

New edition of the Charter (amendments to be made to the Charter)	Current version of the Charter with amendments made/registered by the authorized agency on 27 August 2007, 7 May 2008, 29 May 2008, 7 May 2009, 17 July 2009, 24 August 2009, 17 November 2009, 27 January 2010, and 26 May 2010.	Notes
<p>Clause 3.18. The Company has the following representative offices:</p> <ul style="list-style-type: none"> <li>– Representative office of the Company in the Republic of Korea located at the address: No. 202, 146-5 LOFT Building, Samsung-Dong, Kangnam-Ku, Seoul, Korea, 135-878;</li> <li>– Representative office of the Company in Japan located at the address: No. 302 Atagoyama Bengoshi Building 1-6-7 Atago Minato-ku, Tokyo 105-0002;</li> <li>– Representative office of the Company in the People's Republic of China located at the address: Jinguang Center bldg. 1 #3310A, Chaoyang District, Beijing 100020;</li> <li>– Representative office of the Company in the city of Kemerovo located at the address: 90/4 Lenin street, Kemerovo 650036, Russian Federation.</li> </ul>	<p>This clause is contained in the amendments to Mechel OAO Charter approved by the Board of Directors on 12 April 2010 and registered by the authorized agency on 26 May 2010.</p>	
<p>Clause 7.1. The Charter capital of the Company amounts to 5,550,276,600 (Five billion five hundred fifty million two hundred seventy-six thousand six hundred) rubles.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter approved by the Board of Directors on 14 May 2008 and registered by the authorized agency on 7 May 2009.</p>	
<p>Clause 7.2. The Charter capital of the Company is composed of nominal value of 416,270,745 (Four hundred sixteen million two hundred seventy thousand seven hundred forty-five) ordinary registered shares with the nominal value of 10 (Ten) rubles each and 138,756,915 (One hundred thirty-eight million seven hundred fifty-six thousand nine hundred fifteen) preferred registered shares with the nominal value of 10 (Ten) rubles each.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter approved by the Board of Directors on 14 May 2008 and registered by the authorized agency on 7 May 2009.</p>	
<p>Clause 7.3. 7.3. The number of placed shares of the Company is 555,027,660 shares, of these:</p> <ul style="list-style-type: none"> <li>• 416,270,745 (Four hundred sixteen million two hundred seventy thousand seven hundred forty-five) being ordinary registered shares; and</li> <li>• 138,756,915 (One hundred thirty-eight million seven hundred fifty-six thousand nine hundred fifteen) being preferred registered shares.</li> </ul>	<p>This clause is contained in the amendments to Mechel OAO Charter approved by the Board of Directors on 14 May 2008 and registered by the authorized agency on 7 May 2009.</p>	

<p>Clause 7.4. The number of authorized shares of the Company is 81,698,341 (Eighty-one million six hundred ninety-eight thousand three hundred forty-one) ordinary registered shares with the nominal value of 10 (ten) rubles each. Shares to be issued in the book-entry form.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter approved by the Board of Directors on 14 May 2008 and registered by the authorized agency on 7 May 2009.</p>	
<p>Clause 10.15. Preferred shares of the Company may not be converted to bonds and other securities of the Company, including common shares of the Company.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	
<p>Clause 11.3.9. To demand that the Company redeem all or some of their shares as defined in the RF Law;</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	
<p>Clause 11.4. 11.4. Shareholders – owners of shares of different categories (types) shall have the following rights: 11.4.1. Shareholders – owners of common shares of the Company, in addition to general rights of owners of shares of all categories (types) shall also be entitled to: 11.4.1.1. participate in general meetings of the Company shareholders with the right to vote on all issues that are within its terms of reference in person or via its representative; 11.4.1.2. elect and be elected to the Company’s management and control bodies as defined in RF Law and this Charter; and 11.4.1.3. exercise other rights as defined in RF Law, this Charter and decisions of the shareholders’ general meeting carried within its terms of reference. 11.4.2. Shareholders – owners of preferred shares, in addition to general rights of owners of shares of all categories (types) shall also be entitled to: 11.4.2.1. participate in general meetings of the Company shareholders with the right to vote: a) on issues pertaining to re-organization and winding-up of the Company; b) on issues pertaining to making changes in, and amendments to, the Company Charter restricting the rights of shareholders - owners of preferred shares, including determination or increase of a dividend amount and (or) determination of the liquidation value paid on deferred preferred shares; and c) on all issues that are within the terms of reference of the shareholders’ general meeting, beginning from the shareholders’ general meeting that follows the shareholders’ annual general meeting</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	

