

APPROVED BY:

**Resolution of OJSC MMK's Board of
Directors**

**Minutes of Meeting № 9 dated
13.12.2013**

Chairman of the Board of Directors

_____ **V. F. Rashnikov**

REGULATIONS

on Insider Information

of the Magnitogorsk Iron and Steel Works Open Joint Stock Company

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1 Sphere of application

- 1.1 These Regulations govern relations arising within the Magnitogorsk Iron and Steel Works Open Joint Stock Company (hereafter referred to as "OJSC MMK") as well as in OJSC MMK's interactions with external entities and persons, with respect to using information regarded as insider information.
- 1.2 These Regulations are adopted for the purpose of further improvement of OJSC MMK's corporate governance practice and bringing it in line with the RF laws, international corporate governance standards and requirements of securities market operators.
- 1.3 The main objectives of these Regulations consist in establishing the procedure of access to insider information and the rules of its protection and control over compliance with current legislation.

2 References

These Regulations have been developed based on the following:

- provisions of the UK laws and regulations on insider information and insider trading, such as:
 - the UK's Model Code;
 - Criminal Justice Act 1993;
 - Financial Services and Markets Act 2000;
 - FSA Disclosure and Transparency Rules;
 - FSA Listing Rules;
 - The Committee of European Securities Regulators Guidelines;
 - Market Abuse Directive;
- provisions of the following Russian laws and regulations:
 - the Russian Federation Civil Code (Part 1) dated 30.11.1994, # 51-FZ;
 - the Russian Federation Code of Administrative Offences dated 30.12.2001, # 195-FZ;
 - the Russian Federation Labor Code dated 30.12.2001, # 197-FZ;
 - the Federal Law of the Russian Federation "On combating unauthorized use of insider information and market manipulation and on introducing amendments to certain legislative acts of the Russian Federation", No. 224-FZ dated 27.07.2010;
 - Federal Law "On Joint Stock Companies" dated 26.12.1995, # 208-FZ;
 - Federal Law "On Securities Market" dated 22.04.1996, # 39-FZ;
 - Code of Corporate Conduct recommended for use by Resolution # 421/r dated 04.04.2002 of the Russian Federal Securities Committee;
 - Resolution of the Russian Federal Financial Markets Service # 07-102/pz-n dated 09.10.2007 "On Approving the Regulations on the Trading Organizing Activity on the Securities Market";
 - Resolution of the Russian Federal Securities Committee # 17/ps dated 31.05.2002 "On Approving Regulations on Additional Requirements for the Procedure of Preparing, Calling and Holding General Shareholders' Meeting";
 - Resolution of the Russian Federal Financial Markets Service # 11-18/pz-n dated 12.05.2011, "On Approving the List of Information Regarded as Insider Information of the Persons Specified in Paragraphs 1-4, 11 and 12, Article 4 of the Federal Law "On Combating Unauthorized Use of Insider Information and Market Manipulation and On Introducing Amendments to Certain Legislative Acts of the Russian Federation", and procedure and deadlines for the disclosure of such information";

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- Resolution of the Russian Federal Financial Markets Service # 13-51/pz-n dated 18.06.2013 "On approval of the regulations regarding the procedure of notification of persons on their inclusion/exclusion into/from the insiders list, Regulations on sharing the insiders list with market operators, through which transactions with financial instruments, foreign currency and/or goods are performed, regulations on the procedure and deadlines for notifications by insiders on the transactions completed by them";
- Recommendations for the Composition and Form of Information on Compliance with the Corporate Behaviour Code Presented in Joint Stock Companies' Annual Reports, approved by Resolution of the Russian Federal Securities Committee dated 30.04.2003, # 03-849/r;
- Recommendations for Supervision by Securities Market Operators of Joint Stock Companies' Compliance with the Provisions of the Corporate Code of Conduct, approved by Resolution of the Russian Federal Securities Committee # 03-1169/r dated 18.06.2003;
- provisions of the following documents:
 - Charter of the Magnitogorsk Iron and Steel Works Open Joint Stock Company (OJSC MMK) approved by decision of the OJSC MMK's General Shareholders' Meeting dated 24.05.2013, # 36;
 - Regulations on the Board of Directors of the Magnitogorsk Iron and Steel Works Open Joint Stock Company approved by decision of the OJSC MMK's General Shareholders' Meeting dated 20.05.2011, # 32.

3 Terms and Definitions

The following terms with their respective definitions are used herein:

- OJSC MMK Group – a conglomeration of organizations which are united by a single management and supervision system and whose activities are aimed at achieving a single strategic goal;
- laws in effect - for the purposes of these Regulations, the laws of the Russian Federation, or, if applicable, the laws of the United Kingdom;
- law - for the purposes of these Regulations, Federal Law of the Russian Federation "On combating unauthorized use of insider information and market manipulation and on introducing amendments to certain legislative acts of the Russian Federation", No. 224-FZ dated 27.07.2010;
- Federal Law "On Joint Stock Companies" - Federal Law "On Joint Stock Companies" dated 26.12.1995, # 208-FZ;
- investors - persons investing their own, borrowed or raised funds and ensuring the intended use of such investments;
- insider - a person having access to insider information by virtue of the laws in effect, its official duty description, these Regulations, or other internal documents of OJSC MMK, or pursuant to a contract, as well as any other person gaining access to OJSC MMK's insider information;
- insider Information – true and concrete information on OJSC MMK's operations, securities and transactions therewith, which has not been disclosed or delivered and whose disclosure or delivery may have a material effect on the price of such securities, including information representing an official or commercial secret, whose protection and use are governed by certain internal documents and bylaws of the Company;
- securities' listing - inclusion of securities in the quotation list of a stock exchange;
- department head – a head of an OJSC MMK department/division charged with the duty of complying with the requirements of these Regulations regarding timely submission of information to the Company's Corporate Secretary for making an Insiders List;

