

**DRAFT RESOLUTION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS as of**  
**30.06.2016:**

**The 1<sup>st</sup> issue on the agenda:**

«Distribution of profit including Company's dividend payment according to business year results».

Draft resolution:

« Dividends on ordinary registered non-documentary shares will not pay.

To pay out dividends on preferred registered non-documentary shares in the amount of 5 kopeks per share.

To set the date of compiling the list of persons entitled to receive dividends on preferred registered non-documentary shares, 11 July 2016.

To distribute the part of the accumulated profits from previous years as follows:

- dividend payment in respect of placed preferred shares of the Company amounted to – 6 937 845. 75 RUB

- profit balance of 31 904 551 427, 37 RUB to be left undistributed ».

**The 2<sup>nd</sup> issue on the agenda:**

«On election of members of the Board of Directors of Public Joint Stock Company Mechel».

Draft resolution: «To elect the Members of the Board of Directors of Mechel PAO:

1. Zyuzin, Igor Vladimirovich
2. Korzhov, Oleg Viktorovich
3. Korovkin, Vladimir Yurevich
4. Kotskiy, Aleksandr Nikolaevich
5. Malyshev, Yuri Nikolaevich
6. Orischin Aleksandr Dmitrievich
7. Trigubko, Victor Aleksandrovich
8. Khachaturov, Tigran Garikovich
9. Shokhin, Aleksandr Nikolaevich

**The 3<sup>rd</sup> issue on the agenda**

«On election of audit committee members of Public Joint Stock Company Mechel ».

Draft resolution: «To elect audit committee members of Mechel PAO»

1. Kapralov, Alexander Nikolaevich
2. Zykova, Natalia Sergeevna
3. Bolkhovskikh Irina Viktorovna.».

**The 4<sup>th</sup> issue on the agenda:**

«On approval the auditor of Public Joint Stock Company Mechel ».

Draft resolution: «To approve ZAO «ENERGY CONSULTING/Audit as auditor of Mechel Public Joint Stock Company».

**The 5<sup>th</sup> issue on the agenda:**

On approval the Provision On Mechel PAO Board of Directors Members Remuneration and Compensation of the Expenses Borne by them due to the Fulfillment by them of their Functional Duties as such

Draft resolution: To approve the Provision On Mechel PAO Board of Directors Members Remuneration and Compensation of the Expenses Borne by them due to the Fulfillment by them of their Functional Duties as such