

Location of the Company: Dudinka, Krasnoyarsk Krai,  
Russian Federation

**VOTING BALLOT**  
for the Annual General Meeting  
of Shareholders of Public Joint Stock Company MMC Norilsk Nickel  
Mining and Metallurgical Company Norilsk Nickel

Form of holding the General meeting of the shareholders: in-person meeting

Venue of the Annual General Meeting of shareholders: Hotel Renaissance Moscow Monarch Centre, Andreevsky hall, located:  
Moscow, Leningradsky Prospekt 31 A, Building 1.

Date and time of holding the Annual General Meeting of shareholders: June 28, 2018, 11:00 (Moscow time).

Time of the beginning of the registration of the persons eligible to participate in the general meeting: 09:00 (Moscow time)

Registration of persons, who are eligible to participate in the general meeting but did not register to participate in the general meeting prior to its opening, shall not end before the end of discussion on the last item of the agenda, for which quorum is present.

Full name Name of the person entitled to attend and vote at the Annual General Meeting of Shareholders (from the database)  
Registration No. (from the database)

<b>Item 1 of the agenda: Approval of 2017 report of PJSC MMC Norilsk Nickel.</b>		
Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)		
To approve 2017 report of PJSC MMC Norilsk Nickel;		"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
<b>Item 2 of the agenda: Approval of 2017 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;</b>		
Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)		
To approve 2017 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel;		"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
<b>Item 3 of the agenda: Approval of 2017 PJSC MMC Norilsk Nickel consolidated financial statements.</b>		
Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)		
To approve 2017 PJSC MMC Norilsk Nickel consolidated financial statements.		"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
<b>Item 4 of the agenda: Distribution of profit of PJSC MMC Norilsk Nickel for 2017, including payment (declaration) of dividends, based on the results of 2017 year</b>		
Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)		
1. Approve distribution of profit of PJSC MMC Norilsk Nickel in 2017 in accordance with the recommendation of the Board of Directors of PJSC MMC Norilsk Nickel, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with motivated position of the Board of Directors of PJSC MMC Norilsk Nickel on the items of the agenda of Annual General Meeting of shareholders of PJSC MMC Norilsk Nickel. 2. Pay monetary dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2017 in cash in the amount of RUB 607,98 per an ordinary share. 3. July 17, 2018 as the record date for determining persons eligible to receive the dividends.		"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
<b>Item 5 of the agenda: Election of members of the Board of Directors of PJSC MMC Norilsk Nickel</b>		
Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)		
(Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders, multiplied by 13):		
"IN FAVOR" <input type="checkbox"/> _____ votes		
To elect as members of the Board of Directors:		Votes for each
1.	Sergey Valentinovich Barbashev CEO, Chairman of the Management Board, INTERROS Holding Company LLC	
2.	Alexey Vladimirovich Bashkirov Deputy CEO for Investments, member of the Management Board, INTERROS Holding Company LLC; Managing Director, Winter Capital Advisors LLC	
3.	Sergey Borisovich Bratukhin President, CIS Investment Advisers, LLC	
4.	Andrey Yevgenyevich Bougrov Senior Vice-President of PJSC MMC Norilsk Nickel	
5.	Artem Olegovich Volynets CEO, ACG Amur Capital Group Ltd	
6.	Marianna Alexandrovna Zakharova First Vice-president, General Counsel, PJSC MMC Norilsk Nickel	
7.	Andrey Nikolaevich Likhachev CEO, JSC Rublevo-Arkhangelskoye	
8.	Roger Llewelyn Munnings Independent director, PJSC LUKoil, Sistema PJSFC.	
9.	Stalbek Stepanovich Mishakov Adviser to General Director, CJSC RUSAL Global Management B.V., Deputy CEO of En+ Management LLC	
10.	Gareth Peter Penny Non-Executive Chairman of the Board of Directors, Edcon Group; Non-Executive Director, Julius Baer Holding Ltd., Amulet Diamond Corp.	
11.	Maxim Mikhailovich Sokov CEO, En+ Management LLC; President, En+ Group Plc	
12.	Vladislav Alexandrovich Solovyev CEO, CJSC RUSAL Global Management B.V.; CEO, United Company RUSAL Plc; CEO, En+ Group Plc	
13.	Robert Willem John Edwards Director, GB Minerals Ltd; Principal, Highcross Resources Ltd.	
"AGAINST" <input type="checkbox"/> _____ votes		
"ABSTAINED" <input type="checkbox"/> _____ votes		

- In electing members of the Board of Directors, the voting is cumulative, i.e. the number of votes held by each shareholder is multiplied by the number of persons to be elected to the Board of Directors (13). The shareholder may give all the votes so received for one candidate or distribute them between two or more candidates. A fractional vote received as a result of multiplying the number of votes held by the shareholder owning a fractional share by the number of persons to be elected to the Board of Directors of the Company may be given only for one candidate.