<p>at which no decision on payment of dividends was made whatever the reason or a decision on partial payment of dividends on preferred shares was made. The right of shareholders - owners of preferred shares to participate in the shareholders' general meeting with the right to vote shall terminate from the moment of the first payment of dividends on said shares in full.</p> <p>11.4.2.2. receive annual dividends as defined in applicable RF Law and this Charter; and</p> <p>11.4.2.3. receive the liquidation value making up, per one preferred share, part of the Company's assets proportional to the percentage of one preferred share in the charter capital of the Company.</p>		
<p>Clause 13.5.</p> <p>If at the end of the second or each consecutive fiscal year the value of the Company's net assets appears to be less than the Company's charter capital, the Company's Board of Directors shall include a net assets section into the Company's annual report as part of preparations for the annual General Meeting of shareholders.</p> <p>If the value of the Company's net assets falls below the Company's charter capital before end of the fiscal year following the second or any other consecutive fiscal year after which the value of the Company's net assets fell below the Company's charter capital, including circumstances set out in Par. 7 Article 35 of the Federal Law on Joint Stock Companies, the Company shall within Six (6) months of completion of the relevant fiscal year either:</p> <ol style="list-style-type: none"> <li>1) reduce the Company's charter capital making it no more than the value of the Company's net assets; or</li> <li>2) liquidate the Company.</li> </ol> <p>If the value of the Company's net assets appears to be more than 25% lower than the Company's charter capital on completion of three, six, nine or twelve months of the fiscal year following the second of any consecutive fiscal year after which the value of the Company's net assets fell below the Company's charter capital, the Company shall report reduction of the Company's net assets via two statements published on a monthly basis in the media where state registration data of the legal entities are published for.</p> <p>If at the end of the second or any consecutive fiscal year the value of the Company's net assets falls below the Company's minimum charter capital, the Company shall within Six (6) of completion of the relevant fiscal year resolve on liquidation of itself.</p>	<p>Clause 13.5.</p> <p>If at the end of the second and each consecutive fiscal year the annual balance sheet submitted to shareholders of the Company for approval or the results of an audit examination show that the value of the net assets of the Company is less than the minimal charter capital, determined in compliance with the current law of the Russian Federation, the Company shall be obligated to pass a resolution on liquidation thereof.</p>	<p>This Clause has been amended to meet Par. 4, Article 33, of the Russian law on Joint Stock Companies No. 352-FZ dated 27 December 2009.</p>
<p>Clause 13.6.</p> <p>The balance and net profit of the Company shall be defined by accounting rules of financial and economic activities of enterprises in force in the RF and reflected in the Company's balance sheet. Part of the Company's profit left after payment of taxes and other mandatory</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	

charges may be allocated to shareholders.		
<p>Clause 13.7. A dividend shall be part of the Company's net profit to be allotted to shareholders as defined herein, per one common and/or preferred share. This being the case, for purposes of determination of an amount of a dividend paid on the Company's preferred shares, the Company may use data of consolidated financial reports of the Company prepared in compliance with any recognized international reporting standard used by the Company in an appropriate reporting period ("International Reporting Standard Used by the Company"), including the International Financial Reporting Standard (IFRS) prepared by the Council for the International Financial Reporting Standard or US Generally Accepted Accounting Principles (US GAAP).</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	
<p>Clause 13.17. The annual fixed dividend payable per one preferred share of the Company shall be defined in the amount of Twenty (20) percent of the Company's net profit based on data of annual consolidated financial reports prepared in compliance with the International Reporting Standard Used by the Company and audited by an independent auditor in compliance with applicable audit principles, divided by One hundred thirty eight million seven hundred fifty six nine hundred and fifteen (138,756,915), and declared and paid subject to sufficiency of the Company's net profit for those purposes as defined in para 13.6. hereinabove. For purposes of this para the amount of net profit based on data of annual consolidated financial reports prepared in compliance with the International Reporting Standard Used by the Company shall be defined at the rate of the RF Central Bank on the date of holding a meeting of the Board of Directors of the Company at which a decision on recommendations as to the amount of dividends payable on preferred shares was made. This being the case, if the amount of a dividend payable on one common share in a certain year exceeds the amount of a dividend payable, by the Company, on one preferred share in the same year, then the amount of a dividend payable on one preferred share shall be increased to the amount of a dividend declared on one common share. If the nominal value of the Company's common shares changes, the amount of a dividend payable, by the Company, on one common share for purposes of the aforesaid provision of this para shall be defined by the nominal value of common shares prior to such change. If dividends on common shares are paid in monies, then for purposes of this para assets allocated for the payment of dividends on common shares shall be evaluated in terms of money, which evaluation shall be defined by the Board of Directors using an independent appraiser</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	

