



APPROVED BY
Minutes of the Board of Directors of
PJSC MMC Norilsk Nickel
dated October 19, 2017, No. GMK/35-pr-sd

Antitrust Compliance Policy
of Norilsk Nickel Group of Companies

Document index: UP GMK-NN 115-005-2017

Introduced for the first time.

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1. Scope

1.1. This Antitrust Compliance Policy of Norilsk Nickel Group of Companies (hereinafter – the Policy) defines basic principles and general requirements in implementation of activities of PJSC MMC Norilsk Nickel (hereinafter – the Company), and Entities within the Norilsk Nickel Group of companies (hereinafter – NN ECSs), regarding organization of the antitrust compliance system.

1.2. The Policy is aimed at preventing, identifying, eliminating causes and conditions promoting antitrust violations, compliance with the antitrust legislation by the Company and NN ECSs, shaping awareness and behavioural attitude, characterized by intolerance of management bodies' members and employees of the Company and NN ECSs to antitrust violations.

1.3. The main objectives of antitrust compliance are:

- to ensure that management bodies members and employees of the Company and NN ECSs have uniform understanding of the Company's position about intolerance to antitrust violations;
- to reduce risks of violation of the antitrust legislation by management bodies' members and employees of the Company and NN ECSs;
- to ensure compliance of the Company's and NN ECS activities with the requirements of antitrust legislation.

The provisions of the Policy shall apply to management bodies' members and employees of the Company and NN ECSs.

2. Normative references

When developing the Policy, the following normative documents were used:

Federal Competition Law dated 26.07.2006
No. 136-FZ

Federal Law No. 147-FZ On natural monopolies
dated 17.08.1995

Federal Law No. 63-FZ The Criminal Code of the Russian Federation
dated 13.06.1996

Federal Law No. 195-FZ Code of Administrative Offences of the Russian
dated 30.12.2001 Federation

International Chamber of Practical ICC guide for antitrust compliance (2014)
Commerce (ICC)

FAS Russia

FAS Russia recommendations on the development and implementation by economic entities of the system of internal prevention of antitrust legislation violations and assessment of its effectiveness (2016)

Sherman Antitrust Law dated July 2, 1890 (USA)

Clayton Antitrust Law dated October 8, 1914 (USA)

Federal Trade Commission Law dated September 10, 1914 (USA)

Treaty on the Functioning of the European Union of 1957

Council Regulation (EC) No. 1/2003 dated December 16, 2002

Council Regulation (EC) No. 139/2004 dated January 20, 2004

Federal Act on Cartels and other Restraints of Competition dated October 6, 1995 (Switzerland)

Antitrust law of China dated August 30, 2007

P GMK-NN 116-002-2012

Regulation "On the management of Russian organizations included in the Corporate Structure of PJSC MMC Norilsk Nickel"

3. Terms, definitions and abbreviations

3.1. The Policy contains terms with respective definitions:

3.1.1. **Complete prohibitions:** a closed list established by antitrust law regarding actions that fall within the complete prohibition and do not require proof of negative consequences for competitive environment (the possibility of their occurrence) by the antitrust body.

3.1.2. **Antitrust compliance:** a set of legal and organizational measures aimed at ensuring the compliance of the Company's and NN ECS activities with the requirements of the antitrust legislation, prevention, identification and suppression of violation thereof.

3.1.3. **Antitrust risk:** circumstances or events of a negative nature, which may occur in case of non-compliance with requirements of antitrust legislation.

3.1.4. **Norilsk Nickel Group of Companies:** the Company and all Entities within the Norilsk Nickel Group of Companies.

3.1.5. **Abuse of a dominant position:** actions (omissions) of an economic entity on the commodity market where it has a dominant position, which result or may result in prevention, restriction, elimination of competition and (or) infringement of interests of other individuals (economic entities) in business activities or an indefinite range of consumers.

3.1.6. **Competition:** a rivalry between economic entities, during which each of them independently excludes or restricts the possibility of the other to unilaterally influence the general conditions of commodity circulation on the relevant market.

3.1.7. **Separate subdivisions:** a subsidiary, representative office of PJSC MMC Norilsk Nickel according to the Articles of Associations.

3.1.8. **Proactive approach:** prevention of antitrust risks through proactive impact on the antitrust risk factors.

3.1.9. **Reactive approach:** responding to the emerging antitrust risk in order to terminate it, minimize the negative consequences of its implementation.

3.1.10. **Economic concentration transactions:** transactions, other actions in respect of plant and (or) intangible assets or in relation to voting shares, rights in relation to Russian and foreign individuals and (or) organizations.

3.1.11. **Antitrust risk factor:** an event, action (omission) of management and/or employees of the Company, NN ECS and third parties, which is the cause of antitrust risk or which promotes its occurrence.

