

## DRAFT RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING

Wording of Issue in the Agenda of the Annual General Meeting of Shareholders of Mechel Open Joint Stock Company put to the vote		Wording of the Decision on Issue put to the vote																		
1	Approval of the Company’s Annual Report/	To approve the Annual Report of Mechel Open Joint Stock Company for 2006.																		
2	Approval of the Annual Financial Statements inclusive of the Income Statement (Profit and Loss Account) of the Company.	To approve the Annual Financial Statements inclusive of the Income Statement (Profit and Loss Account) of the Company for 2006.																		
3	Distribution of the Company’s profit, including payment (declaration) of dividends, based on the financial year results.	1. To pay out dividends on ordinary registered non-documentary shares based on the Company’s operational results for 2006 in the amount of RUR 19,70 per share. To effect payment with cash disbursement via non-cash transaction no later than December 31, 2007. 2. To distribute profit based on the results of the financial year 2006 according to the proposed variant, as follows: for payment of dividends on the shares placed: RUR 8 200 533 676,5; profit balance of RUR 29 683 245 645,46 to be left undistributed.																		
4	Election of Members of the Company’s Board of Directors.	To elect the following persons to Members of the Board of Directors of Mechel Open Joint Stock Company: <table><tr><td>1.</td><td>A. David Johnson</td></tr><tr><td>2.</td><td>Alex Polevoy</td></tr><tr><td>3.</td><td>Alexander E. Yevtushenko</td></tr><tr><td>4.</td><td>Igor V. Zyuzin</td></tr><tr><td>5.</td><td>Alexey G. Ivanushkin</td></tr><tr><td>6.</td><td>Serafim V. Kolpakov</td></tr><tr><td>7.</td><td>Vladimir A. Polin</td></tr><tr><td>8.</td><td>Valentin V. Proskurnya</td></tr><tr><td>9.</td><td>Roger I. Gale</td></tr></table>	1.	A. David Johnson	2.	Alex Polevoy	3.	Alexander E. Yevtushenko	4.	Igor V. Zyuzin	5.	Alexey G. Ivanushkin	6.	Serafim V. Kolpakov	7.	Vladimir A. Polin	8.	Valentin V. Proskurnya	9.	Roger I. Gale
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5	Election of Members of the Company’s Audit Commission.	To elect the following persons to Members of the Audit Commission of Mechel Open Joint Stock Company: <table><tr><td>1.</td><td>Yaroslav A. Markov</td></tr><tr><td>2.</td><td>Natalya G. Mikhaylova</td></tr><tr><td>3.</td><td>Lyudmila E. Radishevskaya</td></tr></table>	1.	Yaroslav A. Markov	2.	Natalya G. Mikhaylova	3.	Lyudmila E. Radishevskaya												
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6	Approval of the auditor of the Company.	To approve the closed joint stock company, BDO Unicon, to be the auditor of the Company.																		

