

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

VOTING BALLOT  
for the Annual General Meeting  
of Shareholders of Open Joint Stock Company MMC Norilsk Nickel

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

Place of holding the General meeting of the shareholders: 24 Bolshaya Yakimanka str., Moscow  
PRESIDENT HOTEL, Bolshoi Petrovsky hall

Date and time of holding the Annual General Meeting of shareholders:  
June 6, 2013, 13.00 (local time).

Registration of shareholders will begin at 11:00 (local 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, does not stop before the end of discussion on the last item of the agenda, for which quorum is present.

Name of the shareholder (from the data base)

Registration No. (from the data base)

<b>Item 1 of the agenda:</b>	
Number of votes held by the shareholder in voting on the item: (from the data base)	
Approve MMC Norilsk Nickel's 2012 Annual Report.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____

<b>Item 2 of the agenda:</b>	
Number of votes held by the shareholder in voting on the item: (from the data base)	
Approve MMC Norilsk Nickel's 2012 Annual Accounting Statements including Profit and Loss statement.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____

<b>Item 3 of the agenda:</b>	
Number of votes held by the shareholder in voting on the item: (from the data base)	
Approve MMC Norilsk Nickel's 2012 consolidated financial statements prepared in accordance with International Financial Reporting Standards.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____

<b>Item 4 of the agenda:</b>	
Number of votes held by the shareholder in voting on the item: (from the data base)	
1. Approve distribution of profits and losses of OJSC MMC Norilsk Nickel for 2012 in accordance with the Board of Directors' recommendation exposed in the report of the Board of Directors of OJSC MMC Norilsk Nickel with motivated position of the Company's Board of Directors regarding the agenda of the Annual General Meeting of shareholders to be held on June 6, 2013. 2. Pay dividends of RUB 400.83 per ordinary share of OJSC MMC Norilsk Nickel in cash, based on the results of 2012 operations.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____

<b>Item 5 of the agenda:</b>	
Number of votes held by the shareholder in voting on the item: (from the data base)	
<small>(number of voting shares, owned by the shareholder multiplied by 13)</small>	

"FOR"  \_\_\_\_\_

<b>Election of the members of the Board of Directors:</b>		<i>Number of votes</i>
1. <b>Barbashev Sergey Valentinovich</b>	General Director, Chairman of the Management Board of CJSC INTERROS Holding Company	
2. <b>Bashkirov Alexey Vladimirovich</b>	Executive Director for Investments of CJSC INTERROS Holding Company	
3. <b>Bratukhin Sergey Borisovich</b>	President of CIS Investment Advisers, LLC	
4. <b>Bougrov Andrey Yevgenyevich</b>	Deputy General Director, Member of the Management Board of CJSC INTERROS Holding Company	
5. <b>Zakharova Marianna Alexandrovna</b>	Deputy General Director for Legal Issues, Member of the Management Board of CJSC INTERROS Holding Company	
6. <b>Matvienko Valery Alexandrovich</b>	Director of Alumina Division of CJSC RUSAL Global Management B.V.	
7. <b>Mishakov Stalbek Stepanovich</b>	Adviser to General Director of CJSC RUSAL Global Management B.V.	
8. <b>Penny Gareth</b>	Executive Chairman of the Board of New World Resources Plc	
9. <b>Prinsloo Cornelis Johannes Gerhardus</b>	The majority owner and director of Natural Resource Partnership	
10. <b>Sokov Maxim Mikhailovich</b>	Director for Strategic Investments Management of CJSC RUSAL Global Management B.V.	
11. <b>Solovyev Vladislav Alexandrovich</b>	First Deputy CEO of CJSC RUSAL Global Management B.V.	
12. <b>Chemezov Sergey Viktorovich</b>	CEO of State Corporation for facilitation of Development, Production and Export of High-tech Industrial Products "RosTec".	
13. <b>Edwards Robert</b>	Principal of Highcross Resources 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:**

Number of votes held by the shareholder in voting on the item: (from the data base)

