

APPROVED

by the Board of Directors  
of the Open Joint-Stock Company  
“Novolipetsk Steel”

« 6 » July 2009

Protocol No. 176

**REGULATIONS  
ON INFORMATION POLICY OF OJSC "NLMK"  
(revised version)**

Lipetsk, 2009

## 1. GENERAL PROVISIONS

1.1. The Regulations on Information Policy (hereinafter "Regulations") of the Open Joint Stock Company "Novolipetsk Steel" (hereinafter "Company") is elaborated in accordance with the applicable legislation of the Russian Federation, listing rules of Russian and foreign stock exchanges, the Code of Corporate Governance of the Company and other internal documents of the Company.

1.2. The purpose of Information Policy of the Company is the maximum satisfaction of needs of shareholders, potential investors and professional participants of the securities market (hereinafter together called "Interested parties") in the reliable information on the Company and its activities.

1.3. Information Policy of the Company is directed to achieve the maximum realization of shareholders' rights to receive information essential for their investment and management decisions and to protect the confidential information on the Company, disclosure of which may incur loss to the Company and its shareholders.

1.4. The procedure of binding submission (receipt) of information referred to the state secrecy shall be determined in accordance with the applicable legislation of the Russian Federation.

## 2. MAIN PRINCIPLES OF INFORMATION POLICY OF THE COMPANY

2.1. The main principles of Information Policy of the Company are regularity, efficiency, availability, reliability, completeness, balance, equality, safety of information resources.

2.2. The principle of regularity means that the Company intends to submit information on the Company to the Interested parties on the regular basis through the means of communication available to the Company.

2.3. The principle of efficiency means that the Company intends to inform the Interested parties of the most essential events and facts concerning their interests and activities of the Company as soon as practicable.

2.4. The principle of availability means that the methods of providing the essential information on the Company to the Interested parties shall provide them with free and easy access to such information.

2.5. The principle of reliability means that the Company intends to provide to the Interested parties information corresponding to reality and will care that the disseminated information is not wrong or misrepresented.

2.6. The principle of completeness means that the Company intends to submit the information sufficient for the Interested parties to form the complete understanding upon the issue in which they are interested.

2.7. The principle of balance means that the Company proceeds from the reasonable balance of openness and transparency, on the one side, and confidentiality, on the other side. The reasonable balance in this respect may be achieved by maximum realization of shareholders' rights to receive information and strict protection of shareholders' interests by restricting the access to the information of certain commercial value and other sensitive information.

2.8. The principle of equality means that the Company provides equal rights and possibilities as to receipt of and access to information for all shareholders with respect to the requirements of the applicable legislation of the Russian Federation.

2.9. The principle of safety means that the Company will apply the lawful methods and means for protection of information referred to the state, professional and commercial secrecy of the Company.

## 3. PUBLIC DISCLOSURE OF INFORMATION

3.1. Composition of information publicly disclosed by the Company in accordance with the requirements of the applicable legislation of the Russian Federation and obligations of the Company arising in connection with circulation of its securities at stock exchanges:

In accordance with the requirements of the applicable legislation the Company shall publicly disclose the following information:

