



EN+ GROUP PLC
(Incorporated under the laws of Jersey with registered number 91061)
(the Company)

Proxy form
(for company or other body)

I/We¹

of

being a member/members of the Company and the holder/holders of
..... (number and class of shares)²

appoint as my/our proxy ³

.....

or in his/her absence ⁴

.....

at the general meeting of the Company to be held at The Peninsula Paris, 19 Avenue Kléber, Paris, France on 20 December 2018 at 10.00 a.m. (Paris time) and at any adjournment of that meeting.

If the chairperson is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

“The chairperson intends to vote in favour of all of the resolutions proposed at the Company's 2018 general meeting.”

Please indicate with a tick mark in the spaces opposite each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion.

¹ Full name(s) and address(es) (as appearing in the Company's register of members) to be typed or inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

² If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary, duplicates of which can be obtained from the Company.

³ Insert name and address of the desired proxy in the spaces provided. If you wish to appoint the chairperson, write “The chairperson” without inserting an address.

⁴ If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

Resolution	For	Against	Abstain
Ordinary Resolutions			
1			
That the Members hereby acknowledge as follows:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Following imposition of the OFAC sanctions on 6 April 2018, the Company announced that its primary focus remained on the maintenance of its operations and the protection of the interests of all of its investors (including holders of global depository receipts (" GDRs ")) and partners.			
(b) In pursue of the key priorities mentioned above, the board of directors of the Company (the " Board ") on 18 May 2018 unanimously endorsed a plan, initially announced on 27 April 2018, providing for both the reduction of Mr. Deripaska's shareholding below 50% and the appointment of certain new directors such that the Board will comprise a majority of new appointed independent directors (such plan which has come to be known as the " Barker Plan "). The Barker Plan has been further communicated to OFAC.			
(c) The implementation of the Barker Plan is in the best interests of the Company and of utmost significance as upon implementation it is expected that this will result in the lifting of the OFAC sanctions as these apply to the Company.			
2			
That Lord Barker, as the independent chairman of the Board, as part of the implementation of the Barker Plan, is entitled to select and nominate up to seven individuals who are to be appointed by the Board in accordance with article 16.8 of the existing articles of association (the " Articles ") to serve as non-executive directors. Any actions previously taken by Lord Barker in this regard are hereby ratified and endorsed by the Members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
1			
That the application by the Company to the Jersey Financial Services Commission (the " JFSC ") pursuant to Article 127T of the Companies (Jersey) Law 1991 (the " Jersey Companies Law ") for	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

continuance of the Company out of Jersey be and is hereby approved (the “**Jersey Application**”).

2 That the application by the Company to the Russian Federal Tax Service (through the Ministry of Economic Development of the Russian Federation) in the Russian Federation (“**Russia**” or the “**Russian Federation**”) for continuance as a company established under the laws of Russia be and is hereby approved (the “**Russian Application**”).

3 That the Company alters its memorandum of association (the “**Memorandum**”) and its Articles by adopting the charter of the Company (the “**Charter**”) as the Charter in place of the present Memorandum and Articles, with effect from the date of registration of the Company in the Unified State Register of Legal Entities of the Russian Federation. The Charter is approved in the form circulated, such form which has been signed by a director of the Company for identification purposes and circulated with this Notice as Schedule 1, subject to such amendments as may be considered necessary or desirable and is approved by the Board or any one director of the Company (as the case may be).

Included in the Charter are the following provisions:

- (d) the par value of the Company’s ordinary shares shall be denominated in United States Dollars (“**Dollars**”);
- (e) the Company’s charter capital shall be divided into 571,428,572 ordinary shares with a par value of 0.00007 Dollars each (although this is subject to change should the Company issue any further shares prior to the Charter being finalised and filed);
- (f) the aggregate amount of the Company’s charter capital shall be 40,000 Dollars (although this is subject to change should the Company issue any further shares prior to the Charter being finalised and filed);
- (g) the governing law (*lex societatis*) of the Company will be Russian law; and

(h) the Company's registered office will be located in Oktyabrsky Island of Kaliningrad in the Kaliningrad Region of Russia.

- 4 With effect from the date of registration of the Company in the the Unified State Register of Legal Entities of the Russian Federation, that the Company is authorised to change its name as follows:
- (a) the full name of the Company in Russian to be: Международная компания публичное акционерное общество «ЭН+ ГРУП»;
 - (b) the short name of the Company in Russian to be: МКПАО «ЭН+ ГРУП»;
 - (c) the full name of the Company in English to be amended to: EN+ GROUP International public joint-stock company;
 - (d) the short name of the Company in English to be amended to: EN+ GROUP IPJSC.

Ordinary Resolutions

- 3 In order to proceed with the continuance of the Company, that:
- (a) the Company is authorised to allot and issue 571,428,572 ordinary shares of 0.00007 Dollars each in the capital of the Company (or such amended number of shares should the Company issue any further shares prior to the Charter being finalised and filed) (the “**Migration Shares**”);
 - (b) the Migration Shares shall be issued to the existing Members pro rata to the their existing shareholding in the Company as part of the continuance process;
 - (c) the full terms applicable to the Migration Shares shall be set out in a document titled “Decision on Issuance of Shares”, a copy of which has been circulated with this Notice as Schedule 2;
 - (d) the Decision on Issuance of Shares is hereby approved;

- (e) the Board is hereby authorised to approve the prospectus in connection with the issue of the Migration Shares; and
- (f) the Board is hereby authorised to do all other such acts and things as might in its discretion be necessary or desirable for the purposes of giving effect to the issue of the Migration Shares, including approving the issue of such number of shares as may be required prior to the finalisation of the Charter and making such non-material amendments to the “Decision on Issuance of Shares” (including for the avoidance of doubt amending the number of shares) as may be required.

Dated _____ 2018

Signature of authorised signatory

Signature of authorised signatory

Print name

Print name

Title

Title

PROXY INSTRUCTIONS

What happens if you do not follow these instructions?

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

Eligible members

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy, or proxies, to vote on your behalf.
- 3 A proxy need not be a member of the Company.

If you complete a proxy form, can you still attend and vote at the meeting?

- 4 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

Multiple proxies

- 5 If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

Joint members

- 6 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

How to appoint a proxy

- 7 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 8 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.
- 9 Despite paragraphs 7 and 8, the Company will accept an electronic record of your proxy if:
 - (a) the original is in writing and signed in one of the ways referred to in those paragraphs; and
 - (b) the Company receives the electronic record at the following address: ENPlusTeam@intertrustgroup.com.

Delivery of proxy form to Company

- 10 For an appointment of a proxy to be effective, the following documents must be received by the Company at any time before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:
 - (a) the proxy form;
 - (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles or constitution that evidences that it may be duly executed in that way; and

- (c) if the proxy form is signed by your attorney – the authority under which it was signed or a notarially certified copy of the authority.
- 11 Those documents may be delivered in either of the following ways:
- (a) in the case of hard-copy documents - they must be left at or sent by post to the Company's registered office: 44 Esplanade, St Helier, Jersey, JE4 9WG; or
 - (b) in the case of documents comprised in an electronic record - they must be sent to the following address: ENPlusTeam@intertrustgroup.com.