<p>performing appraisal in compliance with RF Law. The Company may declare and pay dividends on preferred shares in the amount exceeding the limit specified in this para, but not exceeding the one recommended by the Board of Directors of the Company subject to sufficiency of the Company's net profit for those purposes as defined in para 13.6. hereinabove.</p>		
<p>Clause 16.1. 16.1 The management bodies of the Company shall be: 16.1.1 the General Meeting of shareholders; 16.1.2 the Board of Directors; 16.1.3 the Collegial Executive Body (Management Board); 16.1.4 the Sole Executive Body (General Director).</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 17.4. Any matters referred to the competence of the General Meeting of shareholders shall not be passed to the executive bodies of the Company for resolution. Matters referred to the competence of the General Meeting of shareholders shall not be passed to the Board of Directors of the Company for resolution, except for the matters stipulated by the Federal Law on Joint Stock Companies and the Charter of the Company.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 17.10. Notice of a General Meeting of Shareholders and its agenda shall be given no later than 30 (Thirty) days before the meeting. In cases set out in Paragraphs 2 &amp; 8 Article 53 of the Federal Law on Joint Stock Companies, notice of the meeting shall be given no later than 70 (Seventy) days before the meeting. The agenda of a meeting may not be altered after notification of shareholders.</p>	<p>Clause 17.10. Notice of a General Meeting of Shareholders and its agenda shall be given no later than 30 (Thirty) days before the meeting. If the proposed agenda of an extraordinary General Meeting of Shareholders includes the matter of election of members of the Company's Board of Directors (supervisory board), notice of the meeting shall be given no later than 70 (Seventy) days before the meeting. The agenda of a meeting may not be altered after notification of shareholders.</p>	<p>This Clause has been amended to meet Par. 1, Article 52, of the Russian law on Joint Stock Companies No. 352-FZ dated 27 December 2009.</p>
<p>Clauses 17.13.1-17.13.3. 17.13.1. The date of compiling the list of parties entitled to participate in the General Meeting of shareholders shall not be determined to be earlier than the date of passing a resolution on conducting the General Meeting of shareholders and more than Fifty (50) days before the date of the General Meeting of shareholders. 17.13.2. In the case set out in Paragraph 2 Article 53 of the Federal Law on Joint Stock Companies – more than Eighty-five (85) days before the date of the General Meeting of shareholders. 17.13.3. For a General Meeting of shareholders where the quorum and voting also rely on ballots received by the Company in accordance with Subparagraph 2 Paragraph 1 Article 58 of the Federal Law on Joint</p>	<p>Clauses 17.13.1-17.3.2 17.13.1. The date of compiling the list of parties entitled to participate in the General Meeting of shareholders shall not be determined earlier than the date of passing a resolution on conducting the General Meeting of shareholders and more than 50 (Fifty) days before the date of the General Meeting of shareholders; 17.13.2. The date of compiling the list of parties entitled to participate in the General Meeting of shareholders, if the proposed agenda of an extraordinary General Meeting of shareholders includes the matter of electing members of the Board of Directors of the Company, to</p>	<p>This Clause has been amended to meet Article 52 of the Russian law on Joint Stock Companies No. 352-FZ dated 27 December 2009.</p>