3.1.12. **Economic concentration in Russia:** economic concentration transactions with the participation of the Company or NN ECSs in relation to Russian assets, shares, stocks and powers of control in relation to Russian economic entities.

3.1.13. **Economic concentration abroad:** economic concentration transactions with the participation of the Company or NN ECSs in relation to foreign assets, shares, stocks and powers of control in relation to foreign economic entities.

3.2. The following abbreviations are used in the Policy:

HO	Head office of PJSC MMC Norilsk Nickel
Group	Norilsk Nickel Group of Companies
Company	PJSC MMC Norilsk Nickel
NN ECS	Entities within the Norilsk Nickel Group of Companies
Main products	Nickel, copper, platinum, palladium and their derivatives
Person responsible for ACF	Person responsible for antitrust compliance function is a person responsible for functioning of antitrust compliance in the Separate subdivisions of the Company, NN ECS, whose activities are carried out in the markets being in a state of natural monopoly or whose position, according to the procedure

established by the current legislation, is recognized (may be recognized) as dominant in any of the commodity markets, as well as in NN ECS, selling the core products produced by enterprises of the Group on commodity markets in the Russian Federation and abroad

ACF Manager Antitrust compliance function manager is an employee of the Legal Department of the Company's Head Office, who is responsible for functioning of antitrust compliance at the Group level

Managers of the Company and NN ECS President, First Vice-Presidents, Senior Vice-Presidents, Vice-Presidents, managers directly subordinated to the Company's President, managers of the Company's separate subdivisions, managers of NN ECS

CRD The Corporate Relations Department of the Head Office of PJSC MMC Norilsk Nickel

Department for Legal Support of Projects and Foreign Entities, Head Office of PJSC MMC Norilsk Nickel

4. Antitrust compliance principles

4.1. The basic antitrust compliance principles of the Group are:

– **Free and fair competition.** The Group promotes and operates through free and fair competition.

– **Compliance with antitrust legislation.** Each member of the management body and employee of the Company and NN ECS shall comply with all the requirements of antitrust legislation. No one is entitled to enjoin or approve actions by members of management bodies and employees of the Company and NN ECSs that violate the antitrust legislation.

– **No exceptions.** Antitrust compliance requirements shall apply to all members of the management bodies and employees of the Company and NN ECS without any exceptions. It is unacceptable to establish privileges and immunities that limit liability or complicate the procedure of holding members of the management bodies and employees of the Company or NN ECS liable for violations of the applicable antitrust legislation.

– **Management support.** The Company's and NN ECS managers understand the importance of antitrust compliance of the Group and fully support it.

– **Risk communication.** Each employee of the Company and NN ECS shall immediately notify the ACF Manager and (or) Person responsible for ACF of the potential and actual antitrust risks and factors that could affect the landscape of the antitrust risks of the Company and NN ECS.

- **Personal responsibility.** Violation of the Policy, related documents and antitrust legislation is a serious violation that may result in sanctions against members of the management bodies and employees of the Company and NN ECSs.
- **Warranty.** The Group does not allow for prosecution of persons reporting violations, possible violations of antitrust legislation or antitrust compliance requirements of the Group.
- **Cooperation.** The Group cooperates with competition authorities through information exchange and interaction through participation in Public Advisory Councils, working groups of the FAS Russia and its territorial bodies, and other competition authorities in the core activities of the Company and NN ECSs.
- **Antitrust compliance development.** The Group is constantly improving and developing antitrust compliance.
- **Due diligence.** The Group reserves the right to control contractors in order to identify risks of non-compliance of their activities with antitrust legislation.
- **Continuity of antitrust compliance.** The antitrust compliance system functions consistently in the Company and NN ECSs, when carrying out financial and economic activities, and performing management and other functions.
- **Training.** The Group organizes training on compliance with antitrust legislation.
- **Proactive approach.** A proactive approach prevails in the management of antitrust risks.

5. Objects and subjects of antitrust compliance

5.1. The objects of antitrust compliance are antitrust risks of the Group.

5.2. Antitrust compliance includes:

- antitrust risks management system through their identification, assessment, restriction or elimination of antitrust risks factors;
- system for collection and processing of information on antitrust risks, violations of the antitrust legislation;
- staff training system and activities aimed at creating an antitrust culture;
- activities aimed at monitoring, analysis and improvement of the antitrust compliance system.

5.3. The subjects of antitrust compliance in the Group are:

- The Company's Board of Directors;
- First Vice-President – General Counsel;
- Managers of the Company and NN ECSs;
- Director of the Legal Department of the Head Office;
- Director of Corporate Relation Department;
- Department Director for Legal Support of Projects and Foreign Entities;
- ACF Manager;

- Persons responsible for ACF;
- Employees of the Company and NN ECSs.

