THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you should immediately seek your own professional advice from your stockbroker, solicitor, accountant or other appropriately qualified independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are taking advice in the United Kingdom or, if you are resident in another jurisdiction, from another appropriately authorised independent financial adviser. All Shareholders are advised to consult their professional advisers regarding their own tax position.

If you sell or have sold or otherwise transferred all of your Ordinary Shares, before 3.00 p.m. on 17 April 2015, please send this document (but not the Tender Form) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, no such documents should be forwarded or transmitted in or into any Restricted Jurisdiction. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

EVRAZ plc
Incorporated in England and Wales with registered number 7784342

Proposed Return of Cash to Shareholders of EVRAZ plc by way of a Tender Offer to purchase up to 120,967,742 Ordinary Shares up to a maximum value of US$375,000,000 at a tender price of US$3.10 per Ordinary Share and Notice of General Meeting

Your attention is drawn to the Letter from the Chairman of the Company which is set out in Part II of this Circular. The letter contains a recommendation that you vote in favour of the Tender Offer Resolution at the General Meeting referred to below.

Morgan Stanley & Co. International plc ("Morgan Stanley"), which is authorised by the Prudential Regulatory Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for the Company and no-one else as broker in connection with the Tender Offer and Morgan Stanley, its affiliates and its and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any person other than the Company for providing the protections afforded to their clients, or for providing advice in relation to the Tender Offer or any other matters or arrangements referred to or contained in this Circular.

Apart from the responsibilities and liabilities, if any, which may be imposed on Morgan Stanley by FSMA or the regulatory regime established thereunder, Morgan Stanley does not accept any responsibility or liability whatsoever nor make any representation or warranty, express or implied, concerning the contents of this document, including its accuracy, completeness or verification, or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Tender Offer or this Circular. Each of Morgan Stanley, its affiliates and their respective directors, officers, employees and agents accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

The availability of the Tender Offer to Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Persons who are not resident in the United Kingdom should read the paragraph headed “Overseas Shareholders” set out in Part II of this Circular and should inform themselves about, and observe, any applicable legal or regulatory requirements.

The Tender Offer is not being made, directly or indirectly, in or into, or by use of the mail, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and email) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.
Accordingly, unless otherwise determined by the Company and Morgan Stanley and permitted by applicable law and regulation, neither this Circular nor the accompanying Tender Form or any related document is being, or may be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed, or sent in, into or from any Restricted Jurisdiction, and persons receiving this Circular, the accompanying Tender Form and/or any related document (including, without limitation, trustees, nominees or custodians) must not mail or otherwise forward, distribute or send it in, into or from such Restricted Jurisdiction, as to do so may invalidate any purported acceptance of the Tender Offer. Any person (including, without limitation, trustees, nominees or custodians) who would or otherwise intends to, or who may have a contractual or legal obligation to, forward this Circular together with the accompanying Tender Form and/or any related document to any jurisdiction outside the United Kingdom, should seek appropriate advice before taking any action.

The Tender Offer is conditional on approval from Shareholders, which is being sought at a General Meeting of the Company to be held at 11.30 a.m. on 17 April 2015 at Linklaters LLP, One Silk Street, London EC2Y 8HQ, notice of which is set out in Part VI of this Circular. The accompanying Form of Proxy for use in connection with the General Meeting must be completed, signed and returned in accordance with the instructions printed on it, to EVRAZ plc’s registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so as to be received as soon as possible but in any event not later than 11.30 a.m. on 15 April 2015. You may also submit your proxies electronically at www.investorcentre.co.uk/eproxy or by using the QR Code printed on the form of proxy in each case so as to be received no later than 11.30 a.m. on 15 April 2015. If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Computershare Investor Services PLC (ID 3RA50) so that it is received no later than 11.30 a.m. on 15 April 2015. Completion of the Form of Proxy will not preclude you from attending the General Meeting or any adjournment of that meeting.

The Tender Offer will close at 3.00 p.m. on 17 April 2015 unless extended by means of an announcement through a Regulatory Information Service and will only be available to Qualifying Shareholders on the Register on the Tender Offer Record Date. If you are a Qualifying Shareholder holding Ordinary Shares in certificated form and wish to participate in the proposed Tender Offer, you should complete and return the accompanying Tender Form to the Receiving Agent at Computershare Investor Services PLC, Corporate Action Projects, Bristol, BS99 6AH (using the accompanying reply paid envelope for use within the UK only) or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS13 8AE so as to be received by no later than 3.00 p.m. on 17 April 2015. If you are a Qualifying Shareholder holding Ordinary Shares in uncertificated form and wish to participate in the proposed Tender Offer, you should send the TTE Instruction through CREST so as to settle by no later than 3.00 p.m. on 17 April 2015.

If you have any questions about the procedure for tendering Ordinary Shares or making a TTE Instruction, you require extra copies of this Circular or the Tender Form or you want help filling in the Tender Form, please telephone the Shareholder Helpline on 0870 873 5848 (from inside the UK) and +44 870 873 5848 (from outside the UK). Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Please note that calls to these numbers may be monitored or recorded. Calls to the Shareholder Helpline are charged at 12 pence per minute from a BT Landline. Other service providers’ costs may vary. Calls to +44 870 873 5848 from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones.

**NOTICE FOR U.S. SHAREHOLDERS**

The Tender Offer relates to securities of a non-U.S. company that is subject to the disclosure requirements, rules and practices applicable to companies listed in the UK, which differ from those of the United States in certain material respects. This Circular has been prepared in accordance with UK style and practice for the purpose of complying with English law and the Listing Rules, and U.S. Shareholders should read this entire Circular. The Tender Offer is not subject to or is exempt from the disclosure and procedural requirements of Regulation 14D and Rule 14e-1 of Regulation 14E under the Exchange Act. The Tender Offer will be made in the United States in accordance with other requirements of Regulation 14E under the Exchange Act to the extent applicable. U.S. Shareholders should note that the Ordinary Shares are not listed on a U.S. securities exchange and the Company is not subject to the periodic reporting requirements of the
Exchange Act and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission thereunder.

