

**DRAFT RESOLUTION OF EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF 15.09.2010:**

The 1st issue on the agenda
«Approval of related-party transactions».

Draft decision

«I.1. Approve the following related-party transaction – Securities Pledge Agreement together with any and all Financial Documents related to it or liabilities secured by it – on the following material terms and conditions:

Parties to the transaction:

*BNP Paribas S.A. or BNP Paribas as the Pledge holder;
Mechel OAO as the Pledger.*

Beneficiary:

Chelyabinsk Metallurgical Plant OAO, hereinafter referred to as the “Borrower”.

Subject of the Agreement:

Pursuant to the Securities Pledge Agreement, the Pledger pledges to the Pledge holder, and the Pledge holder accepts from the Pledger, the following securities owned by the Pledger:

- issuer of securities: Chelyabinsk Metallurgical Plant OAO.*
- type of securities: ordinary registered uncertified shares;*
- state registration number: 1-01-00080-A;*
- par face per one security: 1 (One) Ruble;*
- number of securities: 632,393 (Six hundred and thirty-two thousand three hundred and ninety-three) shares;*
- percentage of the total number of the issuer’s securities: 20%,*

to secure the following obligations:

1) performance by Chelyabinsk Metallurgical Plant OAO of its liabilities to BNP Paribas S.A. arising out of the loan agreement made by the Borrower and the Pledge holder as the lender (the “Loan Agreement”) and relevant Financial Documents as defined in the Loan Agreement, including repayment of the principle debt and interest thereon (as well as other fees and penalties) within the loan life on the following terms and conditions:

Loan amount: 219,444,500 (Two hundred and nineteen million four hundred and forty-four thousand five hundred) US dollars and 191,950,000 (One hundred and ninety-one million nine hundred and fifty thousand) Euros.

The maximum interest rate for the loans in US dollars is LIBOR + a margin of up to 6.75 per cent per annum and for the loans in Euros – EURIBOR plus a margin of up to 1.60 per cent per annum plus applicable mandatory expenses;

Loan maturity shall not exceed 9 years for loans in US dollars and 10.5 years for loans in Euros; and

2) performance by Mechel OAO of its liabilities under the guarantee agreement made by and between Mechel OAO as a Guarantor and the Pledge holder and Sace S.p.A. Servizi Assicurativi Del Commercio Estero as beneficiaries; this guarantee agreement provides for Mechel OAO being, inter alia, jointly and severally liable to the beneficiary for performance by the Borrower of all of its obligations under the Loan Agreement (on the terms and conditions described above) and all Financial Documents as defined in the Loan Agreement.

- price: the collateral value shall be calculated as at the date of the Securities Pledge Agreement via multiplying of the number of securities pledged by the market value of one security as quoted by MICEX as at the date of the Securities Pledge Agreement.

«1.2. Approve the surety agreement(s) made by Mechel OAO (the “Company”) as a related-party transaction (related-party transactions) on the following terms and conditions:

Parties to the transaction(s): SACE S.p.A. Servizi Assicurativi Del Commercio Estero; UniCredit MedioCredito Centrale S.p.A.; BNP Paribas S.A. or BNP Paribas; THE ROYAL BANK OF SCOTLAND N.V., MILAN BRANCH; The Export-Import Bank of China; China Export & Credit Insurance Corporation; Euler Hermes Kreditversicherungs-AG; Industrial Development Corporation of South Africa limited; Export Credit Insurance Corporation of South Africa Limited; Oesterreichische Kontrollbank Aktiengesellschaft; Nedbank Capital; Nedbank Limited; Export Guarantee and Insurance Corporation (EGAP); Japan Bank for International Cooperation JBIC); Export Development Canada (EDC); Nippon Export and Investment Insurance (NEXI); Export-Import Bank of the United States, Nedbank Group Limited, Nedbank Capital Division (hereinafter individually and collectively referred to as the “Lender”) and Mechel OAO (hereinafter referred to as the “Guarantor”).