- Quarterly reports of the issuer of the issued securities;
- Annual reports of the Company;
- Annual financial statements of the Company;
- Information on the material developments (events, actions) concerning financial and economic activities of the Company (including, but not limited to the information: on reorganization of the Company; on its subsidiaries and dependent companies; the facts resulting in simultaneous increase or reduction in the value of the Company's assets by more than 10 per cent, on the facts resulting in simultaneous increase (reduction) in the Company's net profit or net losses by more than 10 per cent; on non-recurrent transactions of the Company with the value of no less than 10 per cent of the value of the Company's assets at the date of a transaction; on issues of securities by the Company; on declared/paid income on the Company's securities; on resolutions of General Meetings; on resolutions of authorized bodies of the Company on issues of issued securities);
- Information which may have the essential influence on the value of the Company's securities (including, but not limited to the information: on expiration of the term of office the sole and/or members in the collegial executive body of the Company; on initiating the bankruptcy case and/or one of the bankruptcy procedures in respect of the Company and/or one of its subsidiaries or dependent companies by arbitration court; on the agreement between the Company and a stock exchange according to which the listing of the Company's securities shall be provided; on inclusion of the Company's securities in the list of securities admitted by the trade institutor at the securities market and exclusion of the Company's securities from the said list; on the obtaining permission of the federal executive body on the securities market for circulation and/or allocation of the securities of the Company abroad);
- The list of the Company's affiliated persons;
- Prospectus of the Company's securities (additional issues of securities);
- Notices of state registration of an issue (additional issue) of securities;
- The Charter, amendments and addenda to the Charter, as well regulations and procedures governing the activities of the Company's administration bodies, the General meeting of shareholders, the Board of Directors, the Management Board and all amendments and addenda to the said documents.

### 3.2. Obligations of the Company concerning additional disclosure of information on its activities

The Company shall prepare and disclose the following information on its activities (apart from the information to be disclosed according to the requirements of the Russian legislation and obligations of the Company arising in connection with circulation of its securities at stock exchanges):

- on the principles of corporate governance applicable in the Company;
- on the strategy of the Company and its development projects;
- on composition of the Board of Directors of the Company, including the information on changes in its composition during the reported year, and information concerning members of the Board of Directors, including their short biographies;
- Data on the President (the Chairman of the Management Board) and members of the Management Board, including their brief personal data;
- Periodic information on industrial, financial, economic and corporate activities of the Company;
- On important events and results of work and activities of the Company;
- On social policy of the Company;
- Information on environmental activities of the Company;
- On statements of the President (the Chairman of the Board), Chairman of the Board of Directors of the Company in mass media, press releases of the Company.

### 3.3. Procedure, forms and methods of public disclosure of information

3.3.1 The Company provides the disclosure of information in the size, procedure and forms stipulated in the applicable legislation of the Russian Federation (including the disclosure through the news line of authorized agencies; publishing in mass media; placing information at the Company's website ([www.nlmk.ru](http://www.nlmk.ru)) etc.

3.3.2 *The Company* uses the following means of informing in order to realize the shareholders' right to information and provide efficiency and availability of essential information:

- delivery (sending) of documents (in hard copy);
- submission of information on the magnetic medium (in cases provided by the applicable legislation);
- Disclosure of information through mass media;
- Disclosure of information through the Company's website;
- disclosure of information in the course of public speeches and group and personal meetings with the Company's Interested parties.

3.3.3 The information subject to binding disclosure shall be submitted in accordance with the applicable legislation of the Russian Federation and obligations of the Company arising in connection with circulation of its securities at stock exchanges within the periods and terms stipulated in the said legislation and obligations.

3.3.4 The Company shall provide regular work on arrangement of meetings with the Interested parties devoted to important events in the Company's life, clarification of their position and opinion upon the essential issues regarding development and activities of the Company (including the periods of preparation for allocation of securities).

3.3.5 The Company shall arrange briefings (press conferences) of its officers in connection with publishing the financial statements, holding the meeting of shareholders and other significant corporate events.

3.3.6 The Company shall publish on its website all significant notices and materials and, if necessary, publish brochures and booklets for dissemination.

3.3.7 In case of allocation of the Company's securities the information shall be disclosed on the motives of allocation, persons intending to purchase the shares, including the large block of shares (in case the Company has such information).

#### 4. PROCEDURE OF SUBMISSION OF INFORMATION TO SHAREHOLDERS

4.1. Information shall be submitted to shareholders by the Corporate Secretary of the Company who is responsible for the work with shareholders of the Company.

4.2. Documents shall be submitted to shareholders for consideration upon the presentation of the appropriate written request drafted in the voluntary form in the name of the President (the Chairman of the Management Board) of the Company. The request shall contain last name, first name and patronymics of the applicant (in case of a legal entity - name and location), number of shares held by the applicant and the name of the requested document.

