



UNITED COMPANY RUSAL PLC
(Incorporated under the laws of Jersey with limited liability)
(Stock Code: 486)

**PROXY FORM FOR USE BY SHAREHOLDERS
 AT THE EXTRAORDINARY 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 (note3), to attend
 for me/us and on my/our behalf at the extraordinary general meeting of the Company (“**Extraordinary General Meeting**”) to be held at Four
 Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 28 October 2011 at 1:00 pm (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 Extraordinary General Meeting (“**Notice
 of Extraordinary 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”. 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 Extraordinary General Meeting other than the
 resolutions set out in the Notice of Extraordinary General Meeting.

NO	ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
1	To approve and confirm the revised annual cap in relation to the E&C Contracts with En+ Associates (as defined in the circular of the Company dated 12 October 2011) for the year ending 31 December 2011.			
2	To approve and confirm the annual cap in relation to the E&C Contracts with En+ Associates (as defined in the circular of the Company dated 12 October 2011) for the year ending 31 December 2012.			
3	To approve and confirm the annual cap in relation to the E&C Contracts with En+ Associates (as defined in the circular of the Company dated 12 October 2011) for the year ending 31 December 2013.			
4	To approve and confirm the annual cap in relation to the Aluminium Sales Contracts with Mr. Deripaska’s Associates (as defined in the circular of the Company dated 12 October 2011) for the year ending 31 December 2012.			
5	To approve and confirm the annual cap in relation to the Aluminium Sales Contracts with Mr. Deripaska’s Associates (as defined in the circular of the Company dated 12 October 2011) for the year ending 31 December 2013.			

Dated this _____ day of _____ 2011

 Signature/Common Seal of Shareholder (note 4)

Notes:

- 1 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.
- 2 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).
- 3 You are entitled to appoint a proxy of your choice. If you wish to appoint some person other than the Chairman of the 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 Extraordinary 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 Extraordinary General Meeting in person to represent you.
- 4 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.
- 5 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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the Extraordinary General Meeting or any adjourned meeting.
- 6 **Any alteration made in this proxy form should be initialed by the person who signs it.**
- 7 Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if you so wish.
- 8 The Notice of Extraordinary General Meeting is set out in the Company’s circular dated 12 October 2011.