

Approved
at meeting of the Board of Directors
of Mechel OAO

June 28, 2005

AMENDMENTS AND ADDITIONS
TO THE BYLAW ON THE
PROHIBITION AND PREVENTION OF INSIDER TRADING

1. The name of the Bylaw, “The Bylaw On the Prohibition and Prevention of Insider Trading”, shall be worded as follows: “The Bylaw On the Prohibition and Prevention of Insider Securities Trading”.

2. The first paragraph of Section I, “INTRODUCTION”, shall read as follows:

“Preventing insider trading is necessary to comply with applicable laws, rules and regulations and to preserve the reputation and integrity of Mechel OAO (the “**Company**”), as well as that of all persons affiliated with it. “**Insider trading**” occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, “inside information” is information which is considered to be both “material” and “non-public.” Questions regarding this Bylaw should be directed to the Corporate Affairs Department.”

2. The first paragraph of Section II, “PROHIBITION ON INSIDER TRADING”, shall read as follows:

“No officer, director or employee shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company. In exceptional cases, the foregoing persons may purchase or sell any kind of security based on respective decision of the Company’s executive body (General Director).”