

CORPORATE GOVERNANCE STRUCTURE

GRI 102-18

Metinvest B.V.'s corporate governance structure is built in accordance and compliance with Dutch law. It comprises the General Meeting of Shareholders, Supervisory Board and Management Board. On the Group level, the Executive Team supports operations.

GENERAL MEETING OF SHAREHOLDERS

Under Dutch law and the Articles of Association of Metinvest B.V., the General Meeting of Shareholders is authorised to resolve the following matters, among others: to issue shares; to exclude or limit pre-emptive rights; to acquire shares and to transfer shares in the capital of Metinvest B.V. held by Metinvest B.V.; to reduce the share capital; to

determine the remuneration of the Management Board; to adopt the annual accounts; to allocate profits; to amend the Articles of Association; and to dissolve, merge or demerge Metinvest B.V.

SUPERVISORY BOARD

GRI 102-19; GRI 102-26

The Supervisory Board is responsible for overseeing the activity of the Management Board and the general course of affairs in Metinvest B.V. and the Group's assets, including matters related to sustainability. The Supervisory Board approves and updates corporate values, strategies, policies, as well as goals related to the economic, environmental and social aspects of the Group as a whole.

Sustainable development issues, depending on their nature, are considered at all levels of the Group's management. The Supervisory Board provides advice to the Management Board on the sustainability priorities for Metinvest's business operations and among key stakeholders, overseeing the execution of policies and the implementation of processes for managing significant risks and opportunities.

For more information on the Group's sustainable development governance, see the Sustainable Development section.

GRI 102-31; GRI 102-32

The Supervisory Board reviews and approves the Group's annual report. The document, among other topics, covers all important economic, environmental and social aspects of Metinvest's operations, including the Group's impact, along with the risk assessment framework and opportunities inherent to its business.

GRI 102-22

The Supervisory Board has ten members, including seven A-Members appointed by the Class A and the Class C shareholders, as well as three B-Members appointed by the Class B shareholders. Four committees assist the Supervisory Board in its work.

During the reporting period, certain changes took place in the composition of the Supervisory Board. The authority of Stewart Pettifor in his capacity as a Class A member was terminated on 1 October 2020, while Avetik Chalabyan was appointed as a Class A member. Changes have also taken place in the composition of the Supervisory Board's committees: Avetik Chalabyan has become a member of the Strategy and Investments Committee, Gregory Mason has become Chairperson of the Health, Safety and Environmental Committee and Christiaan Norval has become a new member of the same committee.

In 2020, the Supervisory Board convened a total of 27 times. At its meetings, the Supervisory Board discussed and took decisions on a wide range of matters, including: annual business planning; investment projects; the financial statements; the annual report; the appointment of an independent external auditor; the compliance programme; external financing; material transactions; mergers and acquisitions; the establishment of an educational institution; health, safety and the environment; performance appraisals; remuneration; and other material corporate events.

GRI 102-27

In addition to the meetings of the Supervisory Board, special strategic sessions are held to increase the capacity of the supreme governing body to successfully address sustainability issues. The format of these meetings varies from workshops to training sessions and discussions on the achievement of Metinvest's strategic initiatives.

Corporate Governance Structure

COMPOSITION OF THE SUPERVISORY BOARD AND ITS COMMITTEES

	Status	Class membership	Strategy and Investments Committee	Audit and Finance Committee	Appointments and Compensations Committee	Health, Safety and Environmental Committee
Oleg Popov	Chairperson	A	M		M	
Alexey Pertin	Deputy Chairperson	B	C		M	
Christiaan Norval	Member	A	M	C		M
Johan Bastin	Member	A	M	M		
Natalia Izosimova	Member	A			C	M
Damir Akhmetov	Member	A	M			
Gregory Mason	Member	B	M			C
Mikhail Novinskii	Member	B	M	M		
Yaroslav Simonov	Member	A		M		
Avetik Chalabyan	Member	A	M			

M Member
C Chairperson

GRI 102-24

APPOINTMENT OF SUPERVISORY BOARD

The process for appointing Supervisory Board members is governed by Metinvest B.V.'s Articles of Association.

When a proposal or recommendation is made regarding the appointment of a new member to the Supervisory Board, the following information is provided to the deciding body: age; profession and past experience; shareholdings; and occupation, including how it relates to performance of duties as a future member of the Supervisory Board. To avoid a potential conflict of interest, the names of the legal entities of which they are already supervisory board members shall also be indicated.

A member of the Supervisory Board is appointed for an indefinite period of time, unless otherwise specified in the decision concerning their appointment.

Each member of the Supervisory Board may be suspended or dismissed at any time by the same body that has the right to appoint them. While a suspension may be extended one or more times, in general, it cannot last more than three months. If, at the end of the period, a decision has not been made to terminate the suspension or to dismiss a member, the suspension shall end.

GRI 102-18; GRI 102-29

SUPERVISORY BOARD COMMITTEES

The Supervisory Board has four permanent committees: the Strategy and Investments Committee, the Audit and Finance Committee, the Health, Safety and Environmental Committee, and the Appointments and Compensations Committee. During the reporting period, there were no changes in the list of the Supervisory Board committees or in their functions.