5.4. The functions of the **Company's Board of Directors**, as a subject of antitrust compliance, include the approval of the Group's antitrust compliance policy and monitorings of its effectiveness.

5.5. The functions of the **First Vice-President – General Counsel** as a subject of antitrust compliance include creation of the antitrust compliance system and monitoring of compliance with the antitrust requirements at the Group level.

5.6. The functions of the **Managers of the Company and NN ECSs** as subjects of antitrust compliance include:

- organization of the antitrust risk management system within their subordinate units of the Company and NN ECSs;
- approval of internal documents, specifying the main components and processes of the antitrust compliance system and establishing common rules, requirements and restrictions to ensure compliance with the requirements of the antitrust legislation by the Company and NN ECS according to their responsibility areas and authority;
- taking actions ensuring prompt elimination of the revealed violations of the antitrust legislation and fulfilment of recommendations on antitrust risk management.

5.7. The functions of the **Director of the Legal Department** as a subject of antitrust compliance include:

- enforcement of the requirements of antitrust legislation at the Group level except for the requirements of the antitrust legislation regarding the economic concentration;
- informing the Company's Board of Directors on the antitrust risks of the Company and NN ECSs and the risk management measures;
- informing the relevant Managers of the Company and NN ECS on the identified antitrust risks except for the antitrust risks regarding the economic concentration;
- management and supervision of ACF Manager activities;
- development of internal documents of the Company and NN ECSs, specifying the main components and processes of the antitrust compliance system, except for the issues of economic concentration.

5.8. The functions of the **Director of CRD** as a subject of antitrust compliance include:

- enforcement of antitrust legislation in the Group when conducting economic concentration transactions in Russia, including the timely obtaining of all required antitrust approvals and submission of responses to requests from antitrust authorities;
- identification, analysis and prevention of antitrust risks when supporting economic concentration transactions in Russia;

- informing appropriate Managers of the Company and NN ECS on the identified antitrust risks of economic concentration transactions in Russia;

- development of internal documents of the Company and NN ECS, describing the main components and processes of the antitrust compliance system regarding economic concentration transactions in Russia.

5.9. The functions of the **Department Director for Legal Support of Projects and Foreign Entities** as a subject of antitrust compliance include:

- enforcement of the requirements of antitrust legislation at the Group level when conducting economic concentration transactions abroad, including the timely obtaining of all required antitrust approvals and submission of responses to requests from the antitrust authorities;

- identification, analysis and prevention of antitrust risks when supporting economic concentration transactions abroad;

- informing appropriate Managers of the Company and NN ECS on the identified antitrust risks of economic concentration transactions abroad.

5.10. The competence of the **ACF Manager** includes antitrust compliance issues, except for antitrust compliance regarding economic concentration in Russia and abroad.

5.11. The functions of the **ACF Manager** as a subject of antitrust compliance within its competence include:

- methodological support of activities in the area of antitrust compliance and compliance with the requirements of this Policy in the Group;

- implementation of the instruction of the Legal Department Director regarding antitrust compliance at the Group level;

- identification of antitrust risks, consideration of circumstances associated with the adjustable risks, determination of likelihood of their occurrence in the Company and NN ECSs;

- prevention of antitrust risks in the Company and NN ECS;

- expert assessment of antitrust risks and their factors in the Company and NN ECSs;

- development and implementation of measures aimed at minimizing antitrust risks in the Company and NN ECSs;

- monitoring of antitrust risks in the Company and NN ECSs;

- collection and systematization of information on antitrust risks and their factors;

- informing the Legal Department Director on the identified antitrust risks;

- participation in the development of internal documents of the Company and NN ECSs, specifying the main components and processes of the antitrust compliance system and establishing common rules, requirements and restrictions to ensure compliance with the antitrust legislation;

- preparation of proposals re improving antitrust compliance at the Group level.

5.12. The functions of the **Persons responsible for ACF** as subjects of antitrust compliance in the relevant Separate Subdivisions and NN ECS include:

- methodological support of activities in the area of antitrust compliance and compliance with the provisions of this Policy;
- prevention of antitrust risks;
- identification and analysis of antitrust risks and their factors;
- development and implementation of measures aimed at minimizing antitrust risks;
- monitoring of antitrust risks;
- collection and systematization of information on antitrust risks and their factors;
- informing the ACF Manager and the manager of the relevant Separate Subdivision and NN ECS, Director of CRD or CRD responsible employee on identified antitrust risks in the field of economic concentration in Russia, and informing the Department Director for Legal Support of Projects and Foreign Entities or responsible employee of the Department for Legal Support of Projects and Foreign Entities on identified antitrust risks in the area of economic concentration abroad;
- participation in development of internal documents, specifying the main components and processes of the antitrust compliance system and establishing common rules, requirements and restrictions to ensure compliance with the antitrust legislation;
- preparation of proposals on enhancing the antitrust compliance.