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- securities – equity securities of Magnitogorsk Iron & Steel Works Open Joint Stock Company meeting the requirements of Article 2 of Federal Law "On Securities Market" dated 22.04.1996, # 39-FZ

4 General Provisions

- 4.1 These Regulations shall be approved by decision of the Board of directors of OJSC MMK according to the Charter of the Magnitogorsk Iron and Steel Works Open Joint Stock Company.
- 4.2 The Regulations establish internal measures adopted in OJSC MMK regarding control of the use of insider information.
- 4.3 The provisions of these Regulations shall apply to information representing official and commercial secrets which is not governed by specific internal documents or bylaws of OJSC MMK.

5 Insider Information

- 5.1 OJSC MMK's Insider Information is information which satisfies each of the following criteria, that is, information which:
 - is directly related to OJSC MMK;
 - is true and concrete;
 - is not public / has hitherto not been published; and
 - in case of it being public or having been published, could have a material effect on the price of OJSC MMK's shares or other securities (including Global Depository Receipts) or any associated investments (such as derivative instruments in respect of such securities).
- 5.1.1 Information is regarded as capable of having a material effect on the value of securities if it can be used by a potential investor to base his/her investment decisions upon.
- 5.1.2 When deciding whether certain information can have "material effect" on the value of securities, OJSC MMK shall consider data which may influence an investor's decision.
- 5.2 The insider information includes the information regarding:
 - 5.2.1 convening and carrying out the shareholders' general meeting, including agenda, date of holding, date of making the list of persons entitled to attend the general meeting, and the decisions issued by the shareholders' general meeting;
 - 5.2.2 the agenda of the meeting of the Board of Directors and the resolutions adopted by it;
 - 5.2.3 facts of failure by the Board of Directors to take the following decisions which should be made in compliance with the federal laws:
 - on convening an annual (ordinary) shareholders' general meeting and other decisions related to preparing, convening and carrying out an annual (ordinary) shareholders' general meeting;
 - on convening (carrying out) or opting against convening (carrying out) an extraordinary shareholders' general meeting at the request of the auditing committee, the auditor or the shareholders (shareholder) holding at least 10 percent of the voting shares of OJSC MMK;
 - on including or excluding the issues submitted for the agenda of the shareholders' general meeting and the candidates nominated to the list of nominees to be elected

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- to a relevant OJSC MMK's body when nominated by a shareholders (shareholder) holding in aggregate at least 2 percent of voting shares of OJSC MMK;
- on convening (carrying out) an extraordinary shareholders' general meeting when the number of members of the Board of Directors becomes less than the number constituting a quorum for carrying out a meeting of the Board of Directors;
 - on instituting a temporary individual executive body and carrying out an extraordinary shareholders' general meeting in order to resolve the issues concerning the early termination of the powers of the individual executive body or the managing company (manager) and instituting a new individual executive body or delegating the powers of the individual executive body to the managing company (manager) when the Board of Directors makes the decision to suspend the powers of the individual executive body or powers of the managing company (manager);
 - on recommendations regarding a voluntary (including a competitive one) or a mandatory offer received by OJSC MMK including evaluation of the offered price of securities to be acquired and possible changes in its price after the acquisition, evaluation of plans of a person who has sent such a voluntary (including a competitive one) or a mandatory offer to OJSC MMK including with regard to its employees;
- 5.2.4 submitting an application for making entries related to reorganization, termination of activities or liquidation in the Unified State Register of Legal Entities, and in the event that the state registration body refuses to make such entries, then the information about such refusal;
- 5.2.5 establishing of OJSC MMK's subsidiary organization of substantial significance for OJSC MMK as well as termination of the grounds for control over such an organization;
- 5.2.6 establishing of the parties that control OJSC MMK and termination of the grounds for such control;
- 5.2.7 taking the decision on reorganization or liquidation by the organization controlling OJSC MMK, OJSC MMK's subsidiary organization of substantial significance for OJSC MMK or a person securing the bonds of OJSC MMK;
- 5.2.8 submitting by the organization controlling OJSC MMK, OJSC MMK's subsidiary organization of substantial significance for OJSC MMK or by the person securing OJSC MMK's bonds of the application for making entries related to reorganization, termination of activities or liquidation of the stated organizations in the Unified State Register of Legal Entities;
- 5.2.9 showing the signs of insolvency (bankruptcy) set by the Russian Federation legislation on insolvency (bankruptcy) by OJSC MMK, the person controlling OJSC MMK, OJSC MMK's subsidiary organization of substantial significance for OJSC MMK or by the person securing OJSC MMK's bonds;
- 5.2.10 accepting by the arbitration court of the application for declaration of bankruptcy of OJSC MMK, its controlling person, OJSC MMK's subsidiary organization of substantial significance for OJSC MMK or the person securing OJSC MMK's bonds, as well as taking by the arbitration court of the decision on declaration of bankruptcy of the stated persons, starting the bankruptcy proceedings, termination of proceedings in the bankruptcy case in respect of these persons;
- 5.2.11 submitting to OJSC MMK, the controlling person of OJSC MMK, OJSC MMK's subsidiary organization of substantial significance for OJSC MMK or the person securing OJSC MMK's bonds of the claim the demanded amount of which constitutes 10 or more percent of the balance sheet asset value of the stated persons as of the end date of the reported period (quarter, year) preceding the claim submission in respect of which the set term of the accounting (financial) reports submission has expired, or another claim the settlement of

