

Approved by the Board of Directors of  
Mechel Open Joint-Stock Company  
Minutes dated March "04", 2009

Chairman of the Board of Directors  
\_\_\_\_\_ V. V. Proskurnya

## **Amendments to the Bylaw on Appointments and Remunerations (hereinafter, the Bylaw) of Mechel OAO Board of Directors**

### **1. Clause 3.1. of article "3. Functions of the Committee" of the Bylaw to be set forth as follows:**

#### **"3.1. On issues of staff policy.**

3.1.1. Defining criteria for electing the nominees to the Board of Directors and the collegial executive authority, for the positions of Chief Executive Officer, top management positions of the Company, and positions of heads of the Company's subsidiary and affiliated companies.

3.1.2. Preliminary assessment of the nominees to the Board of Directors and the collegial executive authority, for the positions of Chief Executive Officer, top management positions of the Company, and positions of heads of the Company's subsidiary and affiliated companies.

3.1.3. Preparing proposals for defining material terms of contracts entered into with members of the Board of Directors and the collegial executive authority, the Chief Executive Officer, top managers of the Company, and heads of the Company's subsidiary and affiliated companies.

3.1.4. Preparing suggestions on developing criteria of and systematic approach to performance assessment in regard to members of the collegial executive authority, the Chief Executive Officer, top managers of the Company, and heads of the Company's subsidiary and affiliated companies.

3.1.5. Regularly assessing activities of members of the collegial executive authority, the Chief Executive Officer, top managers of the Company, and heads of the Company's subsidiary and affiliated companies and preparing proposals for possibility of their reappointment to the Board of Directors.

3.1.6. Informing shareholders on the nominees to the Board of Directors."

### **2. Subclause 3.2.1. of clause 3.2. of item "3. Functions of the Committee" to be set forth as follows:**

"3.2.1. Preparing suggestions on issues of corporate policy in regard to remunerations that is to ensure incentives for efficient performance of members of the Board of Directors and the collegial executive authority, the Chief Executive Officer, top managers of the Company, and heads of the Company's subsidiary and affiliated companies:

- in regard to remuneration of chairman and members of the Board of Directors and collegial executive authority the Committee develops guidelines and criteria for defining the amount of their remuneration;

- in regard to remuneration of the Chief Executive Officer the Committee develops guidelines and criteria for defining the amount of its remuneration and an integrated approach to long-term motivation of its performance;

- in regard to remuneration of top managers of the Company and heads of the Company's subsidiary and affiliated companies the Committee performs endorsement of the policy concept

for their remuneration, the former to be submitted for the Board of Directors' consideration by the Chief Executive Officer.”.

**3. Clause 5.1. of article “5. Composition of the Committee” of the Bylaw to be set forth as follows:**

“5.1. The Committee consists of not less than four members of the Board of Directors who meet requirements to non-executive directors or, in the event of impossibility thereof due to objective causes, exclusively of the Board of Directors members not being the sole executive authority and (or) members of the collegial executive authority.”.