



**MAGNITOGORSKI
IRON & STEEL WORKS
WORKS MAGNITO**

**Annexes to the OJSC MMK's
Annual Report for 2013**

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Organization and operation of the internal control system

In accordance with Federal law "On Joint-Stock Companies" OJSC MKK has developed Regulation on Internal Control Procedures, approved by the Board of Directors of OJSC MMK.

Internal control at MMK is a process carried out by the Board of Directors, the Company's executive and supervising bodies, structural divisions and duly authorized employees, and aimed at ensuring sufficient confidence in the Company's achieving the set targets in the most efficient way.

Internal control system at MMK means a combination of the organizational structure, policies and internal control procedures adopted by the Company's Board of Directors and executive bodies as a means to minimize the risks and ensure the attainment of the Company's goals.

In order to ensure an independent assessment of the internal control and risks management system and supervision of the development and efficient functioning of the Company's internal controls the Company has set up an internal audit administration subordinated to the Company's Chief Executive Officer.

The principal goal of internal control is protection of the shareholders' investments and the Company's assets.

Internal control is called upon to ensure:

- prompt identification, analysis and management of risks in the Company's operations and reducing their negative consequences to an acceptable level;
- full and correct financial, accounting, statistical and management reporting in the Company;
- implementation of the Company's financial and business plans;
- safe condition of the Company's assets;
- economical and efficient use of the Company's resources;
- optimization of the Company's organizational structure;
- compliance with Russian laws as well as the Company's policies, bylaws, rules and procedures;

The internal control system is an integral part of the Company management system. Control over the internal control system functioning is exercised by the Company's Board of Directors (also through the BoD's Audit Committee on the basis of the reports of subdivisions of internal audit of the Company).

The Company's individual executive body shall be responsible for the creation and functioning of an internal control system.

Evaluation of the performance of internal control system is effected in relation to:

- results and efficiency of business processes;
- reliability and completeness of information on financial and economic activities;
- safeguarding the assets of the Company;
- compliance with the requirements of the laws in force in the RF, regulatory legal acts and bylaws of the Company.

Compliance with the Corporate Code of Conduct

(In accordance with the form specified in the guidelines for the composition and form of presenting information on compliance with the Code of Corporate Conduct in annual reports of open joint stock companies, approved by Decree #03-849/r of the Federal Commission for the Securities Markets of the Russian Federation dated 30.04.2003)

#	Compliance with CCC	(Yes or No)	Remarks
General Shareholders' Meeting			
1.	The shareholders shall be notified of a general shareholders' meeting not less than 30 days prior to the meeting, irrespective of the meeting's agenda items, unless a longer period is provided for by applicable laws.	yes	Paragraph 10.7 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
2.	The shareholders shall be able to review the list of persons entitled to participate in the general shareholders' meeting starting from the day of notifying the shareholders of the meeting till the closing of the general shareholders' meeting, if held in the form of personal attendance, or till the deadline for receipt of voting ballots, if a meeting is held in the form of absentee voting.	yes	item 2.3 of the Provision on General Shareholders Meeting of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
3.	The shareholders shall be able to review information to be presented during preparation for the general shareholders' meeting, via electronic communication, including the Internet.	yes	Paragraph 4.4 of the Regulations on the Information Policy of OJSC MMK, approved by the Resolution of the Board of Directors of OJSC MMK, dated 14.02.20
4.	The shareholders shall be entitled to propose items for the agenda of the general shareholders' meeting or request convening of a general shareholders' meeting without providing an extract from the shareholders' register in case their share rights are registered with the share register system, and in case their share rights are registered on a custody account, an extract from the custody account should be sufficient to exercise such rights.	yes	Paragraph 10.10, 10.18 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting dated 24.05.2013; Paragraphs 3.1, 6.1 of the Regulations on the General Shareholders' Meeting of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
5.	The General Director, members of the Board of Directors and the Management Board of OJSC MMK, members of the Audit Committee and Auditor of the Company are required to attend general shareholders' meetings pursuant to the Charter and By-laws of OJSC MMK.	yes	Paragraph 5.4 of the Regulations on the Audit Committee of OJSC MMK, approved by the Resolution of the Shareholders' Meeting of OJSC MMK, dated 22.04.2005 (as amended on 24.05.2013); Members of the Board of Directors and the Management Board of OJSC MMK, the General Director and Auditor of the Company are invited to participate in a general shareholders' meeting; (Paragraph 9.8 of the

#	Compliance with CCC	(Yes or No)	Remarks
			Regulations on the General Shareholders' Meeting of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013)
6.	Candidates must attend the meeting in person if the meeting is to consider items regarding the election of members to the Boards of Directors, the General Director, members to the Management Board and to the Audit Committee, or the approval of OJSC MMK's Auditor.	yes	Practiced as part of corporate governance system of OJSC MMK
7.	OJSC MMK's Bylaws must specify the registration procedure for participants of a general shareholders' meeting.	yes	Paragraph 8 of the Regulations on the General Shareholders' Meeting of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
The Board of Directors			
8.	The Company's Charter shall provide that the Board of Directors be authorized to annually approve the Company's plan of financial and operational activities.	yes	Paragraph 11.13.32 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
9.	The Board of Directors shall approve the Company's risks managing procedure.	yes	OJSC MMK Risk Management Policy was approved on 16.12.2011, Minutes no. 12
10.	The Company's Charter shall provide that the Board of Directors be entitled to resolve on the suspension of powers of the general director appointed by the general shareholders' meeting.	yes	Paragraph 11.13.23 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
11.	The Company's Charter shall provide that the Board of Directors be authorized to specify the qualifications of and size of remuneration for the general director, members of the Management Board, and heads of the Company's operating divisions.	yes	Paragraph 11.13.2, 11.13.13 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
12.	The Company's Charter shall provide that the Board of Directors be authorized to approve the terms of contracts with the general director and members of the Management Board.	yes	Paragraph 11.13.2, 11.13.13 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
13.	The Company's Charter and bylaws shall require that votes of the members of the Board of Directors who are simultaneously the general director or members of the Management Board, not be counted when approving the terms of contracts with the general director (the managing Company or executive manager) and members of the Management Board.	no	
14.	At least three independent directors meeting the criteria of the Code of Corporate Conduct shall be members of the Board of Directors.	yes	Paragraph 4 of Minutes # 36 of the Annual General Shareholders' Meeting,

#	Compliance with CCC	(Yes or No)	Remarks
			dated 24.05.2013
15.	The Board of Directors of OJSC MMK shall comprise no members found guilty of economic crimes or offences against the State, the civil service or local self-government bodies, or subjected to administrative penalties for administrative offences in the areas of entrepreneurial activities, finance, taxes and duties, or stock market transactions	yes	
16.	No member of the Board of Directors of OJSC MMK shall be a partner, general director (executive manager), member of a managing body or employee of the Company's competitors.	yes	
17.	The Company's Charter shall require that members of the Board of Directors of the Company be elected by cumulative voting.	yes	Paragraph 11.11 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
18.	Company's bylaws shall prevent members of the Board of Directors from taking any steps that will or might give rise to a conflict of interests between them and the Company, or, in case such conflict of interests arises, provide that the members be obliged to disclose information on such conflict to the Board of Directors.	yes	Paragraph 17 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013 paragraph 7 of the Code of Business Conduct approved by the Resolution of OJSC MMK's Board of Directors dated 13.12.2013
19.	Company's bylaws shall require that members of the Board of Directors notify the Board of Directors in writing of their intention to enter into transactions with the Company's securities or its subsidiary (related) companies, and disclose information on transactions made with such securities.	yes	Paragraph 17.4 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013 Article 21 of the Regulations on the Board of Directors of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 20.05.2011
20.	Company's bylaws shall require that meetings of the Board of Directors be held at least once every 6 weeks.	yes	Article 10 of the Regulations on the Board of Directors of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 20.05.2011
21.	Meetings of the Board of Directors of OJSC MMK shall be held at least once every 6 weeks during the year for which an annual report is prepared.	yes	
22.	The Company's bylaws shall specify the procedure for holding meetings of the Board of Directors.	yes	Chapter III of the Regulations on the Board of Directors of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 20.05.2011