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which may in the opinion of OJSC MMK have significant influence on the financial and economic status of OJSC MMK or the stated persons;

- 5.2.12 date as of which the list of the owners of the OJSC MMK's issuance securities or OJSC MMK's documentary issuance securities to bearers has been drawn up with mandatory centralized storage for the purposes of performance (exercising) of the rights transferred by such issuance securities;
- 5.2.13 taking the following decisions by appropriate OJSC MMK's bodies:
 - on placement of the OJSC MMK's issuance securities;
 - on approval of the decision on issue (additional issue) of the OJSC MMK's issuance securities;
 - on approval of the OJSC MMK's issuance securities prospectus;
 - on the date of starting of the OJSC MMK's issuance securities placement;
- 5.2.14 completing the placement of the issuance securities of OJSC MMK;
- 5.2.15 sending (submitting) by OJSC MMK of the application for state registration of the issue (additional issue) of the issuance securities, registration of the issuance securities prospectus, registration of amendments introduced into the decision on issue (additional issue) of the issuance securities and (or) into the issue securities prospectus, state registration of the report on the results of the issuance securities issue (additional issue);
- 5.2.16 sending (submitting) by OJSC MMK of the notice on the results of the issuance securities issue (additional issue);
- 5.2.17 decision of the arbitration court on voidance of the OJSC MMK's issuance securities issue (additional issue);
- 5.2.18 redemption of the OJSC MMK's issuance securities;
- 5.2.19 the income accrued and (or) paid for the OJSC MMK's issuance securities;
- 5.2.20 conclusion by OJSC MMK of the contract with the Russian securities market operator for including OJSC MMK's issuance securities into the list of securities allowed for trading by the Russian securities market operator and conclusion of the contract with the Russian stock exchange for including OJSC MMK's issuance securities into the Russian stock exchange quotation list;
- 5.2.21 conclusion by OJSC MMK of the contract for including the OJSC MMK's issuance securities or the issuance securities of the foreign issuer confirming the rights in respect to the OJSC MMK's issuance securities into the list of securities allowed for trading at the foreign organized (regulated) financial market and conclusion of the contract with the foreign stock exchange for including of such securities into the foreign stock exchange quotation list;
- 5.2.22 including the OJSC MMK's issuance securities or the issuance securities of the foreign issuer confirming the rights in respect to the OJSC MMK's issuance securities into the list of securities allowed for trading at the foreign organized (regulated) financial market and removal of such securities from the stated list, as well as including of such securities into the foreign stock exchange quotation list or their removal from the stated list;
- 5.2.23 conclusion by OJSC MMK of the contract for price protection (stabilization) for the OJSC MMK's issuance securities (the issuance securities of the foreign issuer confirming the rights in respect to the OJSC MMK's issuance securities), conditions of the stated contract, as well as termination of such contract;
- 5.2.24 submitting by OJSC MMK of the application for receiving the permission of the federal executive body for the securities market for placement and (or) arrangement of the OJSC MMK's issuance securities circulation outside the Russian Federation;

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- 5.2.25 non-performance of the OJSC MMK's obligations before the owners of its issuance securities;
- 5.2.26 acquisition by the person or termination of the person's right to directly or indirectly (through the person's subsidiaries) independently or in cooperation with other persons being in contractual relations with OJSC MMK under the contract of the property trust management, and (or) ordinary partnership, and (or) commission, and (or) shareholders' agreement and (or) another agreement the subject of which is exercising of rights certified by OJSC MMK's shares dispose of certain number of votes of the voting shares constituting the authorized capital of OJSC MMK if the stated number of votes is equal to 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 percent of the total number of votes of the voting shares constituting the OJSC MMK's authorized capital;
- 5.2.27 the offer on purchase of the OJSC MMK's issuance securities received by OJSC MMK in accordance with part XI.1 of the Federal Law "On Joint-Stock Companies" to be accepted on a voluntary (including competitive offer) or mandatory basis and the amendments introduced into the stated offers;
- 5.2.28 the notice on the right to claim repurchase of the OJSC MMK's issuance securities or the claim for repurchase of the OJSC MMK's issuance securities received by OJSC MMK in accordance with part XI.1 of the Federal Law "On Joint-Stock Companies";
- 5.2.29 finding out the errors in the earlier disclosed or submitted OJSC MMK's accounting (financial) reports if such errors may have significant influence on the price of the OJSC MMK's issuance securities;
- 5.2.30 conclusion by OJSC MMK or the person securing the OJSC MMK's bonds of the transaction the amount of which constitutes 10 or more percent of the balance sheet asset value of OJSC MMK or the stated person as of the end date of the reported period (quarter, year) preceding the transaction conclusion in respect of which the set term for accounting (financial) reports submission has expired;
- 5.2.31 conclusion by OJSC MMK controlling organization or by the OJSC MMK's subsidiary organization of substantial significance for OJSC MMK of the transaction considered a major transaction in accordance with the Russian Federation legislation;
- 5.2.32 conclusion by OJSC MMK of the interested party transaction which shall be approved by the OJSC MMK's authorized management body according to the Russian Federation legislation if the amount of such transaction constitutes 1 or more percent of the balance sheet asset value of OJSC MMK as of the end date of the reported period (quarter, year) preceding the transaction approval by the OJSC MMK's authorized management body, and if such transaction has not been approved by the OJSC MMK's authorized management body before its conclusion — as of the end date of the reported period (quarter, year) preceding the transaction conclusion by OJSC MMK in respect of which the set term for accounting (financial) reports submission has expired;
- 5.2.33 changes to the structure and/or amount of the collateral on OJSC MMK's bonds with deposit guarantees, and if changes are made to the structure and (or) amount of the subject of the collateral on the bonds issued by OJSC MMK with mortgage collateral, then information about said changes, if they arose as the result of a change in any guarantee mortgage requirements comprising the mortgage collateral of the bonds, or a substitution of other property comprising the mortgage coverage of the bonds, the value (cash value) of which amounts to 10% or more of the amount of the mortgage collateral of the bonds;
- 5.2.34 change of the asset value of the person securing the OJSC MMK's bonds which constitutes 10 or more percent or other change of the financial and economic status of such person considered substantial by OJSC MMK;

