

**Notice of Annual General Meeting
to be held on Thursday 18 June 2015 at 11 a.m. (London time)**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

To be valid for use at the Annual General Meeting, the accompanying Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it, to EVRAZ plc's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so as to be received as soon as possible but in any event not later than 11 a.m. on 16 June 2015.

Notice of Meeting and Resolutions to be proposed

Notice is hereby given that the Annual General Meeting of EVRAZ plc (the “Company”) will be held at Chelsea Football Club (Stamford Bridge, Fulham Road, London, SW6 1HS) on 18 June 2015 at 11 a.m. (London time) for the transaction of the following business.

The Board recommends you vote for Resolutions 1 to 18 inclusive.

Resolutions 1 to 15 will be proposed as ordinary resolutions. Resolutions 16 to 18 will be proposed as special resolutions.

Report and Accounts

- 1 To receive the report of the Directors and the accounts for the Company for the year ended 31 December 2014.

Annual Remuneration Report

- 2 To approve the Annual Remuneration Report section of the Directors’ Remuneration Report for the year ended 31 December 2014.

Directors

- 3 To elect Deborah Gudgeon as a director having been appointed to the Board since the last Annual General Meeting.
- 4 To re-elect Alexander Abramov as a Director.
- 5 To re-elect Duncan Antony Hilder Baxter as a Director.
- 6 To re-elect Alexander Frolov as a Director.
- 7 To re-elect Karl Gruber as a Director.
- 8 To re-elect Alexander Izosimov as a Director.
- 9 To re-elect Sir Michael Peat as a Director.
- 10 To re-elect Olga Pokrovskaya as a Director.
- 11 To re-elect Eugene Shvidler as a Director.
- 12 To re-elect Eugene Tenenbaum as a Director.

Re-appointment of Auditors

- 13 To re-appoint Ernst & Young LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.

Remuneration of Auditors

- 14 To authorise the Directors to fix the remuneration of the auditors.

Directors' authority to allot

15 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 in the Company:

- (a) up to an aggregate nominal amount of US\$466,022,928; and
- (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of US\$466,022,928 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 2016, 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.

Dis-application of pre-emption rights

16 That subject to the passing of Resolution 15 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 15 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\$139,806,878; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 15 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 2016, 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 15 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.

Purchase of own shares

- 17 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(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 139,806,878;
 - (b) the maximum price which may be paid for a 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); and
 - (c) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2016 or, if earlier 30 June 2016 (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 period for general meetings

- 18 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

TMF Corporate Administration Services Limited
Company Secretary

15 May 2015

Registered in England and Wales No. 7784342
Registered Office:
5th Floor
6 St Andrew Street
London EC4A 3AE

Explanatory Notes to the Resolutions

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 18 are proposed as special resolutions. For each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1: Report and Accounts

The first item of business is the receipt by the shareholders of the report of the Directors and the accounts of the Company for the year ended 31 December 2014. The report of the Directors, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report.

Resolution 2: Annual Remuneration Report

Following changes made to the 2006 Act, at the 2014 AGM Shareholders were asked to approve both the Remuneration Policy Report and the Annual Remuneration Report sections of the Directors' Remuneration Report. These two resolutions were duly passed. The 2006 Act requires that the Remuneration Policy Report be put to a binding vote by ordinary resolution at least every three years or sooner if there are changes required to the Remuneration Policy. As there are no changes proposed to the Remuneration Policy, Shareholders are being asked to approve the Annual Remuneration Report section of the Directors' Remuneration Report only, which is set out on pages 94 to 98 of the Annual Report and Accounts 2014.

Resolutions 3 to 12: Re-election of Directors

The Company's Articles of Association require any director newly appointed to the Board to retire at the first annual general meeting following their appointment. Deborah Gudgeon, who was appointed to the Board as an independent non-executive director on 31 March 2015, will be seeking election as a director. Ms. Gudgeon is a qualified chartered accountant with over 30 years' experience. Ms. Gudgeon started her career in 1983 as an accountant with Coopers and Lybrand and in 1987 and became a senior accountant for Salomon Brothers International. From 1987 to 1995 Ms. Gudgeon served as a Finance Executive at Lonrho PLC and was appointed a member of the Finance Committee in March 1993. From 1995 to 1998 Ms. Gudgeon served as a director for Halstead Services Limited and from 1998 to 2003 she served as a director of Deloitte, specializing in corporate finance. From 2003 to 2009 Ms. Gudgeon served as a founder director of the Special Situations Advisory team for BDO LLP, providing integrated advice on corporate finance, restructuring, debt and performance improvement. Since 2011, Ms. Gudgeon has served as managing director of Gazelle Corporate Finance Limited.

In accordance with the Company's Articles of Association and Provision B.7.1 of the UK Corporate Governance Code, all directors of the Company are required to submit themselves to annual re-election by Shareholders. Separate Resolutions are proposed for each of these re-elections. Terry Robinson has given notice to the Company that he will step down at the conclusion of the Annual General Meeting and will not put himself forward for re-election.

Biographical details of each of the Directors, who are seeking re-election, appear on pages 70 to 71 of the Company's Annual Report 2014 and details of the Committees of which they are members are detailed on pages 78 to 98 of the Company's Annual Report 2014. The Board believes that each Director standing for election or re-election brings considerable and wide ranging skills and experience to the Board as a whole. The Board considers, following a formal external performance evaluation (as referred to on page 75 of the Company's Annual Report 2014), that each Director continues to make an effective and valuable contribution to the deliberations of the Board and demonstrates commitment to the role.