<p>Stock Companies, the date of compiling the list of parties entitled to participate in the General Meeting of shareholders shall be at least Thirty-five (35) days before the General Meeting of shareholders.</p>	<p>be elected by cumulative voting, shall not be determined earlier than the date of passing a resolution on conducting the General Meeting of shareholders and more than 65 (Sixty five) days before the date of the General Meeting of shareholders.</p>	
<p>Clause 17.25. If there is no quorum to hold an annual General Meeting of shareholders forced by the court ruling, another attempt shall be made within Sixty (60) days to hold such an annual General Meeting of shareholders with the same agenda. No extra appeal to the court is needed here. The recurrent General Meeting of shareholders shall be called and held by the person or the Company's body specified in the court ruling, and, in case the relevant person or the Company's body has failed to hold an annual General Meeting of shareholders within the period set out in the court ruling, the recurrent shareholders meeting shall be called and held by other persons or the Company's body appealing to the court provided such persons or the Company's body are specified in the court ruling. If there is no quorum to hold an extraordinary General Meeting of shareholders forced by the court ruling, no recurrent General Meeting of shareholders shall be held.</p>	<p>There is no Clause 17.25 in the current version of the Charter.</p>	<p>This Clause has been amended to meet Par. 1, Article 58, of the Russian law on Joint Stock Companies No. 352-FZ dated 27 December 2009.</p>
<p>Clause 17.32. In case the Company's Board of Directors fails or refuses to call an extraordinary General Meeting of shareholders within the time limit specified in this Bylaw, the Company's body or persons requesting calling of such an extraordinary General Meeting of shareholders, shall be entitled to appeal to the court seeking that the Company is forced to hold an extraordinary General Meeting of shareholders. The court decision forcing the Company to hold an extraordinary General Meeting of shareholders shall specify the terms and procedure for holding thereof. Court reinforcement action is delegated to the relevant plaintiff or (if requested by the plaintiff) to the Company's body or another person provided they agree. The Board of Directors cannot act as such a body. The Company's body or a person holding an extraordinary General Meeting of shareholders pursuant to the court ruling, shall have all the statutory powers to call and hold such a meeting. In case an extraordinary General Meeting of shareholders is held by the plaintiff pursuant to the court ruling, any and all costs relating to preparation and holding of said meeting can be reimbursed by the Company subject to the resolution of the shareholders.</p>	<p>Clause 17.31. If the Board of Directors of the Company fails to pass a resolution on convening an extraordinary General Meeting of shareholders or pass a resolution on the refusal to convene it within the period of time established by the Charter of the Company for the convocation of such meeting, an extraordinary General Meeting of shareholders may be convened by the bodies or parties requesting such convocation. In this case expenses for the preparation and conduct of the General Meeting of shareholders may be reimbursed, upon resolution of the General Meeting of shareholders from the funds of the Company.</p>	<p>This Clause has been amended to meet Article 55 of the Russian law on Joint Stock Companies No. 352-FZ dated 27 December 2009).</p>

<p>Clause 17.33. The Company shall set up a counting commission. The membership of the counting commission shall be 3 persons. Members of the counting commission shall be approved by the General Meeting of shareholders. Members of the Board of Directors, members of the collegial executive body (Management Board), the audit commission of the Company, the sole executive body of the Company, the managing organization or the manager, as well as candidates for these positions cannot be members of the counting commission.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 18.3.15. 18.3.15. establishment of the sole executive body of the Company and termination of his authority before the expiration of the term of office thereof, approval of the terms and conditions of the agreement made with the sole executive body, including remuneration and other payments, determination of the person authorized to sign the agreement on behalf of the Company with the sole executive body. Appointment of a person acting as the Company's temporary sole executive body while the Company's permanent sole executive body is absent, and termination of authority of such a person.</p>	<p>Clause 18.3.15. 18.3.15. establishment of the sole executive body of the Company and termination of his authority before the expiration of the term of office thereof, approval of the terms and conditions of the agreement made with the sole executive body, including remuneration and other payments, determination of the person authorized to sign the agreement on behalf of the Company with the sole executive body.</p>	<p>A second sentence has been added to Clause 18.3.15. As appointment of the company's sole executive body falls within the scope of exclusive authority of the board of directors, it is reasonable that the acting sole executive body is also appointed by the board of directors.</p>
<p>Clauses 18.3.34-18.3.35. 18.3.34. determining the composition of the collegial executive authority (the Management Board), electing members of the collegial executive authority (the Management Board) of the Company and early termination of their authorities; 18.3.35. other matters stipulated by the Federal Law on Joint Stock Companies and this Charter, and the internal documents of the Company. Matters referred to the competence of the Board of Directors of the Company cannot be passed to the executive bodies of the Company for resolution.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 18.9. The person performing the functions of the sole executive body cannot simultaneously be Chairman of the Board of Directors of the Company. The number of members of the collegial executive authority (the Management Board) of the Company may not amount to more than one fourth of the total number of members of the Board of Directors of the Company.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 18.12. For purposes of improving the effectiveness and quality of the work of the Board of Directors in respect of preliminary consideration of the most important issues under the terms of reference of the Board of</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	