To the extent permitted by applicable law and in accordance with normal UK practice, the Company, Morgan Stanley or any of their affiliates, may make certain purchases of, or arrangements to purchase, Ordinary Shares outside the United States during the period in which the Tender Offer remains open for acceptance, including sales and purchases of Ordinary Shares effected by Morgan Stanley acting as market maker in the Ordinary Shares. These purchases, or other arrangements, may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In order to be excepted from the requirements of Rule 14e-5 under the Exchange Act by virtue of Rule 14e-5(b)(10), such purchases, or arrangements to purchase, must comply with applicable English law and regulation, including the Listing Rules. Any information about such purchases will be disclosed as required in the UK and, if required, will be reported via the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at http://www.londonstockexchange.com.

Morgan Stanley & Co. LLC, a registered broker-dealer affiliate of Morgan Stanley, is acting as dealer-manager of the Tender Offer in the United States.

The Tender Offer has not been approved by the SEC or by the securities regulatory authority of any state or of any other United States jurisdiction, nor has the SEC or any such securities regulatory authority passed upon the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In those jurisdictions where the securities, “blue sky” or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer shall be deemed to be made on behalf of the Company by Morgan Stanley or one or more registered brokers or dealers licensed under the laws of such jurisdiction. This document does not constitute an offer to purchase, or solicitation of an offer to sell, Ordinary Shares in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws.

GENERAL

The delivery of this Circular shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof, or that there has been no change in the information set forth herein or in the affairs of the Company and/or the EVRAZ Group since the date hereof. No dealer, salesperson or other person is authorised to give any information or to make any representations with respect to the Tender Offer other than such information or representations contained herein and, if given or made, such information or representations must not be relied upon as having been authorised by the Company.

The Tender Price will be stated in U.S. Dollars. On 31 March 2015 (being the latest practicable date prior to the publication of this Circular), US$1.00 = 67.36 pence, such rate having been calculated using the WM/Reuters fixing rate for U.S. Dollars to Pounds Sterling published at 4.00 p.m. on 31 March 2015. If a Qualifying Shareholder wishes to receive funds in Pounds Sterling, see paragraph 8.5 of Part V of this Circular regarding the exchange rate that will be used to convert the relevant U.S. Dollar amount into Pounds Sterling.

All references to times in this Circular and Notice of General Meeting are to London times.

This Circular and Notice of General Meeting is dated 1 April 2015.
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PART I

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Tender Offer 1 April 2015
Tender Offer opens 1 April 2015
Latest time and date for receipt of Forms of Proxy 11.30 a.m. on 15 April 2015
General Meeting 11.30 a.m. on 17 April 2015
Anticipated date to announce results of the General Meeting 17 April 2015
Latest time and date for receipt of Tender Forms and share certificates in relation to the Tender Offer (i.e. close of Tender Offer) 3.00 p.m. 17 April 2015
Latest time and date for receipt of TTE Instructions in relation to the Tender Offer (i.e. close of Tender Offer) 3.00 p.m. 17 April 2015
Tender Offer Record Date 5.00 p.m. 17 April 2015
Announcement of results of the Tender Offer 7.00 a.m. 20 April 2015
Purchase of Ordinary Shares under the Tender Offer 20 April 2015
CREST accounts credited for revised, uncertificated holdings of Ordinary Shares (or, in the case of unsuccessful tenders, for entire holdings of Ordinary Shares) by 22 April 2015
CREST accounts credited in respect of Tender Offer proceeds for uncertificated Ordinary Shares by 22 April 2015
Cheques despatched in respect of Tender Offer proceeds for certificated Ordinary Shares by 23 April 2015
Return of share certificates in respect of unsuccessful tenders of certificated Ordinary Shares by 23 April 2015
Despatch of balancing share certificates (in respect of certificated Ordinary Shares) for revised, certificated holdings in the case of partially successful tenders by 23 April 2015

1 All times are references to London times. Each of the above times and dates is based on the Company’s expectations as at the date of this Circular. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.
Dear Shareholder

Tender Offer to purchase Ordinary Shares

1 Introduction
The Company has today announced its results for the financial year ended 31 December 2014. The Board reviewed the positive financial performance of the EVRAZ Group and improved business prospects for 2015. In view of strong positive cash flow and the liquidity to service debt and meet 2015 maturities, as well as the reduced 2016 debt redemption requirement, the Directors propose to make a return of capital to Shareholders of up to US$375 million by way of Tender Offer. The Board is satisfied that this is consistent with its continuing commitment to further reductions in the Company's EBITDA net leverage.

The Tender Offer is being made to Qualifying Shareholders for up to 120,967,742 Ordinary Shares at the Tender Price.

Qualifying Shareholders are not obliged to tender any or all of their Ordinary Shares if they do not wish to do so.

This Circular sets out the background to and reasons for the Tender Offer and why the Directors believe the Tender Offer to be in the best interests of the Company and its Shareholders as a whole. This Circular also contains details on the procedure that should be followed by those Qualifying Shareholders who wish to participate in the Tender Offer. The Company is seeking Shareholders' approval of the Tender Offer at a General Meeting to be held at 11.30 a.m. on 17 April 2015.

2 Tender Offer
2.1 Background
As explained above and set out in the financial results published today, the Board has noted the strong business and financial performance of the EVRAZ Group and the Board believes that it is an appropriate time to return through the Tender Offer up to US$375 million of cash to its Shareholders.

Subject to the passing of the Tender Offer Resolution by Shareholders at the General Meeting as a special resolution, the Directors' current intention is to give Qualifying Shareholders the opportunity to tender their Ordinary Shares through the Tender Offer for cash. The Tender Offer Resolution will give the Directors authority to return up to US$375 million to Shareholders through the Tender Offer in addition to the authority granted at the 2014 AGM.
The Board believes that the Tender Offer will satisfy the objective of returning capital to Shareholders in a manner that is earnings enhancing while enabling all Qualifying Shareholders to participate pro rata to their shareholding on the Tender Offer Record Date, should they choose to.