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- 5.2.35 acquisition by OJSC MMK or termination of the OJSC MMK's right to directly or indirectly (through the persons subsidiary to it), independently or in cooperation with other persons being in contractual relations with OJSC MMK under the contract of the property trust management, and (or) ordinary partnership, and (or) commission, and (or) shareholders' agreement and (or) another agreement the subject of which is exercising of rights certified by the shares of the organization the issuance securities of which are included into the list of securities allowed for trading by the securities market operator or the asset value of which exceeds 5 billion rubles, dispose of certain number of votes of the voting shares constituting the authorized capital of the stated organization if the stated number of votes is equal to 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 percent of the total number of votes of the voting shares constituting the authorized capital of such organization;
- 5.2.36 acquisition by OJSC MMK or termination of the OJSC MMK's right to directly or indirectly (through the persons subsidiary to it), independently or in cooperation with other persons being in contractual relations with OJSC MMK under the contract of the property trust management, and (or) ordinary partnership, and (or) commission, and (or) shareholders' agreement and (or) another agreement the subject of which is exercising of rights certified by the shares of the organization the issuance securities of which are included into the list of securities allowed for trading by the securities market operator or the asset value of which exceeds 5 billion rubles, dispose of certain number of votes of the voting shares constituting the authorized capital of the stated organization if the stated number of votes is equal to 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 75 or 95 percent of the total number of votes of the voting shares constituting the authorized capital of such organization;
- 5.2.37 conclusion by OJSC MMK, persons that control it or that are under its' control of a contract stipulating obligations to purchase issuance securities issued by OJSC MMK;
- 5.2.38 receiving, suspension, restoration, reissuance, withdrawal (cancellation) or termination on other grounds of the OJSC MMK's permission (license) for carrying out certain types of activity having substantial financial and economic significance for OJSC MMK;
- 5.2.39 expiration of the authorities term of the sole executive body and (or) the members of collegial executive body of OJSC MMK;
- 5.2.40 change of the participation share amount of the following persons in the authorized (share) capital of OJSC MMK and the OJSC MMK's subsidiary organizations of substantial significance for OJSC MMK:
- the persons being the members of the OJSC MMK's board of directors and the person holding the post (performing the functions) of the sole executive body of OJSC MMK;
 - the persons being the members of the board of directors, members of the collegial executive body of the managing organization and the person holding the post (performing the functions) of the sole executive body of the managing organization if the authorities of the OJSC MMK's sole executive body have been transferred to the managing organization;
- 5.2.41 emergence and (or) termination of the right of the OJSC MMK's bonds owners to claim from OJSC MMK early redemption of the OJSC MMK's bonds owned by them;
- 5.2.42 engaging or substitution of the organizations rendering intermediary services to OJSC MMK during performance by OJSC MMK of the obligations under the bonds or other OJSC MMK's issuance securities with indication of their names, location and remuneration amounts for the rendered services and change of the stated data;

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- 5.2.43 the dispute related to establishment of OJSC MMK, its management or participation in it if the decision on the stated dispute may have substantial influence on the price of the OJSC MMK's issuance securities;
- 5.2.44 submission of claims to the person securing the OJSC MMK's bonds related to performance of obligations under such bonds;
- 5.2.45 placement outside the Russian Federation of the bonds or other financial instruments securing the loan obligations which shall be performed at the OJSC MMK's expense;
- 5.2.46 acquisition (alienation) of the OJSC MMK's voting shares or securities of the foreign issuer confirming the rights in relation to the OJSC MMK's voting shares by OJSC MMK and (or) the OJSC MMK's subsidiary organizations being the brokers and (or) trust managers having concluded the transaction on their behalf but at the customer's expense not being OJSC MMK and (or) the organization subsidiary to it;
- 5.2.47 the information sent or submitted by OJSC MMK to the corresponding body (corresponding organization) of the foreign country, to the foreign stock exchange and (or) other organizations in accordance with foreign legislation for the purposes of its disclosure or submission to foreign investors in connection with placement or circulation of the OJSC MMK's issuance securities outside the Russian Federation, including by way of purchase of the securities of the foreign issuer placed (purchased) in accordance with foreign issuer's legislation if such information may have significant effect on the price of OJSC MMK's securities;
- 5.2.48 information constituting annual or interim accounting (financial) report data of OJSC MMK, including its annual or interim consolidated accounting (consolidated financial) report data, and information included in an auditor's opinion prepared with respect to such accounting data;
- 5.2.49 information constituting conditions of the issuance securities placement set by the approved authorized body of OJSC MMK by the decision on the securities emission (additional emission) in case of:
- placement of the securities in trading sessions held by the securities market operator;
 - placement of the securities issued additionally if the securities of the emission in relation to which the placed securities are considered additionally issued have been permitted for trading held by the securities market operator or the application has been submitted in relation to them for permission for trading held by the securities market operator;
- 5.2.50 the information contained in the report on the results of the issuance securities emission approved by the OJSC MMK's authorized body if:
- placement of the securities in trading sessions held by the securities market operator;
 - placement of the securities issued additionally if the securities of the emission in relation to which the placed securities are considered additionally issued have been permitted for trading held by the securities market operator or the application has been submitted in relation to them for permission for trading held by the securities market operator;
- 5.2.51 the information contained in the securities prospectus approved by the OJSC MMK's authorized body except for the information which has been already disclosed or submitted in accordance with the Russian Federation legislation on securities;

