

Company location: Dudinka, Krasnoyarsk Krai, Russian Federation

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

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

Venue of the Annual General Meeting of shareholders: 24 Bolshaya Yakimanka str., Moscow

PRESIDENT HOTEL, Bolshoi Petrovsky hall.

Date and time of the Annual General Meeting of shareholders: June 10, 2019, 11:00 am (Moscow time).

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

Registration of persons who are eligible to participate in the General Meeting of Shareholders 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 a quorum is present.

Full name of the person entitled to attend and vote at the General Meeting of Shareholders: (from the data base)

Registered number: (from the data base)

Item 1 of the agenda: Approval of the 2018 Annual Report 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 the 2018 Annual Report of PJSC MMC Norilsk Nickel.	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes

- The 2018 Annual Report of PJSC MMC Norilsk Nickel is included into information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders, in the course of preparation to the General Meeting of Shareholders, as well as is posted on the official website of PJSC MMC Norilsk Nickel on the Internet: <http://www.nornik.ru>

Item 2 of the agenda: Approval of the 2018 Annual Accounting (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 the 2018 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

- The 2018 Annual Accounting (financial) Statements of PJSC MMC Norilsk Nickel is included into information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders, in the course of preparation to the General Meeting of Shareholders, as well as is posted on the official website of PJSC MMC Norilsk Nickel on the Internet: <http://www.nornik.ru>

Item 3 of the agenda: Approval of the 2018 PJSC MMC Norilsk Nickel Consolidated Financial Statements. 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 2018 PJSC MMC Norilsk Nickel consolidate financial statements.	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes

- The 2018 PJSC MMC Norilsk Nickel Consolidated Financial Statements is included into information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders, in the course of preparation to the General Meeting of Shareholders, as well as is posted on the official website of PJSC MMC Norilsk Nickel on the Internet: <http://www.nornik.ru>

Item 4 of the agenda: Distribution of profit of PJSC MMC Norilsk Nickel for 2018, including payment (declaration) of dividends, based on the results of 2018 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. To approve the distribution of profit of PJSC MMC Norilsk Nickel in 2018 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 the 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. To pay monetary dividends on ordinary shares of PJSC MMC Norilsk Nickel for 2018 in cash in the amount of RUB 792.52 per ordinary share. 3. To set June 21, 2019 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

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) <small>(Voting power of the person entitled to attend and vote at the Annual General Meeting of Shareholders, multiplied by 13):</small>	
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IN FAVOR <input type="checkbox"/> _____ votes		Votes for each
To elect as members of the Board of Directors:		
1. Sergey Valentinovich Barbashev	First Vice President – Corporate Security, member of the Management Board, PJSC MMC Norilsk Nickel	
2. Alexey Vladimirovich Bashkirov	CEO, Chairman 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, member of the Management Board, PJSC MMC Norilsk Nickel	
5. Sergey Nikolaevich Volk	Senior Banker, PJSC Sberbank of Russia	
6. Marianna Alexandrovna Zakharova	First Vice President – General Counsel, member of the Management Board, PJSC MMC Norilsk Nickel	
7. Roger Llewelyn Munnings	Independent director, PJSC LUKoil, PJS FC Sistema.	
8. Stalbek Stepanovich Mishakov	Advisor to President, CJSC RUSAL Global Management B.V.	
9. Gareth Peter Penny	Non-Executive Chairman of the Board of Directors, Edcon Holdings Limited; Non-Executive Director, Julius Baer Holding Ltd.; member of the Board of Directors, Amulet Diamond Corp.	
10. Maxim Vladimirovich Poletaev	Advisor to President, PJSC Sberbank of Russia	

11. Vyacheslav Alexeevich Solomin	Executive Director, En+ Management LLC	
12. Evgeny Arkadievich Schwartz	Director for Conservation Policy, WWF Russia	
13. Robert Willem John Edwards	Independent Non-Executive Director, Chaarat Gold Holdings Ltd; Director, Scriptfert New Zealand Ltd (pvt); Principal, Highcross Resources Ltd.	
AGAINST <input type="checkbox"/> _____ votes		ABSTAINED <input type="checkbox"/> _____ votes

- When electing members of the Board of Directors, 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 in favor of 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 a shareholder who owns a fractional share by the number of persons to be elected to the Board of Directors of the Company may be given for one candidate only.

Item 6 of the agenda: Election of members of the 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)		
To elect as the members of Audit Commission		
1. Alexey Sergeevich Dzybalov	Analytics, United Company RUSAL Plc.	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes
2. Anna Viktorovna Masalova	Financial Director, Moscow-McDonald's CJSC	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes
3. Georgiy Eduardovich Svanidze	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. Vladimir Nikolaevich Shilkov	Vice-President of Investment Department, CIS Investment Advisers LLC	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes
5. Elena Alexandrovna Yanevich	CEO Interpromising LLC	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes

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 Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel for 2019.	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes

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 Auditor of Consolidated Financial Statements of PJSC MMC Norilsk Nickel for 2019 and Interim Consolidated Financial Statements for the first half of 2019.	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes

