

**Company number: 7784342**

**The Companies Act 2006**  
**Public Company Limited by Shares**

**Resolutions passed at the 2012 Annual General Meeting of Evraz plc (the "Company")**

At the Annual General Meeting of the Company held at Chelsea Football Club, Stamford Bridge, Fulham Road, London, SW6 1HS on 18 June 2012, the following ordinary and special resolutions were passed by the shareholders voting by way of a poll.

**Ordinary Resolutions**

- 1** That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:

  - (a) up to a nominal amount of US\$446,643,120; and
  - (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of US\$446,643,120 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 30 June 2013, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.
- 2** That the Company be authorised, subject to and in accordance with the provisions of the 2006 Act to send, convey or supply all types of notices, documents or information to the shareholders by means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio optical technologies, or any other electromagnetic means, including by making such notices, documents or information available on a website.

## Special Resolutions

- 3** That subject to the passing of Resolution 1 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash:
- (a) pursuant to the authority given by paragraph (a) of Resolution 1 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case:
    - (i) in connection with a pre-emptive offer; and
    - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of US\$66,996,468; and
  - (b) pursuant to the authority given by paragraph (b) of Resolution 1 above in connection with a rights issue, as if Section 561(1) of the 2006 Act did not apply to any such allotment;

such power to expire at the end of the next Annual General Meeting or on 30 June 2013, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

- 4** That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of US\$1.00 each in the capital of the Company provided that:
- (a) the maximum number of shares which may be purchased is 133,992,936;
  - (b) the minimum price which may be paid for each share is \$1.00;
  - (c) the maximum price which may be paid for a share is an amount equal to the higher of (i) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
  - (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2013 or, if earlier 30 June 2013 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.
- 5** That the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
- 6** That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

For and on behalf of  
TMF CORPORATE ADMINISTRATION  
SERVICES LIMITED  
Authorised Signatory 

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For and on behalf of  
TMF Corporate Administration Services Limited  
Company Secretary, Evraz plc

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