<b>Item 6 of the agenda: Election of members of the Internal Audit Commission of PJSC MMC Norilsk Nickel.</b> <i>Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)</i>		
<b>Election of the members of Internal Audit Commission</b>		
1. <b>Artur Gagikovich Arustamov</b>	Director for Price Management and Business Activity Control of the Branch, En+ Management LLC	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
2. <b>Anna Viktorovna Masalova</b>	Financial and administrative Director for Russia and CIS, USB Farma LLC	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
3. <b>Svanidze Georgiy Eduardovich</b>	Director of Financial Department of CJSC INTERROS Holding Company	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
4. <b>Vladimir Nikolaevich Shilkov</b>	Vice-president of Investment Department of CIS Investment Advisers LLC, deputy Project manager of Financial Control Service of PJSC MMC Norilsk Nickel (concurrently)	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes
5. <b>Yanevich Elena Alexandrovna</b>	CEO Interpromising LLC	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes

<b>Item 7 of the agenda: Approval of the Auditor of RAS statements of PJSC MMC Norilsk Nickel</b> <i>Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the data base)</i>	
To approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2018;	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes

<b>Item 8 of the agenda: Approval of the Auditor of IFRS consolidated financial statements of PJSC MMC Norilsk Nickel</b> <i>Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)</i>	
To approve JSC KPMG as Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel for 2018;	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes

<b>Item 9 of the agenda: Remuneration and reimbursement of expenses of members of the Board of Directors of PJSC MMC Norilsk Nickel</b> <i>Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)</i>	
<p>1. Remuneration and compensations to the Members of the Board of Directors of PJSC MMC Norilsk Nickel associated with performance of their duties are paid in accordance with the Policy of Remuneration of the Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by resolution of Annual General Meeting's Resolution dd. 06.06.2014)</p> <p>2. Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this meeting, shall be paid a fee and reimbursed expenses associated with the performance of his duties, and maintained his accident insurance, in the following amounts and following procedures:</p> <p>2.1. remuneration shall be USD 1,000,000 (one million) per annum, payable on a quarterly basis in equal amounts in RUB at the rate set by the Central Bank of the Russian Federation on the last business day of the accounting quarter. The amount shown above shall be after taxes in accordance with effective RF law. The aforementioned remuneration shall be payable from the day of election of the Independent Director as the Chairman of the Board of Directors to the date, on which his term of office as the Chairman of the Board of Directors expires;</p> <p>2.2. if the office of the person, elected as the Chairman of the Board of Directors at the first meeting of the Board of Directors held after this meeting, as the Chairman of the Board of Directors will terminate before the 2018 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 1 000 000 (one million) less amount of the remuneration received by him for execution of the Chairman of the Board of Directors duties from the date of his election at the first meeting of the Board of Directors held after this meeting. The aforementioned additional remuneration is payable on a quarterly basis in equal amounts up to June 10, 2019 in RUB at the exchange rate of the Central Bank of the Russian Federation on the last business day of the reporting quarter. The amount shown above shall be after tax in accordance with the effective RF law. If he will be re-elected as Chairman of the Board of Directors by the subsequent before the 2018 year-end Annual General Meeting of Shareholders the remuneration for serving as Chairman of the Board of Directors provided in sub-paragraph 2.1 of this paragraph, shall not be paid.</p> <p>2.3. Documented expenses incurred by the Chairman of the Board of Directors, while performing his duties, including: accommodation in hotels, travel services, including VIP lounge services, other air travel fees and charges (business and first class tickets), telephone calls (including mobile communication), representation expenses, will be compensated in accordance with the limits for category 1 positions approved by PJSC MMC Norilsk Nickel.</p> <p>2.4. PJSC MMC Norilsk Nickel shall at its own expense provide life insurance for the Chairman of the Board of Directors against the following risk during performance of official duties:</p> <ul style="list-style-type: none"> <li>- death in an accident with the coverage in amount of at least USD 3,000,000 (three million);</li> <li>- serious bodily injury in an accident (or disability resulting from an accident) with the coverage in amount of at least USD 3,000,000 (three million);</li> <li>- injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000 (one hundred thousand).</li> </ul>	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes

<b>Item 10 of the agenda: Remuneration of the Internal Audit Commission of PJSC MMC Norilsk Nickel</b> <i>Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)</i>	
Set the remuneration to an Audit Commission member of PJSC MMC Norilsk Nickel not employed by the Company in the amount of RUB 1,800,000 (one million eight hundred thousand) per annum before taxes. payable in equal amounts twice per year. Mentioned amount of before taxes in accordance with applicable Russian legislation.	"IN FAVOR" <input type="checkbox"/> _____ votes "AGAINST" <input type="checkbox"/> _____ votes "ABSTAINED" <input type="checkbox"/> _____ votes