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- 5.2.52 the information contained in the quarterly reports signed by the OJSC MMK's authorized persons except for the information which has been already disclosed or submitted in accordance with the Russian Federation legislation on securities;
- 5.2.53 the information contained in the OJSC MMK's annual reports signed by the OJSC MMK's authorized persons except for the information which has been already disclosed or submitted in accordance with the Russian Federation legislation on securities;
- 5.2.54 the material claims and actions against the OJSC MMK group of companies the amount of which claims and actions exceeds USD 25 million;
- 5.2.55 reduction of costs of patents or intangible assets due to innovations in the market;
- 5.2.56 serious proceedings on the liability for quality of goods or infliction of environmental damage (the cases that can lead to the increase of payments for environmental damage and waste disposal by 10% and more of the aggregate for the previous year or the amount of payments planned for the current year);
- 5.2.57 placing / non-placing substantial orders (whose monthly amount exceeds 5% of the total sales in tons), withdrawal of essential orders by the clients or other significant changes;
- 5.2.58 breaches of contractual liabilities to major suppliers of raw materials;
- 5.2.59 substantial claims with regard to project documents or construction of new production facilities;
- 5.2.60 the course of commercial negotiations with suppliers and customers of OJSC MMK;
- 5.2.61 the actions taken by the state authorities with regard to non-compliance to existing environmental protection requirements, including penalties, cancellation of licenses, revocation of permissions, delaying construction of new production facilities and reconstruction of existing facilities, suspension of activities at the production facilities, as well as imposing further restrictions on OJSC MMK's activities;
- 5.2.62 the expected move of a member of management bodies to a competing company;
- 5.2.63 forthcoming publications of rating agencies' reports on OJSC MMK's credit ratings, its' subsidiaries and listed financial instruments having listing;
- 5.2.64 OJSC MMK's entering into a strategic partnership agreement or any other agreement not mentioned in pp.5.2.20, 5.2.21, 5.2.23, 5.2.30, 5.2.32 and 5.2.37 if entering into such agreements may significantly affect the price of OJSC MMK's securities.
- 5.3 The list of insider information shall conform to the requirements of regulations of federal authorities in the field of financial markets.
- 5.4. The list of insider information shall be published at the web-site of OJSC MMK.

6 Insiders

For the purposes hereof, the following persons having access to OJSC MMK's Insider Information shall be regarded as insiders:

- persons having access to insider information of OJSC MMK under the agreements concluded with OJSC MMK, including auditors (auditing organizations), appraisers (legal persons with whom the appraisers have concluded employment contracts), professional securities market participants, credit organizations and insurance companies;
- persons owning not less than 25% of shares of OJSC MMK;
- members of the governing bodies of OJSC MMK;

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- members of the auditing committee of OJSC MMK;
- news agencies performing disclosure of the information of OJSC MMK;
- persons assigning ratings to OJSC MMK and the OJSC MMK's securities;
- physical persons having access to insider information of OJSC MMK on the basis of labor and (or) civil-law contracts, concluded with OJSC MMK.

7 Restrictions on use of insider information

The insiders may not use insider information:

- for performing operations with OJSC MMK's securities at their own expense or at the expense of a third party, except for the operations performed for the purposes of executing an obligation of purchase or sale of securities, which falls due for execution, if such obligation arose as the result of operation performed before such person became aware of insider information.
- by communicating it to any other person, except for the communication of this information to a person included in the List of insiders, relating to performance of duties as established by federal laws, or in connection with the execution of official duties or of an agreement;
- by giving recommendations to third parties, binding or otherwise inciting them towards acquisition or sale of the OJSC MMK's securities.

8 Insiders list. Requirements for maintaining and handing over insiders list of OJSC MMK

- 8.1 OJSC MMK shall maintain and update the Insiders List.
- 8.2 The person responsible for maintaining and updating of OJSC MMK's Insiders List shall be the Corporate Secretary.
- 8.3 Procedure of inclusion of persons into the Insiders List:
 - 8.3.1 The head of a department shall appoint a person responsible for the inclusion/exclusion of employees into/from the list of persons having access to the insider information, by issuing a respective resolution. The department head shall determine the employees of its department who have access to insider information. A hard copy of the list of insiders signed by the department head, shall be handed over to the Corporate Secretary on the day following a day when grounds for inclusion of such employees into OJSC MMK's Insiders List appeared, at the latest.
 - 8.3.2 Based on a letter from the department head, the Corporate Secretary shall prepare the notification of physical person's inclusion/exclusion in/from OJSC MMK's Insiders List (Annex No. 1.1) which is delivered to him/her against his/her signature (if he/she is OJSC MMK's employee) or by mail, telegram, teletype or e-mail which allows to establish the fact of the notification's delivery. The notification to a legal person (Annex No. 1.2) shall be sent by the Corporate Secretary by mail. The notification shall be sent within 7 (seven) working days after the inclusion/exclusion of a person into/from OJSC MMK's Insiders List.
 - 8.3.3 If a hard copy of the notification of a person's inclusion in OJSC MMK's Insiders List is sent, the copy of the notification signed by the notified person shall be promptly handed over by a responsible person to the Corporate Secretary.
 - 8.3.4 The Corporate Secretary shall keep records of all notifications sent in accordance with paragraph 8.3.3. The complete information with regard to notifications sent shall be kept by OJSC MMK five years from the date of person's exclusion from the list.