2.2 Benefits of the Tender Offer

The Board considered the various options for returning cash to Shareholders and determined that the Tender Offer would be the most appropriate means of returning cash to Shareholders. In particular, the Tender Offer:

- provides Qualifying Shareholders with the choice of whether or not they wish to tender all or part of their respective Individual Basic Entitlements;
- enables those Qualifying Shareholders who do not wish to receive cash at this time to maintain their full investment in the Company; and
- will allow the Company to broaden the return of cash to include those Qualifying Shareholders whose shares might not otherwise be purchased by the Company through a general on-market buy back.

2.3 Structure of the Tender Offer

The Tender Offer will be implemented on the basis of Morgan Stanley acquiring, as principal, the successfully tendered Ordinary Shares at the Tender Price. In turn, Morgan Stanley has the right to require the Company to purchase such Ordinary Shares from it at the same price under the Option Agreement. If Morgan Stanley does not exercise its right to require the Company to purchase such Ordinary Shares, the Company has the right to require Morgan Stanley to sell such Ordinary Shares to it at the same price. The Company intends to hold any repurchased Ordinary Share in treasury. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

As at the date of this Circular, it is proposed that a maximum of 120,967,742 Ordinary Shares be purchased at the Tender Price under the Tender Offer, representing approximately 8.0 per cent. of the Company’s issued share capital as at 31 March 2015, the latest practicable date for such determination prior to the publication of this Circular, for a maximum aggregate consideration of US$375 million.

Based on the Exchange Rate, the Tender Price represents a premium of 10 per cent. to the average closing price of Ordinary Shares in the last five Business Days prior to publication of this Circular.

Qualifying Shareholders can decide whether they want to tender all, some or none of their Ordinary Shares in the Tender Offer at the Tender Price.

Qualifying Shareholders can tender their Ordinary Shares in the following ways (in the case of certificated Ordinary Shares):

(i) placing a cross in Box 2A of the Tender Form, indicating that it shall tender its Individual Basic Entitlement; or

(ii) insert a number of Ordinary Shares in Box 2B of the Tender Form which it shall tender, where it wishes to tender less than its Individual Basic Entitlement;

or as explained in paragraphs 3.3 and 3.4 of Part III of this Circular (in the case of uncertificated Ordinary Shares).

If a Qualifying Shareholder specifies a number of Ordinary Shares in Box 2B of the Tender Form which is in excess of its Individual Basic Entitlement, the amount of any such excess shall be discounted.

All valid tenders made by a Qualifying Shareholder of a number of Ordinary Shares less than or equal to its Individual Basic Entitlement, will be satisfied in full (subject to the Tender Offer not being withdrawn prior to its completion and satisfaction in full of the other terms and conditions set out in Part III of this Circular and (where relevant) the Tender Form).

The Tender Offer will close at 3.00 p.m. on 17 April 2015 and tenders received after that time will not be accepted (unless the Tender Offer is extended).
2.4 **Number of Ordinary Shares to be purchased**

If the aggregate value of all validly tendered Ordinary Shares is US$375 million or less, then all Ordinary Shares validly tendered will be purchased at the Tender Price.

Successfully tendered Ordinary Shares will be purchased by Morgan Stanley free of commission and dealing charges. Qualifying Shareholders can also elect to receive the Tender proceeds in Pounds Sterling rather than U.S. Dollars as set out in section 8 of Part III of this Circular.

Any Ordinary Shares repurchased by the Company from Morgan Stanley following the purchase by Morgan Stanley will be held in treasury. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Any rights of Shareholders who do not participate in the Tender Offer will be unaffected by the Tender Offer.

2.5 **Circumstances in which the Tender Offer may not proceed**

The Tender Offer is conditional on, among other things, the passing of the Tender Offer Resolution as set out in the Notice of General Meeting. The Tender Offer is also conditional upon, among other things, receipt of valid tenders in respect of at least 60,483,871 Ordinary Shares (representing approximately 4.0 per cent. of the Company’s issued share capital as at 31 March 2015, being the latest practicable date prior to the publication of this Circular) by 3.00 p.m. on 17 April 2015 and the other conditions specified in Part III of this Circular.

The Tender Offer is also conditional on there not arising any material adverse change or certain other force majeure events prior to the closing of the Tender Offer. Further details of these Conditions are set out in paragraph 2 of Part III of this Circular.

2.6 **Full terms and Conditions of the Tender Offer**

Full details of the Tender Offer, including the terms and Tender Conditions on which it is made, are set out in Part III of this Circular. Some questions and answers related to the Tender Offer are set out in Part V of this Circular.

3 **General Meeting to approve the Tender Offer Resolution**

In order to comply with applicable company law, the Tender Offer requires the approval of Shareholders at a general meeting of the Company. The Company is convening a General Meeting for 11.30 a.m. on 17 April 2015 to consider and, if thought fit, pass the Tender Offer Resolution to authorise and to approve the terms under which the Tender Offer will be effected. The Board believes that it is in Shareholders’ best interests to conduct this meeting, and if approved, confirm the results of the Tender Offer as soon as possible, and therefore the Board is utilising the power to hold a general meeting on 14 days’ notice granted to it by the Shareholders in the 2014 AGM. The Tender Offer Resolution must be passed on a poll by at least 75 per cent. of those Shareholders present in person or by proxy and voting at the General Meeting. The Company will not purchase Ordinary Shares pursuant to the Tender Offer unless the Tender Offer Resolution is duly passed.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not you intend to be present at the General Meeting and whether or not you intend to tender any of your Ordinary Shares under the Tender Offer you are requested to complete and return the Form of Proxy Computershare Investor Services PLC, Corporate Action Projects, Bristol, BS99 6AH as soon as possible and, in any event, so as to be received by no later than 11.30 a.m. on 15 April 2015.

The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they wish to do so.

The Notice of General Meeting is set out in Part VI of this Circular.

4 **Tax**

Shareholders should be aware that there will be tax considerations that they should take into account when deciding whether or not to participate in the Tender Offer. Summary details of certain UK taxation considerations are set out in Part IV of this Circular.
5 Overseas Shareholders
The attention of Shareholders who are not resident in the United Kingdom is drawn to section 6 of Part III of this Circular.

