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VIMPELCOM LTD.
PROXY FORM

Your proxy must be received by 11.00 am Central European Time
on 18 June 2015 to be counted in the final tabulation of proxy votes for the meeting.

This proxy is solicited on behalf of the Supervisory Board of VimpelCom Ltd. (“VimpelCom” or the “Company”) for the annual general meeting of VimpelCom shareholders to be held on 19 June 2015.

The undersigned appoints Scott Dresser and Alexander Lemke, jointly and severally, as proxies, each with full power of substitution, and authorises each of them to represent and to vote, as designated below, all common shares and/or convertible preferred shares of VimpelCom held of record by the undersigned on 15 May 2015, at the meeting and at any adjournment of the meeting. The undersigned further authorizes the proxies to vote in their discretion upon such other matters as may properly come before the meeting (including any motion to amend the resolutions proposed at the meeting and any motion to adjourn the meeting) and at any adjournment of the meeting.

Name of registered shareholder

Signature

Signature (if held by joint holders)

Date: _____

Please print the shareholder’s name exactly as it appears in the register of shareholders of the Company and sign this proxy form **IN FRONT OF A NOTARY PUBLIC**. Proxies should be dated when signed. Where shares are held by joint holders, both should sign **IN FRONT OF A NOTARY PUBLIC**. When signing as attorney, executor, administrator, trustee, guardian or other similar capacity, please give your full title as such and execute the document **IN FRONT OF A NOTARY PUBLIC**. If a corporation, a duly authorized officer of the corporation should sign on behalf of the corporation, or the seal of the corporation should be affixed, in each case, **IN FRONT OF A NOTARY PUBLIC**. If a partnership, a partner should sign in the partnership’s name, **IN FRONT OF A NOTARY PUBLIC**.

BEFORE ME:

SIGNATURE AND SEAL OF NOTARY PUBLIC

AT _____ (PLACE)

DATE:

Please mark, sign (**IN FRONT OF A NOTARY PUBLIC**), date and return this proxy card by mail to VimpelCom Ltd., Attn: Legal Department, Claude Debussylaan 88, 1082 MD Amsterdam, the Netherlands or send a scanned copy of it by e-mail to maribelle.mampaeij@vimpelcom.com. In order for your mailed proxy to be counted, the proxy must have been **EXECUTED IN FRONT OF A NOTARY PUBLIC** and must be received no later than 11.00 am Central European Time on 18 June 2015. Submitting a proxy will not affect your right to vote in person if you decide to revoke your proxy and attend the meeting.

THIS PROXY, WHEN PROPERLY EXECUTED IN FRONT OF A NOTARY PUBLIC AND DELIVERED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF YOU SIGN AND RETURN THIS PROXY BUT NO DIRECTIONS ARE GIVEN, THEN THIS PROXY WILL BE VOTED SO THAT, IN RESPECT OF PROPOSALS 1 TO 9, THE VOTES TO WHICH YOU ARE ENTITLED ARE SPLIT EQUALLY BETWEEN EACH OF THE 9 CANDIDATES FOR ELECTION AS DIRECTORS AND, IN RESPECT OF PROPOSAL 10, “FOR” THE PROPOSAL AND IN THE DISCRETION OF THE PROXIES UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.

Votes must be indicated in Black or Blue ink. MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY.

1. To appoint Mikhail Fridman as a director.	VOTES FOR <input type="text"/>		
2. To appoint Gennady Gazin as a director.	VOTES FOR <input type="text"/>		
3. To appoint Andrei Gusev as a director.	VOTES FOR <input type="text"/>		
4. To appoint Gunnar Holt as a director.	VOTES FOR <input type="text"/>		
5. To appoint Sir Julian Horn-Smith as a director.	VOTES FOR <input type="text"/>		
6. To appoint Nils Katla as a director.	VOTES FOR <input type="text"/>		
7. To appoint Alexey Reznikovich as a director.	VOTES FOR <input type="text"/>		
8. To appoint Morten Karlsen Sørby as a director.	VOTES FOR <input type="text"/>		
9. To appoint Trond Westlie as a director.	VOTES FOR <input type="text"/>		
10. To re-appoint PricewaterhouseCoopers Accountants NV as auditor of the Company for a term expiring at the conclusion of the 2016 annual general meeting of the Company and to authorize the Supervisory Board to determine its remuneration.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>