STRATEGY AND INVESTMENTS COMMITTEE

The Strategy and Investments Committee was created to ensure transparent analysis and provide recommendations to the Supervisory Board regarding the Group's strategic objectives, including issues related to the existing and future business directions, investments and mergers and acquisitions. It is assisted by the Technology Sub-committee, which advises and assists the management in developing and implementing the technological strategy.

AUDIT AND FINANCE COMMITTEE

The Audit and Finance Committee is responsible for assessing the effectiveness of the internal control system and the integrated risk management system, including those issues related to the economic, environmental and social aspects of the Group's activities. In addition, the Committee undertakes the supervision of all aspects of the Group's financial and audit activities in the interest of the shareholders and on behalf of the Supervisory Board: overseeing the budget, financial reporting, risk management, the internal audit function and assessment of the external auditor.

APPOINTMENTS AND COMPENSATIONS COMMITTEE

The Appointments and Compensations Committee oversees the process of and makes recommendations regarding dismissals and new appointments for senior positions within the Group, monitors the transparency of setting key performance indicators (KPIs) and annual bonus payments for senior management, and advises on the motivation, assessment, reward systems and succession planning.

HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE

The Health, Safety and Environmental Committee assists the Executive Team in implementing and maintaining the highest standards of health, labour and environmental safety culture throughout the Group.

The main purpose of the Committee is to ensure ongoing supervision, on behalf of the Supervisory Board, of health, safety and environment strategy, policies, systems and the Group's controls and principles.

For more details on the number of meetings and matters considered by the committees during the reporting period, see page 62 of Metinvest's 2020 annual report.

MANAGEMENT BOARD

The Management Board is entrusted with the management of Metinvest B.V., including economic, environmental and social considerations, excluding those that are the duty of the General Meeting of Shareholders and the Supervisory Board.

The Management Board consists of two Directors: Director A and Director B. Director A is appointed by a joint meeting of holders of Class A shares and holders of Class C shares. Director B is appointed by a meeting of holders of Class B shares.

Under its Articles of Association, Metinvest B.V. may be represented only by the entire Management Board (that is, Director A and Director B, acting jointly). In performing their duties, the Directors must act in the best interests of Metinvest B.V. and its business. The Articles of Association of Metinvest B.V. do not determine a specific term of office for members of the Management Board.

Director A and the CEO is Yuriy Ryzhenkov. Director B is ITPS (Netherlands) B.V., a legal entity registered in the Netherlands. After the reporting period, in May 2021, Eliza Désirée den Aantrekker was appointed as Director B in place of ITPS (Netherlands) B.V.

Corporate Governance Structure

EXECUTIVE TEAM

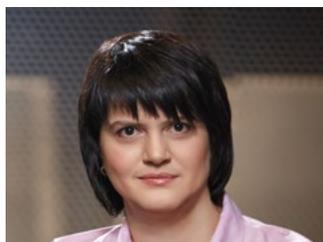
The Executive Team is responsible for overseeing, coordinating and executing the day-to-day activities of Metinvest, as well as for implementing the strategic decisions of the Supervisory Board and its committees with respect to economic, environmental and social matters.



Yuriy Ryzhenkov
Chief Executive Officer



Aleksandr Pogozhev
Chief Operations Officer



Iuliia Dankova
Chief Financial Officer



Alexey Gromakov
Logistics and Procurement Director



Aleksei Komlyk
Chief Sustainability Officer



Sergiy Detyuk
Chief Information Officer



Olga Ovchinnikova
Economics and Business System Development Director



Andriy Yemchenko
Chief Technology Officer



Oleg Shudra
Internal Audit Director



Dmytro Nikolayenko
Sales Director



Svitlana Romanova
Chief Legal Officer



Oleg Perozhok
Security Risk Analysis and Management Director

In November 2020, a separate Security Risk Analysis and Management directorate was formed. The directorate's remit is to improve the efficiency of the management of the security system and to respond to emerging risks and negative events in a flexible manner.

For more details about the composition of the Executive Team and short biographies of its members, see pages 67-69 of Metinvest's 2020 annual report.

GRI 102-28

EXECUTIVE PERFORMANCE EVALUATION AND REMUNERATION

The Supervisory Board sets annual team goals for senior management, as well as personal goals for the CEO, who allocates them to each member of the Executive Team in accordance with their job functions, subject to the approval of the Supervisory Board.

The Health and Safety Trigger effectively increases or reduces bonuses for the Executive Team based on the Group's health and safety performance.

Shortly after the end of the reporting period, the Supervisory Board conducts an annual performance appraisal for members of the senior management based on their self-assessment.

GRI 102-35

In 2020, the Group paid US\$14.6 million in current salaries and related bonuses to the Executive Team, compared with US\$15.0 million in 2019.

Contracts with members of the senior management do not provide for any pension or other benefits upon termination of service.