

**Notice of Annual General Meeting
to be held on Thursday 12 June 2014 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 10 June 2014.

Notice of Meeting and Resolutions to be proposed

Notice is hereby given that the Annual General Meeting (the AGM) of EVRAZ plc will be held at Chelsea Football Club (Stamford Bridge, Fulham Road, London, SW6 1HS) on 12 June 2014 at 11 a.m. (London time) for the transaction of the following business.

The Board recommends you vote for Resolutions 1 to 20 inclusive.

Resolutions 1 to 17 will be proposed as ordinary resolutions. Resolutions 18 to 20 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 2013.

Special Dividend

2 To declare a special dividend of US\$0.06 per ordinary share in respect of the year ended 31 December 2013.

Remuneration Report

3 To approve the Directors' Remuneration Report for the year ended 31 December 2013.

Directors' Remuneration Policy

4 That the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2013 be approved.

Directors

- 5 To re-elect Alexander Abramov as a Director.
- 6 To re-elect Duncan Antony Hilder Baxter as a Director.
- 7 To re-elect Alexander Frolov as a Director.
- 8 To re-elect Karl Gruber as a Director.
- 9 To re-elect Alexander Izosimov as a Director.
- 10 To re-elect Sir Michael Peat as a Director.
- 11 To re-elect Olga Pokrovskaya as a Director.
- 12 To re-elect Terry John Robinson as a Director.
- 13 To re-elect Eugene Shvidler as a Director.
- 14 To re-elect Eugene Tenenbaum as a Director.

Re-appointment of Auditors

15 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

16 To authorise the Directors to fix the remuneration of the auditors.

Directors' authority to allot

17 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\$497,154,007; and
- (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of US\$497,154,007 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 2015, 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

18 That subject to the passing of Resolution 17 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 17 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\$75,326,364; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 17 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 2015, 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 17 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

- 19 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 150,652,729;
 - (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 2015 or, if earlier 30 June 2015 (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

- 20 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

1 May 2014

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 17 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 18 to 20 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 2013. 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: Special Dividend

A special dividend can only be paid after the shareholders at a general meeting have approved it. Subject to the passing of Resolution 2, the special dividend for the year ended 31 December 2013 will be paid on 7 July 2014 to shareholders on the register at the close of business on 6 June 2014.

Resolution 3: Remuneration Report

The Directors' Remuneration Report for the year ended 31 December 2013 is submitted for approval by shareholders. The report gives details of the Directors' remuneration for the year ended 31 December 2013 and sets out the Company's overall policy on Directors' remuneration. The Company's auditors, Ernst & Young LLP, have audited those parts of the Directors' Remuneration Report capable of being audited.

Resolution 4: Directors' Remuneration Policy

The Companies Act 2006 requires quoted companies to present to their AGM for approval a Directors' Remuneration Policy, which sets out the company's policy on making remuneration payments to its Directors. The requirement for a separate resolution on the Directors' Remuneration Policy was introduced by recent changes to the Companies Act 2006 and applies to quoted companies reporting in respect of financial periods ending on or after 30 September 2013. The policy must be presented to shareholders for approval at least every three years. Our proposed Directors' Remuneration Policy appears on pages 94 to 99 of the Directors' Remuneration Report for the year ended 31 December 2013, which is contained in the 2013 Annual Report (available at Evraz.com.com/investors/annual_reports/). This shareholder vote is binding, which means that payments cannot be made under the policy until the policy or payment has been approved by the Company's shareholders. The new policy is intended to apply for three years beginning on the date of this year's AGM, subject to shareholder approval. Unless required earlier, shareholders will next be asked to approve the policy at the 2017 AGM.

Resolutions 5 to 14: Re-election of Directors

In accordance with the Company's Articles of Association and Provision B.7.1 of the UK Corporate Governance Code, all Directors currently in office will seek re-election at the AGM. Separate Resolutions are proposed for each of these re-elections.

The Board has reviewed the role of each of the Directors and remains satisfied that each of the Directors continues to be fully competent to carry out his responsibilities as a member of the Board of Directors and that each such Director's performance continues to be effective and demonstrates commitment to the role. Biographies of each of the Directors can be found on pages 76 to 77 of the 2013 Annual Report and details on the Committees of which they are members are detailed on pages 80 to 82 of the 2013 Annual Report.

Resolution 15: 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 15 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 16: 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 17: Directors' authority to allot

The purpose of Resolution 17 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 29 April 2014 is equivalent to a nominal value of US\$497,154,007.

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\$497,154,007, which is equivalent to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 29 April 2014. This is in line with corporate governance guidelines.

As at 29 April 2014, the Company held no 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 2015 and the end of the Annual General Meeting in 2015.

Resolution 18: 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 18 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of Resolution 17, 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\$75,326,364, equivalent to approximately five per cent. of the total issued ordinary share capital of the Company as at 29 April 2014, 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 18 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of Resolution 17, 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 18 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 Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

Resolution 19: Purchase of own shares

The effect of Resolution 19 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 150,652,729 ordinary shares, until the Annual General Meeting in 2015 or 30 June 2015 whichever is the earlier. This represents 10 per cent. of the ordinary shares in issue as at 29 April 2014 (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 29 April 2014 (being the latest practicable date prior to the publication of this Notice), there were 27,314,347 outstanding share-based awards or options granted under all incentive plans operated by the Company.

Resolution 20: 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 10 June 2014.

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 in the Company on 29 April 2014, which is the latest practicable date before the publication of this document is 1,506,527,294, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 29 April 2014 are 1,506,527,294.

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 10 June 2014 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 ending 31 December 2013; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ending 31 December 2013 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

16. 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

17. 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 2 May 2014, 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

18. 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

19. 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

20. 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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