

Company number: 7784342

The Companies Act 2006
Public Company Limited by Shares

Resolutions passed at the 2018 Annual General Meeting of EVRAZ plc (the “Company”)

At the annual general meeting of the Company duly convened and held at Chelsea Football Club, Stamford Bridge, Fulham Road, London SW 6 1HS on 19th June 2018, the following ordinary and special resolutions were passed by shareholders by way of a poll.

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\$477,351,114; and
- (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of US\$477,351,114 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 2019, 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 for share issues wholly for cash

14. Subject to the passing of Resolution 13 above, to authorise 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\$71,602,667; 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 authority to expire at the end of the Company's next Annual General Meeting or at the close of business on 30 June 2019, 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 and treasury shares to be sold after the authority given by this resolution has expired.

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.

Disapplication of pre-emption rights for share issues wholly for cash and used only for financing acquisitions or capital investments

15. Subject to the passing of Resolution 13 above, to authorise the Directors, in addition to any authority granted under Resolution 14 above, to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the

2006 Act, as if Section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be:

(i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of US\$71,602,667; and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the Company's next Annual General Meeting or at the close of business on 30 June 2019, whichever is the earlier but, in each case, prior to its expiry, 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, in which case the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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

16. 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 143,205,334;

(b) the minimum price which may be paid for each share is US\$1.00 but, in the event the nominal value of each ordinary share is reduced by the reduction of capital contemplated by Resolution 18, will be US\$0.05 ;

(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 Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation as regards exemptions for buy-back programmes and stabilisation of financial instruments; and

(d) this authority shall expire at the conclusion of the Company's next Annual General Meeting or, if earlier 30 June 2019 (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

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

Reduction of share capital

18. That, subject to the confirmation of the High Court of England and Wales, the Company's share capital be reduced by reducing the value of each ordinary share from US\$1.00 per share to US\$0.05 per share.

Stefan Bort
Authorised signatory for and on behalf of
Prism Cosec Limited
Company Secretary, EVRAZ plc