#	Compliance with CCC	(Yes or No)	Remarks
23.	The Company's bylaws shall include a provision on mandatory approval by the Board of Directors of the Company's transactions whose value is equal to or exceeds 10% of the book value of the Company's assets, excluding transactions made in the normal course of business.	yes	Paragraph 11.13.28 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
24.	The Company's bylaws shall provide that members of the Board of Directors of OJSC MMK be entitled to request necessary information to discharge their duties, from the executive bodies and heads of the Company's divisions. Company's bylaws shall specify the liability for failure to submit such information.	yes	Article 20 of the Regulations on the Board of Directors of OJSC MMK, approved by the Resolution of the Annual General Shareholders' Meeting, dated 20.05.2011
25.	The Company shall have a Board of Directors' committee for strategic planning or vest the obligations of the said committee with another committee (except for the committee for audit and the committee for nominations and remunerations)The Company shall have a Board of Directors' committee for strategic planning or vest the obligations of the said committee with another committee (except for the committee for audit and the committee for nominations and remunerations)	yes	Paragraph 6 of Minutes # 1 of the Meeting of the OJSC MMK's Board of Directors dated 24.05.2013; Regulation on the Board's Committee for Strategic Planning approved by the Board of Directors of OJSC MMK, dated 24.06.2013
26.	The Company shall have a Board of Directors' committee (Committee for Audit) to recommend an auditor to the Board of Directors and liaise with such an auditor and the Company's Audit Committee	yes	Paragraph 4 of Minutes # 1 of the Meeting of the OJSC MMK's Board of Directors dated 24.05.2013; Regulation on the Board's Audit Committee approved by the Board of Directors of OJSC MMK, dated 24.06.2013
27.	The Board's Audit Committee shall consist only of independent and non-executive directors	yes	Paragraph 4 of Minutes # 1 of the Meeting of the OJSC MMK Board of Directors dated 24.05.2013
28.	The chairman of the Board's Audit Committee shall be an independent director	yes	The Chairman of the Audit Committee is an independent director. Paragraph 4 of Minutes # 1 of the Meeting of the OJSC MMK Board of Directors dated 24.05.2013
29.	All members of the Board's Audit Committee shall be entitled by the Company's bylaws to access any documents and information of the Company on condition of non-disclosure of any confidential information	yes	Paragraphs 7.1.2, 14.1 and 14.2 of the Regulations on the Audit Committee of the OJSC MMK Board of Directors approved by the Resolution of the OJSC MMK Board of Directors dated 24.06.2013

#	Compliance with CCC	(Yes or No)	Remarks
30.	Establishment of a committee of the Board of Directors (Committee of the Board of Directors for Nominations and Remuneration), whose function is to determine criteria for selection of candidates to the Board of Directors and development of the Company's remuneration policy	yes	Paragraph 5 of Minutes # 1 of the Meeting of the OJSC MMK Board of Directors dated 24.05.2013. p. 6 of the Regulation on the Board's Committee for Nominations and Remuneration approved by the Resolution of the OJSC MMK's Board of Directors, dated 24.06.2013
31.	The chairperson of the Committee for Nominations and Remuneration shall be an independent director	yes	The chairperson of the Committee for Nominations and Remuneration is an independent director. Paragraph 5 of Minutes # 1 of the Meeting of the OJSC MMK Board of Directors dated 24.05.2013
32.	No member of the Committee for Nominations and Remunerations shall be an officer of the Company	yes	Paragraph 5 of Minutes # 1 of the Meeting of the OJSC MMK's Board of Directors dated 24.05.2013
33.	A committee of the Board of Directors for risks shall be established, or its functions shall be vested with another committee (except for the Audit Committee and the Committee for Nominations and Remuneration)	no	The functions of the Committee of the OJSC MMK Board of Directors for Risks are vested with the Audit Committee of the OJSC MMK Board of Directors
34.	A committee for corporate conflicts' settlement of the Company's Board of Directors shall be established, or its functions shall be vested with another committee (except for the Audit Committee and the Committee for Nominations and Remuneration)	yes	The functions of the OJSC MMK Board of Directors for Corporate Conflicts' Settlement are vested with the Committee of the OJSC MMK Board of Directors for Strategic Planning. Paragraph 4.1 of the Regulation on the Board's Committee for Strategic Planning approved by the Board of Directors of OJSC MMK, dated 24.06.2013
35.	No member of the committee for corporate conflicts' settlement shall be an officer of the Company	no	The functions of the OJSC MMK Board of Directors for Corporate Conflicts' Settlement are vested with the Committee of the OJSC MMK Board of Directors for Strategic Planning.
36.	The chairperson of the committee for corporate conflicts' settlement shall be an independent director	no	The functions of the OJSC MMK Board of Directors for Corporate Conflicts' Settlement are vested with the Committee of the OJSC MMK Board of Directors for Strategic Planning.
37.	The Company's bylaws approved by the Board of	yes	Regulations on the Board's

#	Compliance with CCC	(Yes or No)	Remarks
	Directors shall provide for a procedure of establishment and operation of the Board of Directors' committees		committees approved by resolution of the Board of Directors of OJSC MMK dated 24.06.2013
38.	The Company's Charter shall provide for a procedure of determining the quorum at the Board of Directors' meetings ensuring obligatory participation of independent directors in such meetings	yes	Paragraph 11.14 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
Executive bodies			
39.	The Company shall have a collective executive body (Management Board)	yes	Article 13 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
40.	The Company's Charter or bylaws shall provide for mandatory approval by the Management Board of real estate transactions or loans unless such transactions are major transactions or they are made in the ordinary course of the Company's business	no	It lies within the competence of the OJSC MMK's Board of Directors
41.	The Company's bylaws shall provide for a procedure of coordinating operations not covered by the Company's financial and business plan	yes	Paragraph 11.13.32 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
42.	No member of the Company's executive bodies is a partner, general director (managing director), member of a governing body or employee of the Company's competitors	yes	
43.	No member of the Company's executive bodies has been found guilty of economic crimes or crimes against state authorities, public services or local government or was subject to administrative punishment for offences in business, finance, taxes and fees as well as security market. If the function of the individual executive body is performed by a managing organization or a managing director, the General Director and members of a management board of a managing organization or a manager shall meet the requirements for the Company's General Director and members of the Management Board	yes	
44.	The Company's Charter or bylaws shall prohibit a managing organization (managing director) from performing similar functions in a competing company or having any other property relations with the Company except for rendering services as a managing organization (managing director)	no	Functions of the individual executive body are performed by the General Director
45.	The Company's bylaws shall prohibit any actions of the executive bodies which will or may result in a conflict of interests between them and the Company; or in case of such a conflict, they shall oblige them to inform the Board of Directors accordingly	yes	Paragraphs 17.1, 17.3 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting dated 24.05.2013 p. 5 of the Regulations on the Procedure of Corporate Conflicts Settlement approved by the Resolution of the Board of Directors,

#	Compliance with CCC	(Yes or No)	Remarks
			dated 16.07.2010 paragraph 6 of the Code of Business Conduct approved by the Resolution of OJSC MMK's Board of Directors dated 13.12.2013
46.	The Company's Charter or bylaws shall provide for criteria of selection of a managing organization (managing director)	no	Functions of the individual executive body are performed by the General Director
47.	The Company's executive bodies shall submit monthly work statements to the Board of Directors	yes	Paragraph 11.13.25 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
48.	Agreements concluded between the Company and the General Director (a managing organization, a managing director) and members of the Management Board shall provide for liability for violating provisions on the use of confidential and insider information	yes	Provided for by terms of agreements with the individual executive body of OJSC MMK and members of the OJSC MMK Management Board
Company's Secretary			
49.	The Company shall employ a special officer (the Company's secretary), whose function is to ensure compliance by the Company's bodies and officers with procedural requirements securing implementation of the Company's rights and legitimate interests	yes	Paragraph 15.1 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013 p. 3 of Minutes # 1 of the Meeting of the OJSC MMK Board of Directors dd. 24.05.2013
50.	The Company's Charter or bylaws shall provide for a procedure of appointing (selecting) a Company's Secretary and determining its duties	yes	Paragraph 15.2 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013 p. 4.2, 7 of the Regulations on the Corporate Secretary approved by the Resolution of the OJSC MMK Board of Directors dd. 14.06.2012
51.	The Company's Charter shall provide for requirements for a candidate of the Corporate Secretary	yes	Paragraph 15.2 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
Material Corporate Actions			
52.	The Company's Charter or bylaws shall provide for requirements of major transactions' approval before their settlement	yes	Paragraphs 10.3.21, 11.13.26, 11.13.57 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013 article 8 of the OJSC MMK Regulations on the Material

