

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

Form of holding the General meeting of the

shareholders: in-person meeting

Venue of the Annual General Meeting of shareholders: President Hotel (Bolshoi Petrovsky hall), 24 Bolshaya Yakimanka str., Moscow

Date and time of holding the Annual General Meeting of shareholders: June 9, 2017, 1:00 p.m. (Moscow time).

Registration of shareholders will begin at 11:00 a.m. (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 of the person entitled to attend and vote at the Annual General Meeting of Shareholders (from the data base)

Registration No. (from the data base)

Item 1 of the agenda: Approval of the Annual report of PJSC MMC Norilsk Nickel for 2016. Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders: (from the data base)	
To approve Annual report of PJSC MMC Norilsk Nickel for 2016.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 2 of the agenda: Approval of Annual Accounting Statements of PJSC MMC Norilsk Nickel for 2016 Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders: (from the data base)	
To approve Annual Accounting Statements of PJSC MMC Norilsk Nickel for 2016.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 3 of the agenda: Approval of the consolidated financial statements of PJSC MMC Norilsk Nickel for 2016. Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders: (from the data base)	
To approve the consolidated financial statements of PJSC MMC Norilsk Nickel for 2016.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 4 of the agenda: Distribution of profits of PJSC MMC Norilsk Nickel for 2016, including payment (declaration) of dividends, based on the results of 2016 year Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders: (from the data base)	
1. To approve the distribution of profits of PJSC MMC Norilsk Nickel for 2016 in accordance with the recommendation of the Board of Directors, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with motivated position of the Company's Board of Directors on the items of the agenda of Annual General Meeting of shareholders. 2. To pay cash dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2016 in the amount of RUB 446.10 per one ordinary share. 3. Set June 23, 2017 as the record date for determining persons eligible to receive the dividends.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 5 of the agenda: Election of members of the Board of Directors of PJSC MMC Norilsk Nickel Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders: (from the data base) (Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders, multiplied by 13):	
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«IN FAVOR» <input type="checkbox"/> _____		
To elect as members of the Board of Directors:		Votes for each
1. Sergey Valentinovich Barbashev	General Director, 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. Rushan Abdulkhaevich Bogaudinov	Area Manager, CJSC Rusal	
4. Sergey Borisovich Bratukhin	President, CIS Investment Advisers, LLC	
5. Andrey Yevgenyevich Bougrov	Senior Vice-President of PJSC MMC Norilsk Nickel	
6. Marianna Alexandrovna Zakharova	First Vice-president, General Counsel, of PJSC MMC Norilsk Nickel	
7. Stalbek Stepanovich Mishakov	Adviser to General Director, CJSC RUSAL Global Management B.V., Deputy CEO of EN+ Management LLC	
8. Gareth Peter Penny	Non-executive Chairman of the Board of Directors, Pangolin Diamonds Corp., Edcon Group	
9. Gerhardus Johannes Cornelis Prinsloo	The majority owner and director of Natural Resource Partnership;	
10. Maxim Mikhailovich Sokov	CEO of En+ Management, CEO of En+ Group Limited	
11. Vladislav Alexandrovich Solov'yev	CEO of CJSC Rusal Global Management B.V.	
12. Sergey Victorovich Skvortsov	Adviser to the General Director of the State Corporation Rostekh	
13. Robert Willem John Edwards	Independent non-executive Director of GB Minerals Ltd	

«AGAINST» _____ «ABSTAINED» _____

- 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.

Item 6 of the agenda: Election of members of the Internal Audit Commission of PJSC MMC Norilsk Nickel. Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders: (from the data base)		
Election of the members of the Internal Audit Commission		
1. Artur Gagikovich Arustamov	CJSC RUSAL Global Management B.V. Director of Price Control and Commercial Operations Department	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
2. Anna Viktorovna Masalova	Financial and administrative Director for Russia and CIS, USB Farma LLC	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
3. Georgiy Eduardovich Svanidze	Director of Financial Department of CJSC INTERROS Holding Company	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
4. Vladimir Nikolaevich Shilkov	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"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
5. Elena Alexandrovna Yanevich	CEO Interpromising LLC	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Item 7 of the agenda: Approval of the Auditor of RAS statements 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 data base)		
To approve JSC KPMG as the Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2017.		«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Item 8 of the agenda: Approval of the Auditor of IFRS consolidated financial statements 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 data base)		
To approve JSC KPMG as the Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel for 2017 and the first half of 2018.		«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Item 9 of the agenda: Remuneration and reimbursement of expenses of members of the Board of Directors 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 data base)		
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). 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: 2.1. remuneration shall be USD 1,000,000 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; 2.2. if the person, elected as the Chairman of the Board of Directors first meeting of the Board of Directors held after this meeting, is not elected as the member of the Board of Directors at the 2017 year-end Annual General Meeting of the shareholders and Chairman of the newly elected Board of Directors or if his office as the Chairman of the Board of Directors will terminate before the 2017 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 2,000,000.00 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. 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. 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: - death in an accident with the coverage in amount of at least USD 3,000,000; - serious bodily injury in an accident (or disability resulting from an accident) with the coverage in amount of at least USD 3,000,000; - injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000.		«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Item 10 of the agenda: Remuneration of the Internal Audit Commission 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 data base)		
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 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"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

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

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» _____
 «AGAINST» _____
 «ABSTAINED» _____

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 data base)

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» _____
 «AGAINST» _____
 «ABSTAINED» _____

Item 13 of the agenda: Approval of new version of the Articles of Association 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 data base)

To approve new version of the Articles of Association of PJSC MMC Norilsk Nickel in accordance with Annex.

«IN FAVOR» _____
 «AGAINST» _____
 «ABSTAINED» _____

Item 14 of the agenda: Participation of PJSC MMC Norilsk Nickel in Association 'National Global Compact Network'
 Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the data base)

To approve Company's participation in Association 'National Global Compact Network' aimed to involve business circles in sustainable development activities (Association 'National Global Compact Network').

«IN FAVOR» _____
 «AGAINST» _____
 «ABSTAINED» _____

Item 15 of the agenda: Participation of PJSC MMC Norilsk Nickel in Transportation Security Association
 Voting power of the person entitled to attend and vote on this issue at the Annual General Meeting of Shareholders: (from the data base)

To approve Company's participation in Transportation Security Association, an association of entities engaged in the transport security activities (Transportation Security Association).

«IN FAVOR» _____
 «AGAINST» _____
 «ABSTAINED» _____

- tick to show that the voting is 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.
- 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 shareholder 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 the relevant block

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 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 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.

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 18, building 55, ul. Stromynka, Moscow, 107076, JSC Independent Registrar Company, tel.: (495) 989-76-50.

The documents certifying the powers of the successors and proxies of persons included in the list of persons having the right to take part in the General

meeting (their notarized copies) shall be appended to the voting ballots mailed by such persons for the purpose of voting or submitted to the counting commission when such persons are registered for participation in the General meeting.