

DRAFT RESOLUTIONS

of the Extraordinary General Meeting of Shareholders of Mechel Public Joint-Stock Company of March 26, 2019

Wording of Item No. 1 of the agenda of the Extraordinary General Meeting of Shareholders of Mechel Public Joint-Stock Company to be put to a vote: "Approval of an interested-party transaction"

Draft resolution on Item No. 1 to be put to a vote:

"1. To give consent to a related party transaction to be concluded between Mechel Public Joint-Stock Company (the "Company") and Gazprombank (Joint-Stock Company) (the "Pledge Holder" or the "Bank") that is associated with the provision of security for third parties' obligations and consists of the following linked transactions that are to be signed on the following material terms and conditions:

i) Parties to the transaction:

Mechel Public Joint-Stock Company: the Pledgor

Gazprombank (Joint-Stock Company): the Bank/the Pledge Holder

Beneficiaries: Mechel-Service LLC, ChMK PJSC, Mechel-Energo LLC, Southern Kuzbass PJSC, Trade Port Posiet JSC, Uralkuz PJSC, BMK JSC, Yakutugol Holding Company JSC and Mechel-Coke LLC (the "Debtors" or the "Beneficiaries")

Persons interested in performing the transaction and the grounds for recognizing them as related parties:

T. G. Khachaturov, member of the Board of Directors, Mechel PJSC;

The grounds for recognizing the person interested in the transaction as a related party:

- T. G. Khachaturov, a member of the Board of Directors at Mechel PJSC, is also a member of the Management Board at Gazprombank (Joint-Stock Company) (which is a party to the transaction).

M. A. Darbinyan, member of the Management Board, Mechel PJSC;

The grounds for recognizing the person interested in the transaction as a related party:

- M. A. Darbinyan, a member of the Management Board at Mechel PJSC, is also a member of the Board of Directors at ChMK PJSC (which is a beneficiary under the transaction).

1. Amendment Agreement No. 7 (the "Amendment Agreement") to Share Pledge Agreement No. 2613-172-K-3/1 dated June 28th 2013 (the "Pledge Agreement"), the pledge subject by which are 136 942 common shares of Urals Stampings Plant PJSC (state registration number of the securities issue: 1-01-32341-D), between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

No.1.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No.7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No.7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-200-K dated May 2nd 2012, concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-196-K dated May 4th 2012, concluded between the Bank and MECHHEL-ENERGO Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 12 dated February 2nd 2018 to Facility Agreement No. 31/09-B dated February 6th 2009, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 227/12-B dated April 27th 2012, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 226/12-B dated April 27th 2012, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 85/13-B dated April 26th 2013, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 84/13-B dated April 26th 2013, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2615-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC)

(the "Amendment Agreements to Facility Agreements"). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement.

1.2. Clause 10.1 of the Pledge Agreement shall be amended and restated as follows: "10.1 This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive)"

1.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 985,982,400 (Nine hundred eighty-five million nine hundred eighty-two thousand four hundred). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

1.4. The Amendment Agreement shall come into force on the date of its signing, cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

2. – Amendment Agreement No. 7 (the “Amendment Agreement”) to Share Pledge Agreement No. 2613-172-K-3/2 dated June 28th 2013 (the “Pledge Agreement”), the pledge subject by which are 266 911 common shares of Izhstal PJSC (state registration number of the securities issue: 1-02-30078-D),

between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

No.2.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-200-K dated May 2nd 2012, concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-196-K dated May 4th 2012, concluded between the Bank and MECHEL-ENERGO Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 12 dated February 2nd 2018 to Facility Agreement No. 31/09-B dated February 6th 2009, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 227/12-B dated April 27th 2012, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 226/12-B dated April 27th 2012, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 85/13-B dated April 26th 2013, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 84/13-B dated April 26th 2013, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2615-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC)

(the “Amendment Agreements to Facility Agreements”). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement.