#	Compliance with CCC	(Yes or No)	Remarks
			Corporate Activities approved by the Resolution of the Board of Directors on 21.11.2008
53.	The Company shall engage an independent appraiser for assessing the market value of property which is the subject of a major transaction	yes	Paragraph 11.13.29 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
54.	The Company's Charter shall prohibit, when acquiring a major share stock of the Company (merger), any actions aimed at protecting the interests of the executive bodies (members of such bodies) or members of the Company's Board of Directors, or deteriorating the position of the shareholders compared to the current status (particularly, prohibiting the Board of Directors from taking decisions on issuing any additional shares, any securities convertible into shares or any securities entitling to acquire shares in such a company prior to the end of the estimated period for acquiring such shares, even if the right to take such a decision is envisaged by the Charter)	yes	Paragraph 4.17 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
55.	The Charter of the Company shall provide for obligatory engagement of an independent appraiser for assessing the current market value of the shares and possible changes in their market value as a result of a merger	no	
56.	The Company's Charter shall not exempt a purchaser from the obligation to make an offer to the shareholders to sell the Company's ordinary shares owned by such shareholders (issued securities convertible into ordinary shares) during a merger	yes	
57.	The Company's Charter or bylaws shall provide for the obligatory engagement of an independent appraiser for determining the shares conversion ratio when reorganizing the Company	yes	p. 12.3 of the OJSC MMK Regulations on the Material Corporate Activities approved by the Resolution of the Board of Directors on 21.11.2008
Information Disclosure			
58.	The Board of Directors shall approve an internal document defining the Company's rules and approaches to Information Disclosure (Regulations on the Information Policy)	yes	OJSC MMK's Regulations on the Information Policy approved by the Resolution of the Board of Directors on 14.02.2008
59.	The Company's bylaws shall specify disclosure of information on the goals of share placement, persons intending to purchase the shares to be placed including major stocks, and whether the top managers of the Company will participate in purchasing the Company's shares to be placed	yes	p.5.2 of OJSC MMK's Regulations on the Information Policy approved by the Resolution of the Board of Directors on 14.02.2008
60.	The Company's internal documents shall contain a list of information, documents and materials to be provided to the shareholders for consideration of the agenda items of a general shareholders' meeting	yes	p. 5.3 of the OJSC MMK Regulations on the General Shareholders' Meeting approved by the Resolution of the Annual General Shareholders' Meeting dd. 24.05.2013;p. 5.2 of OJSC MMK's Regulations on the

#	Compliance with CCC	(Yes or No)	Remarks
			Information Policy approved by the Resolution of the Board of Directors dd. 14.02.2008
61.	The Company shall have a website and disclose the Company's information on such a website on a regular basis	yes	http://www.mmk.ru ; http://www.e-disclosure.ru/portal/company.aspx?id=9
62.	The Company's internal documents shall specify disclosure of information on the Company's transactions with persons considered top managers as per the Company's Charter, or the Company's transactions with entities, in which the Company's top managers own, directly or indirectly, at least 20% of the authorized capital, or on which such persons can otherwise exert significant influence	yes	p. 5.2 of OJSC MMK's Regulations on the Information Policy approved by the Resolution of the Board of Directors dd. 14.02.2008
63.	The Company's internal documents shall specify disclosure of information on all transactions, which can have an effect on the market value of the Company's shares	yes	p. 5.2 of OJSC MMK's Regulations on the Information Policy approved by the Resolution of the Board of Directors dd. 14.02.2008
64.	The Board of Directors shall approve an internal document on the use of material information on the Company's activities, shares, other securities and the transactions therewith, which is not a public domain and the disclosure of which may exert a material influence on the market value of the shares and other securities of the Company	yes	OJSC MMK's Regulations on the Insider Information approved by the Resolution of the Board of Directors on 13.12.2013
Control of Financial and Business Operations			
65.	The Board of Directors shall approve procedures of internal control of the Company's financial and business operations	yes	p. 4, 5 of OJSC MMK's Regulations on Internal Control Procedures approved by the Resolution of the Board of Directors dd. 30.08.2013
66.	The Company shall have a special division ensuring compliance with the internal supervision procedures (supervision and audit department)	yes	
67.	The Company's internal documents shall specify that the structure and membership of the supervision and audit department to be determined by the Company's Board of Directors	yes	Paragraph 11.13.41 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
68.	The supervision and audit department shall not comprise any persons found guilty of economic crimes or offenses against federal authorities, public services or local government or subjected to administrative punishment for offences in business, finance, taxes and fees as well as securities markets	yes	
69.	The supervision and audit department shall not employ any persons who are members of the Company's executive bodies, or persons who are members, CEO (managing director), members of the governing bodies, or employees of any competing Company	yes	
70.	The Company's internal documents shall specify deadlines for submitting documents and materials to	yes	p. 5.8, 6.1 of OJSC MMK's Regulations on Internal

#	Compliance with CCC	(Yes or No)	Remarks
	the supervision and audit department for evaluating financial and business operations performed, and the responsibility of the Company's officers and employees for failure to submit such documents and materials on time		Control Procedures approved by the Resolution of the Board of Directors dd. 30.08.2013
71.	The Company's internal documents shall provide for the obligation of the supervision and audit department to inform the Audit Committee (or, in case of its absence, the Board of Directors) of the non-compliances found	yes	p. 5.5.2, 5.6, 5.7 of OJSC MMK's Regulations on Internal Control Procedures approved by the Resolution of the Board of Directors dd. 30.08.2013
72.	The Company's Charter shall provide for the obligation of the supervision and audit department to make a preliminary assessment of feasibility of operations not included in the Company's financial and business plan (nonstandard operations)	yes	Paragraph 16.12 of the Charter of OJSC MMK approved by the Resolution of the Annual General Shareholders' Meeting, dated 24.05.2013
73.	The internal documents of the Company shall provide for a procedure of approval of nonstandard operations by the Board of Directors	yes	Order #GD-408 dated 28.06.2012 approving PD MMK 3-OUS-19-2012, revision 2. Regulations on execution of documents to approve interested party transactions, major transactions, transactions with a value of over 10% of the book value of OJSC MMK's assets according to the latest accounting data, transactions on alienation of immovable property irrespective of the value of transactions and to make decisions on nonstandard operations
74.	The Board of Directors shall approve a bylaw specifying a procedure of auditing the Company's financial and business activities by the Audit Committee	yes	OJSC MMK's Regulations on the Audit Committee approved by the Resolution of the OJSC MMK shareholders' meeting on 22.04.2005
75.	The Audit Committee shall evaluate the auditor's opinion prior to its submission to the general shareholders' meeting	yes	p. 6.3.6 of OJSC MMK's Regulations on the Audit Committee of the Board of Directors approved by the Resolution of the OJSC MMK Board of Directors dd. 24.06.2013
Dividends			
76.	The Board of Directors shall approve an internal document by which the Board of Directors shall be guided in recommending the dividends' size (the Regulations on the Dividend Policy)	yes	OJSC MMK's Regulations on the Dividend Policy approved by the Resolution of the Board of Directors on 13.07.2011
77.	The Regulations on the Dividend Policy shall specify the minimum share of the Company's net profit to be allocated to the payment of dividends and the conditions under which dividends on preferred shares whose size is set out in the Company's Charter, are not paid or paid partially	yes	p. 5.2 of OJSC MMK's Regulations on the Dividend Policy approved by the Resolution of the Board of Directors on 13.07.2011
78.	Publication of the Company's information on the	yes	p. 4.4, p. 5.3 of OJSC

#	Compliance with CCC	(Yes or No)	Remarks
	dividend policy and amendments thereto in the periodical specified in the Company's Charter for publication of information on general shareholders' meetings, and placing the above information on the Company's website		MMK's Regulations on the Information Policy approved by the Resolution of the Board of Directors on 14.02.2008

List of transactions made by OJSC MMK in 2013 and considered large-scale transactions in accordance with the Law

In 2013, OJSC MMK did not make transactions recognized as large-scale transactions in accordance with the Law

List of interested party transactions approved by the authorized governing bodies of OJSC MMK in 2013.