Beneficiaries: Beloretsk Metallurgical Plant OAO, Vyartsilya Metal Products Plant ZAO, Izhstal OAO, Kasly Ornamental Casting Plant OAO, Korshunov Mining Plant OAO, Urals Stampings Plant OAO, Chelyabinsk Metallurgical Plant OAO, Southern Kuzbass Coal Company OAO, Southern Urals Nickel Plant OAO, Kambarka Port OAO, Posiet Trading Port OAO, Temryuk Sotra ZAO, Soyuztransit OOO, Mechel Temryuk Port OOO, Mechel Vanino Port OOO, Resurs OAO, Refractories Producing Plant OOO, Chelyabinsk Coke and Chemicals Plant OOO, Spare Parts and Integral Implements Plant OOO, Mechel Hardware OOO, Mechel Trading House OOO, Mecheltrans OOO, Mechel Energo OOO, Mechel Service OOO, Moscow Coke and Gas Plant OAO, Mechel Management OOO, Mechel Finance OOO, Southern Kuzbass GRES OAO, Kuzbassenergosbyt OAO, VtorResurs OOO, Yakutugol OJSHC, Yakutugol Trading House OOO, Tomusinsk Energy Office OAO, Tomusinsk Surface Mine OAO, Kangalassky Surface Mine OAO, Jebariki Khaya Deep Mine OAO, Korshunov Mining Plant OAO, Metallurgshakhtspetsstroi ZAO, Electroset ZAO, Beloretsk Trading House OAO, Pugachev Pit OOO, Mechel Materials OOO, Dalvostniiprojectugol OAO, North-Western Ferroalloy Company OAO, Mechel Ferroalloys Management OOO, Bratsk Ferroalloy Plant OOO, Elgaugol OAO, Mechel Mining OAO, Mechel Mining Management OOO, Mechel Service Asia TOO, Mechel Service Europe S.R.L., HBL Holding Gmbh, HBL Stahlhandel Gmbh&Co. KG, Warendorfer Stahlhandel Gmbh&Co. KG, Coers Stahlhandel Gmbh&Co. KG, Staßfurter Stahlhandel Gmbh&Co. KG, HBL Stahlhandel Bremen Gmbh&Co. KG, HBL Geschäftsführungs-Gmbh, HBL Edelstahlcenter Gmbh&Co. KG, Eisen Lotringen Stahlhandel Gmbh&Co. KG, HBL Baustahl Service Gmbh&Co. KG, HBL Steel+Logistic Gmbh&Co. KG, Delizea Finance Limited, Rhapsy Limited, IPH Polychrom Holdings, High-Mile Developments, Oriel Resources (Anatolia) Limited, Brook Audley Resources Limited, Westreview Finance Limited, Fernview Finance Limited, Luckstone Corporation, KGM JV TOO, Geoinvest OAO, Voskhod Oriel TOO; Voskhod Chromium TOO; Voskhod Trading TOO; Muzbel TOO; Kazakhstan Nickel Ore Mining Plant TOO, Tikhvin Smelting Plant ZAO, Monte Shipping Limited, Mechel International Holdings Gmbh, Mechel Trading AG, Mechel Metal Supply Limited, UAB Mechel Nemunas, Mechel Metal Supply (International) Limited, Ductil Steel S.A., Mechel Carbon AG, Mechel Campia Turzii SA, Mechel Targoviste SA, Littel Echo Invest Corp, Inter-Rail Transport Limited, Zoneline Limited, Oriel Resources, Fincom Invest OOO, North Management OOO, Mechel Engineering OOO, Mechel Remservice OOO, Mechel-Customer Joint Directorate OOO, Mechel Service Global B.V., Skyblock Limited Llc, Greenhill Cooperatief U.A., Galenia

Consulting Ltd., Caroleng Consulting Ltd., Mechel Bluestone Inc., Bluestone Industries Inc., Dynamic Energy Inc., JCJ Coal Group LLC,, Keystone Service Industries, Bluestone Coal Corporation, Double-Bonus Coal Company, Second Sterling Corp., Bluestone Oil Corp., Energy Plus Inc., James River Construction Co., National Resources Inc., Landgraff Realty Co., Mill Creek LLC, James C. Justice Companies LLC, Bluestone Coal Sales Corp., M & P Services Inc., Pay Car Mining Inc., NUFAC Mining Company Inc., Justice Highway Mining, Frontier Coal Company, Justice Energy Company Inc., Red Fox LLC (hereinafter individually and collectively referred to as the “Borrower”).

Value of the transaction(s): the maximum limit of surety for the transaction(s) for each Borrower shall not exceed 90,000,000,000 Rubles (or the equivalent amount in any other currency at the exchange rate quoted by the Central Bank of Russia as at the date of the relevant transaction) which is in line with the market environment.

Subject and other material terms and conditions of the transaction(s):

“The Guarantor shall be jointly and severally liable to the Lender (or Lenders) for performance by the Borrower of its obligations arising out of the secured agreement made by the Lender (or Lenders) and the Borrower, including repayment or redemption of the principal debt, interest, other fees and penalties as well as reimbursement of the Lender’s (or Lenders’) expenses under the secured agreement; if applicable, the maximum interest rate for the loan has been set to be 16% (Sixteen per cent) per annum; the loan life or the life of the secured liability shall not exceed 15 years”

The 2nd issue on the agenda:

« Adoption of the revised Charter of the Company »

Draft resolution

«To Adoption of the revised Charter of the Company»