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)	
<p>1. Members of the Board of Directors of PJSC MMC Norilsk Nickel shall be remunerated, and their expenses related to the performance of their duties shall be reimbursed in accordance with the Policy of Remuneration of Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by the Annual General Meeting's Resolution dated June 6, 2014).</p> <p>2. For the Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this AGM, the Company provides remuneration, reimbursement of expenses related to the performance of his/her duties, and accident insurance, as follows:</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 laws of the Russian Federation. The aforementioned remuneration shall be payable from the day of election of the Independent Director as the Chairman of the Board of Directors until the date, on which his term of office as the Chairman of the Board of Directors expires;</p> <p>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 2019 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 terminates before the 2019 year-end Annual General Meeting of Shareholders he will be paid additional remuneration in the amount of USD 3,000,000.00 less amount of the remuneration received by him for the performance of his duties as 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, 2022 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 is re-elected as Chairman of the Board of Directors by the subsequent Annual General Meeting of Shareholders before the 2021 year-end, the remuneration for serving as Chairman of the Board of Directors provided in sub-paragraph 2.1 of this paragraph, shall not be payable.</p> <p>2.3. All documented expenses incurred by the Chairman of the Board of Directors, in the performance of 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 rates approved by Norilsk Nickel PJSC MMC for the particular position category.</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 in the performance of official duties:</p> <ul style="list-style-type: none"> - death in an accident with the coverage to the amount of at least USD 3,000,000 (three million); - serious bodily injury in an accident (or disability resulting from an accident) with the coverage to amount 	IN FAVOR <input type="checkbox"/> _____ votes AGAINST <input type="checkbox"/> _____ votes ABSTAINED <input type="checkbox"/> _____ votes

of at least USD 3,000,000 (three million);

- injury in an accident (or temporary disability resulting from an accident) with the coverage to amount of at least USD 100,000 (one hundred thousand).

Item 10 of the agenda: Remuneration of the 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)

To set the remuneration for any Audit Commission member of PJSC MMC Norilsk Nickel not employed by the Company at the amount of RUB 1,800,000 (one million eight hundred thousand) per annum before taxes, payable in equal amounts twice per year. The above amount is shown before taxes, in accordance with applicable laws of the Russian Federation.

IN FAVOR _____ votes
AGAINST _____ votes
ABSTAINED _____ votes

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 associated transactions which represent 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 which the above-mentioned persons may incur as a result of their election to the above-mentioned positions to 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 data base)

To authorize associated transactions which represent related party transactions for all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and which concern 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 a Russian insurance company; the effective period of liability insurance is one year; the total liability limit is no 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 an insurance premium not exceeding USD 1,000,000.

IN FAVOR _____ votes
AGAINST _____ votes
ABSTAINED _____ votes

Item 13 of the agenda: Participation of PJSC MMC Norilsk Nickel in Inter-Regional Cross-Industry Association of Employers 'Union of Copper and Nickel Producers and Production Support Providers'

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 participation of PJSC MMC Norilsk Nickel in Inter-Regional Cross-Industry Association of Employers 'Union of Copper and Nickel Producers and Production Support Providers'.

IN FAVOR _____ votes
AGAINST _____ votes
ABSTAINED _____ votes

- tick to show that the voting is by a power of proxy issued with respect to the shares transferred.

- tick to show that the voting is in accordance with the instructions of the persons who purchased shares after the record date of persons eligible to attend and vote at the General Meeting of Shareholders, and (or) in accordance with the instructions of the holders of depositary securities and other persons exercising their rights by 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 of Shareholders.

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 General Meeting of Shareholders or its proxy. An incorrectly completed ballot shall be null and void.

Voting is performed by crossing out the respective square ;

If the voting is performed in accordance with the instructions of purchasers of shares transferred after the record date of persons eligible to attend and vote at the General Meeting of Shareholders and (or) in accordance with the instructions of the holders of depositary securities or other persons exercising the rights by the depositary securities, the voter may choose more than one voting option, in other cases the voter may choose only one voting option;

if the voting is performed by a power of proxy issued with respect to the shares transferred, the voter shall state the number of votes given for the chosen voting option, in the field for indicating the number of votes given for the chosen option and shall make a note that the voting was performed by a power of proxy issued with respect to the shares transferred;

if more than one voting option remains (is chosen) in the ballot, in the fields for indicating the number of votes given for each option, the number of votes given for the relevant voting option must be stated and a note made that the voting was performed in accordance with instructions of the persons who purchased shares after the record date of persons eligible to attend and vote at the General Meeting of Shareholders, and (or) in accordance with the instructions of the holders of depositary securities and other persons exercising their rights by depositary securities;

if after the record date of persons eligible to attend and vote at the General Meeting of Shareholders not all shares are transferred, the voter shall state the number of votes given for the chosen voting option in the field for indicating the number of votes given for the chosen option 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 of Shareholders. In the case of instructions received with respect to the shares transferred from the purchasers of such shares coinciding with the chosen voting option, such votes shall be added together.

Documents (duly 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 of Shareholders, shall be enclosed with the voting ballots mailed by the said persons or handed to the Counting Commission when registering said persons for participation in the General Meeting of Shareholders.

If a shareholder is unable for any reason to be present at the General Meeting of Shareholders at the place of its holding, the shareholder may send a completed and signed voting ballot by mail to the following address 107996, Moscow 18/13 ul. Stromynka, JSC IRC – R.O.S.T., tel: (495) 989-76-50 In such a case shareholders whose voting ballots are received no later than two days before the Date of the General Meeting of Shareholders shall be deemed to have participated in the General Meeting of Shareholders.