1. Loan Agreement # 2226/210029 with OJSC Credit Ural Bank.

Material conditions:

- subject of the transaction: provision of a loan in the form of a credit line (with a debt limit) with a right of early repayment based on recovery, serviceability, maturity;
- amount of the limit – not exceeding RUB 6,000,000.00 (six million);
- purpose of the loan: operations with the use of corporate bank cards issued to the borrower (OJSC MMK);
- loan interest: Central Bank of Russia's refinancing rate as of the moment of entry into the loan agreement plus 2.75% to be paid in accordance with the terms and conditions of the loan agreement;
- transaction value: the loan's principal amount not exceeding RUB 6,000,000.00 (six million rubles) and interest at the rate of the Central Bank of Russia's refinancing rate as of the moment of entry into the loan agreement plus 2.75%;
- availability period: 01 February 2013 through 31 January 2016;
- validity of the loan agreement: from the disbursement of the loan until full repayment of the principal and interest or other amounts payable under the terms and conditions of the loan agreement.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

2. Conclusion of an Agreement for Termination of Contract #170607 for Sale of Electric Power to Compensate Losses between OJSC MMK and LLC MEK

Material conditions:

- Contract № 170607 ceases to be in effect from 01.02.2013.
There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

3. Contract #210317 for Sale of Electric Power to Compensate Losses between OJSC MMK and LLC MEK.

Material conditions:

- subject of the transaction – the Guaranteed Provider shall supply to the Grid Company a contracted amount of electric power to compensate actual electric power losses in the Grid Company’s networks, and the Grid Company shall accept and pay for electric power supplied under the contract ;

- scope of supply – an annual amount of electric power purchased to compensate electric power losses in the Grid Company’s networks is to be determined by agreement of the Parties;

- transaction price – the Guaranteed Provider shall calculate the price for electric power to compensate losses as per pricing category 1 (under paragraphs 96, 102 of Decree of the Government of the Russian Federation #442 dated 04.05.2012) consisting of a weighted average price for electric power in an accounting period, a sales premium of the Guaranteed Provider, infrastructure payments, excluding cost of services for electric power transmission;

- validity period – from the effective date until 31.12.2013. The contract covers the parties’ relations established from 01.02.2013. The contract shall be deemed annually extended for a following year on the previously agreed terms and conditions, if the Parties agree upon the amount of electric power to compensate technological consumption of electric power in OJSC MMK’s networks as per Annex 1 to the contract;

- specific condition - In case of amendments to the Russian legislation entailing invalidity of the contract or its separate provisions, revision of the contract’s validity period, purchased amount of actual electric power losses, the contract shall be revised by the Parties to bring it into line with the changed circumstances. All annexes to the Contract shall be its integral part.

There are no beneficiaries in the transaction.

The following 4 members of MMK’s Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK’s Board of Directors.

4. Additional Agreement to Power Supply Agreement #112521 between OJSC MMK and LLC MEK.

Material conditions:

- validity period – till 01.01.2015

There are no beneficiaries in the transaction.

The following 4 members of MMK’s Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK’s Board of Directors.

5. Additional Agreement to Power Supply Agreement #112521 between OJSC MMK and LLC MEK.

Material conditions:

- subject of the agreement – the Guaranteed Provider shall sell electric power in the scope provided for by the present agreement, and render services with engaged third parties on transfer of electric power to the Consumer's power receivers and other services directly related to power supply, and the Consumer shall buy electric power and pay for the services rendered;

- scope of supply – as per the User's request;

- specific condition – in case of amendments to the effective Russian legislation, changes in the procedure for calculation of the price for electric power supplied from the Guaranteed Provider's generating facilities, revision of the agreement's validity period, changes of power supply sources and the procedure of accounting of electric power, the agreement shall be revised by the Parties to bring it into line with the changed circumstances;

- validity period – from the effective date until the termination date of Power Supply Agreement #112521. The additional agreement covers the parties' relations established from 01.01.2013.

The transaction price shall be set as the price consisting of:

- the price for supplied power, excluding electric power supplied from the Guaranteed Provider's generating facilities, equal to a limit non-controlled price for electric power for pricing category 1 calculated by the Guaranteed Provider in compliance with Decree of the Government # 1179 dated 29.12.2011 "On Determination and Application of Non-controlled Prices for Electric Power by Guaranteed Providers" (hereinafter, "Rules for Determining Non-controlled Prices") for the relevant accounting period;

- the price for power supplied from the Guaranteed Provider's generating facilities from 01.01.2013 to 31.03.2013, equal to the limit non-controlled price for electric power, decreased by 7.9%. The limit non-controlled price is calculated by the Guaranteed Provider in compliance with the Rules for Determining Non-controlled Prices for pricing category 4, for the relevant accounting period.

Limits of non-controlled prices for electric power are set by the Guaranteed Provider in compliance with applicable regulatory legal acts and announced on the official web-site of the Guaranteed Provider (www.m-e-c.ru) within 15 days upon expiration of the accounting period.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

6. Addendum to Electric Power Supply Contract No. 190001 between OJSC MMK and Autonomous Non-Profit Organization "Medical Care Unit of the City Administration of Magnitogorsk and OJSC MMK".

Material conditions:

- Contract No. 190001 ceases to be in effect from 01.01.2013.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

7. Power Supply Contract No. 210199 between OJSC MMK and Autonomous Non-Profit Organization "Medical Care Unit of the City Administration of Magnitogorsk and OJSC MMK".

Material conditions:

- subject of the transaction – sale of electric power;
- scope of supply – as per the User's request;
- validity period – from signing till 31.12.2013. The Contract shall cover the parties' relations started on 01.01.2013. Should one month prior to the Contract expiration neither of the parties demand the Contract to be cancelled or amended, the Contract shall be deemed to be extended to the following year on the same terms and conditions;

- specific condition – in case of amendments to the legislation entailing invalidity of the present agreement or its separate provisions, revision of the agreement's validity period, changes of power supply sources and the procedure of accounting of electric power, revision of conditions of the power supply agreement between the provider and the Power Supply Company, the agreement shall be revised by the Parties to bring it into line with the changed circumstances.

- the transaction price – the price for electric power calculated by LLC Magnitogorsk Energy Company for consumers of pricing category 1 for a relevant month of delivery, given the voltage level at the point of connection to electric mains, under the present agreement. The price for electric power is announced on the official web-site of LLC Magnitogorsk Energy Company (www.m-e-c.ru)

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

8. Addendum No.2 on prolongation of Contract No. E 182254 for the supply of equipment, spare parts, personnel training and supervision services between OJSC MMK and MMK Trading AG, Zug, Switzerland.

Material conditions:

- validity of contract – up to 31.12.2015,
- price of transaction – to the amount of EUR 40,000,000.00;

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

9. Contract No. E 210300 for the supply of equipment, materials, spare parts, personnel training and supervision services between OJSC MMK and MMK Trading AG, Zug, Switzerland.

Material conditions:

- subject of the transaction – supply of equipment, materials, spare parts, rendering of personnel training and supervision services;
- price of transaction – to the amount of EUR 15,000,000 (fifteen million).

