

# Vale International Group Ltd.

(Incorporated in British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number 1905051)

## FORM OF INSTRUCTION FOR USE AT 2017 ANNUAL GENERAL MEETING

For use by holders of Depositary Interests representing Ordinary shares in the capital of Vale International Group Ltd. (“**Vale**” or the “**Company**”) at the 2017 Annual General Meeting of the Company to be held at Aquavit London, St James’s Market, 1 Carlton Street, London, SW1Y 4QQ, United Kingdom at 10 a.m. BST on 29 September 2017 (the “**AGM**”) (and at any adjournment thereof).

I/We \_\_\_\_\_ (Full Name in Block Letters)  
of \_\_\_\_\_ (Full Address)

being a holder of Depositary Interests representing Ordinary shares in the capital of Vale hereby instruct the Custodian “Computershare Company Nominees Limited”, to vote on my/our behalf in person or by proxy at the AGM to be held at Aquavit London, St James’s Market, 1 Carlton Street, London, SW1Y 4QQ, United Kingdom at 10:00 a.m. BST on 29 September 2017, and at any adjournment thereof, on the undermentioned resolutions as indicated below:

**Please indicate, by placing ‘X’ in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.**

No.	Ordinary Resolutions	For	Against	Withheld
1.	To receive and adopt the Annual Report and Accounts of the Company for the financial period ended 31 March 2017, together with the Directors’ Report and the Auditor’s Report.			
2.	To re-appoint Maurice James Malcolm Groat, the retiring Non-Executive Director from the Board by rotation, as a Director of the Company with effect from the close of the meeting.			
3.	To re-appoint Crowe Clark Whitehill LLP as the Auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Board to determine the Auditor’s remuneration.			
4.	To grant the authority to the Board to determine the Directors’ remuneration and other emoluments and benefits until the conclusion of the next annual general meeting.			

Depository Interest Holder

Signed by:

\_\_\_\_\_

for and on behalf of: \_\_\_\_\_

Capacity: \_\_\_\_\_

Date: \_\_\_\_\_

Notes:

1. To be valid, this Form of Instruction and the power of attorney of other authority (if any) under which it is signed, or a notorially certified copy of such power, must reach Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 9ZY, no later than 72 hours before the time fixed for the AGM which is 10 a.m. BST on 26 September 2017, either in hard copy form, by post or courier.
2. Any alterations made to this Form of Instruction should be initialed.
3. In the case of a corporation, the Form of Instruction must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).
4. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
5. Depository Interest holders wishing to attend the AGM should request a Letter of Representation by contacting the Depository at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 9ZY by no later than 10 a.m. BST on 26 September 2017.
6. See the Notes set out in the notice convening the AGM for further guidance in submitting the Form of Instruction.
7. Depository Interest holders wishing to receive a hard copy of the Annual Report and Accounts of the Company for the financial period ended 31 March 2017, please send your request to the Company by email ([info@valeig.com](mailto:info@valeig.com)).