information policy

Providing incentives, evaluating the performance of Nornickel’s Board of Directors, Management Board, President, and Corporate Secretary, and setting relevant remuneration policies

Audit Committee

The Committee is 80% independent, with an independent director serving as Committee Chairman.

The Audit Committee plays an important role in enabling controls and accountability, serving as an effective interface between Nornickel’s Board of Directors, Audit Commission, independent auditor, Internal Audit Department, and management.

The Audit Committee is made up of five directors, four of whom are independent, including the Committee Chairman. On average, Committee members have more than 10 years of experience in finance.

In 2024, the Committee held 12 meetings, including seven in person and five in absentia.

During 2024, the Audit Committee prepared a number of recommendations for the Board of Directors to support decision making regarding the accuracy and reliability of Nornickel’s financial statements. On a quarterly basis, the Committee reviewed and took into account the results of internal audits and internal control activities. The Committee also reviewed reports prepared by the Risk Management Service on the Company’s key risks, reports by the Inspection Department for Monitoring Technical, Production, and Environmental Risks, and

a report on the activities of the Ecology Department. In addition, the Committee considered the Company’s Corporate Risk Appetite Statement for 2024.

In 2024, apart from the matters mentioned above, the Audit Committee:

- signed off on the annual audit plan and internal audit development plans

- signed off on bonus-related performance targets for the Internal Audit Department Director
- discussed the results of completed audits, including gaps identified and remedial actions designed by management to improve internal controls and minimise risks
- reviewed the status of the Procurement Excellence Programme.

Key functions

Reviewing health and safety matters

Reviewing financial reporting matters

Managing external and internal audit

Managing risks and internal controls

Preventing wrongdoing by Nornickel employees and third parties

Sustainable Development and Climate Change Committee

The Committee is 60% independent, with an independent director serving as Committee Chairman.

The Committee is made up of five directors, three of whom are independent, including the Committee Chairman.

In the reporting year, the Committee held a total of nine meetings, including six in person (one of

which was a joint meeting with the Corporate Governance, Nomination, and Remuneration Committee) and three in absentia.

One of the key issues considered by the Committee in the reporting year was the implementation status of the Comprehensive Plan for the Socially Sustainable Development of Norilsk. The Committee took into account updates on the implementation of the

Socially Sustainable Development Strategy, the Carbon Neutrality Strategy, the Sulphur Project, the concept and assessment of climate-related physical and transition risks, the Company’s charitable activities, and the approach to setting team KPIs. Throughout 2024, the Committee pre-reviewed and made recommendations to the Board of Directors regarding the approval of the Norilsk Nickel Group’s Sustainability Report, Human Rights Report, and Responsible Supply Chain Report for 2023, and the new version of the Policy of Engagement with Indigenous Small-Numbered Peoples.

Key functions

Integrating sustainability principles, including climate change, into the Company’s activities

Developing and implementing the Sustainable Development and Climate Change Strategy

Overseeing the external audit of the Company’s reports and activities related to sustainable development and climate change

Managing risks and internal controls related to sustainable development and climate change

Preparing the Company’s internal reports and disclosures on sustainable development and climate change

Transactions Committee

The Committee is made up of three directors, including two executive directors and one non-executive director. In accordance with the Regulations on the Transactions Committee, the Committee must have three members, with an option to increase its membership subject to a decision by the Board of Directors.

In 2024, the Committee held nine meetings, including one in person and eight in absentia.

In 2024, the Regulations on the Transactions Committee were updated. During the reporting year, the Committee reviewed and made recommendations to the Board of

Directors regarding matters relating to capital raising as well as the Company's bond transactions.

Key functions

Pre-reviewing transactions requiring approval by a qualified majority of Board members, in line with the Company's Articles of Association

Reviewing other matters related to the Company's transactions requiring approval by the Board of Directors and planned major transactions

Executive bodies

The President, acting as the sole executive body, and the Management Board, acting as the collective executive body, are responsible for Nornickel's day-to-day operations.

Executive bodies ensure:

- the implementation of resolutions passed by the Board of Directors and the General Meeting of Shareholders

- the implementation of Nornickel's key plans and programmes
- the continuous operation of a robust risk management and internal control system (RMICS).

The President is elected by the General Meeting of Shareholders for an indefinite term. The President reports to the Board of Directors and the General Meeting of Shareholders.

Members of the Management Board are elected by the Board of Directors for an indefinite term. Under the Company's Articles of Association, the Board of Directors may terminate the office and employment contract of any member of the Management Board at any time.

Management Board

The Company's Management Board had 11 members at the start of 2024, according to the composition approved by the Board of Directors on 16 October 2023. On 20 September 2024, the Board of Directors resolved to expand the Company's Management Board to 14 members.

In 2024, the Company's Management Board held 27 meetings and reviewed 37 matters.

Activities of the Management Board during the reporting year

To improve management efficiency, the Management Board made a number of decisions during 2024 regarding changes to the composition of the Company's divisions. One such decision involved the dissolution of the Norilsk and Kola Divisions and the establishment of the Polar Division. The Management Board passed resolutions regarding the Company's branch leaders and amendments to their employment contracts; reviewed the Company's capital-raising and bond transactions, including those related to the placement of exchange-traded bonds; took into account the interim results of the implementation of the Socially Sustainable Development Strategy; and approved the Company's Corporate Risk Appetite Statement.

Management Board: meetings and matters reviewed