- validity period – till 31.03.2015;
- settlement procedure – 100% within 45 calendar days from the date of supply of each lot of Goods or from the date of acceptance certificate for the personnel training and supervision services rendered.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

10. Supplement No. 2 on prolongation of Contract No. E 182173 for the supply of equipment, materials, spare parts, personnel training and supervision services between OJSC MMK and MMK Trading AG, Zug, Switzerland.

Material conditions:

- the Contract to be extended till 31.05.2013.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

11. Acquisition of additional equity issue of «MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ»;

Material conditions:

- Subject of the transaction – shares of additional issue of MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ to the amount of USD 558,475,000 (equivalent in Turkish liras at the exchange rate of the Central Bank of Turkish Republic which is prevailing at the date of the Company's general

shareholders' meeting at which the relevant resolution will be made) provided that the price of one share is equal to one Turkish lira;

- payment shall be made out of funds transferred to MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ under loan agreements No. E 190609 dated 04.03.2011 and No E192442 dated 12.09.2011 for total amount of USD 558 475 credited to the account of MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ;

- the transaction price is USD 558,475,000 (equivalent in Turkish liras at the exchange rate of the Central Bank of Turkish Republic which is prevailing at the date of the Company's general shareholders' meeting at which the relevant resolution will be made)

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: general meeting of shareholders of OJSC MMK.

12. Products supply contract №210435 between OJSC MMK and OJSC MMK-METIZ.

Material conditions:

- subject – supply of OJSC MMK's steel products;
- price: to be determined by the parties in the shipping order or fixed in a separate addendum to the contract, with the maximum transaction value not to exceed RUB 15 billion per year.

- types and quantity of steel products are agreed by the parties in the shipping order, but not in excess of 600,000 tons,

- validity: from the day of entry until the next annual general shareholders' meeting of OJSC MMK,

- period of payment: within 30 calendar days from the date of the Supplier's invoice.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: general meeting of shareholders of OJSC MMK.

13. Contract # 210889 for Sales of Goods from OJSC MMK's Stock to OJSC MMK-METIZ.

Material conditions:

- subject of the transaction: transfer of the Seller's (OJSC MMK) ownership of goods to the Buyer (OJSC MMK-METIZ);

- terms of delivery: shall be determined in specifications;

- types and quantity of goods shall be determined in accordance with specifications;

- settlement procedure – within 30 calendar days from the date of receipt of the invoice;

- price: shall be agreed by the parties in specifications to the contract. The maximum transaction value shall not exceed RUB 90 000 000.

- validity period – till 31.12.2015.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

14. The Fourth Amendment Agreement introducing amendments in the Common Terms Agreement, the MMK Guarantee, the Shareholder Funding and Share Retention Agreement each dated 28 October 2009 and other documents

Material conditions:

- The main provisions of the Fourth Amendment Agreement (the terms have the meaning assigned to them in the Fourth Amendment Agreement) are as follows:

1) Amendments and additions in the Original Common Terms Agreement:

1.1) The term **Guaranteed Project Operation Date** in Clause 1.1. (Definitions) shall be defined as follows :

"The term "**Guaranteed Project Operation Date**" means the date falling six (6) Months after the Scheduled Technical Completion Date".

1.2) The definition of the term **Scheduled Technical Completion Date** in Clause 1.1 (Definitions) shall be deleted and replaced with the following:

"Scheduled Technical Completion Date" means 31 December 2014."

2) Amendments to the Original Shareholder Funding and Share Retention Agreement:

Clause 4 shall be supplemented with a new clause 4A (*Funding of Debt Service Reserve Account Group*) reading as follows:

"4A Funding of Debt Service Reserve Account Group.

The Funding Shareholder unconditionally and irrevocably undertakes to each of the Guaranteed Parties that, for each Repayment Date that falls prior to the Project Operations Date, it shall make (or procure the making of) Equity Contributions or Subordinated Loans (or a combination of both) in an aggregate amount sufficient to ensure that the aggregate Balance of each Debt Service Reserve Account Group on the date falling three (3) Business Days prior to such Repayment Date is at least equal to the Required Debt Service Reserve Account Balance for that Debt Service Reserve Account Group".

3) From the Effective Date of the Agreement and until 31 December 2013, for any Default Event caused by the suspension of operation of the Hot Complex, a waiver shall be provided.

4) MMK Nominee Shareholders (MMK STEEL TRADE AG, MMK INTERNATIONAL SA, GREAT PLANS COMPANY LIMITED, CAPRI COAST INDUSTRY INC) shall be released from their rights and obligations under the Shareholder Funding and Share Retention Agreement, the Onshore Security Agent Agreement, the Subordination Agreement and the Share Pledge, and each of MMK Nominee Shareholders shall cease to be a party under the above agreements.

5) The amendment and waiver fees shall not exceed EUR 120,000.

6) OJSC MMK represents and warrants that its obligations under the Original MMK Guarantee shall remain in effect and extend to and cover the amendments introduced in the Finance Documents by the Fourth Amendment Agreement.

The price of the transaction shall comprise the amount of the principal debt under the Commercial Facility, the SACE Facility and the Initial Working Capital Facility, plus interest under the above facilities, fees and other payments provided for by the MMK Guarantee, which in total represent an amount in excess of the 2% per cent of the book value of OJSC MMK's assets.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: general meeting of shareholders of OJSC MMK.

15. Addendum No. 2010/37-2/4 to documentary line contract No. 182758 / No. 2010/37-3 dated September 27, 2010 between MMK OJSC, MMK-METIZ and ING BANK (Eurasia) CJSC.

Material conditions:

- subject of the transaction – conditions and procedure for ING BANK (Eurasia) to perform documentary operations on the instructions of MMK and MMK-METIZ in favor of the Beneficiary to the amount not exceeding EUR 10.000.000,00 (ten million) as part of revolving facility ("Facility");
- Maximum amount – EUR 10,000,000.00 (ten million);
- Available Amount means the sum equal to the Maximum Amount less the Principal Debt (calculated in the currency of Maximum Amount) provided that the Main Contract Documentary Instruments are provided to:
 - (1) MMK OJSC - up to the amount of EUR 6.700.000,00 (six million seven hundred thousand) less the Principal Debt (calculated in the currency of Maximum amount);
 - (2) MMK-METIZ OJSC up to the following amount:
 - prior to the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (not inclusively) – EUR 2.400.000,00 (two million four hundred thousand) less the Principal Debt (calculated in the currency of Maximum Amount);
 - after the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (inclusively) – EUR 3.300.000,00 (Three million three hundred thousand) less the Principal Debt (calculated in the currency of Maximum Amount);
- Supplementary Conditions Precedent – receipt by the Bank of a duly certified copy or the original of minutes (the extract of minutes) of the general shareholders meeting of Borrower 2 regarding the approval of Addendum No. 2010/37-2/4 to the Main Contract;
- The Principal Debt means a total amount of face values of all Documentary Instruments issued and effective as of the respective date regardless of whether or not the Bank made payment under such Documentary Instruments;
- Commission for creation of the Documentary Instrument – 1,00 % (One percent) per annum payable each three months and accrued an actual amount of the Documentary Instrument, but not less than EUR 500,00 (Five hundred) for each three months or for a part of this period;

- Commission for examination of each complete set of documents under the Letter of Credit – 0.1 % (zero point one percent) from the total amount of payment, but not less than EUR 50,00 (Fifty) for each complete set of documents;
- Commission for amending the Documentary Instrument – EUR 50,00 (Fifty) for each modification;
- Responsibility of the Borrower: The penalty equal to the amount of Funding Cost and 3.00% (three percent) per annum shall be applied to any amount not paid by the Borrower to the Bank in due time, where the "Funding Cost" shall mean an annual interest rate established by the Bank at its' own discretion, acting reasonably and in good faith, on the basis of the interest rate at which the Bank, at the respective moment of time, could raise the respective amount of overnight funds in the respective currency on the interbank market, taking into account additional costs and expenses incurred by the Bank when organizing such financing. On the date which is not the Business day, the value of Funding Cost fixed on the last Business Day preceding such date shall be used;
- Responsibility of the Guarantor: the penalty at the rate of 3.00% (three percent) per annum shall be applied to any amount not paid by the Guarantor in due time;
- the period of validity of the Main Contract shall be till the date of complete repayment of Indebtedness by the Borrower, but anyway not earlier than the Final Repayment Date. The Final Repayment Date shall be March 27, 2014.

