



# UNITED COMPANY RUSAL PLC

(Incorporated under the laws of Jersey with limited liability)

(Stock Code: 486)

## PROXY FORM FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (note 2) shares of US\$0.01 each in the capital of **UNITED COMPANY RUSAL PLC** (the “Company”) hereby appoint THE CHAIRMAN OF THE MEETING or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies (note 3), to attend for me/us and on my/our behalf at the annual general meeting (“Annual General Meeting”) of the Company to be held at Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 28 June 2018 at 10:00 a.m. Hong Kong time, and at any adjournment thereof and to vote for me/us and on my/our behalf on the resolutions referred to in the Notice of Annual General Meeting (with or without modifications) as indicated.

If you wish to vote for any of the resolutions below, please indicate with an “X” in the boxes marked “For”. If you wish to vote against any of the resolutions below, please indicate with an “X” in the boxes marked “Against”. If you wish to abstain on any of the resolutions below, please indicate with an “X” in the boxes marked “Abstain” (note 4). The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any resolution referred to below if no instruction is given in respect of that resolution. A proxy will also be entitled to vote at his/her discretion on any business or resolution properly considered at the Annual General Meeting other than the resolutions set out in the Notice of Annual General Meeting (note 5).

NO	RESOLUTION	FOR	AGAINST	ABSTAIN
1	To receive and consider the audited financial statements, the report of the directors of the Company (“Directors”) and the auditor’s report of the Company, each for the year ended 31 December 2017.			
NO	RESOLUTIONS FOR DIRECTORS RE-ELECTION AND ELECTION	FOR	AGAINST	ABSTAIN
2(a)	To re-appoint Mr. Dmitry Vasiliev as an independent non-executive Director.			
2(b)	To re-appoint Dr. Elsie Leung Oi-sie as an independent non-executive Director.			
2(c)	To appoint Mr. Philippe Bernard Henri Mailfait as an independent non-executive Director.			
2(d)	To appoint Mr. Jean-Pierre Thomas as an independent non-executive Director.			
2(e)	To appoint Mr. Evgeny Nikitin as an executive Director.			
2(f)	To appoint Mr. Sergey Popov as an executive Director.			
2(g)	To appoint Mr. Alexey Ivanov as an executive Director.			
2(h)	To appoint Ms. Albina Klyueva as an executive Director.			
2(i)	To appoint Mr. Alexander Sidorenko as an executive Director.			
2(j)	To appoint Mr. Evgeniy Vavilov as an executive Director.			
2(k)	To appoint Mr. Vasilij Kazantsev as an executive Director.			
2(l)	To appoint Mr. Vyacheslav Solomin as a non-executive Director.			
2(m)	To appoint Mr. Timur Valiev as a non-executive Director.			
NO	RESOLUTION	FOR	AGAINST	ABSTAIN
3	To appoint JSC KPMG as the auditor and authorise the Directors to fix the remuneration of the auditor for the year ending 31 December 2018.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature/Common Seal of Shareholder (note 6)

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint holders this form of proxy must be signed by the shareholder whose name stands first in the register of members.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- You are entitled to appoint a proxy of your choice. If you wish to appoint some person other than the Chairman of the Annual General Meeting as your proxy/proxies, kindly delete the words “THE CHAIRMAN OF THE MEETING or failing him/her” and insert the name/names and address(es) of the person/persons desired. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- The “Abstain” option is provided to enable you to abstain on any particular resolution. However it should be noted that “Abstain” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” or “Against” a resolution. Accordingly, the shares abstained (if any) will not be counted in the calculation of the required majority.
- The Notice of Annual General Meeting is set out in the Company’s circular dated 28 May 2018.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or signed by an attorney or duly authorised officer of the corporation.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the Annual General Meeting or any adjourned meeting.
- Any alteration made in this proxy form should be initialed by the person who signs it.**
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereto if you so wish.