

Approved by the Board of Directors of  
Mechel Open Joint-Stock Company  
Minutes dated March "4", 2009

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

**Amendments  
to the Bylaw on the Audit Committee (hereinafter, the Committee)  
of Mechel OAO Board of Directors**

**1. Subclause 6.4.4. of clause 6.4. of article "6. Requirements on setting activities of the Audit Committee" of the Bylaw to be supplemented with the paragraph as follows:**

- Assesses the expert opinion (the report) of an external auditor of the Company. An assessment of the expert opinion (the report) of an external auditor of the Company made by the Committee to constitute the materials to be submitted to the Annual General Shareholders Meeting of the Company.