- transaction price:

- for OJSC MMK consists of the amount not exceeding EUR 6,700,000.00 (six million seven hundred thousand) and the payment of: Commission for creation of the Documentary Instrument – 1.00 % (One percent) per annum payable each three months and accrued an actual amount of the Documentary Instrument, but not less than EUR 500.00 (Five hundred) for each three months or for a part of this period, Commission for examination of each complete set of documents under the Letter of Credit – 0.1 % (zero point one percent) from the total amount of payment, but not less than EUR 50.00 (Fifty) for each complete set of documents, Commission for amending the Documentary Instrument – EUR 50.00 (Fifty) for each modification;
- for OJSC MMK-Metiz consists of the amount not exceeding: EUR 2,400,000.00 (two million four hundred thousand)–prior to the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (not inclusively) or EUR 3,300,000.00 (three million three hundred thousand); after the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (inclusively) and the payment of, respectively: Commission for creation of the Documentary Instrument – 1.00 % (One percent) per annum payable each three months and accrued an actual amount of the Documentary Instrument, but not less than EUR 500.00 (Five hundred) for each three months or for a part of this period, Commission for examination of each complete set of documents under the Letter of Credit – 0.1 % (zero point one percent) from the total amount of payment, but not less than EUR 50.00 (Fifty) for each complete set of documents, Commission for amending the Documentary Instrument – EUR 50.00 (Fifty) for each modification.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

16. Guarantee contract No. 2013/21-4 between OJSC MMK and ING BANK (Eurasia) ZAO.

Material conditions:

- The Borrower – OJSC MMK, OJSC MMK-METIZ (the Beneficiary);
- subject of the transaction: the Guarantor undertakes to the Bank to be responsible, jointly and severally with MMK-METIZ, for complete, appropriate and timely fulfillment of secured liabilities of MMK-METIZ, where Secured Liabilities mean:
 - (1) all existing and future liabilities (actual or contingent, with separate, joint and several or any other responsibility) of MMK-METIZ under documentary line contract No. 2010/37-3 of September 27, 2010 made between the Bank and the Borrower (as amended, including addendum 2010/37-2/4 to be concluded (the Main Contract)), including the obligation of MMK-METIZ to repay the Principal Debt, pay the interest accrued thereon and pay all other amounts payable according to the terms of the Main contract, and
 - (2) all costs and expenses incurred by the Bank in connection with enforcement or protection of its rights under the Main Contract, and all losses of the Bank caused by failure to perform or improper performance of obligations of MMK-METIZ under the Guarantee Contract;
- Maximum amount – EUR 10,000,000.00 (ten million);
- Available Amount means the sum equal to the Maximum Amount less the Principal Debt (calculated in the currency of Maximum Amount) provided that the Main Contract Documentary Instruments are provided to:
 - (1) MMK OJSC - up to the amount of EUR 6.700.000,00 (six million seven hundred thousand) less the Principal Debt (calculated in the currency of Maximum amount);
 - (2) MMK-METIZ OJSC up to the following amount:
 - prior to the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (not inclusively) – EUR 2.400.000,00 (two million four hundred thousand) less the Principal Debt (calculated in the currency of Maximum Amount);
 - after the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (inclusively) – EUR 3.300.000,00 (Three million three hundred thousand) less the Principal Debt (calculated in the currency of Maximum Amount);
- Supplementary Conditions Precedents – receipt by the Bank of a duly certified copy or the original of minutes (the extract of minutes) of the general shareholders meeting of Borrower 2 regarding the approval of Addendum No. 2010/37-2/4 to the Main Contract;
- Responsibility of the Guarantor: the penalty at the rate of 3.00% (three percent) per annum shall be applied to any amount not paid by the Guarantor in due time;
- Requirement to the Guarantor: Should any Secured Liability not be performed completely and/or be performed improperly, the Bank may demand, by sending a respective written request to the Guarantor, the fulfillment of such Secured Liabilities from the Guarantor (hereinafter referred to as the "Request"). The essence and the size of the Secured Liabilities breached, among other things, and the amount payable to the Bank shall be specified in the Request. The Guarantor irrevocably and unconditionally undertakes to pay in full the amount specified in the Request within 3 (Three) Business Days from the date of receipt of such Request according to the instructions contained in such Request and the conditions of the present Agreement.

- the period of validity of the Main Contract shall be till the date of complete repayment of Indebtedness by the Borrower, but anyway not earlier than the Final Repayment Date. The Final Repayment Date shall be March 27, 2014.
- Validity period of the Guarantee contract – within the Security Period, i.e. the period of time beginning from the date of the Guarantee Contract and ending on the earliest of the following dates: (i) the date of receipt by the Guarantor of Notification of Execution or (ii) the date falling one year from the Final Repayment Date. The Final Repayment Date shall be March 27, 2014.
- - The transaction price for MMK consists of the amount not exceeding: EUR 2,400,000.00 (two million four hundred thousand)– prior to the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (not inclusively) or EUR 3,300,000.00 (three million three hundred thousand); after the Date of Fulfillment of Supplementary Conditions Precedent under the Main Contract (inclusively) and the payment of, respectively: Commission for creation of the Documentary Instrument – 1.00 % (One percent) per annum payable each three months and accrued an actual amount of the Documentary Instrument, but not less than EUR 500.00 (Five hundred) for each three months or for a part of this period, Commission for examination of each complete set of documents under the Letter of Credit – 0.1 % (zero point one percent) from the total amount of payment, but not less than EUR 50.00 (Fifty) for each complete set of documents, Commission for amending the Documentary Instrument – EUR 50.00 (Fifty) for each modification; Responsibility of the Guarantor: the penalty at the rate of 3.00% (three percent) per annum shall be applied to any amount not paid by the Guarantor in due time.

OJSC MMK-METIZ is the beneficiary in the transaction.

The following 4 members of MMK’s Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK’s Board of Directors.

17. Addendum to Contract №200081 for compressed air and/or air separation products supply via pipelines between OJSC MMK and OJSC MMK-METIZ.

Material conditions:

- subject of the Contract –supply of oxygen via pipelines;
- scope of supply – as per the User’s request;
- contract validity: from 01.01.2013 till 31.12.2013; The Contract shall be considered prolonged for each next year on previously agreed terms if neither of the parties declares its termination or change of its terms 2 months prior to the expiration date of the Contract.

- Special condition – in case of changes in the effective legislation of the Russian Federation causing the Contract or its separate provisions to become null and void, alteration of the Contract validity, scope and price of the energy supply, connection of the Recipient to the grid and energy (power) accounting procedure, the Contract shall be subject to modification by the Parties in order to bring it in line with the changed conditions. All annexes to this Contract shall be its integral part.

The Addendum shall cover the Parties’ relations started on January 1, 2013.

- transaction price: 2,864.65 ruble/000 m3. The said price is a basic price and is subject to change depending on the alterations of its underlying indicators. The

Power Supply Company shall inform the Recipient on updated prices by means of publication in the "Magnitogorskiy Metall" newspaper.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

18. Sale and purchase agreement between OJSC MMK and ANO Ice Hockey Club Metallurg.

Material conditions:

- subject: sale of one-room apartment #48 with the total area of 33.7 sq.m located at: ul. Uralskaya 6/1, Magnitogorsk, Chelyabinsk Region;

- buyer: Autonomous Non-Profit Organization "Metallurg Hockey Club";

- payment procedure – payment to be effected in rubles by transfer of the funds to the settlement account within 30 days from the date of signing of the contract. Date of performance of the obligations of the Buyer for payment for the property shall be the date of crediting the funds on the settlement account of the Seller.

