

**Company number: 7784342**

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

**Resolutions (other than ordinary business) passed at the 2016 Annual General Meeting of  
EVRAZ plc (the “Company”)**

At the annual general meeting of the Company duly convened and held on 16<sup>th</sup> June 2016, the following resolutions were passed, Resolution 13 as an Ordinary Resolution and Resolutions 14 to 16 as Special Resolutions:

**Ordinary Resolution**

**Directors’ authority to allot shares**

13. To generally and unconditionally authorise the Directors 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 in the Company:

- (a) up to an aggregate nominal amount of US\$469,381,237; and
- (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of US\$469,381,237 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 2017, 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.

For the purposes of this Resolution, “rights issue” means an offer to:

- (A) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (B) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

## Special Resolutions

### Disapplication of pre-emption rights

14. Subject to the passing of Resolution 13 above, to empower the Directors 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 13 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\$140,814,371; and
  - (b) pursuant to the authority given by paragraph (b) of Resolution 13 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 Company's next Annual General Meeting or on 30 June 2017, 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.

For the purposes of this Resolution:

- (A) “**rights issue**” has the same meaning as in Resolution 13 above;
- (B) “**pre-emptive offer**” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (C) references to an allotment of equity securities shall include a sale of treasury shares; and
- (D) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

### Authority to purchase own shares

15. To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) 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 ordinary shares which may be purchased is 140,814,371;
  - (b) the minimum price which may be paid for each share is US\$1.00;

- (c) the maximum price which may be paid for an ordinary 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 five business days immediately preceding the day on which such ordinary 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 or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation); and
- (d) this authority shall expire at the conclusion of the Company's next Annual General Meeting or, if earlier 30 June 2017 (except in relation to the purchase of ordinary 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.

#### **Notice of general meetings**

- 16. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.