



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 of the Company to be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 9 June 2010 at 1:00 p.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”. 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 meeting other than the resolutions set out in the Notice of Annual General Meeting.

NO	RESOLUTIONS	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 2009.			
2(a)	To reappoint Dmitry Afanasiev as a non-executive Director.			
2(b)	To reappoint Len Blavatnik as a non-executive Director.			
2(c)	To reappoint Igor Ermilin as a non-executive Director.			
2(d)	To reappoint Ivan Glashenberg as a non-executive Director.			
2(e)	To reappoint Vladimir Kiryukhin as a non-executive Director.			
2(f)	To reappoint Peter Nigel Kenny as an independent non-executive Director.			
3	To reappoint KPMG as auditor and authorise the Directors to fix their remuneration for the year ending 31 December 2010.			
4	To give a general mandate to the Directors to allot, issue, grant and deal with additional securities of the Company.			
5	To give a general mandate to the Company and the Directors on behalf of the Company to repurchase securities of the Company (to be passed as a special resolution).			
6	To extend the general mandate granted to the Directors to allot, issue, grant and deal with additional securities of the Company by the addition of the aggregate nominal value of the securities repurchased.			

Dated this _____ day of _____ 2010

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 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 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 annual 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 meeting or any adjournment thereto if you so wish.
- 8 The Notice of Annual General Meeting is set out in the Company’s circular dated 29 April 2010.