6 Recommendations by the Board

6.1 General Meeting
The Board considers the Tender Offer Resolution to be in the best interests of the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the Tender Offer Resolution at the General Meeting.

6.2 No recommendation as to the Tender Offer
Although the Board believes that the return of cash by means of a Tender Offer is in the best interests of the Company and its Shareholders as a whole and has approved the Tender Offer, the Board is not making a recommendation to Shareholders in relation to participation in the Tender Offer itself. Whether or not Shareholders decide to tender all or any of their Ordinary Shares will depend, among other things, on their view of the Company’s prospects and their own individual circumstances, including their tax position. Shareholders should make their own decision in respect of participation in the Tender Offer and are recommended to consult their duly authorised independent advisers.

7 Actions to be taken

7.1 Before the General Meeting
Whether you propose to attend the General Meeting or not, please complete the enclosed Form of Proxy and return it to Computershare Investor Services PLC, Corporate Action Projects, Bristol, BS99 6AH as soon as possible and, in any event, so as to be received by no later than 11.30 a.m. on 15 April 2015. Completing and returning a Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so.

You may also submit your proxies electronically at www.investorcentre.co.uk/eproxy using the control number, Shareholder Reference Number and PIN on the Form of Proxy. If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to ID 3RA50 so that it is received no later than 11.30 a.m. on 15 April 2015.

7.2 If you wish to participate in the Tender Offer
If you hold your Ordinary Shares in certificated form and you wish to tender some or all of your Ordinary Shares, you should complete the Tender Form in accordance with the instructions printed on it and in Part III of this Circular and return it by post in the accompanying reply-paid envelope (for use in the UK only) or by hand to Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS13 8AE, together with your share certificate(s) in respect of the Ordinary Shares tendered.

If you hold your Ordinary Shares in uncertificated form and you wish to tender some or all of your Ordinary Shares, you should send a TTE Instruction and follow the procedures set out in Part III of this Circular in respect of tendering uncertificated Ordinary Shares.

If you have any questions about the procedure for tendering Ordinary Shares or making a TTE Instruction, you require extra copies of this Circular or the Tender Form or you want help filling in the Tender Form, please telephone the Shareholder Helpline on 0870 873 5848 (from inside the UK) and +44 870 873 5848 (from outside the UK). Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Please note that calls to these numbers may be monitored or recorded. Calls to the Shareholder Helpline are charged at 12 pence per minute from a BT Landline. Other service providers’ costs may vary. Calls to +44 870 873 5848 from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones.

Please note that for legal reasons the Shareholder Helpline will only be able to provide information contained in this Circular and the accompanying Tender Form and will be unable to give advice on the merits of the Tender Offer or to provide financial, investment or taxation advice.
You are advised to read all of the information contained in this Circular before deciding on the course of action you will take in respect of the General Meeting and the Tender Offer. The results of the General Meeting will be announced through a Regulatory Information Service and the Company’s website as soon as possible once known. It is expected that this will be on 17 April 2015.

Yours faithfully

[Signature]

Alexander Abramov
Chairman
PART III

TERMS AND CONDITIONS OF THE TENDER OFFER IN RESPECT OF ORDINARY SHARES

1 Introduction
1.1 Qualifying Shareholders on the Register on the Tender Offer Record Date are being invited to tender some, all or none of their Individual Basic Entitlement for purchase by Morgan Stanley on the terms and subject to the conditions set out in this Circular and, in the case of certificated Ordinary Shares only, in the accompanying Tender Form.

1.2 Shareholders who do not wish to participate in the Tender Offer need take no action. The rights of Shareholders who choose not to tender their Ordinary Shares will be unaffected.

1.3 In accordance with the terms and subject to the conditions of the Option Agreement:

1.3.1 the Company has granted to Morgan Stanley a put option pursuant to which Morgan Stanley may require the Company to purchase, at an amount per Ordinary Share equal to the Tender Price, from Morgan Stanley the Ordinary Shares purchased by Morgan Stanley pursuant to the Tender Offer; and

1.3.2 Morgan Stanley has granted the Company a call option pursuant to which the Company may require Morgan Stanley to sell to it, at an amount per Ordinary Share equal to the Tender Price, the Ordinary Shares purchased by Morgan Stanley pursuant to the Tender Offer.

All of the Ordinary Shares purchased by the Company under the Option Agreement in connection with the Tender Offer will be held in treasury.

2 Terms and Conditions of the Tender Offer
2.1 The Tender Offer is conditional upon the following (together, the “Tender Conditions”):

2.1.1 the passing of the Tender Offer Resolution at the General Meeting;

2.1.2 the Tender Offer not having been terminated in accordance with paragraph 2.22 of this Part III;

2.1.3 the receipt of valid tenders in respect of at least 60,483,871 Ordinary Shares (representing approximately 4.0 per cent. of the Company’s issued share capital as at 31 March 2015, being the latest practicable date prior to the publication of this Circular) by 3.00 p.m. on 17 April 2015; and

2.1.4 Morgan Stanley being satisfied, acting in good faith, that, at all times up to immediately prior to the announcement of the results of the Tender Offer, the Company has complied with its obligations, and is not in breach of any of the representations and warranties given by it, under the Option Agreement.

Morgan Stanley will not purchase the Ordinary Shares pursuant to the Tender Offer unless the Tender Conditions have been satisfied. The purchase by Morgan Stanley of the Ordinary Shares pursuant to the Tender Offer will occur upon the Tender Conditions being satisfied. If any of the above conditions are not satisfied by 7.00 a.m. on 20 April 2015 (or such later time and date as the Company and Morgan Stanley may agree), the Tender Offer will lapse.

2.2 All Ordinary Shares tendered by Qualifying Shareholders under the Tender Offer will be tendered at the Tender Price. Ordinary Shares may not be tendered at any other price.