4.3. For the purposes of submission of documents or copies of documents the fact of the applicant's possession of the Company's shares shall be checked.

4.4. The documents will be provided by the Company within seven days from the day of submitting the respective demand to the Company's executive office (address: 2, Metallurgov sq., Lipetsk, Russia). The Company shall submit copies of documents to persons entitled to access to the said documents upon their requests (by mail or by registered mail with return receipt requested). In this case payment for submission of copies may not exceed the costs for making the said copies.

4.5. The list of information (materials), submitted to the shareholders during the preparation of the general shareholders meeting, shall be approved by the Board of Directors of the Company. The said list shall include:

annual report of the Company;

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- annual financial statements, including the profits and losses report;
- recommendations of the Board of Directors on distribution of the Company's profit, including dividend payment, and the reasoning of each recommendation;
- opinion of the Audit Commission of the Company;
- opinion of the audit organization of the Company upon the results of the annual inspection of financial and economic activities of the Company;
- information on nominees in the Board of Directors and the Audit Commission of the Company;
- information on nominees in auditors of the Company.

4.6. In case the agenda of the annual General Meeting of Shareholders includes the issue on reorganization of the Company, shareholders shall be provided with the following documents, apart from the documents provided by the applicable legislation:

reasoning of reorganization of the Company;

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- opinion of a professional participant of the securities market;
- annual reports and annual balance sheets of all organizations participating in the reorganization for last three financial years;
- quarterly reports drafted no later than 6 months prior to the date of the meeting at which the issue on reorganization is considered, in case the meeting is held more than 6 months upon the end of the previous financial year.

4.7. In case the agenda of the annual General Meeting of Shareholders includes the issue on allocation of additional shares and the draft resolution on allocation provides for payment of shares by non-monetary funds, shareholders shall be provided with the list of property by which the securities may be paid and the report on estimation of such property.

4.8. The contents of the report to be submitted to shareholders for the annual General Meeting of Shareholders shall comply with the requirements of the applicable legislation of the Russian Federation governing the procedure of preparation, summons and holding of shareholders' meetings.

4.9. Annual report shall be signed by the President (the Chairman of the Management Board) of the Company and the chief accountant upon the preliminary approval by the Board of Directors. In case any member of the Board of Directors disagrees with the information contained in the annual report, such member shall set forth his objections in writing (submit the special opinion). The special opinion shall be submitted to shareholders of the Company with the annual report.

## 5. INFORMATION REFERRED TO COMMERCIAL OR PROFESSIONAL SECRECY

5.1. Information referred to commercial secrecy of the Company includes scientific, technical, technological, industrial, financial, economic and other information owned by the Company which has actual or potential commercial value by virtue of being unknown to third parties, the access to which is lawfully prohibited and in respect of which the Company introduces the regime of commercial secrecy.

5.2. The Company, represented by the President (the Chairman of the Management Board) and the subdivisions responsible for information safety, shall undertake comprehensive measures to protect confidentiality of information, establish the procedure of access to confidential information, determine the list of information referred to commercial secrecy of the Company and provide the reasonable balance between the openness of the Company and efforts not to incur loss to its interests.

5.3. The list of information referred to commercial or professional secrecy of the Company and procedure of work with such information shall be stipulated in internal documents of the Company.

5.4. Labour agreements with officers and employees of the Company shall include the condition on non-disclosure of confidential information.

## 6. INSIDER INFORMATION

6.1. The insider information is deemed to be the essential information on activities of the Company, shares and other securities of the Company and transactions with such securities which is not generally available and which, if disclosed, may essentially influence on the market value of shares and other securities of the Company.

Unlawful use of such information may cause essential loss to shareholders of the Company and lead to serious negative consequences for financial condition of the Company and its business reputation.