<p>Directors permanently standing or temporary (ad hoc) Committees (Subcommittees) may be formed. Procedures for the formation and operation of such committees will be defined by bylaws approved by the Board of Directors.</p>		
<p>Clause 18.14. A meeting of the Board of Directors of the Company shall be convened by the Chairman of the Board of Directors of the Company upon his initiative, upon request of a member of the Board of Directors of the Company, the audit commission of the Company, the auditor of the Company or the sole executive body of the Company.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	<p>Clause 18.14 has been amended by the resolution of the Extraordinary General Meeting (Minutes No.2 dated 6 August 2007).</p>
<p>Clause 19. 19.1. Current operations of the Company shall be managed by the collegial executive authority (the Management Board) of the Company and the sole executive authority (the Chief Executive Officer) of the Company. 19.2. Executive authorities are accountable to the Board of Directors of the Company and General Shareholders Meeting. 19.3. All matters of managing current operations of the Company, except for the matters referred to the competence of the General Meeting of shareholders or the Board of Directors of the Company shall refer to the competence of executive authorities of the Company. Executive authorities of the Company shall organize the implementation of resolutions of the General Meeting of shareholders and the Board of Directors of the Company. 19.4. The Chief Executive Officer shall be the chairman of the Management Board of the Company. The Chief Executive Officer of the Company shall act on behalf of the Company without a power of attorney, including the following:</p> <ul style="list-style-type: none"> <li>• perform routine management of the Company operations;</li> <li>• have the right of the first signature under financial documents;</li> <li>• manage the property of the Company to ensure current operations thereof within the limits established by this Charter and the current law of Russia within the scope of his/her terms of reference;</li> <li>• represent the interests of the Company both in the Russian Federation and abroad;</li> <li>• approve staff, make labor contracts with employees of the Company, reward employees and impose penalties thereon;</li> <li>• enter into transactions on behalf of the Company within the scope of his/her terms of reference;</li> </ul>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	

- issue powers of attorney on behalf of the Company;
- open and close bank accounts of the Company;
- organize accounting and reporting in the Company;
- issue orders and give instructions obligatory for all employees of the Company;
- organize the implementation of resolutions of the General Meeting of shareholders and the Board of Directors of the Company;
- perform other functions necessary to achieve the aims of the Company and to provide normal work thereof, in compliance with the current law and the Charter of the Company, except for the functions laid upon other management bodies of the Company by the Federal Law on Joint Stock Companies and the Charter of the Company.

19.5. The General Director shall be appointed by the Board of Directors for a period of one year.

19.6. A person, who is a participant, an official or another employee of a legal entity competing with the Company, shall not be appointed to the position of the General Director.

19.7. The authority of the General Director may be terminated before the expiration of the term of office thereof by a resolution of the Board of Directors for the following reasons:

- failure to observe the requirements of the Charter of the Company, resolutions of the General Meeting of shareholders and the Board of Directors, internal documents of the Company;
- in cases stipulated by the agreement made therewith;
- in other cases stipulated by the current law.

In the event of termination of the authority of the General Director before the expiration of the term of office thereof, the Board of Directors shall appoint a new General Director.

19.8. The General Director and members of the Management Board shall not be entitled to carry out any other activity in addition to the management of current operations of the Company, except for the membership of the General Director, upon consent of the Board of Directors, in executive authorities of other legal entities, if it is necessary for the interests of the Company.

19.9. Other rights and responsibilities of the General Director of the Company shall be determined by the Federal Law on Joint Stock Companies, other regulatory and legislative acts of the Russian Federation, internal documents of the Company and the agreement made between the Company and the General Director.

19.10. Upon resolution of the General Meeting of shareholders, the authority of the sole executive body may be laid on a commercial organization (a managing organization) or an individual entrepreneur (manager) on a contractual basis. In the event the authority of the sole executive body has been laid on a managing organization or a manager, the Company shall accrue the civil rights and assume the civil obligations through such managing organization or manager in accordance with Article 53, clause 1, paragraph 1, of the Russian Federation Civil Code.

19.11. A resolution on transferring the authority of the sole executive body of the Company to a managing organization or a manager shall be passed by the General Meeting of shareholders only upon recommendation of the Board of Directors of the Company.