- price in the amount of RUB 952,000, no VAT.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

19. Addendum #3 to Agreement №181698 dd. 17.06.2010 between OJSC MMK and OJSC MMK-METIZ.

Material conditions:

- interest rate increase under the loan agreement (Annex № 2/1 to Agreement №181698 dd. 17.06.2010 between OJSC MMK (the Borrower) and OJSC MMK-METIZ (the Lender) to 3,6%. This condition shall cover the parties' relations started on 10.01.2012.

Loan agreement conditions:

- subject – granting of unallocated funds for an agreed period under the loan agreement;

- loan amount – not exceeding RUB 500 000 000;

- interest rate – 3.6% per annum;

- validity period – till June 01, 2012.

- price of transaction - not exceeding RUB 103 953 329,34.

Engagement Agreement (Addendum #3 to Agreement #181698, dated 17.06.2010 between OJSC MMK and OJSC MMK-METIZ)

Material conditions:

- subject – within the frames of the concluded agreement OJSC MMK shall be obliged to do the following on behalf of and at the cost of OJSC MMK-METIZ:

1) manage the funds on OJSC MMK-METIZ's account (generate and utilize, if appropriate, and electronic digital signature for signing of payment and financial instruments by means of Client-Bank system), receive bank statements and any other information on the funds flow on the Principal's account;

2) write-off of the amounts from OJSC MMK-METIZ's settlement account without further authorization;

3) perform all acts aimed at opening and closing of bank accounts (settlement and deposit accounts).

- validity period:

"This Contract shall become effective from its signing by the parties and be valid till May 01, 2013. Should neither of the parties demand the Contract to be cancelled or amended 30 days prior to the expiration hereof, the Contract shall be deemed to be prolonged to the following calendar year on the previously agreed terms".

- transaction amount – RUB 1 000 per month.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

20. Agreement for Services of a Technical Coordinator for the Group Companies between OJSC MMK and OJSC MMK-METIZ

Material conditions:

- subject: services of technical coordinator;

- validity: until 31 December 2013. If neither party declares its intention to terminate the Agreement one month before the expiry date, the Agreement shall be considered prolonged for another calendar year.

- transaction price: 0.23% of the cost of construction and installation works.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

21. Acquisition of additional equity issue of MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ, Republic of Turkey.

Material conditions:

- subject of the transaction – acquisition of additional equity issue of «MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ»;
- number of the securities to be acquired– 150,000,000 shares.
- transaction price shall not exceed TL 150,000,000 (in RUB at the RF Central Bank rate as of the payment date),

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

22. Conclusion of Non-Residential Premises Lease Agreement # 211838 between OJSC MMK and CUB OJSC.

Material conditions:

- subject: lease of non-residential premises with the total floor space of 170.0 sq. m. (utilities payment to be reimbursed) located in the central control point of OJSC MMK at: 93 ul. Kirova, Magnitogorsk;

- Parties are entitled to agree rental charge revision terms by setting the rental size in the amount which is, under comparable conditions, usually charged for similar services (according to the rental charge market value determined by an independent appraiser);

- Validity term: indefinite. The Parties are entitled to agree termination conditions;

- settlement procedure: before the 25th of the current month.

- Rental charge: RUB 131,045 per month (including VAT) including payments for using the premises, heat supply, water supply and water disposal.

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

23. Equipment lease agreement № 212563 between OJSC MMK and ANO Ice Hockey Club Metallurg.

Material conditions:

- subject – rent of HD television equipment (inventory number 435017333), located at: 105, pr. Lenina, Magnitogorsk;
- initial cost of the equipment – RUB 81,237,069.25;
- the parties are entitled to agree upon conditions of amendments to a list of the equipment transferred to the lease and withdrawn from lease;

- the parties are entitled to agree upon conditions of changes of the rent;
- validity period – indefinite. The parties are entitled to agree upon conditions of termination of the present agreement;
- settlement procedure: before the 25th of the current month.
- rent – RUB 1,645,330 monthly (incl. VAT).

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

24. Addendum No. 3 to Contract №180508 for non-gratuitous services between OJSC MMK and Autonomous Non-Profit Organization "Medical Care Unit of the City Administration of Magnitogorsk and OJSC MMK".

Material conditions:

- subject – rendering of medical services under the following therapeutic programs:
 - course of rehabilitation under program No. 1 "The back without pain" with pharmacological support, examination and massage (15 days);
 - course of rehabilitation under program No. 2 "The back without pain" with pharmacological support (10 days);
- price of services in the amount RUB 10,417 per one employee under program No. 1 and RUB 5,806 per one employee under program No. 2

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

25. Acquisition of additional equity issue of «MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ», Republic of Turkey;

Material conditions:

- subject of the transaction – acquisition of additional equity issue of MMK METALURJİ SANAYİ, TİCARET VE LİMAN İŞLETMECİLİĞİ ANONİM ŞİRKETİ;
- number of the securities to be acquired – 210,000,000 shares.
- transaction price shall not exceed TL 210,000,000 (in RUB at the RF Central Bank rate as of the payment date),

There are no beneficiaries in the transaction.

The following 4 members of MMK's Board of Directors shall be deemed interested and (or) related parties to the transaction: V.V. Bakhmetyev, B.A. Dubrovskiy, V.F. Rashnikov, O.V. Rashnikova.

The approving body: OJSC MMK's Board of Directors.

Report of OJSC MMKs Board of Directors on the results in key spheres of activities in 2013.

In the reporting period OJSC MMK carried out the following measures with regard to the key areas of its activity:

1. Strengthening of MMK's position in the high-priority markets.
2. Enhancement of production efficiency, including by way of resource and power savings.
3. Improvement of investment attractiveness, including by way of the management system development.
4. Maintenance of safe and environment-friendly production
5. Promotion of staff professional development.

In 2013 the MMK's Board of Directors held 16 meetings covering 140 issues. The most important issues reviewed by the Board of Directors related to the following:

1. Approval of long-term plans, programs, policies, reports and key areas of activity of the Company and the Group.
2. Definition of the Company's financial and economic strategy (monitoring of execution and approval of OJSC MMK's financial and economic plan and guidelines of fundraising and placement);
3. Approval of interested-party transactions;
4. Participation of OJSC MMK in other companies;
5. Improvement of Corporate Governance;

In pursuance of Federal Law "On Joint Stock Companies" the Board of Directors performs general management of the Company's activity, secures the shareholders' rights, establishes the Company's development strategy and makes decisions on financial and economic activities of the Company and any other issues provided by the Company's Charter.

In the reporting year the BoD's and the Company's activity remains transparent for the shareholders and other concerned parties; all information is properly and fully disclosed.

Financial statements of OJSC MMK for 2013 according to IFRS

OPEN JOINT STOCK COMPANY MAGNITOGORSK IRON & STEEL WORKS AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2013

(In millions of U.S. Dollars, unless otherwise stated)

	Years ended 31 December	
	2013	2012
REVENUE	8,190	9,328
COST OF SALES	(6,967)	(7,881)
GROSS PROFIT	1,223	1,447
General and administrative expenses	(524)	(568)
Selling and distribution expenses	(609)	(549)
Other operating income/(expenses), net	84	(57)
OPERATING PROFIT	174	273
Share of results and impairment of associates	1	20
Finance income	8	12
Finance costs	(181)	(223)
Foreign exchange (loss) /gain , net	(152)	35
Impairment losses and provision for site restoration	(2,456)	(17)
Change in net assets attributable to minority participants	-	(1)
Other income	5	23
Other expenses	(134)	(178)
LOSS BEFORE INCOME TAX	(2,735)	(56)
INCOME TAX	306	(31)
LOSS FOR THE YEAR	(2,429)	(87)
OTHER COMPREHENSIVE INCOME/(LOSSES)		
<i>Items, that will be reclassified subsequently to profit or loss</i>		
Increase in fair value of available-for-sale investments	22	57
Translation of foreign operations	163	(72)
<i>Items, that will not be reclassified subsequently to profit or loss</i>		
Actuarial gains/(losses)	1	(7)
Effect of translation to presentation currency	(728)	584
OTHER COMPREHENSIVE (LOSSES)/INCOME FOR THE YEAR, NET OF TAX	(542)	562
TOTAL COMPREHENSIVE (LOSSES)/INCOME FOR THE YEAR	(2,971)	475
Loss attributable to:		
Shareholders of the Parent Company	(2,400)	(84)
Non-controlling interests	(29)	(3)
	(2,429)	(87)
Total comprehensive (losses)/income attributable to:		
Shareholders of the Parent Company	(2,942)	478
Non-controlling interests	(29)	(3)
	(2,971)	475
BASIC AND DILUTED LOSSES PER SHARE (U.S. Dollars)	(0.218)	(0.008)
Weighted average number of ordinary shares outstanding (in thousands)	11,017,397	11,007,917