2.2. Clause 10.1 of the Pledge Agreement shall be amended and restated as follows: “10.1 This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive)”

2.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 168 153 930 (One hundred sixty-eight million one hundred fifty-three thousand nine hundred thirty). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

2.4. The Amendment Agreement shall come into force on the date of its signing, cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

3. Amendment Agreement No.5 (the “Amendment Agreement”) to Share Pledge Agreement No.84-85/13-B-3-5 dated December 25th 2015 (the “Pledge Agreement”), the pledge subject by which are 790 493 common shares of ChMK PJSC (state registration number of the securities issue: 1-01-00080-A),

between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

No.3.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-200-K dated May 2nd 2012, concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company;

- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-196-K dated May 4th 2012, concluded between the Bank and MECHHEL-ENERGO Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 12 dated February 2nd 2018 to Facility Agreement No. 31/09-B dated February 6th 2009, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 226/12-B dated April 27th 2012, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 85/13-B dated April 26th 2013, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2612-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);

(the "Amendment Agreements to Facility Agreements"). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement.

3.2. Clause 9.1 of the Pledge Agreement shall be amended and restated as follows: "9.1. This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive)"

3.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 2 150 140 960 (Two billion one hundred fifty million one hundred forty thousand nine hundred and sixty). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

3.4. The Amendment Agreement shall come into force on the date of its signing, cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

4. Amendment Agreement No. 5 (the "Amendment Agreement") Share Pledge Agreement No.84-85/13-B-3-7 от 25 декабря 2015 года (the "Pledge Agreement"), the pledge subject by which are 1 866 712 common shares of AO «БМК» (state registration number of the securities issue: 1-01-30269-D),

between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

No.4.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof.
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-200-K dated May 2nd 2012, concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-196-K dated May 4th 2012, concluded between the Bank and MECHHEL-ENERGO Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 12 dated February 2nd 2018 to Facility Agreement No. 31/09-B dated February 6th 2009, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 227/12-B dated April 27th 2012, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 226/12-B dated April 27th 2012, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 85/13-B dated April 26th 2013, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 84/13-B dated April 26th 2013, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2615-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);

(the "Amendment Agreements to Facility Agreements"). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility

Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement.

4.2. Clause 10.1 of the Pledge Agreement shall be amended and restated as follows: "10.1 This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive)".

4.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 133 301 903,92 (One hundred thirty-three million three hundred and one thousand nine hundred and three 92/100). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

4.4. The Amendment Agreement shall come into force on the date of its signing, cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

5. Amendment Agreement No. 5 (the "Amendment Agreement") Share Pledge Agreement No.84-85/13-B-3-8 от 25 декабря 2015 года (the "Pledge Agreement"), the pledge subject by which are 136 940 common shares of ПАО «Уралкуз» (state registration number of the securities issue: 1-01-32341-D),

between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

No.5.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-200-K dated May 2nd 2012, concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-196-K dated May 4th 2012, concluded between the Bank and MECHEL-ENERGO Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 12 dated February 2nd 2018 to Facility Agreement No. 31/09-B dated February 6th 2009, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 227/12-B dated April 27th 2012, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 226/12-B dated April 27th 2012, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 85/13-B dated April 26th 2013, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 84/13-B dated April 26th 2013, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2615-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);

(the "Amendment Agreements to Facility Agreements"). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement.

5.2. Clause 9.1 of the Pledge Agreement shall be amended and restated as follows: "9.1. This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive)".

5.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 985 968 000 (Nine hundred eighty-five million nine hundred sixty-eight thousand). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

5.4. The Amendment Agreement shall come into force on the date of its signing, cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

6. Amendment Agreement No.1 (the "Amendment Agreement") Share Pledge Agreement No.84-85/13-B-3-9 от 22 мая 2017 года (the "Pledge Agreement"), the pledge subject by which are 3 644 450 001 common shares of АО «Мечел-Майнинг» (state registration number of the securities issue: 1-03-55367-E),

between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

No.6.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company

based on the terms stipulated in clause ii) hereof;

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-200-K dated May 2nd 2012, concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 2612-196-K dated May 4th 2012, concluded between the Bank and MECHEL-ENERGO Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 12 dated February 2nd 2018 to Facility Agreement No. 31/09-B dated February 6th 2009, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 227/12-B dated April 27th 2012, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 226/12-B dated April 27th 2012, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 85/13-B dated April 26th 2013, concluded between the Bank and Yakutugol Holding Company Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 84/13-B dated April 26th 2013, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2615-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);

(the “**Amendment Agreements to Facility Agreements**”). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement..

6.2 Clause 9.1 of the Pledge Agreement shall be amended and restated as follows: “9.1. This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive)”.