<b>Item 11 of the agenda: Approval of related party transactions for reimbursement of members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for incurred losses</b> <i>Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)</i>	

To authorize conclusion of associated transactions that are related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel the subject matter of which implies the obligation of PJSC MMC Norilsk Nickel to indemnify the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel for any and all losses that the mentioned persons may incur as a result of their election to the mentioned positions in the amount of no more than USD 115,000,000 (one hundred fifteen million) per transaction;

"IN FAVOR"  \_\_\_\_\_ votes  
"AGAINST"  \_\_\_\_\_ votes  
"ABSTAINED"  \_\_\_\_\_ votes

**Item 12 of the agenda: Approval of a related party transaction for insurance of the liability of members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel**

Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)

To authorize conclusion of associated transactions that are related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and which concerns liability insurance of the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel, who are the beneficiaries of the transaction, provided by Russian insurance company; the effective period of liability insurance is one year, total liability limit is not less than USD 200 000 000 and liability limit of not less than USD 25,000.000 for extended coverage to the primary contract as well as insurance premium of not exceeding USD 1,000,000.

"IN FAVOR"  \_\_\_\_\_ votes  
"AGAINST"  \_\_\_\_\_ votes  
"ABSTAINED"  \_\_\_\_\_ votes

**Item 13 of the agenda: Membership of PJSC MMC Norilsk Nickel in the Krasnoyarsk Constructors Self-Regulating Association.**

Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the database)

To approve the participation in Krasnoyarsk Constructors Self-Regulatory Association.

"IN FAVOR"  \_\_\_\_\_ votes  
"AGAINST"  \_\_\_\_\_ votes  
"ABSTAINED"  \_\_\_\_\_ votes

- tick to show that the voting is performed by a power of proxy issued with respect to the shares transferred after the he record date of persons eligible to attend and vote at the General meeting.

- tick to show that the voting is performed in accordance with the instructions of the purchasers of shares transferred after the record date of persons eligible to attend and vote at the General meeting, and (or) in accordance with the instructions of the holders of depositary securities.

- tick to show that a part of the shares was transferred after the record date of persons eligible to attend and vote at the General meeting.

**Signature of the of person, who is eligible to participate in the general meeting or his/her proxy**

in virtue of the power of proxy issued on « » 20

(specify the issuer of the power of proxy)

**The voting ballot shall be signed by the person entitled to attend and vote at the Annual General Meeting or its proxy. An incorrectly completed ballot shall be null and void.**

Voting is performed by crossing out the respective square

The voter may choose only one variant of voting, except for cases of voting in accordance with the instructions of persons acquiring the shares after the the record date of persons eligible to attend and vote at the General meeting or in accordance with the instructions of the holders of depositary securities;

If more than one variant of voting remains in the ballot, in the fields for indicating the number of votes given for each variant it is necessary to state the number of votes given for the relevant variant of voting and make a note that the voting was performed in accordance with the instructions of the purchasers of shares transferred after the the record date of persons eligible to attend and vote at the General meeting and (or) in accordance with the instructions of the holders of depositary securities;

The person voting by a power of proxy issued with respect to the shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting shall state the number of votes given for the chosen variant of voting in the field for indicating the number of votes given for the chosen variant and make a note that the voting was performed by a power of proxy issued with respect to the shares transferred after the record date of persons eligible to attend and vote at the General meeting;

If after the date of record date of persons eligible to attend and vote at the General meeting not all shares are transferred, the voter shall state the number of votes given for the chosen variant of voting in the field for indicating the number of votes given for the chosen variant and make a note that some of the shares were transferred after the record date of persons eligible to attend and vote at the General meeting. In case of instructions received with respect to the shares transferred after the record date of persons eligible to attend and vote at the General meeting from the purchasers of such shares coinciding with the chosen variant of voting, such votes shall be summarily added.

The documents (notarized copies) certifying the powers of the successors and proxies of persons included in the list of persons eligible to participate in the General meeting, shall be enclosed with the voting ballots mailed by the said persons.

If a shareholder is unable for any reason to be present at the meeting at the place of its holding, the shareholder may send a completed and signed voting ballot by mail to the following address 107076, Moscow 18, building 55, ul. Stromynka, JSC Independent Registrar Company, (495) 989-76-50. In that case shareholders whose voting ballots are received not later than two days before the Date of General Meeting shall be deem to have participated in the General Meeting.

The documents (notarized copies) certifying the powers of the successors and proxies of persons included in the list of persons eligible to participate in the General meeting, shall be enclosed with the voting ballots mailed by the said persons or handed over to the Counting Commission when registering said persons for participation in the General Meeting.