

Approved
By the Annual General Meeting of Shareholders
of Mechel OAO
Minutes unnumbered dated _____, 2009.

Chairman of the Meeting

_____ V. V. Proskurnya

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. The name of this Bylaw on the title page shall be changed to read as follows:

“Bylaw on the General Meeting of Shareholders of Mechel Open Joint Stock Company.”

2. Clause 2 of Article 22, “Content of Information (Materials) To Be Provided to Persons Eligible to Participate in General Meeting of Shareholders of Mechel Open Joint Stock Company”, shall be supplemented with the following paragraph:

“evaluation of opinion (report) of the Company’s external auditor prepared by the Audit Committee of Mechel OAO Board of Directors.”