**Election of the members of the Revision Commission:**

<b>Voznenko Petr Valerievich</b>	Head of OJSC MMC Norilsk Nickel Investments Management Unit, CJSC RUSAL Global Management B.V.	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____
<b>Golobova Natalya Vladimirovna</b>	Deputy Director of Internal Control Department of OJSC MMC Norilsk Nickel;	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____
<b>Pershinkov Dmitry Viktorovich</b>	Head of Tax Planning Division of the Accounting, Taxation and Financial Reporting Department of OJSC MMC Norilsk Nickel	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____
<b>Svanidze Georgiy Eduardovich</b>	Director of Financial Department of CJSC INTERROS Holding Company;	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____
<b>Shilkov Vladimir Nikolaevich</b>	Vice-president of Investment Department of CIS Investment Advisers LLC.	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____

**Item 7 of the agenda:**

Number of votes held by the shareholder in voting on the item: (from the data base)

Approve Rosekspertiza LLC as Auditor of MMC Norilsk Nickel's 2013 Russian accounting statements.	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____
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**Item 8 of the agenda:**

Number of votes held by the shareholder in voting on the item: (from the data base)

Approve CJSC KPMG as Auditor of MMC Norilsk Nickel's 2013 consolidated annual financial statements prepared in accordance with International Financial Reporting Standards..	“FOR” <input type="checkbox"/> _____ “AGAINST” <input type="checkbox"/> _____ “ABSTAINED” <input type="checkbox"/> _____
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**Item 9 of the agenda:**

Number of votes held by the shareholder in voting on the item: (from the data base)

