

**Annex 5**  
**to the Protocol of the**  
**Board of Directors' Meeting**  
**November 2, 2007 No. GMK/33-pr-sd**

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

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

**Place of holding the General meeting of the shareholders: 49, Leningradsky Prospect, Moscow**

**Date and time of holding the General meeting of the shareholders: December 14, 2007; 13:00**

**VOTING BALLOT**  
**for the Extraordinary General Meeting**  
**of Shareholders of MMC Norilsk Nickel**

**Name of the shareholder (from the data base)**

**Registration No. (from the data base)**

<b>Item 1 of the agenda:</b> <b>Number of votes held by the shareholder in voting on the item: (from the data base)</b>		
<ol style="list-style-type: none"> <li>1. Reorganize MMC Norilsk Nickel through the spin-off of the Open Joint Stock Company EnergoPolyus.</li> <li>2. Approve the terms and procedures for OJSC EnergoPolyus spin-off as per Annex 1.</li> <li>3. Set up the Open Joint Stock Company EnergoPolyus through its spin-off from MMC Norilsk Nickel. OJSC EnergoPolyus location will be: 143000, Russian Federation, Moscow Region, Odintsovsky District, 17 km of the M-1 Belarus Highway, OJSC Mozhaitskaya Hotel, block 1, 8<sup>th</sup> floor Nos.800-817, 10<sup>th</sup> floor Nos. 1000-1017.</li> <li>4. Determine that the shares of OJSC EnergoPolyus will be distributed among the shareholders of MMC Norilsk Nickel registered in the Company's Register as at March 19, 2008 based on the records of the Registrar and the Depositary's DEPO records on the aforesaid date, on the pro rata basis: one share of OJSC EnergoPolyus for one share of MMC Norilsk Nickel. Shares of OJSC EnergoPolyus will be deemed placed at the date of state registration of OJSC EnergoPolyus.</li> <li>5. Establish that the Revision Commission of OJSC EnergoPolyus will be comprised of 5 (five) members.</li> <li>6. The Revision Commission of OJSC EnergoPolyus will be comprised of the following members: Prikhodko Petr Vasilievich (Passport of Russian citizen, #53 03 740329 issued by Orenburg Region ROVD 27.08.2003), Melnik Larisa Borisovna (Passport of Russian citizen #40 05 412443 issued by 41 o/m Frunzensky District St. Petersburg 28.09.2004), Dutov Andrei Sergeevich (Passport of Russian citizen #46 01 623999 issued by 2 OVD of Mitishi city, Moscow Region 15.08.2001), Karabach Anna Leopoldovna (Passport of Russian citizen #45 06 047770 issued by ROVD of Solnzevo District UVD ZAO of Moscow 02.09.2003), Beikun Vladimir Yurievich (Passport of Russian citizen #0402 245622 issued by UVD of Zheleznogorsk, Krasnoyarsk Territory 20.05.2002).</li> <li>7. Establish that Tazin Sergei Afanasievich (US passport No. 141222685 issued by Passport Agency Stamford on 20.04.2001) will act as a sole executive body (General Director) of OJSC EnergoPolyus.</li> <li>8. Approve the separation balance sheet of MMC Norilsk Nickel (Annex 2).</li> <li>9. Approve the Charter of OJSC EnergoPolyus as per Annex 3.</li> <li>10. Approve the Regulations on the General Meeting of Shareholders of OJSC EnergoPolyus as per Annex 4.</li> <li>11. Approve the Regulations on the Board of Directors of OJSC EnergoPolyus as per Annex 5.</li> <li>12. Approve the Regulations on the Revision Commission of OJSC EnergoPolyus as per Annex 6.</li> <li>13. Establish that CJSC National Registry Company located at the address: 121357, Moscow, ul Veresaeva 6, will keep records of the holders of OJSC EnergoPolyus's securities.</li> <li>14. Approve PricewaterhouseCoopers Audit (CJSC PwC Audit) which is located at the address: 115054, Russia, Moscow, Kosmodamianskaya Naberezhnaya 52/5 as the Auditor of OJSC EnergoPolyus.</li> </ol>	<div style="text-align: right; padding-right: 20px;"> <b>"FOR" <input type="checkbox"/> _____ votes</b>  <b>"AGAINST" <input type="checkbox"/> _____ votes</b>  <b>"ABSTAINED" <input type="checkbox"/> _____ votes</b> </div>	
<b>Item 2 of the agenda:</b>		
Number of votes held by the shareholder in voting on the item: <b>(from the data base)</b> <i>(number of voting shares held by the shareholder multiplied by 9)</i>		
<b>To elect the following nominees to the Board of Directors:</b>		<b>Fill in the number of votes for each of the candidates</b>
<b>Basova Yulia Vasilievna</b>		
<b>Bougrov Andrei Evgenievich</b>	Managing Director of CJSC HC Interros	
<b>Bulavskaya Elena Evgenievna</b>	Head of Administration of ONEXIM Group LLC	
<b>Dumnov Aleksandr Nikolaievich</b>	Retired	
<b>Klekovkin Anton Igorevich</b>	Executive Director of CJSC HC Interros	
<b>Kostoev Dmitri Ruslanovich</b>	Managing Director for Investments of CJSC HC Interros	
<b>Kuskov Dmitri Aleksandrovich</b>	Director for Investments of CJSC HC Interros	
<b>Matveev Pavel Borisovich</b>	Senior Manager of the Investments Department of CJSC HC Interros	
<b>Matvienko Aleksei Vasilievich</b>	Investments Manager of CJSC HC Interros	
<b>Parinov Kirill Yurievich</b>	Deputy General Director of CJSC HC Interros	
<b>Razumov Dmitry Valerievich</b>	General Director of ONEXIM Group LLC	

(see on the reverse)

<b>Raskatov Aleksandre Viktorovich</b>	Director of the Investments Department of CJSC HC Interros	
<b>Sablukov Yuri Stepanovich</b>	General Director of OJSC OGK-3	
<b>Salnikova Ekaterina Mikhailovna</b>		
<b>Sosnovski Michael Aleksandrovich</b>	Deputy General Director of ONEXIM Group LLC	
<b>Stefanovich Sergei Anatolievich</b>	Director of ONEXIM Group LLC	
<b>Tazin Sergei Afanasievich</b>	Executive Director of OJSC OGK-3	
<b>Herne David Alexander</b>	Chairman of the Strategy and Reformation Committee of the RAO UES of Russia Board of Directors	

- *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 (9). 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.*


☐ - 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.

Signature of the shareholder or his/her proxy \_\_\_\_\_  
in virtue of the power of proxy issued on \_\_\_\_ «\_\_», 200\_\_\_\_\_  
(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 .**

*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 of the Closed Joint-Stock Company "National registry company", 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 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.*