2.3 The total number of Ordinary Shares purchased pursuant to the Tender Offer will not exceed 120,967,742 Ordinary Shares, equivalent to a maximum total consideration amount payable of US$375,000,000.

2.4 The Tender Offer is available only to Qualifying Shareholders on the Register on the Tender Offer Record Date and by reference to the number of Ordinary Shares registered in those Qualifying Shareholders’ names at such time. If the total number of Ordinary Shares tendered exceeds such Qualifying Shareholder’s Individual Basic Entitlement, it will be taken to have tendered all of its Individual Basic Entitlement.

2.5 All or any part of a Qualifying Shareholder’s Individual Basic Entitlement may be tendered.
Ordinary Shares successfully tendered under the Tender Offer will be sold to Morgan Stanley (acting as principal) fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same. Following this sale, pursuant to the Option Agreement, Morgan Stanley has the right to require the Company to purchase such Ordinary Shares from it at the same price (the “put option”), and if Morgan Stanley does not exercise its right to require the Company to purchase such Ordinary Shares, the Company has the right to require Morgan Stanley to sell such Ordinary Shares to it at the same price (the “call option”).

2.6 Upon the exercise by Morgan Stanley of the put option, or the exercise by the Company of the call option, in each case in accordance with the terms and subject to the conditions of the Option Agreement, Ordinary Shares successfully tendered under the Tender Offer (or a corresponding number of Ordinary Shares) will be sold by Morgan Stanley to the Company through the facilities of the London Stock Exchange and will be held in treasury. No dividends will be paid on, and no voting right will be exercised in respect of, treasury shares.

2.7 The Tender Offer will close at 3.00 p.m. on 17 April 2015 and no tenders received after that time will be accepted unless otherwise approved by Morgan Stanley (with the consent of the Company).

2.8 Tender Forms which have been, or are deemed to be, validly and properly completed (for Ordinary Shares held in certificated form) and submitted to the Receiving Agent and TTE Instructions which have settled (for Ordinary Shares held in uncertificated form) will become irrevocable and cannot be withdrawn at 3.00 p.m. on 17 April 2015. All questions as to the validity (including time of receipt) of tenders will be determined by Morgan Stanley, in its sole discretion, which determination shall be final and binding (except as otherwise required under applicable law). Morgan Stanley reserves the right to reject any or all tenders it determines not to be in proper form or the acceptance of payment for which may, in the opinion of Morgan Stanley, be unlawful. None of the Company, Morgan Stanley, the Receiving Agent or any other person is or will be obliged to give notice of any defects or irregularities and none of them will incur any liability for failure to give such notice.

2.9 All tenders of Ordinary Shares held in certificated form must be made on the accompanying Tender Form, duly completed in accordance with the instructions set out below and on the Tender Form, as applicable (which constitute part of the terms of the Tender Offer). Such tenders will be valid only if the procedures contained in this Circular and in the Tender Form are complied with.

2.10 All tenders of Ordinary Shares held in uncertificated form (that is, in CREST) must be made by the input and settlement of an appropriate TTE Instruction in CREST in accordance with the instructions set out below and the relevant procedures in the CREST manual which together constitute part of the terms of the Tender Offer. Such tenders will be valid only if the procedures contained in this Circular and in the relevant parts of the CREST manual are complied with.

2.11 The Tender Offer and all tenders will be governed by, and construed in accordance with, the laws of England and Wales and the delivery of a Tender Form or the input of a TTE Instruction in CREST, as applicable, will constitute submission to the jurisdiction of the courts of England and Wales.

2.12 The results of the Tender Offer are expected to be announced at 7.00 a.m. on 20 April 2015.

2.13 All documents and remittances sent by or to Shareholders and all instructions made by or on behalf of a Shareholder in CREST relating to the Tender Offer will be sent or made (as the case may be) at the risk of the sender or maker. If the Tender Offer does not become unconditional, or does not proceed, and lapses, in respect of Ordinary Shares held in certificated form, Tender Forms, share certificates and other documents of title will be returned by post to Shareholders not later than 10 Business Days after the date of such lapse, or, in respect of Ordinary Shares held in uncertificated form (that is, in CREST), the Receiving Agent will provide instructions to Euroclear to transfer all Ordinary Shares held in escrow balances to TFE Instruction to the original available balances to which those Ordinary Shares relate.

2.14 If only part of a holding of Ordinary Shares is successfully tendered pursuant to the Tender Offer, the relevant Qualifying Shareholder will be entitled to receive the following:
2.14.1 if Ordinary Shares are held in certificated form, a certificate in respect of the unsold Ordinary Shares; or

2.14.2 if Ordinary Shares are held in uncertificated form (that is, in CREST), the transfer by the Receiving Agent by TFE Instruction to the original available balances of those unsold Ordinary Shares or the credit of the balance of the unsold Ordinary Shares by the Receiving Agent by an ARAN Message.

2.15 Further copies of the Tender Form may be obtained on request from the Receiving Agent or by telephone from the Shareholder Helpline on 0870 873 5848 or, if calling from overseas, on +44 870 873 5848. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays).

Calls to the Shareholder Helpline are charged at 12 pence per minute (excluding VAT) plus network extras. Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The Shareholder Helpline cannot provide advice on the merits of the Tender Offer or give any financial, legal or tax advice.

2.16 Under the Tender Offer and subject to the terms and conditions set out in Part III of this Circular, and (where relevant) the Tender Form, Qualifying Shareholders will be entitled to sell to Morgan Stanley up to 8.03 per cent. of their holdings of Ordinary Shares as at the Tender Offer Record Date (the “Individual Basic Entitlement”). Alternatively, they may tender a number of Ordinary Shares representing less than the Qualifying Shareholder’s Individual Basic Entitlement.

All valid tenders made by a Qualifying Shareholder of a number of Ordinary Shares less than or equal to the Individual Basic Entitlement, will be satisfied in full (subject to the Tender Offer not being withdrawn prior to its completion and satisfaction of the other terms and conditions set out in Part III of this Circular and (where relevant) the Tender Form).

2.17 All Ordinary Shares successfully tendered will be purchased by Morgan Stanley, as principal and not as agent, nominee or trustee, at the Tender Price.