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- 8.4 The list of legal persons having access to insider information of OJSC MMK shall be drawn up by the Corporate Secretary upon conclusion of the agreements with such persons based on the information provided by the department head responsible for such agreements.
- 8.4.1 The heads of divisions responsible for the agreements according to which insider information can be shared shall submit to the Corporate Secretary the Counterparties List to such agreements and, at the request of the Corporate Secretary, the lists of OJSC MMK's counterparties' insiders having access to insider information relating to OJSC MMK directly or indirectly on a need-to-know basis as well as information as defined in paragraphs 8.5.1 and 8.5.2 of these Regulations. Heads of divisions responsible for the relevant agreements shall ensure inclusion of the standard provision in the agreements which establishes the procedure of preparation and submission by OJSC MMK's counterparties of the list of insiders having access to insider information relating to OJSC MMK directly or indirectly, on a need-to-know basis (Annex 2).
- 8.5 In order to comply with legislation, OJSC MMK's Insiders List shall contain the following information:
- 8.5.1 For physical persons:
- last name, first name and patronymic (if any) of a physical person;
 - date of place of birth (if any), job title of a person in a respective organization;
 - grounds for the inclusion/exclusion of a person in/from the list or the number of a contract with a physical person included/excluded in/from the Insiders List whose conclusion/termination caused the person's inclusion/exclusion in/from the list;
 - date of inclusion/exclusion in/from the list.
- 8.5.2 For legal entities:
- full business name of a legal entity;
 - individual taxpayer number (INN), primary state registration number (OGRN), and for a foreign legal entity, identification data of the entity in accordance with a respective foreign law;
 - location or postal address of a legal entity;
 - last name, first name and patronymic (if any), telephone and e-mail address of a contact person responsible for the maintenance of the insiders' list;
 - grounds for inclusion/exclusion of the entity in/from the list;
 - date of inclusion/exclusion of the person in/from the list.
- 8.6 OJSC MMK's Insiders List shall be submitted by the Corporate Secretary to the trade operators through which the operations with OJSC MMK's securities are performed in due course and to the federal executive body for financial markets on their written request according to the established procedure.
- 8.7 The Corporate Secretary's duties include:
- timely notification of the inclusion/exclusion of a person in/from OJSC MMK's Insiders List;
 - monitoring of timely training (organization of training) of OJSC MMK's employees which are included in OJSC MMK's Insiders List in accordance with the procedure established herein, regarding matters of prevention of illegal transactions with securities using insider information, or improper use of OJSC MMK's insider information;

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- monitoring of compliance with the requirements of the Law and the regulatory legal acts adopted in accordance therewith;
- submitting OJSC MMK's Insiders List to the trade operators and a competent federal executive body for financial markets upon their requests.

9 Internal control measures taken by OJSC MMK to protect insider information

9.1 To prevent illegal transactions with securities based on insider information or improper use of insider information OJSC MMK shall take the following internal control measures:

- informing OJSC MMK's employees referred to as insiders as per these Regulations on the necessity of familiarization with these Regulations;
- granting access to insider information to a limited number of persons;
- distribution and delegation of authority and responsibility at OJSC MMK, and ensuring efficient cooperation of subdivisions and employees;
- introduction of relevant information barriers to prevent unintended disclosure of information to a wider circle of users among OJSC MMK's employees (outsiders) by OJSC MMK's employees and subdivisions having frequent access to insider information.

9.2 To prevent unintended disclosure of insider information OJSC MMK shall take the following measures:

- protection of documents/electronic files with passwords;
- differentiation of access to certain resources and information among members of OJSC MMK's governing and supervision bodies and OJSC MMK's employees, and establishment of liability for unauthorized access;
- use of special names for certain transactions / projects;
- conclusion of confidentiality agreements with persons having access to insider information;
- other organizational and technical measures of the internal control.

10 Procedure and period for sending notifications by insiders. Disclosure of information

10.1 Insiders included in OJSC MMK's Insiders List shall send to the Corporate Secretary a notification of transactions with securities performed by them, within 10 (ten) working days after having performed such transactions, if they are:

1) members of the Board of Directors (Supervisory Board) or collective executive body or a person performing functions of the individual executive body, or members of the Audit Commission;

2) physical persons having access to insider information according to employment and/or civil law contracts concluded with OJSC MMK.

10.2 Insiders not mentioned in p.10.1, shall send the notification within 10 days after receipt of OJSC MMK's request.

10.3 Written notice shall be executed by filling the standard form (Annexes 3.1 and 3.2) and sent to electronic address: khavanceva@mmk.ru, or by fax: (3519) 24-31-43.