<p>1. To pay the remuneration to Gareth Penny for performing the functions of the Chairman of the Board of Directors since March 11, 2013 till June 5, 2013 in the amount of USD 235,616 (to be paid in Russian Rubles at the exchange rate set by the Bank of Russia at the date of Norilsk Nickel's AGM-2013). The amount shown above is net of taxes imposed under the current laws of the Russian Federation. To reimburse the documentary proved expenses of the Chairman of the Board of Directors, Gareth Penny, related to the performance of his duties, including: accommodation in hotels, business and 1-st class travel, use of VIP-halls, telephone expenses (including mobile phone charges), representation expenses, in accordance with the Company standards set for the I category of job positions..</p> <p>2. To pay out remuneration to other members of the Board of Directors for execution of their duties as members of the Board of Directors since March 11, 2013 till June 05, 2013 in the amount established by the resolution of the Annual General Meeting of shareholders of June 29, 2012. To reimburse documentary proved expenses of the members of the Board of Directors that are related to execution of their duties, in accordance with the Company standards set for the I category of job positions, if members of the Board of Directors comply with criteria stipulated by par 8.15 of the Charter of MMC Norilsk Nickel. To make the remuneration payment in Russian Rubles at the exchange rate fixed by the Bank of Russia at the date of Norilsk Nickel's AGM-2013.</p> <p>3. To establish that the basic amount of remuneration to be paid to an Independent Director complying with the requirements of par. 8.15 of MMC Norilsk Nickel's Charter (hereinafter, an Independent Director), shall be USD 120,000 per annum, payable on a quarterly basis in equal amounts in Russian Rubles at the rate set by the Bank of Russia on the last working day of the reporting quarter. The amount shown above is gross of taxes imposed under the current laws of the Russian Federation. Documentary proved expenses of Independent Directors related to the execution of his/her duties shall be reimbursed in accordance with the Company standards set for the I category of job positions. The aforementioned remuneration and reimbursement shall be paid in the period from June 6, 2013 to the date, on which the term of the respective Independent Director will end or to the date he/she ceases to be an Independent Director.</p> <p>4. If an Independent Director presides over a Board Committee (Committees), the additional remuneration in the amount of USD 150,000 per annum shall be paid to such Independent Director quarterly in equal amounts in Russian Rubles at the rate set by the Bank of Russia on the last working day of the reporting quarter for each of the Committees, over which he/she presides. The amount shown above is gross of taxes imposed under the current laws of the Russian Federation. The aforementioned remuneration shall be payable from the day of election of an Independent Director as Committee Chairman to the date, on which his term as the Committee Chairman will end or to the date he/she ceases to be an Independent Director.</p> <p>5. If an Independent Director is a member of a Board Committee (Committees), the additional remuneration in the amount of USD 50,000 per annum shall be paid to such Independent Director quarterly in equal amounts in Russian Rubles at the rate set by the Bank of Russia on the last working day of the reporting quarter for each of the Committees.. The amount shown above is gross of taxes imposed under the current laws of the Russian Federation. The aforementioned remuneration shall be payable from the day of election of an Independent Director as Committee member to the date, on which his term as the Committee Chairman will end or to the date he/she ceases to be an Independent Director.</p> <p>6. To establish that the remuneration to be paid to an Independent Director – Chairman of the Board of Directors shall be USD 1,000,000 per annum, paid quarterly in equal amounts in Russian Rubles at the rate set by the Bank of Russia on the last working day of the reporting quarter (without additional payments envisaged by par. 3–5 of this resolution). The amount shown above is net of taxes imposed under the current laws of the Russian Federation. The aforementioned remuneration shall be payable from the day of election of an Independent Director as Chairman of the Board of Directors to the date, on which his term as the Chairman of the Board of Directors will end or to the date he ceases to be an Independent Director.</p> <p>If the Chairman of the Board of Directors is not re-elected as member of the Board of Directors at the AGM-2014 and as the Chairman of the Board of Directors of the newly elected Board of Directors, or if his powers as the Chairman of the Board of Directors are terminated earlier than the date of AGM-2014, he shall be paid an additional remuneration in the amount of USD 2,764,384, after deduction of the amount of remuneration that he received for performing his functions as the Chairman of the Board of Directors since June 6, 2013. The aforementioned additional remuneration is paid quarterly in equal amounts till March 11, 2016 in Russian Rubles at the rate set by the Bank of Russia on the last working day of the reporting quarter. The amount shown above is net of taxes imposed under the current laws of the Russian Federation. If he is elected Chairman of the Board of Directors again before March 11, 2016, the remuneration for acting as Chairman of the Board of Directors, envisaged in the first paragraph of this clause shall not be paid.</p> <p>To approve reimbursement of the documentary proved expenses of the Chairman of the Board of Directors related to the performance of his duties, including: accommodation in hotels, business and 1-st class travel, use of VIP-halls, telephone expenses (including mobile phone charges), representation expenses, in accordance with the Company standards set for the I category of job positions.</p> <p>To establish that MMC Norilsk Nickel shall at its own expense provide life insurance for the Chairman of the Board of Directors during visits to the mines and operations, as well as insure against other professional risks for the term as Chairman of the Board of Directors, the insurance coverage shall amount to USD 3,000,000.</p> <p>7. The payment of the above stated remunerations shall be done after the Independent Director signs Confidentiality Agreement in accordance with the form approved by the Board of Directors of OJSC MMC Norilsk Nickel.</p>	<p>“FOR” <input type="checkbox"/> _____  “AGAINST” <input type="checkbox"/> _____  “ABSTAINED” <input type="checkbox"/> _____</p>
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**Item 10 of the agenda:**  
Number of votes held by the shareholder in voting on the item: (from the data base)

<p>To approve interrelated transactions, which are interested party transactions for all members of OJSC MMC Norilsk Nickel's Board of Directors and Management Board, a subject of which is an obligation of OJSC MMC Norilsk Nickel to indemnify members of the Board of Directors and Management Board for damages that they may suffer in connection with their appointment to corresponding positions, in the amount not exceeding USD 115,000,000 (one hundred fifteen million US dollars) for each member.</p>	<p>“FOR” <input type="checkbox"/> _____  “AGAINST” <input type="checkbox"/> _____  “ABSTAINED” <input type="checkbox"/> _____</p>
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**Item 11 of the agenda:**  
Number of votes held by the shareholder in voting on the item: (from the data base)