6.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 39 714 043 625,94 (Thirty-nine billion seven hundred fourteen million forty three thousand six hundred twenty-five 94/100). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

6.4. The Amendment Agreement shall come into force on the date of its signing, cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

7. Amendment Agreement No.5 (the “Amendment Agreement”) к Договору залога долей в уставном капитале от 25 декабря 2015 года (the “Pledge Agreement”), the pledge subject by which is the 25 % share in the equity of BZF LLC (OGRN 1033800845760) of the nominal value of RUB 136 295 428 (One hundred thirty-six million two hundred ninety-five thousand four hundred and twenty-eight), between the Company as the Pledgor and the Bank as the Pledge Holder is to be signed on the following material terms and conditions:

7.1. The Pledgor hereby gives its consent to the pledge of the Shares to secure for the Borrowers' performance of their obligations under the Loan Agreements on the amended conditions set out in the corresponding Amendment Agreements thereto:

- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 6 dated March 29th 2018 and Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No. 2615-188-K dated June 25th 2015, which is to be concluded between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company, based on the terms stipulated in clause ii) hereof;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 4211-051 dated September 30th 2011, concluded between the Bank and Trade Port Posiet Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-173-K dated April 12th 2013, concluded between the Bank and Urals Stampings Plant Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 2613-172-K dated April 12th 2013, concluded between the Bank and Beloretsk Metallurgical Plant Joint-Stock Company;
- Amendment Agreement No. 8 dated February 2nd 2018 to Facility Agreement No. 49/11-P dated March 15th 2011, concluded between the Bank and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);
- Amendment Agreement No. 6 dated February 2nd 2018 to Facility Agreement No. 227/12-B dated April 27th 2012, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 5 dated February 2nd 2018 to Facility Agreement No. 84/13-B dated April 26th 2013, concluded between the Bank and Southern Kuzbass Coal Company Public Joint-Stock Company;
- Amendment Agreement No. 7 dated February 2nd 2018 to Facility Agreement No. 2615-195-K dated May 3rd 2012, concluded between the Bank and Mechel-Service Limited Liability Company, Southern Kuzbass Coal Company Public Joint-Stock Company, Chelyabinsk Metallurgical Plant Public Joint-Stock Company, Urals Stampings Plant Public Joint-Stock Company, and Chelyabinsk Coke and Chemical Product Plant Limited Liability Company (Mechel-Coke LLC);

(the “**Amendment Agreements to Facility Agreements**”). The Pledgor confirms that it is acquainted with the text of the Amendment Agreements to Facility Agreements, copies of which are in the possession of the Pledgor, and agrees to secure the obligations under all Loan Agreements as amended and restated, inter alia, by the above mentioned Amendment Agreements, with the pledge under the Pledge Agreement.

7.2. Clause 10.1 of the Pledge Agreement shall be amended and restated as follows: "10.1 This Agreement shall come into force on the day of its signing and shall remain in force until April 20th 2025 (inclusive). The Pledgor shall bear all the expenses related to the notarization of this Agreement. Performance of the obligations of the Parties and exercise of the rights stipulated by Article 4 of this Agreement shall start on the Effective Date. The provisions of Clause 6 of Article 367 of the Civil Code of the Russian Federation, which stipulate the period and conditions for the termination of security, shall not apply to this Agreement."

7.3. As of the moment of the Amendment Agreement conclusion, the market value of the Pledge Subject determined by the Pledgor's Board of Directors according to the rules set out in Article 77 of Federal Law No. 208-FZ dated December 26th 1995, "On Joint-Stock Companies" is RUB 2 333 484 490 (Two billion three hundred thirty-three million four hundred eighty-four thousand four hundred and ninety). The aforesaid market value of the Pledge Subject shall not be considered the selling price in the event of the Pledge enforcement.

7.4. The Amendment Agreement shall be notarized, come into force on the date of its notarization, shall cover the relationships of the Parties arising from February 2nd 2018, and remain in force during the effective period of the Pledge Agreement.

ii) The following are the material terms of the amendment agreements to be signed in future whose performance is to be secured by conclusion of the Amendment Agreements listed in clauses 1-7 above:

- The following are the material terms and conditions of Amendment Agreement No. to be signed in future to Overdraft Lending Agreement No. 2615-187-K dated June 25th 2015, which is to be concluded between the Bank and Mechel-Service Limited Liability Company:

Clause 6.1.3 of the Agreement shall be amended and restated as follows:

"6.1.3. Final repayment date by credits provided under this Agreement is March 27th 2020 (inclusive)."