2.18 All questions as to the number of Ordinary Shares tendered and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares under the Tender Offer will be determined by Morgan Stanley in its sole discretion, which determination shall be final and binding on all parties (except as otherwise required under applicable law).

2.19 Morgan Stanley reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of payment for which may, in the opinion of Morgan Stanley, be unlawful. Morgan Stanley also reserves the absolute right to waive any of the terms or conditions of the Tender Offer (other than the Tender Conditions) and any defect or irregularity in the tender of any particular Ordinary Shares or any particular holder thereof. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities have been cured or waived. In the event of a waiver, the consideration under the Tender Offer will not be despatched (in respect of Ordinary Shares in certificated form) or made by way of CREST payment (in respect of Ordinary Shares in uncertificated form) to the relevant Shareholder until after (in the case of Ordinary Shares in certificated form) the Tender Form is complete in all respects and the share certificate(s) and/or other document(s) of title satisfactory to Morgan Stanley have been received or (in the case of Ordinary Shares in uncertificated form) the relevant TTE Instruction has settled.

None of the Receiving Agent, Morgan Stanley, the Company or any other person is or will be obliged to give notice of any defects or irregularities in any tender and none of them will incur any liability for failure to give any such notice.

2.20 Ordinary Shares will be purchased under the Tender Offer free of all commissions and dealing charges.

2.21 The failure of any person to receive a copy of this Circular or the Tender Form shall not invalidate any aspect of the Tender Offer. None of the Company, the Receiving Agent, Morgan Stanley or any other person will incur any liability in respect of any person failing to receive this document and/or, for a person who holds their Ordinary Shares in certificated form, the Tender Form.
2.22 If, at any time prior to the announcement of the results of the Tender Offer:

2.22.1 the Board in its absolute discretion concludes that the Tender Offer would no longer be in the best interests of the Company and/or the Shareholders as a whole (in exercising such discretion, the Board will give consideration, among other things, to the impact of the Tender Offer on the Company’s ongoing compliance with applicable provisions of the Listing Rules); or

2.22.2 there shall occur:

(a) any material adverse change in the national or international, financial, economic, political or market conditions; or

(b) any material adverse change in the financial position or prospects and/or circumstances of the Company (including, without limitation, in relation to the distributable profits of the Company or by reason of any change in legislation, practice, circumstances or otherwise), such that the purchase of Ordinary Shares by Morgan Stanley may have adverse fiscal consequences for the Company or Shareholders as a whole and it renders (in the reasonable opinion of the Directors of the Company), the Tender Offer temporarily or permanently impractical or inadvisable (taking into account the background to and reasons for the Tender Offer),

the Board may compel Morgan Stanley to terminate the Tender Offer. If the Tender Offer is terminated, the Company will make an announcement through a Regulatory Information Service and notify Shareholders in writing that such is the case.

2.23 The Company reserves the right, at any time prior to the announcement of the results of the Tender Offer, with the prior consent of Morgan Stanley, to revise the aggregate value of the Tender Offer, based on market conditions and/or other factors, subject to compliance with applicable legal and regulatory requirements. The Company shall notify Qualifying Shareholders of any such revision without delay by public announcement through a Regulatory Information Service.

2.24 The terms of the Tender Offer shall have effect subject to such non-material modifications as the Company and Morgan Stanley may from time to time approve in writing. The times and dates referred to in this Circular may be amended by agreement in writing between the Company and Morgan Stanley.

3 Procedure for tendering

3.1 Different procedures for certificated and uncertificated Ordinary Shares

If you hold Ordinary Shares in certificated form, you may tender such Ordinary Shares only by completing and returning the Tender Form in accordance with the instructions printed thereon and set out in paragraph 3.2 below. If you hold Ordinary Shares in certificated form, but under different designations, you should complete a separate Tender Form, as appropriate, in respect of each designation. Additional copies of the Tender Form can be obtained from the Receiving Agent or by calling the Shareholder Helpline by telephone on 0870 873 5848 (or on +44 870 873 5848 if calling from outside the United Kingdom). Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays).

If you hold Ordinary Shares in uncertificated form (that is, in CREST) you may only tender such Ordinary Shares by TTE Instruction in accordance with the procedure set out in paragraph 3.3 below and, if those Ordinary Shares are held under different member account IDs, you should send a separate TTE Instruction for each member account ID.

3.2 Ordinary Shares held in certificated form (that is, not in CREST)

To participate in the Tender Offer, Qualifying Shareholders holding Ordinary Shares in certificated form must complete, sign, have witnessed and return the Tender Form in accordance with these instructions and the instructions on the Tender Form.

Completed, signed and witnessed Tender Forms, together with the relevant valid share certificate(s) and/or other document(s) of title, should be sent either by post in the accompanying reply paid envelope (for use in the UK only) or (during normal business hours only) delivered by hand to the Receiving Agent at Computershare Investor Services PLC, at
The Pavilions, Bridgwater Road, Bristol, BS13 8AE as soon as possible and, in any event, so as to be received by no later than 3.00 p.m. on 17 April 2015. Tenders received after that time will be accepted only at the sole discretion of Morgan Stanley (with the consent of the Company). Any Tender Form received in an envelope postmarked in a Restricted Jurisdiction or otherwise appearing to Morgan Stanley or its agents to have been sent from any Restricted Jurisdiction may be rejected as an invalid tender. For further information on “Overseas Shareholders”, see paragraph 6 below.

Duly completed Tender Forms sent by any of the means set out above and received signed and complete in all respects by the prescribed time will be treated as tenders of Ordinary Shares in accordance with the terms and conditions of the Tender Offer. No acknowledgement of receipt of documents will be given.

The completed and signed Tender Form should be accompanied, where possible, by the relevant share certificate(s) and/or other document(s) of title.

If your share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by the Receiving Agent, at Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS13 8AE by no later than 3.00 p.m. on 17 April 2015 together with any share certificate(s) and/or document(s) of title that you may have available and a note of explanation stating that the remaining documents will follow as soon as possible or that you have lost one or more of your share certificate(s) and/or other document(s) of title. The relevant share certificate(s) and document(s) of title should be forwarded as soon as possible thereafter.