Under the Listing Rules, Lanebrook Limited is classed as a 'controlling shareholder' of the Company. This means that the independent non-executive Directors of the Company must be elected or re-elected by a majority of the votes cast by the Independent Shareholders of the Company, as well as by a majority of votes cast by all Shareholders. Therefore, the resolutions relating to the election or re-election of the independent non-executive Directors (Resolutions 3, 5, 7, 8 and 9) will be taken on a poll and the votes cast by the Independent Shareholders and by all Shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes

cast by Independent Shareholders are in favour, in addition to a majority of the votes cast by all Shareholders being in favour.

None of the independent non-executive Directors seeking election or re-election at the Annual General Meeting has any existing or previous relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 13.8.17R (1). As stated on pages 70 and 71 of the 2014 Annual Report, Duncan Baxter is also a Non-Executive Director of Highland Gold Mining Ltd while Eugene Shvidler, Olga Pokrovskaya and Terry Robinson are also members of the Board of Directors of the same company.

The Board carries out a review of the independence of its Directors on an annual basis. In considering the independence of the independent non-executive Directors proposed for election and re-election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers Sir Michael Peat, Karl Gruber, Duncan Baxter, Alexander Izosimov and Deborah Gudgeon to be independent in accordance with Provision B.1.1 of the UK Corporate Governance Code.

When recruiting independent non-executive Directors, the Nominations Committee evaluates the particular skills, knowledge, independence, experience and diversity, including gender, that would benefit and balance the Board most appropriately for each appointment. The Nominations Committee is responsible for identifying and recommending, for the approval of the Board, candidates to fill Board vacancies. The Nominations Committee may consult with external consultants, advisers and Board members on prospective Board appointments.

Resolution 13: Re-appointment of Auditors

The auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 13 proposes, on the recommendation of the Audit Committee, the appointment of Ernst & Young LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 14: Remuneration of Auditors

This Resolution seeks shareholder consent for the Directors of the Company to set the remuneration of the Auditors, on the recommendation of the Audit Committee.

Resolution 15: Directors' authority to allot

The purpose of Resolution 15 is to renew the Directors' power to allot shares.

The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 12 May 2015 is equivalent to a nominal value of US\$466,022,928.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of US\$466,022,928, which is equivalent to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 12 May 2015. This is in line with corporate governance guidelines.

As at 12 May 2015, the Company held 108,458,508 treasury shares.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the Resolution is passed the authority will expire on the earlier of 30 June 2016 and the end of the Annual General Meeting in 2016.

Resolution 16: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of Resolution 16 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of Resolution 15, or sell treasury shares, for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to a nominal value of US\$139,806,878, equivalent to approximately 10% of the total issued ordinary share capital of the Company as at 12 May 2015, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of Resolution 16 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of Resolution 15, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The Board considers the authority in Resolution 16 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The figure of 10% (increased from 5% last year) reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). The Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular (1) as regards the first 5%, to the requirement for advance consultation and explanation before making any non-pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the Company's issued share capital in any rolling three year period; and (2) as regards the second 5%, the Directors confirm that they intend to use this power only in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles from time to time) which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Resolution 17: Purchase of own shares

The effect of Resolution 17 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 139,806,878 ordinary shares, until the Annual General Meeting in 2016 or 30 June 2016 whichever is the earlier. This represents 10 per cent. of the ordinary shares in issue as at 12 May 2015 (excluding shares held in treasury) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Pursuant to the Companies Act 2006, the Company can hold the ordinary shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore intend to hold any ordinary shares purchased under this authority as treasury shares. Holding the repurchased ordinary shares as treasury shares will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Ordinary shares will only be repurchased for use for the purposes of employee share schemes, or if the directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Ordinary shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

As at 12 May 2015 (being the latest practicable date prior to the publication of this Notice), there were 36,554,032 outstanding share-based awards or options granted under all incentive plans operated by the Company, which if exercised would represent 2.6146% of the issued share capital of the Company (excluding shares held in treasury).

Resolution 18: Notice of general meetings

Under the Companies Act 2006, as amended, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not AGMs, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Notes

Proxy appointment

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 10 below, or (c) the proxy appointment must be registered electronically on the website at www.investorcentre.co.uk/eproxy or by using the QR Code printed on the form of proxy in each case so as to be received no later than 11a.m. on 16 June 2015.

Joint shareholders

4. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names appear in the register or members in respect of the share.

Nominated persons

5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

6. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares (exclusive of treasury shares) in the Company on 12 May 2015, which is the latest practicable date before the publication of this document is 1,398,068,786 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 12 May 2015 are 1,398,068,786.

Right to attend and vote

7. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6pm on 16 June 2015 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Venue arrangements

8. Members should note that the doors to the AGM will be open for registration at 10:30 a.m.
9. Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the meeting hall.

CREST members

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Audit concerns

12. Shareholders should note that, under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year ended 31 December 2014; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 31 December 2014 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company

has been required under Section 527 of the Companies Act 2006 to publish on a website.

Questions

13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Website information

14. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.evraz.com.

Voting by poll

15. Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

Shareholder requisition rights

16. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 7 May 2015, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Use of electronic address

17. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

18. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 5th Floor, 6 St Andrew Street, London, United Kingdom, EC4A 3AE up to and including the date of the AGM and at Chelsea Football Club (Stamford Bridge, Fulham Road, London, SW6 1HS, from 15 minutes before the AGM until it ends:
 - the executive Directors' service contracts; and
 - letters of appointment of the non-executive Directors.

Communication

19. Except as provided above, shareholders who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- by calling the Registrar ' s helpline on +44 (0)870 873 5848; or
 - by writing to the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE.

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