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- 10.4 The notification of transactions performed by insiders shall be sent to the federal executive body for financial markets in one of the following ways:
- 1) by delivering it to the mailing section of the Central Office of the federal executive body for financial markets;
 - 2) by registered mail with the return receipt;
 - 3) by sending an electronic document signed with electronic signature according to the RF law;
 - 4) by sending a notice via the web interface of the personal cabinet of a participant of information exchange the link to which is available on the official Internet site of the federal executive body for financial markets.

The insider notification submitted in hard copy shall be signed by the insider or its authorized person, and the notification of an insider legal entity shall be certified by a seal of such a legal entity.

If the hard copy of the notification has several pages, it shall be bound and paginated. If the notification is sent by a legal entity, its hard copy shall be sealed on the binding and certified with the signature of an authorized person of such a legal entity. If the notification is sent by a physical person, each page of the notification shall be signed by such a physical person.

- 10.5 OJSC MMK shall disclose (by notifying a relevant organization/department) any insider information directly related to OJSC MMK according to the procedure and within the periods stipulated by the laws in effect.

11 Liability

- 11.1 Insiders shall be made liable for illegal disclosure and use of OJSC MMK's insider information according to the laws in effect, OJSC MMK's by-laws, job descriptions, and terms and conditions of agreements made with OJSC MMK.

- 11.2 Heads of corporate divisions shall be responsible for:

- late submission of lists of persons having access to insider information to the Corporate Secretary;
- inclusion of a standard provision (see Annex 2) in contracts which establishes the procedure of preparation and submission of the Insiders List by counterparties to OJSC MMK;
- notifying the counterparties that the information transferred to them is insider information.

- 11.3 The Corporate Secretary shall be responsible for:

- maintaining, updating (changing) and keeping the List of OJSC MMK's Insiders;
- timely notifying the persons on their inclusion/exclusion in/from OJSC MMK's Insiders List;
- for keeping records of all notices forwarded to the insiders;
- timely submission of OJSC MMK's Insiders List to the federal executive body and trade operators performing transactions with financial instruments, foreign currency and/or goods, at their request;
- disclosure of OJSC MMK's insider information according to the legislation;
- timely publication of the list of insider information at the corporate site of OJSC MMK.

Annex No. 1.1

Notification

on including/excluding a physical person in/from the insiders list

Out reference # _____ dd. _____

№	I. Company information	
1.1.	Company's full name	Magnitogorsk Iron and Steel Works Open Joint Stock Company
1.2.	Individual taxpayer number (INN) of the Company	7414003633
1.3.	Primary state registration number (OGRN) of the Company	1027402166835
1.4.	Location and postal address of the Company	93, ul. Kirova, Magnitogorsk, Chelyabinsk region, 455000, RUSSIA
1.5.	Full name of a contact person responsible for maintenance of the Insiders List	VALENTINA NIKOLAEVNA KHAVANTSEVA
1.6.	Phone numbers of the contact person	24-72-29, 24-39-69, 25-45-73
1.7.	Fax number of the contact person	24-31-43
1.8.	E-mail address of the contact person	khavantceva.vn@mmk.ru, bakharev.di@mmk.ru, vaganov.dy@mmk.ru
1.9.	Category of insiders provided for by Article 4 of the law into which the company is included	Issuer (p.1 of Article 4 of the Law)
№	II. Data on the person included in the insiders list of the Company (excluded from the insiders list of the Company)	
2.1.	Last name, first name, patronymic of a physical person	
2.2.	Date and place of birth	
2.3.	Job title	
2.4.	Paragraph(s) of Article 4 of the Law providing for inclusion/exclusion of the person in/from the Insiders List	
2.5.	Grounds for inclusion/exclusion of the person in/from the list	Inclusion in the insiders list Exclusion from the insiders list
2.6.	Type and date of an event of which the person is notified (inclusion/exclusion in/from the Insiders List)	
2.7.	Financial instruments with respect to which the person included in the Insiders List shall send a notification of performed transactions according to Article 10 of the Law	OJSC MMK's shares and bonds

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Provision of information to a person with regard to requirements of Federal Law #224-FZ dated 27 July 2010 "On Combating Unauthorized Use of Insider Information and Market Manipulation and On Introducing Amendments to Certain Legislative Acts of the Russian Federation" (hereinafter as "the Law").

Please note that immediately after the person has been included in the insiders list of the Company, this person, as an insider, shall be bound by the restrictions as per Article 6 of the Law, his/her responsibilities shall be defined in accordance with Article 7 of the Law and Article 12 of the "Regulations on insider information of OJSC MMK" and such person shall be entrusted with the obligations provided for in Article 10 of the Federal Law and Articles 10, 11, of the "Regulations on insider information of OJSC MMK".

OJSC MMK's Corporate Secretary _____ (V.N. Khavantseva)

_____ STAMP HERE

**Annex No. 1.2
Notification
on including/excluding a legal person in/from the insiders list**

№	I. Company information	
1.1.	Company's full name	Magnitogorsk Iron and Steel Works Open Joint Stock Company
1.2.	Individual taxpayer number (INN) of the Company	7414003633
1.3.	Primary state registration number (OGRN) of the Company	1027402166835
1.4.	Location and postal address of the Company	93, ul. Kirova, Magnitogorsk, Chelyabinsk region, 455000, RUSSIA
1.5.	Full name of a contact person responsible for maintenance of the Insiders List	VALENTINA NIKOLAEVNA KHAVANTSEVA
1.6.	Phone numbers of the contact person	24-72-29, 24-39-69, 25-45-73
1.7.	Fax number of the contact person	24-31-43
1.8.	E-mail address of the contact person	khavantseva.vn@mmk.ru, bakharev.di@mmk.ru, vaganov.dy@mmk.ru
1.9.	Category of insiders provided for by Article 4 of the law into which the company is included	Issuer (p.1 of Article 4 of the Law)