19.12. The Management Board of the Company shall act on the basis of this Charter and a bylaw to be approved by General Meeting of shareholders, which shall define terms and procedure for convening and conducting meetings thereof, procedure for making decisions, and other matters of organizing activities of the Management Board. The following matters shall pertain to the competence of the Management Board of the Company:

- development of perspective plans for implementation of priority lines in the Company’s activities and proposals on the Company’s development strategy, and submitting thereof for consideration by the Board of Directors;
- development and implementation of the Company’s current business policy in the main lines of the Company’s activities: investment and innovative activities, economy and finance, human resources and social programs;
- development and review of reports on implementation of the Company’s investment projects of the value exceeding US\$30.0 million and submitting thereof to the Board of Directors;
- development and review of the Company’s investment projects of the value exceeding US\$50.0 million and submitting thereof to the Board of Directors;
- submission to the Board of Directors of proposals on placement of bonds by the Company and on acquisition of placed bonds by the Company, on participation (foundation, increase of participation share) and cessation of participation (decrease of participation share) of the Company in other organizations;
- approval of annual and perspective investment programs of the Company;
- approval of policies, which are not in the competence of the Board of Directors, and amending thereof;
- approval of the Company’s document determining a form,

<p>structure, and content of the Company's annual report;</p> <ul style="list-style-type: none"> <li>- making decisions on approving a transaction, which the Company makes and which is connected with alienation (possible alienation) of the Company's non-current assets of the value amounting to 10% - 25% of the book value of the Company's assets as determined on a date of making a decision to approve such transaction;</li> <li>- making decisions on the Company's exercising its powers of shareholders (participant) in other organizations during voting at meetings of shareholders/participants and nominating candidates to boards of directors, audit commissions, and positions of sole executive bodies thereof;</li> <li>- establishment of a wage system and development of an incentive system for the Company employees;</li> <li>- appointment of the Management Board secretary and termination of powers thereof;</li> <li>- consideration of annual and quarterly financial plans and reports (documents and any other information) on activities of the Company and organizations being affiliated in relation to the Company, the list of which organizations has been approved by the Company Management Board (hereinafter, the "Subsidiaries");</li> <li>- determining position of the Company (representatives of the Company) on matters on agenda for general shareholders' meetings and meetings of the boards of directors of the Subsidiaries;</li> <li>- resolution of other matters connected with current operations of the Company, which are submitted by the Chairman of the Management Board, Board of Directors, or a shareholder owning at least 20 percent of the voting shares of the Company for consideration by the Management Board;</li> <li>- giving recommendations to the management bodies of the Subsidiaries on the matters as follows: <ul style="list-style-type: none"> <li>• development and implementation of general strategy of the Subsidiaries' development, including arrangement of production and technological, financial, pricing, marketing, investment, social, and human resources policies, and coordination of activities of the Subsidiaries;</li> <li>• development, approval, and control of implementation of annual (quarterly) programs of production and product shipment, financial indicators, budgets, investment and other programs of the Subsidiaries;</li> <li>• approval and control of implementation of revenue and expenditure budgets (REBs), profit and loss</li> </ul> </li> </ul>		
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accounts, and cash flow budgets (CFBs) of the Subsidiaries;

- analysis and generalization of results of the Subsidiaries' work and development of recommendations on improvement of the Subsidiaries' work;
- preparation of proposals on main parameters and terms of issue of equity securities and dividend policy;
- development of a bonus system for the Subsidiaries' employees;
- approval of main parameters of the Subsidiaries' organizational structures;
- participation (foundation, increase of participation share) and cessation of participation (decrease of participation share) of the Subsidiaries in other organizations and reorganization of the Subsidiaries;
- approval of a transaction, which a Subsidiary makes and which is connected with alienation (possible alienation) of such Subsidiary's non-current assets of the value amounting to 20-25% of the book value of the Subsidiary's assets as determined on a date of making a decision to approve such transaction; and
- preparation of proposals on any other matters of the Subsidiaries' financial and business activities.

19.13. The size of the collegial executive authority (the Management Board) shall be determined by the Board of Directors.

The quorum for a meeting of the collegial executive authority of the Company (the Management Board) shall amount to not less than a half of the number of persons elected to the collegial executive authority of the Company (the Management Board).

