

EXHIBIT A
FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH
TRANSFERS OF NOTES
PURSUANT TO REGULATION S
TO PERMIT REMOVAL OF THE RULE 144A LEGEND

Steel Capital S.A. (the "Issuer")
(Incorporated under the laws of the Grand Duchy of Luxembourg)

U.S.\$1,250,000,000

9.75 per cent. Loan Participation Notes due 29 July 2013

issued by

Steel Capital S.A.

on a limited recourse basis for the sole purpose of financing a five year loan to
OAO Severstal ("**Severstal**")

(an open joint stock company established under the laws of the Russian Federation)

ISIN: XS0376189857

In connection with our transfer of U.S.\$[●] principal amount of Notes, we confirm that such transfer has been effected pursuant to and in accordance with Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933 (the "**Securities Act**"), and, accordingly, we represent that:

- 1** the offer and sale of the Notes was made in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S, and that, prior to the expiration of the "distribution compliance period" (as such term is defined in Rule 902 of Regulation S), the offer and sale of the Notes was made to a person reasonably believed to be a non-U.S. person in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S;
- 2** no directed selling efforts have been made in the United States within the meaning of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
- 3** the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, if the undersigned is an officer or director of the Issuer, or a distributor or any affiliate of the Issuer, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you issue Notes which do not bear the Rule 144A Legend (as defined in the Trust Deed dated 29 July 2008 constituting the Notes).

[Details of the relevant accounts at Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme, as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows: [insert details]]

In connection with such request, we hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Notes.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and Severstal. Terms used in this certificate have the meanings set forth in Regulation S.

[Name of Transferor]

By: _____

Authorised Signature

EXHIBIT B

**FORM OF CERTIFICATE TO BE DELIVERED BY TRANSFEROR IN
CONNECTION WITH TRANSFERS OF NOTES PURSUANT TO
RULE 144A TO REQUEST ADDITION OF THE RULE 144A LEGEND**

Steel Capital S.A. (the "Issuer")

(Incorporated under the laws of the Grand Duchy of Luxembourg)

U.S.\$1,250,000,000

9.75 per cent. Loan Participation Notes due 29 July 2013

issued by

Steel Capital S.A.

on a limited recourse basis for the sole purpose of financing a five year loan to

OAO Severstal ("**Severstal**")

(an open joint stock company established under the laws of the Russian Federation)

CUSIP 858057AA0

ISIN US858057AA1

Reference is hereby made to the trust deed dated 29 July 2008 (the "**Trust Deed**") in relation to the issue of U.S.\$1,250,000,000 9.75 per cent. Loan Participation Notes due 29 July 2013 (the "**Notes**"). Terms used herein and defined in the Trust Deed are used herein as so defined. Other terms have the meaning given to them in Regulation S.

This letter relates to U.S.\$[●] principal amount of Notes which are held in the form of a Note which does not bear the Rule 144A Legend (as defined in the Trust Deed constituting the Notes) in the name of [transferor] (the "**Transferor**"). The Transferor has requested an exchange or transfer of such beneficial interest in the Notes for an interest in a Note bearing the Rule 144A Legend.

In connection with such request, and in respect of such Notes, the Transferor acknowledges (or if the Transferor is acting for the account of another person, such person has confirmed to the Transferor that it acknowledges), that such Notes have not been and will not be registered under the U.S Securities Act of 1933 (the "**Securities Act**"), and that the Issuer has not been and will not be registered as an investment company under the Investment Company Act, and the Transferor hereby certifies that such transfer has been effected (i) in accordance with the transfer restrictions set forth in the Notes (ii) in a transaction meeting the requirements of Rule 144A under the Securities Act ("**Rule 144A**") and Section 3(c)(7) under the U.S. Investment Company Act of 1940 (the "**Investment Company Act**") (iii) to a transferee that the Transferor reasonably believes is a "qualified institutional buyer" within the meaning of Rule 144A (a "**QIB**") that is a "qualified purchaser" within the meaning of Section 2(a)(51) of the Investment Company Act ("**QP**"), that is acquiring not less than U.S.\$100,000 in principal amount of the Notes for its own account or for the account of one or more QIBs each of which is also a QP that is acquiring not less than U.S.\$100,000 principal amount of Notes and (iv) in accordance with applicable securities laws of any state of the United States or any other jurisdiction.