In respect of those Ordinary Shares for which your share certificate(s) is/are unavailable and you have been sent a Tender Form, a letter of indemnity can be obtained by writing to Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS13 8AE or contacting them on the Shareholder Helpline. If a separate letter of indemnity is completed, this should be returned with the Tender Form as described above so as to be received by the Receiving Agent at Computershare Investor Service PLC, Corporate Actions Projects, Bristol, BS99 6AH by no later than 3.00 p.m. on 17 April 2015. A fee may be payable by the Shareholder in respect of each letter of indemnity.

Where you have returned a letter of indemnity in respect of unavailable share certificate(s) and you subsequently find or obtain the relevant share certificate(s), you should immediately send the certificates by post or (during normal business hours only) by hand to the Receiving Agent at Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS13 8AE.

If you are in any doubt as to the procedure for acceptance, please telephone the Shareholder Helpline on 0870 873 5848 from within the UK or on +44 870 873 5848 if calling from outside the UK. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline are charged at 12 pence per minute (excluding VAT) plus network extras. Calls to the Shareholder Helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, the Receiving Agent will not be able to give advice on the merits of the Tender Offer or provide legal, financial or personal taxation advice and, accordingly, for such advice you should consult your stockbroker, solicitor, accountant, bank manager or other independent professional adviser.

By signing and returning a Tender Form, you will be deemed to have appointed Morgan Stanley as your agent in respect of the tender process. Morgan Stanley will therefore issue a contract note on behalf of all Shareholders whose Ordinary Shares are so purchased under the Tender Offer and will remit the cash consideration to Computershare Investor Services PLC with instructions that such consideration be remitted to Shareholders in accordance with the instructions set out on the Tender Form.
3.3 Ordinary Shares in uncertificated form (that is, in CREST)

If your Ordinary Shares are in uncertificated form, to tender such shares under the Tender Offer you should take (or procure the taking of) the action set out below to transfer (by means of a TTE Instruction) the number of Ordinary Shares you wish to tender under the Tender Offer to the relevant escrow account specifying Computershare Investor Services PLC (in its capacity as a CREST Participant under the relevant Participant ID(s) and member account ID(s) referred to below) as the escrow agent, as soon as possible and in any event so that the TTE Instruction settles by no later than 3.00 p.m. on 17 April 2015.

Please note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) and you should therefore ensure you time the input of any TTE Instructions accordingly.

The input and settlement of a TTE Instruction in accordance with this paragraph 3.3 shall constitute an offer to Morgan Stanley to sell to it the number of Ordinary Shares at the price indicated on the terms of the Tender Offer by transferring such shares to the relevant escrow account as detailed below. This offer will become irrevocable and cannot be withdrawn at 3.00 p.m. on 17 April 2015.

If you are a CREST Sponsored Member, you should refer to your CREST Sponsor before taking any action. Your CREST Sponsor will be able to confirm details of your Participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST Sponsor will be able to send the TTE Instruction to Euroclear in relation to the Ordinary Shares which you wish to tender. The Corporate Action Number is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST.

After settlement of the TTE Instruction, you will not be able to access in CREST the Ordinary Shares concerned for any transaction or charging purposes, notwithstanding that they will be held by Computershare Investor Services PLC as the escrow agent until completion or lapse of the Tender Offer. If the Tender Offer becomes unconditional by 7.00 a.m. on 20 April 2015, or such later time and date as the Company and Morgan Stanley may agree, Computershare Investor Services PLC will transfer the successfully tendered Ordinary Shares to itself as the agent of Morgan Stanley, returning any Ordinary Shares not successfully tendered to you.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined below. This can be downloaded off the Internet on the Euroclear website at www.euroclear.co.uk.

You should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST Sponsor) to enable a TTE Instruction relating to your Ordinary Shares to settle prior to 3.00 p.m. on 17 April 2015. You are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

3.4 Electronic Tenders

To tender Ordinary Shares in uncertificated form you should send (or, if you are a CREST Sponsored Member, procure that your CREST Sponsor sends) a TTE Instruction to Euroclear in relation to such Ordinary Shares.

The TTE Instruction must be properly authenticated in accordance with Euroclear’s specifications for transfers to escrow and must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

3.4.1 the number of Ordinary Shares in respect of which you wish to tender and be transferred to the relevant escrow account;

3.4.2 your member account ID;

3.4.3 your Participant ID;

3.4.4 the Participant ID of Computershare Investor Services PLC, in its capacity as a CREST receiving agent, which is 3RA23;
3.4.5 the member account ID of the Receiving Agent in its capacity as escrow agent, which is EVRUSD01 to elect to receive Tender proceeds in U.S. Dollars, or EVRGBP02 to elect for the Sterling equivalent;
3.4.6 the corporate action ISIN in respect of the Ordinary Shares, which is GB00B71N6K86;
3.4.7 the intended settlement date. This should be as soon as possible and, in any event, no later than 3.00 p.m. on 17 April 2015;
3.4.8 the contact name and telephone number inserted in the shared note field;
3.4.9 the corporate action number for the Tender Offer, which is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST; and
3.4.10 input with a standard delivery instruction priority of 80.

The Company and/or Morgan Stanley will make an appropriate announcement if any of the details contained in this paragraph relating to settlement in CREST are materially altered.

3.5 Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST
Normal CREST procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form or vice versa during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Ordinary Shares or otherwise). Shareholders who are proposing to convert any Ordinary Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Ordinary Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to 3.00 p.m. on 17 April 2015.