This information has the following features:

- direct relevance to the Company and/or subsidiaries of the Company and business perspectives of the Company and/or subsidiaries of the Company;
- certainty and accuracy;
- it is not generally available;
- it will most probably have serious influence on the rate or value of any securities of the Company and/or the Company's subsidiaries, in case it is made public;

6.2. The insider information shall also include the information subject to disclosure in accordance with the applicable legislation of the Russian Federation and internal documents of the Company before its disclosure, in case such disclosure may seriously influence the market value of shares and other securities of the Company.

6.3. The essential information is deemed to be information, facts and data on activities of the Company or securities of the Company, or one of the Company's subsidiaries which are likely to be considered important by the reasonable investor in making decision on purchase, sale or keeping of securities, or in case such information, facts or data may seriously influence the market value of securities.

6.4. Bearers of the Insider information (Insiders) are deemed to be shareholders, members of the Board of Directors, members of the Committees established by the Board of Directors, the President (the Chairman of the Management Board) and members of the Management Board of the Company, members of the Revision Commission, heads and employees of subdivisions of the Company who by virtue of performance of their duties possess information, documents and data which are not published or disclosed and may, in case of publication or disclosure, seriously influence the value of securities of the Company.

6.5. Bearers of the Insider information are also deemed to be other individuals and/or legal entities who have received access to the Insider information in accordance with civil contracts (auditors, specialized depositaries, professional participants of the securities market).

6.6. Other individuals and/or legal entities, who have received access to the Insider information, either lawfully or unlawfully, may also be recognized as bearers of the Insider information.

## 7. USE OF THE INSIDER INFORMATION

Insiders are not allowed to disclose the Insider information available to them or information based on such Insider information.

7.2 Persons entitled to access to the Insider information may not use the Insider information either in their own interests or in the interests of third parties, provided that such use shall mean any actions in respect of the Insider information committed for the purposes contradicting with the purposes of the Company, its subsidiaries or dependent companies and causing damages and/or loss to the said companies, including, but not limited to:

- concluding transactions with any securities of the Company based on the Insider information;
- unlawful transfer of or providing access to third parties to the Insider information or information based on such Insider information;
- giving recommendations to third parties on making operations with the securities, provided that such recommendations are based on the Insider information;
- publication or other dissemination of the Insider information.

7.3 Persons specified in clauses 6.4-6.6 of these Regulations shall be held responsible for disclosure of the Insider information in accordance with the applicable legislation of the Russian Federation.

7.4 Officers and employees of the Company undertake the obligation on non-disclosure of the Insider information simultaneously with conclusion of their labour agreements.

## 8. PROCEDURE OF DISCLOSURE OF INFORMATION BY REPRESENTATIVES OF THE COMPANY

8.1. The Chairman of the Board of Directors shall provide official comments and interpretations of resolutions passed by the Board of Directors with respect to opinion of the Board of Directors and set forth the view of the Board of Directors upon the issues considered at meetings of the Board of Directors.

8.2. The Chairman of the Board of Directors may delegate his powers stipulated in 8.1 of these Regulations to members of the Board of Directors.

8.3. Chairmen of the Committees established by the Board of Directors may provide the Interested parties with information on resolutions passed at meetings of the Committees and comment such information.

## 9. CONTROL OVER COMPLIANCE WITH THE REGULATIONS

9.1. Control over compliance with the provisions of the applicable legislation of the Russian Federation and special requirements stipulated in internal documents of the Company in order to exclude conflicts of interests and restrict abuses in use of the Insider information shall be provided by:

- the Chairman of the Board of Directors - in respect of members of the Board of Directors and the President (the Chairman of the Management Board);
- the Chairman of the Board of Directors - in respect of members of the Management Board;
- the President (the Chairman of the Management Board) - in respect of other officers and employees of the Company.

## 10. FINAL PROVISIONS

10.1. These Regulations shall be approved by the Board of Directors of the Company.

10.2. In case certain provisions of these Regulations become contradicting to any amendments made in the applicable legislation of the Russian Federation, such provisions of the Regulations shall not be applied; in this case members of the Committee shall act in accordance with the applicable legislation of the Russian Federation, until these Regulations are amended.