The Transferor does hereby certify that such transfer has been effected pursuant to and in accordance with Rule 144A under the Securities Act and in reliance on Section 3(c)(7) of the Investment Company Act, and accordingly the Transferor does hereby further certify that the beneficial interests in the Notes are being transferred to a person that the Transferor reasonably believes:

- 1 is (a) a QIB that is also a QP, (b) not a broker-dealer which owns and invests on a discretionary basis less than U.S.\$25 million in securities of unaffiliated issuers, (c) not a participant-directed employee plan, such as a 401 (k) plan, (d) acquiring such Notes for its own account, or for the account of one or more QIBs each of which is also a QP, (e) not formed for the purpose of investing in the Notes or the Issuer, and (f) aware, and each beneficial owner of such Notes has been advised, that the sale of such Notes to it is being made in reliance on Rule 144A;
- 2 will (a) along with each account for which it is purchasing, hold and transfer beneficial interests in the Rule 144A Notes in a principal amount that is not less than U.S.\$100,000 and (b) provide notice of these transfer restrictions to any subsequent transferees. In addition, it understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositories;
- 3 understands that the Rule 144A Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB that is also a QP purchasing for its own account or for the account of one or more QIBs that are also QPs each of which is purchasing not less than U.S.\$100,000 principal amount of Notes or (b) to a person outside the United States in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, and in each case in accordance with any applicable securities laws of any State of the United States;
- 4 understands that the Issuer has the power under the Trust Deed to compel any beneficial owner of Rule 144A Notes that is not a QIB and a QP to sell its interest in the Rule 144A Notes, or may sell such interest on behalf of, or purchase such interest from, such owner at the price described in the legend below. The Issuer has the right to refuse to honour the transfer of an interest in the Rule 144A Notes to a U.S. person who is not a QIB and a QP;
- 5 understands that if a beneficial owner of Notes who is required to be a QIB (within the meaning of Rule 144A under the Securities Act) and a QP (within the meaning of Section 2(a)(51) under the Investment Company Act) is at any time not such a QIB and a QP, the Issuer may (i) compel such beneficial owner to sell its Notes to a person who is outside the United State in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act or who is a QIB and a QP and who is, in each case, otherwise qualified to purchase such Notes in a transaction exempt from registration under the Securities Act or (ii) compel the beneficial owner to sell such Notes to the Issuer or an affiliate of it at a price equal to the least of (x) the purchase price paid by the beneficial owner for such Definitive Certificates, (y) 100 per cent. of the principal amount thereof or (z) the fair market value thereof;
- 6 understands and acknowledges that its purchase and holding of such Rule 144A Definitive Certificates constitutes a representation and agreement by it that by its purchase and holding of such Rule 144A Definitive Certificates or any interest therein, the purchaser and/or holder thereof and each transferee will be deemed to have represented and warranted at the time of its purchase and throughout the period that it holds such Rule 144A Definitive Certificate or interest therein, that(1) it is not (i) a Benefit Plan Investor (as defined in Section 3(42) of the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA")) or (ii) a governmental, church or non-U.S. plan that is subject to any federal, state, local or non-U.S. law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code or any entity whose

assets are treated as assets of any such plan, and (2) it will not sell or otherwise transfer any such note or interest to any person without first obtaining these same foregoing representations and warranties. "Benefit Plan Investors" include (1) any employee benefit plan (as defined in Section 3(3) of ERISA), that is subject to Part 4 of Title I of ERISA, (2) any plan described in Section 4975(e)(1) of the United States Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, individual retirement accounts and Keogh plans, and (3) any entity whose underlying assets include plan assets by reason of a plan's investment in the entity pursuant to the Plan Asset Regulation issued by the United States Department of Labor, 29 C.F.R. Section 2510.3-101, as modified by Section 3(42) of ERISA (including, for this purpose, the general account of an insurance company, any of the underlying assets of which constitute "plan assets" under section 401(c) of ERISA, or a wholly-owned subsidiary thereof); and

- 7 understands that before any interest in the Rule 144A Definitive Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of Definitive Certificates or a beneficial interest in the Global Certificates, it will be required to provide a Transfer Agent with a written certification as to compliance with applicable securities laws.

In addition, the Transferor does hereby certify that (i) the Transferor has provided notice of these restrictions to the Transferee, (ii) the Transferee has confirmed to the Transferor that it acknowledges that the Issuer, Severstal, the Registrar, the Joint Lead Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its transfer of Notes pursuant to Rule 144A is no longer accurate, it shall promptly notify the Issuer and the Joint Lead Managers, and that if the Transferee is acquiring any Notes for the account of one or more persons who are QIBs that are also Qualified Ps, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account and (iii) the Transferor will provide any purchaser from it of the Notes notice of the transfer restrictions set forth above.

[Details of the relevant accounts at Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme, as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [insert details].]

We hereby request that you issue Notes which bear the Rule 144A Legend.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Yours faithfully,

[Insert name of Transferor]

By: _____
Authorised Signature

Date: _____