**OPEN JOINT STOCK COMPANY
MAGNITOGORSK IRON & STEEL WORKS AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2013
(IN MILLIONS OF U.S. DOLLARS)**

	31 December	
	2013	2012
ASSETS		
NON-CURRENT ASSETS:		
Property, plant and equipment	8,618	11,831
Goodwill	-	290
Other intangible assets	39	43
Investments in securities and other financial assets	830	870
Investments in associates	2	-
Deferred tax assets	171	152
Other non-current assets	12	7
Total non-current assets	9,672	13,193
CURRENT ASSETS:		
Inventories	1,478	1,674
Trade and other receivables	630	695
Investments in securities and other financial assets	17	62
Income tax receivable	9	90
Value added tax recoverable	173	200
Cash and cash equivalents	154	362
Assets classified as held for sale	15	16
Total current assets	2,476	3,099
TOTAL ASSETS	12,148	16,292
EQUITY AND LIABILITIES		
EQUITY:		
Share capital	386	386
Treasury shares	(30)	(175)
Share premium	1,020	1,108
Investments revaluation reserve	618	596
Translation reserve	(2,778)	(2,213)
Retained earnings	7,612	9,963
Equity attributable to shareholders of the Parent Company	6,828	9,665
Non-controlling interests	33	155
Total equity	6,861	9,820
NON-CURRENT LIABILITIES:		
Long-term borrowings	2,163	2,236
Retirement benefit obligations	27	32
Site restoration provision	181	51
Deferred tax liabilities	851	1,254
Total non-current liabilities	3,222	3,573
CURRENT LIABILITIES:		
Short-term borrowings and current portion of long-term borrowings	1,010	1,630
Current portion of obligations under finance leases	-	1
Current portion of retirement benefit obligations	4	4
Trade and other payables	1,037	1,260
Current portion of site restoration provision	11	-
Net assets attributable to minority participants	3	4
Total current liabilities	2,065	2,899
TOTAL EQUITY AND LIABILITIES	12,148	16,292

**OPEN JOINT STOCK COMPANY
MAGNITOGORSK IRON & STEEL WORKS AND SUBSIDIARIES**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2013
(In millions of U.S. Dollars)

	Share capital	Treasury shares	Share premium	Investments revaluation reserve	Translation reserve	Retained earnings	Total	Non-controlling interests	Total
BALANCE AT 1 JANUARY 2012	386	(176)	1,110	539	(2,725)	10,155	9,289	159	9,448
Loss for the year	-	-	-	-	-	(84)	(84)	(3)	(87)
Other comprehensive income for the year, net of tax	-	-	-	57	512	(7)	562	-	562
Total comprehensive income for the year	-	-	-	57	512	(91)	478	(3)	475
Purchase of treasury shares	-	(2)	-	-	-	-	(2)	-	(2)
Issuance of ordinary shares from treasury shares	-	3	(2)	-	-	-	1	-	1
Dividends	-	-	-	-	-	(101)	(101)	(1)	(102)
BALANCE AT 31 DECEMBER 2012	386	(175)	1,108	596	(2,213)	9,963	9,665	155	9,820
Loss for the year	-	-	-	-	-	(2,400)	(2,400)	(29)	(2,429)
Other comprehensive gains/(losses) for the year, net of tax	-	-	-	22	(565)	1	(542)	-	(542)
Total comprehensive losses for the year	-	-	-	22	(565)	(2,399)	(2,942)	(29)	(2,971)
Purchase of treasury shares	-	(11)	-	-	-	-	(11)	-	(11)
Issuance of ordinary shares from treasury shares	-	156	(106)	-	-	-	50	-	50
Deferred tax relating to result of disposal of treasury shares	-	-	18	-	-	-	18	-	18
Decrease in non-controlling interests due to changes of Group's share in subsidiaries	-	-	-	-	-	48	48	(92)	(44)
Dividends	-	-	-	-	-	-	-	(1)	(1)
BALANCE AT 31 DECEMBER 2013	386	(30)	1,020	618	(2,778)	7,612	6,828	33	6,861

**OPEN JOINT STOCK COMPANY
MAGNITOGORSK IRON & STEEL WORKS AND SUBSIDIARIES**

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2013
(In millions of U.S. Dollars)

	Years ended 31 December	
	2013	2012
OPERATING ACTIVITIES:		
Loss for the year	(2,429)	(87)
Adjustments to loss for the year:		
Income tax	(306)	31
Depreciation and amortisation	969	952
Finance costs	181	223
Loss on disposal of property, plant and equipment	79	118
Impairment losses and provision for site restoration	2,456	17
Change in allowance for doubtful accounts receivable	(6)	(4)
Loss on revaluation of trading securities	4	-
Change in allowance for obsolete and slow-moving items	2	(16)
Finance income	(8)	(12)
Income from available-for-sale investments	(14)	(13)
Foreign exchange loss, net	152	(35)
Gain on disposal of associates	(131)	-
Gain on sale of subsidiaries	-	(18)
Share of results and impairment of associates	(1)	(20)
Change in net assets attributable to minority participants	-	1
	948	1,137
Movements in working capital		
Decrease/(increase) in trade and other receivables	13	(12)
Decrease in value added tax recoverable	18	113
Decrease in inventories	103	205
Decrease in investments classified as trading securities	12	1
Decrease in trade and other payables	(47)	(15)
Cash generated from operations	1,047	1,429
Interest paid	(177)	(205)
Income tax received/(paid)	62	(44)
Net cash generated by operating activities	932	1,180
INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(622)	(674)
Purchase of intangible assets	(8)	(7)
Proceeds from sale of property, plant and equipment	6	8
Redemption of promissory notes receivable from related party	127	-
Interest received	13	10
Loans provided	(20)	-
Loans provided to related party	-	(25)
Proceeds from sale of associates	131	-
Proceeds from sale of subsidiaries	2	37
Acquisition of associates	(1)	-
Proceeds from sale of securities and other financial assets	-	3
Changes in letters of credit, net	2	2
Dividends received from available-for-sale investments	14	13
Dividends received from associates	5	45
Net cash used in investing activities	(351)	(588)

**OPEN JOINT STOCK COMPANY
MAGNITOGORSK IRON & STEEL WORKS AND SUBSIDIARIES**

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2013

(CONTINUED)

(In millions of U.S. Dollars)

	Years ended 31 December	
	2013	2012
FINANCING ACTIVITIES:		
Proceeds from borrowings	1,468	1,899
Repayments of borrowings	(2,102)	(2,548)
Purchase of treasury shares	(11)	(2)
Proceeds from issuance of ordinary shares from treasury shares	50	1
Principal repayments of obligations under finance leases	(2)	(6)
Acquisition of non-controlling interest	(44)	-
Dividends paid to:		
- equity holders of the Parent Company	(96)	-
- non-controlling interests	-	(1)
Net cash used in by financing activities	<u>(737)</u>	<u>(657)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(156)	(65)
CASH AND CASH EQUIVALENTS, beginning of year	362	424
Effect of translation to presentation currency and exchange rate changes on the balance of cash held in foreign currencies	(52)	3
CASH AND CASH EQUIVALENTS, end of year	<u>154</u>	<u>362</u>