19.14. Meetings of the collegial executive authority (the Management Board) of the Company shall be arranged by the chairman of the Management Board of the Company who shall sign any documents approved by the Management Board of the Company. Meetings of the Management Board of the Company shall be minuted. Minutes of meetings of the Management Board of the Company shall be provided on request to members of the Board of Directors of the Company, members of the Audit Commission of the Company and the Auditor of the Company.

19.15. Voting rights of a member of the collegial executive authority of the Company (the Management Board) may not be assigned to another person, including another member of the collegial executive authority of the Company (the Management Board).

19.16. Members of the Management Board shall be elected for an indefinite period. Authorities of any member (all members) of the

<p>Management Board may be terminated early by the Board of Directors of the Company at its own request, at the request of the chairman of the Management Board of the Company or at the request of a member of the Management Board. Authorities of a member of the Management Board shall be deemed terminated from the date determined by the resolution of the Board of Directors of the Company or, otherwise, from the date of the resolution of the Board of Directors.</p> <p>19.17. The General Director and members of the Management Board of the Company shall disclose information on holding of the Company securities and on sale and/or purchase of the Company securities.</p>		
<p>Clause 20.</p> <p>20.1. In exercising their rights and discharging obligations the members of the Board of Directors of the Company, the members of the collegial executive authority (the Management Board) and the sole executive authority (the Chief Executive Officer) of the Company shall act in the interests of the Company, they shall exercise their rights and discharge obligations in good faith and reasonably.</p> <p>20.2. The members of the Board of Directors, the members of the collegial executive authority (the Management Board) and the sole executive authority (the Chief Executive Officer) of the Company shall be liable to the Company for losses inflicted on the Company by their guilty actions (omissions), unless other grounds and amount of liability are provided by Federal Laws. The members of the Board of Directors who voted against the resolution that entailed losses to the Company or did not participate in such voting shall not be liable.</p> <p>20.3. In determining the grounds and the amount of liability of the members of the Board of Directors, the members of the collegial executive authority (the Management Board) and the sole executive body (the Chief Executive Officer) of the Company, normal business conditions and other circumstances important for the case shall be taken into account.</p> <p>20.4. In the event several persons are liable in compliance with the provisions of this article, they shall have joint and several liability.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Par. 1 of Clause 23.1.</p> <p>Transactions (including a loan, a credit, a security, a surety), in which there is an interest on the part of a member of the Board of Directors, a member of the collegial executive authority (the Management Board), the person performing the functions of the sole executive body of the Company, a shareholder of the Company owning together with affiliated persons at least 20 percent of the voting shares of the Company, as well as a person entitled to give the Company obligatory instructions shall be executed by the Company in compliance with the current law.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	

<p>Clause 24.7. Both a shareholder and any person proposed by a shareholder may become a member of the Audit Commission. Members of the Audit Commission of the Company cannot simultaneously be members of the Board of Directors of the Company, members of the collegial executive authority (the Management Board), the sole executive body (the Chief Executive Officer) or members of the liquidation commission of the Company.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 25.6.10. minutes of General Meetings of shareholders of the Company and meetings of the Board of Directors of the Company, the collegial executive authority (the Management Board) and the Audit Commission of the Company;</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 25.10. Shareholders (a shareholder) owning on aggregate at least 25 (Twenty-five) percent of the voting shares of the Company shall have access to accounting documents and minutes of meetings of the collegial executive authority (the Management Board). Documents of the Company shall be made available to a shareholder of the Company for familiarization on the basis of a written request of the shareholder of the Company at the address, where such documents are stored.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Last par. of Clause 25.15. “The sole executive body of the Company (the General Director) shall be responsible for disclosing information on the operations of the Company”.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 6 August 2007 and registered by the authorized agency on 27 August 2007.</p>	
<p>Clause 27.11.  27.11. The Company’s assets left after settling with creditors shall be allocated by the liquidation commission to shareholders in the following sequence:  27.11.1. first, payments shall be made on shares to be redeemed pursuant to this Charter; 27.11.2. second, payments of dividends in arrears and liquidation value on preferred shares as defined herein shall be made; 27.11.3. third, assets shall be allocated to holders of common and preferred shares given the liquidation value on preferred shares already paid.</p>	<p>This clause is contained in the amendments to Mechel OAO Charter adopted by the Extraordinary General Meeting of Mechel OAO on 30 April 2008 and registered by the authorized agency on 7 May 2008.</p>	