



**Robert
EDWARDS**

Independent director

Member of the Board of Directors since 2013

Member of the Corporate Governance, Nomination and Remuneration Committee and the Audit and Sustainable Development Committee

Born in: 1966

Nationality: UK

Education:

Camborne School of Mines, degree in Mining Engineering

Track record:

- 2013–2014** Senior Advisor at Royal Bank of Canada (Europe) Capital Markets
- 2013–present** CEO at Highcross Resources Ltd
- 2014–2018** Non-executive director at GB Minerals Ltd
- 2016–2016** Chairman at Sierra Rutile Limited (SRX)
- 2018–present** Member of the Board of Directors at Chaarat Gold Holdings Ltd
- 2018–present** Member of the Board of Directors at Scriptfert New Zealand Ltd

Board of Directors' holdings and transactions in the Company's shares

In 2018, Maksim Sokov held the Company's ordinary shares accounting for 0.0011% of the authorised capital.

Stalbek Mishakov completed the following transactions in the Company's securities: on **21 March**, he acquired 44 thousand ADRs (0.0028% of the authorised capital), which he sold in two tranches of 22 thousand ADRs (0.0014% of the authorised capital) on **6 November** and **26 November**, respectively. As at 31 December 2018, Stalbek Mishakov held no ordinary shares and/or ADRs of the Company.

As at the same date, other directors had no holdings in the Company's ordinary shares and/or ADRs and did not enter into any relevant sale and purchase transactions in 2018.

COMMITTEES OF THE BOARD OF DIRECTORS

Committees established by the Board of Directors are in charge of review of the most important matters and preparation of recommendations to the Board of Directors.

To ensure efficiency and proper fulfilment of their functions, the committees may discuss matters with the Company's management bodies and seek opinions of external consultants. The Company set up four committees of the Board of Directors, each made up of five persons:

- Audit and Sustainable Development Committee;
- Strategy Committee;
- Budget Committee;
- Corporate Governance, Nomination and Remuneration Committee.

Audit and Sustainable Development Committee

The Audit and Sustainable Development Committee deals with matters related to financial statements, risk management and internal controls, internal and external audits, prevention of wrongdoings by employees and third parties, as well as matters related to the environment and health and safety.

In the reporting year, the committee held 18 meetings,

including ten in person, seven in absentia, and one joint meeting (with the Budget Committee on 5 March 2018).

The committee is made up of five directors, three of which are independent, including its Chairman. On average, members of the Audit and Sustainable Development Committee of the Company's Board of Directors have more than 10 years of experience in finance.

The Audit and Sustainable Development Committee plays an important role when it comes to controls and accountability and has become an effective interface between the Board of Directors, the Audit Commission, independent auditor, the Internal Audit Department and management of the Company.

During the reporting year, the committee has developed for the Board of Directors a number of recommendations dealing with the accuracy, completeness and validity of the Company's financials, health, safety and environment, and approval of the Company's auditors. The Audit and Sustainable Development Committee also considered and took note of the results achieved in identifying, assessing and managing technical and production risks across the Norilsk Nickel Group, and the results of forensic audits conducted by the Internal Audit Department.

Members of the Audit and Sustainable Development Committee in 2018¹

Roger Munnings (Chairman, independent director)

Alexey Bashkirov

Robert Edwards (independent director)

Stalbek Mishakov

Sergey Bratukhin (independent director)

¹ Composition as of 31 December 2018.

Strategy Committee

The Strategy Committee was established to support the Board of Directors by conducting preliminary reviews of matters pertaining to sustainable development, investment planning, restructuring, and interaction with capital markets and government authorities.

In 2018, the Strategy Committee regularly considered matters related to environment, health, safety, and climate change, including the infrastructure and energy development strategy, as part of the Company's Environmental Development Framework.

In the reporting year, the committee held eight meetings,

including seven in person, and one in absentia.

The Strategy Committee is made up of five directors, including three independent and two non-executive directors.

The Strategy Committee's focus is on supporting the Board of Directors in developing, supervising and revising the corporate strategy and preparing recommended updates thereto.

During the year, the Strategy Committee issued recommendations to the Board of Directors to facilitate decision-making on updating the Company's development strategy and those for a number of functional areas, including sales. The committee reviewed the updates on the progress and status of major investment projects (e.g. the Bystrinsky project, Talnakh Concentrator-3 and the Southern Cluster) and prepared progress reports on production reconfiguration and the Technology Breakthrough initiative. Also, the committee discussed the progress of the shared services centre's initiatives and the Programme of IT Initiatives for Business, along with the deployment and role of SAP solutions in the Company's key business processes. To ensure efficient strategic planning, the Committee reviewed production reports and results of the programme designed to improve production efficiency and reduce operating costs.

Members of the Strategy Committee in 2018²

Maxim Sokov (Chairman)

Artem Volynets (independent director)

Alexey Bashkirov

Gareth Peter Penny (independent director)

Sergey Bratukhin (independent director)

² Composition as of 31 December 2018.

Budget Committee

The Budget Committee is in charge of preliminary review and issue of recommendations pertaining to finance, budgeting, business plans and monitoring of their implementation.

In the reporting year, the committee held four meetings,

including two in absentia, one in person, and one joint meeting (with the Audit and Sustainable Development Committee on 5 March 2018).

The Budget Committee is made up of five directors, including three independent and two non-executive directors.

The key role of the Budget Committee throughout the year was to issue recommendations to the Board of Directors in order to facilitate decision-making on the amount of dividends and on the record

date to be suggested by the Board of Directors. The Budget Committee also approved and recommended that the Board of Directors approve the Company's 2019 budget.

Members of the Budget Committee in 2018¹

Alexey Bashkirov (Chairman)
Artem Volynets (independent director)
Maxim Sokov
Roger Munnings (independent director)
Sergey Bratukhin (independent director)

¹ Composition as of 31 December 2018.

Corporate Governance, Nomination and Remuneration Committee

The Corporate Governance, Nomination and Remuneration Committee supports the Board of Directors by way of:

- assessing, controlling and improving the Company's corporate governance framework;
- ensuring succession planning for the Board of Directors and the Management Board of the Company;
- providing incentives, assessing the performance of the Company's Board of Directors, Management Board, President and Corporate Secretary, and setting applicable remuneration policies;
- supervising the development and implementation of the Company's information policy.

In the reporting year, the committee held twelve meetings,

including ten in absentia, and two in person.

The committee is made up of five directors, including three independent directors, one of whom chairs the committee, and two non-executive directors.

The committee issued recommendations to the Board of Directors in order to facilitate decision-making on the convocation, preparation and running of annual and extraordinary general meetings of shareholders, and on the matters reserved to the General Meeting of Shareholders (remuneration and reimbursement of expenses of the members of the Board of Directors and the Audit Commission,

liability insurance and indemnification of the members of the Board of Directors and the Management Board).

Additionally, the Corporate Governance, Nomination and Remuneration Committee advised the Board of Directors on approval of the Company's by-laws, and evaluation of directors' performance in 2018. The committee reviewed the updates on the Our Home and My Home programmes, corporate social subsidised loan programme, and the Company's charitable policy, and noted the progress of the Human Capital Development Programme.

Members of the Corporate Governance, Nomination and Remuneration Committee in 2018²

Sergey Bratukhin (Chairman, independent director)
Alexey Bashkirov
Andrey Likhachev (independent director)
Robert Edwards (independent director)
Stalbek Mishakov

² Composition as of 31 December 2018.