№	II. Data on the entity included in the insiders list of the Company (excluded from the insiders list of the Company)	
2.1.	Full name of the legal entity	
2.2.	Individual taxpayer number (INN) of the legal entity	
2.3.	Primary state registration number (OGRN) of the legal entity	
2.4.	Location and postal address of the legal entity	
2.5.	Paragraph(s) of Article 4 of the Law providing for inclusion/exclusion of the person in/from the Insiders List	
2.6.	Grounds for inclusion/exclusion of the person in/from the list	
2.7.	Type and date of an event of which the person is notified (inclusion/exclusion in/from the Insiders List)	
2.8.	Financial instruments with respect to which the person included in the Insiders List shall send a notification of performed transactions according to	OJSC MMK's share and bonds

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	Article 10 of the Law	
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Provision of information to the person with regard to Federal Law "On combating unauthorized use of insider information and market manipulation and on introducing amendments to certain legislative acts of the Russian Federation", No. 224-FZ dated 27.07.2010 (hereinafter referred to as the "Law"):

Please note that immediately after the person has been included in the insiders list of the Company, this person, as an insider, shall be bound by the restrictions as per Article 6 of the Law, his/her responsibilities shall be defined in accordance with Article 7 of the Law and Article 12 of the "Regulations on insider information of OJSC MMK" and such person shall be entrusted with the obligations provided for in Article 10 of the Law and Articles 10, 11, of the Regulations on insider information of OJSC MMK".

Corporate Secretary of OJSC MMK _____ (V.N. Khavantseva)

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Annex No. 2

Obligatory Standard Clause to Be Included in Agreements with Counterparties Having Access to Insider Information Directly or Indirectly Relating to OJSC MMK

With a view of complying with the information disclosure rules and facilitating timely provision by counterparties of a list of their insiders having access to insider information directly or indirectly relating to OJSC MMK on a need-to-know basis (hereinafter as the Counterparty's Insiders List), the contracting parties must ensure that the following provisions are included in the above agreements:

OJSC MMK undertakes to:

- inform a counterparty in a timely manner of the insider nature of the information provided by OJSC MMK;
- promptly inform a counterparty of the necessity to make a Counterparty's Insiders List and specify the exact date of the List's provision.

OJSC MMK's counterparties undertake to:

- promptly make and update the Counterparty's Insiders List;
- ensure the keeping of the Counterparty's Insiders List;
- provide the Counterparty's Insiders List to OJSC MMK by the date specified by OJSC MMK;
- take all necessary steps to ensure that each person on the Counterparty's Insiders List confirms that he/she is aware of their legally imposed duties and of the legal sanctions applicable for improper use or divulging of OJSC MMK's Insider Information;
- appoint a chief contact person responsible for making and updating of the Counterparty's Insiders List and its timely provision to OJSC MMK;
- ensure that all the documents provided by OJSC MMK and containing insider information are returned or, if such information was not disclosed in accordance with the established procedure by the date of expiration of contract, provide documentary evidence that the above have been destroyed after the date of expiration of contract.

OJSC MMK has the right to provide the information on the persons having access to its insider information (Counterparty's Insiders List) to the securities market operators through which operations with OJSC MMK's securities are performed and the competent federal executive body for financial markets upon their written requests according to an established procedure.

Use of insider information by the persons who became aware of such information for the purpose of making transactions with OJSC MMK's securities is an offence and entails liability of these persons in accordance with the laws in effect.

All the conditions of confidentiality are applied to insider information.

**Annex No. 3.1
Notification
on carrying out the operations with issuance securities of OJSC MMK by an insider
– physical person**

№	I. Data on the person included in OJSC MMK's insiders list (excluded from OJSC MMK's insiders list)	
1.1.	Last name, first name, patronymic	
1.2	Date and place of birth	
1.3	Job title	
	II. Data with regard to the grounds of notification	
2.1.	Date of inclusion of the person in the insiders list (Date of exclusion of the person from the insiders list)	
2.2.	Grounds for inclusion of the person in the insiders list (exclusion of the person from the insiders list)	
	III. Data on the operation with issuance securities	
3.1	Name of issuance securities	
3.2	Quantity of the securities acquired or disposed of	
3.3	Price (per one security)	
3.4	Party to a contract	
3.5	Date of transaction(s) (date of carrying out the operation)	

Signature _____

Date _____

**Annex No. 3.2
Notification
on carrying out the operations with issuance securities of OJSC MMK by an insider
– legal person**

№	I. Data on a legal entity included in OJSC MMK's insiders list (excluded from OJSC MMK's insiders list)	
1.1.	Full company name of the legal entity (name for a non-commercial organization)	
1.2	Individual taxpayer number (INN) of the legal entity	
1.3	Primary state registration number (OGRN) of the legal entity	
1.4	Location and postal address of the legal entity	
	II. Data with regard to the grounds of notification	
2.1.	Date of inclusion of the legal person in the insiders list (Date of exclusion of the person from the insiders list)	
2.2.	Grounds for inclusion/exclusion of the legal person in/from the insiders list	
	III. Data on the operation with issuance securities	
3.1	Name of issuance securities	
3.2	Quantity of the securities acquired or disposed of	
3.3	Price (per one security)	
3.4	Party to a contract	
3.5	Date of transaction(s) (date of carrying out the operation)	

Head of the legal entity _____ (last name, first name, patronymic)

Date _____