<p>To approve the transaction, to which all members of MMC Norilsk Nickel Board of Directors and Management Board are interested parties and the subject of which is MMC Norilsk Nickel's liability to indemnify members of MMC Norilsk Nickel Board of Directors and Management Board acting as beneficiaries to the transaction, by a Russian insurance company for the term of 1 year with the indemnification limit of USD 200,000,000 (two hundred million), the limit of USD 6,000,000 (six million) in excess of the total limit for Independent Directors, and the limit of USD 25,000,000 (twenty five million) for additional coverage of the principal agreement, at a premium not exceeding USD 1,200,000 (one million two hundred thousand).</p>	<p>“FOR” <input type="checkbox"/> _____  “AGAINST” <input type="checkbox"/> _____  “ABSTAINED” <input type="checkbox"/> _____</p>
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**Item 12 of the agenda:**  
Number of votes held by the shareholder in voting on the item: (from the data base)

<p>To reduce the Company's share capital by RUB 13, 911,346 to RUB 158, 245, 476 via cancellation of 13,911,346 ordinary shares of the Company with the par value of RUB 1 per share, acquired by the Company as a result of liquidation of Corvest Limited.</p>	<p>“FOR” <input type="checkbox"/> _____  “AGAINST” <input type="checkbox"/> _____  “ABSTAINED” <input type="checkbox"/> _____</p>
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<b>Item 13 of the agenda:</b> <b>Number of votes held by the shareholder in voting on the item: (from the data base)</b>	
To approve restated Charter of the Company as per Annex 1.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____
<b>Item 14 of the agenda:</b> <b>Number of votes held by the shareholder in voting on the item: (from the data base)</b>	
1. To approve interested party transaction between MMC Norilsk Nickel and CJSC NORMETIMPEX (additional agreement №1 to Commission Agreement №HH/1001-2009 of 21.12.2009). Information on the subject, price and other material terms of the transaction are specified in Annex 2.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____
2. To approve interested party transaction between MMC Norilsk Nickel and CJSC NORMETIMPEX (order to Commission Agreement №HH/1001-2009 of 21.12.2009). Information on the subject, price and other material terms of the transaction are specified in Annex 3 and 4.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____
<b>Item 15 of the agenda:</b> <b>Number of votes held by the shareholder in voting on the item: (from the data base)</b>	
To approve interested party transaction between MMC Norilsk Nickel and OJSC Sberbank of Russia, that may be effected in the future as part of MMC Norilsk Nickel's ordinary course of business. Information on the subject, price and other material terms of the transaction are specified in Annex 5.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____
<b>Item 16 of the agenda:</b> <b>Number of votes held by the shareholder in voting on the item: (from the data base)</b>	
To approve interested party transaction between MMC Norilsk Nickel and OJSC Sberbank of Russia and /or SIB (Cyprus) Limited, and /or Sberbank CIB (UK) Limited, and /or Sberbank (Switzerland) AG, that may be effected in the future as part of MMC Norilsk Nickel's ordinary course of business. Information on the subject, price and other material terms of the transaction are specified in Annex 6.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____
<b>Item 17 of the agenda:</b> <b>Number of votes held by the shareholder in voting on the item: (from the data base)</b>	
To approve interested party transaction between MMC Norilsk Nickel and Kola MMC that may be effected in the future as part of MMC Norilsk Nickel's ordinary course of business. Information on the subject, price and other material terms of the transaction are specified in Annex 7.	"FOR" <input type="checkbox"/> _____ "AGAINST" <input type="checkbox"/> _____ "ABSTAINED" <input type="checkbox"/> _____

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 shareholder. An incorrectly completed ballot,  
 the same as an unsigned ballot shall be null and void.**

Voting is performed by crossing the relevant block ;

- tick to show that the voting is performed 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.

- tick to show that the voting is performed in accordance with the instructions of the purchasers of shares transferred after the date of drawing up the list of persons having the right to take part in 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 date of drawing up the list of persons having the right to take part in the General meeting.

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 date of drawing up the list of persons having the right to take part in 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 date of drawing up the list of persons having the right to take part in 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 date of drawing up the list of persons having the right to take part in the General meeting;

If after the date of drawing up the list of persons having the right to take part in 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 date of drawing up the list of persons having the right to take part in the General meeting. In case of instructions received 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 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 address CJSC Computershare Registrar, p.o. box 82, Moscow, 121108.

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 duly certified 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.