Add sub-clause 4.24 to Clause 4 of the Agreement which reads as follows:

"4.24. The Borrower shall undertake to reimburse to the Lender in full scale the expenses agreed with the Borrower or the Company related to the services provided by legal consultant Latham & Watkins LLP in respect of the preparation and agreement of the amendment agreements to the guarantee issued by Mechel Carbon AG (Deed of Consent) due to the shifting of the Final repayment date for the credits provided under this Agreement from March 30th 2018 (inclusive) to March 29th 2019 (inclusive), as well as the expenses related to the services that will be provided by legal consultant Latham & Watkins LLP due to the shifting of the Final repayment date for the credits provided under this Agreement from March 29th 2019 (inclusive) to March 27th 2020 (inclusive). The expenses shall be reimbursed based on respective confirmation documents provided by the Bank."

Rights and obligations Performance of the obligations and exercise of the rights of the Parties under this Amendment Agreement and amendment of the rights and obligations of the Parties under the Agreement are intended to ensure the fulfillment of the following obligation:

- Ensure that respective amendment agreements to the effective Suretyship Agreements/Pledge Agreements modifying the obligations of the Borrower are concluded by Sureties/Pledgors.

- The following are the material terms and conditions of Amendment Agreement No. 7 to be signed in future to Overdraft Lending Agreement No.2615-188-K dated June 25th 2015 between the Bank and Chelyabinsk Metallurgical Plant Public Joint-Stock Company:

Clause 6.1.3 of the Agreement shall be amended and restated as follows:

"6.1.3. Final repayment date by credits provided under this Agreement is March 27th 2020 (inclusive)."

Add sub-clause 4.24 to Clause 4 of the Agreement which reads as follows:

"4.24. The Borrower shall undertake to reimburse to the Lender in full scale the expenses agreed with the Borrower or the Company related to the services provided by legal consultant Latham & Watkins LLP in respect of the preparation and agreement of the amendment agreements to the guarantee issued by Mechel Carbon AG (Deed of Consent) due to the shifting of the Final repayment date for the credits provided under this Agreement from March 30th 2018 (inclusive) to March 29th 2019 (inclusive), as well as the expenses related to the services that will be provided by legal consultant Latham & Watkins LLP due to the shifting of the Final repayment date for the credits provided under this Agreement from March 29th 2019 (inclusive) to March 27th 2020 (inclusive). The expenses shall be reimbursed based on respective confirmation documents provided by the Bank."

Rights and obligations Performance of the obligations and exercise of the rights of the Parties under this Amendment Agreement and amendment of the rights and obligations of the Parties under the Agreement are intended to ensure the fulfillment of the following obligation:

- Ensure that respective amendment agreements to the effective Suretyship Agreements/Pledge Agreements modifying the obligations of the Borrower are concluded by Sureties/Pledgors.

Instruct the Sole Executive Body of the Company (with the right of substitution) to define and agree the form and contents of the final documentation of the Company related to the transaction within the material terms and conditions approved by competent Governance Bodies of the Company and to sign the above mentioned documentation and other related documents on behalf of the Company (with the right of substitution) as well as authorize the Sole Executive Body of the Company (with the right of substitution) for further introducing amendments to the above mentioned documentation and other related documents within the material terms and conditions approved by competent Governance Bodies of the Company, conclusion of respective amendments and/or amendment agreements and signing other documents necessary for such conclusion.

Resolve not to disclose the information related to the transactional terms and conditions described hereof, including the transaction price, transaction parties, and transaction beneficiaries, based on clause 16 of article 30 of Federal Law No. 39-FZ "On the Securities Market" dated April 22nd 1996.

Wording of Item No. 2 of the agenda of the Extraordinary General Meeting of Shareholders of Mechel Open Joint-Stock Company to be put to a vote: "Introduction of amendments to the Company's Articles of Association."

Wording of the resolution on Item No. 2 to be put to a vote:

"To introduce amendments to the Company's Articles of Association in the wording attached hereto."