

APPROVED

By the Annual General Meeting of Shareholders of  
Mechel Steel Group Open Joint Stock Company

Minutes of the Annual  
General Meeting of Shareholders

Chairman of the Meeting

\_\_\_\_\_ (V. F. Iorich)

Secretary of the Meeting

\_\_\_\_\_ (O. A. Yakunina)

**AMENDMENTS AND ADDITIONS  
TO THE BYLAW ON THE  
GENERAL MEETING OF SHAREHOLDERS  
OF MECHEL STEEL GROUP  
OPEN JOINT STOCK COMPANY**

**1. A clause 6 is added to article 22 of the Bylaw on the General Meeting of Shareholders of Mechel Steel Group Open Joint Stock Company, stated as follows:**

“The Company’s annual report submitted to the annual general meeting for approval shall include:

- the Company’s position in the industry;
- the priority lines of the Company’s operations;
- the report of the Company’s board of directors on the results of development of the Company in its priority lines of operation;
- the outlook for the Company’s development;
- a report on the payment of declared (accrued) dividends on the Company’s shares;
- a description of the main risk factors associated with the Company’s operations;
- a list of the transactions concluded by the Company during the reporting year that are classified as major transactions by the Federal Law on Joint Stock Companies, as well as other transactions to which, pursuant to the Company’s charter, the procedure for the approval of major transactions applies, indicating for each transaction its material terms and the governance body of the Company that approved it;
- a list of the transactions concluded by the Company during the reporting year that are classified by the Federal Law on Joint Stock Companies as interested party transactions, indicating for each transaction the interested party or parties, its material terms, and the governance body of the Company that approved it;
- the composition of the Company’s board of directors, including information on changes in its composition that occurred during the reporting year, and information on the members of the board of directors, including a curriculum vitae and ownership of shares of the Company during the reporting year;
- information on the person holding the office of individual executive body (manager, management organization) of the Company and on the members of its collective executive body, including a curriculum vitae and ownership of shares of the Company during the reporting year;
- the criteria for determining the amount of compensation (reimbursement of expenses) paid to the person holding the office of individual executive body (manager, management organization) of the Company, each member of the Company’s collective executive body, and each member of the Company’s board of directors or the total amount of compensation (reimbursement of expenses) to all such persons paid or payable on the basis of the results of the reporting year;
- information on compliance by the Company with the Code of Corporate Conduct, the Bylaw on the Board of Directors, and the Code of Business Conduct and Ethics for Senior Officers;
- other information specified by the Company’s charter or other internal document of the Company.

**1. The following words are added to clause 2 of article 43 of the Bylaw on the General Meeting of Shareholders of Mechel Steel Group Open Joint Stock Company:**

“except in the cases provided by current legislation.”