5.13. The functions of **Employees of the Company and NN ECSs** include:

- prevention of violations of the antitrust requirements when executing their duties;
- identification of antitrust risks within their competence;
- informing the ACF Manager and (or) Person responsible for ACF on the potential antitrust risks, antitrust risk factors they became aware of;
- implementation of individual measures on antitrust risk management in accordance with their competence.

6. General requirements in the area of antitrust compliance

6.1. Antitrust compliance shall apply to all levels of the organization and across the geographic footprint and activities of the Group.

6.2. The Company and NN ECSs, whose activities are carried out in the markets being in a state of natural monopoly or whose position, according to the procedure established by the current legislation, is recognized (may be recognized) as dominant in any of the commodity markets, as well as in NN ECS, selling the Core Products of the Group on commodity markets in the Russian Federation and abroad, shall, for the benefit of this Policy, develop and approve internal documents,

describing the main components and processes of the antitrust compliance system and establishing common rules, requirements and limitations aimed at compliance with antitrust legislation, since their activities involve antitrust risks.

6.3. NN ECS not falling within the criteria stipulated by clause 6.2 of the Policy shall ensure compliance with the principles and requirements of the antitrust compliance internal document adopted by the Company.

6.4. The members of the management bodies and employees of the Company and NN ECS shall not commit, entrust to commit, promote, and otherwise contribute to the commission of actions qualified as complete prohibition by the applicable antitrust legislation; the other actions that contain (can contain) antitrust risks, shall be communicated to the ACF Manager and (or) Person responsible for ACF in advance.

6.5. Antitrust risk management in the Group is based on the proactive approach. This includes early (before the occurrence of antitrust risk) prevention of the occurrence and informing the ACF Manager and (or) Person responsible for ACF by each employee of the Company and NN ECS on the facts known to them that involve a possible violation of the antitrust legislation in order to develop best practices for influencing the antitrust risk factors.

6.6. In the case of antitrust risk, a reactive approach shall be applied. Its purpose is to stop violations of antitrust legislation and to minimize negative consequences from the violations of the antitrust legislation. This includes immediate notification of the ACF Manager and (or) Person responsible for ACF by each employee of the Company and NN ECSs on the known violation of the antitrust legislation, the circumstances and reasons for violation in order to develop measures of response to relevant antitrust risk.

6.7. Effective antitrust compliance in the Group provides reasonable assurance that antitrust risks, antitrust risks factors are identified in a timely manner and managed appropriately. The efficiency of antitrust compliance is ensured through the continuous implementation of measures and improvement of antitrust compliance procedures, involvement of members of management bodies and employees of the Company and NN ECSs, establishment of effective channels for the information exchange between the management bodies of the Company and NN ECSs, Managers of the Company and NN ECSs, Legal Department Director, Director of CRD, Department Director for Legal Support of Projects and Foreign Entities, ACF Manager, Person responsible for ACF and employees of the Company and NN ECSs.

7. Antitrust compliance in the area of economic concentration transactions

7.1. Antitrust compliance in the area of economic concentration transactions shall be carried out subject to the following features:

- CRD implements antitrust compliance, aimed at compliance with the Russian legislation, governing the transactions and other actions in the field of economic concentration in Russia;
- Department for Legal Support of Projects and Foreign Entities implements antitrust compliance, aimed at compliance with international laws and/or foreign laws concerning economic concentration abroad.

7.2. Antitrust compliance in the area of economic concentration transactions in Russia is organized and implemented by the Director of CRD, antitrust compliance in the area of economic concentration abroad is organized and implemented by the of Department Director for Legal Support of Projects and Foreign Entities.

7.3. In case of identification of antitrust risks to the Company and NN ECSs not related to economic concentration, when supporting economic concentration transaction, the Director of CRD or Department Director for Legal Support of Projects and Foreign Entities shall inform thereof to the Legal Department Director.

8. Responsibility

8.1. Responsibility for the organization and functioning of the antitrust compliance, introduction of amendments and addendums to the Policy, including those in connection with the change in antitrust legislation, except for antitrust compliance in the area of economic concentration, shall be borne by the Director of the Legal Department of the Company.

8.2. Responsibility for the organization and functioning of the antitrust compliance, introduction of amendments and addendums to the Policy, including in connection with the change in Russian legislation in the field of economic concentration in Russia, shall be borne by the Director of CRD.

8.3. Responsibility for the organization and functioning of the antitrust compliance in the area of economic concentration abroad, shall be borne by the Department Director for Legal Support of Projects and Foreign Entities.

8.4. Responsibility for violations of applicable antitrust legislation, this Policy and related documents, shall be borne by the members of the management bodies' and employees of the Company and NN ECS, who have committed the violations in question.

8.5. Monitoring of compliance with the requirements of this Policy shall lie with the First Vice-President – General Counsel.