3.6 Validity of tenders
3.6.1 Tender Forms
Morgan Stanley reserves the right to treat as valid only Tender Forms which are received entirely in order by 3.00 p.m. on 17 April 2015 and which are accompanied by the relevant share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof in respect of the entire number of Ordinary Shares tendered.
An appropriate announcement will be made if any of the details contained in this paragraph 3.6.1 are altered.
3.6.2 Validity of Electronic Tenders
A Tender Form which is received in respect of Ordinary Shares held in uncertificated form will not constitute a valid tender and will be disregarded. Shareholders holding Ordinary Shares in uncertificated form who wish to tender such shares should note that a TTE Instruction will be a valid tender as at 17 April 2015 only if it has settled on or before 3.00 p.m. on that date.
An appropriate announcement will be made if any of the details contained in this paragraph 3.6.2 are altered.
3.6.3 General
Notwithstanding the completion of a valid Tender Form or settlement of a TTE Instruction, as applicable, the Tender Offer may lapse in accordance with the conditions set out above.

The decision of Morgan Stanley as to which Ordinary Shares have been validly tendered shall be conclusive and binding on all Shareholders.

If you are in any doubt as to how to complete the Tender Form or as to the procedure for making an Electronic Tender please contact the Receiving Agent at Computershare Investor Services PLC or on the Shareholder Helpline. You are reminded that, if you are a CREST Sponsored Member, you should contact your CREST Sponsor before taking any action.

Shareholders should note that, once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of.
4 Effect of Tender

4.1 Tender Forms

Each Shareholder by whom or, as applicable, on whose behalf, a Tender Form is executed and lodged, including a Tender Form which is treated by Morgan Stanley as valid, irrevocably undertakes, represents, warrants and agrees to and with Morgan Stanley (so as to bind him, his personal representatives, heirs, successors and assigns) that:

4.1.1 the execution of the Tender Form shall constitute an offer to Morgan Stanley to sell to it such number of certificated Ordinary Shares as are (i) equal to such Shareholder’s Individual Basic Entitlement by placing a cross in Box 2A of the Tender Form; (ii) inserted in Box 2B of the Tender Form; or (iii) deemed by Morgan Stanley to be tendered, in each case on and subject to the terms and conditions set out or referred to in this Circular and the Tender Form and that, at 3.00 p.m. on 17 April 2015, such tender shall be irrevocable;

4.1.2 such Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Morgan Stanley, Morgan Stanley will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, including the right to receive all dividends and other distributions declared, paid or made after that date;

4.1.3 such execution and lodgement, shall, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Morgan Stanley as such Shareholder’s attorney and/or agent (“Attorney”), and an irrevocable instruction to the Attorney to:

(a) complete and execute any and all instruments of transfer and/or other documents or forms and take any and all actions which are necessary or, in such Attorney’s absolute discretion deemed necessary, in relation to the Ordinary Shares referred to in sub-paragraph (a) above, in favour of Morgan Stanley or its nominee(s) or such other person(s) as Morgan Stanley may direct; and

(b) deliver such instrument(s) of transfer and/or other documents or forms at the discretion of the Attorney, together with the share certificates and/or other documents of title relating to such Ordinary Shares, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such Attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Morgan Stanley or its nominee(s) or such other person(s) as Morgan Stanley may direct such Ordinary Shares;

4.1.4 such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Morgan Stanley and/or the Receiving Agent or any of their respective directors or officers or any person nominated by Morgan Stanley or the Receiving Agent or any of their respective directors or officers in the proper exercise of their respective powers and/or authorities hereunder;

4.1.5 such Shareholder holding Ordinary Shares in certificated form will deliver to the Receiving Agent his share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares referred to in paragraph 4.1.1 above, or an indemnity acceptable to Morgan Stanley in lieu thereof, or will procure the delivery of such document(s) to such person(s) as soon as possible thereafter and, in any event, by no later than 3.00 p.m. on 17 April 2015;

4.1.6 the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;

4.1.7 such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Morgan Stanley to be desirable, in each case in order to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
4.1.8 such Shareholder has observed the laws of all relevant jurisdictions, obtained any requisite consents and complied with all applicable formalities, that the invitation under the Tender Offer may be made to him under the laws of the relevant jurisdictions, and has not taken or omitted to take any action which would otherwise result in Morgan Stanley or the Company acting in breach of any applicable legal or regulatory requirement in respect of the purchase by Morgan Stanley of the Ordinary Shares tendered by him under the Tender Offer;

4.1.9 such Shareholder has not received or sent copies or originals of this Circular, the Tender Form or any related documents in, into or from a Restricted Jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and email) of interstate or foreign commerce of, or of any facility of a national securities exchange of, a Restricted Jurisdiction; that neither this Circular nor the Tender Form has been mailed or otherwise sent in, into or from a Restricted Jurisdiction and such Shareholder is accepting the Tender Offer from outside a Restricted Jurisdiction;

4.1.10 its offer to sell Ordinary Shares to Morgan Stanley and any acceptance thereof will not be unlawful under the laws of any jurisdiction;

4.1.11 the despatch of a cheque to a Shareholder as referred to in paragraph 5.1 of this Part III headed “Settlement”, will discharge fully any obligation of Morgan Stanley to pay such Shareholder the consideration to which he is entitled under the Tender Offer;

4.1.12 on execution a Tender Form takes effect as a deed;

4.1.13 the execution of a Tender Form constitutes such Shareholder’s submission to the jurisdiction of the courts of England and Wales in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form;

4.1.14 the execution of the Tender Form constitutes a warranty by such Shareholder that the information given by or on behalf of the Shareholder in the Tender Form will be true in all respects at the time the Company purchases the Ordinary Shares referred to in paragraph 4.1.1 above as if it had been given afresh at such time and shall not be extinguished by such purchase; and

4.1.15 if the appointment of attorney and/or agent provision under paragraph 4.1.3 above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Morgan Stanley the benefit or authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable Morgan Stanley to secure the full benefits of paragraph 4.1.3 above.

Each Shareholder to which this paragraph 4.1 applies hereby consents to the assignment by Morgan Stanley of all such benefit as Morgan Stanley may have in any covenants, representations and warranties in respect of the Ordinary Shares which are successfully tendered under the Tender Offer.

A reference in this paragraph to a Shareholder includes a reference to the person or persons executing a Tender Form and in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and severally.

4.2 Electronic Tenders

Each Shareholder by whom, or on whose behalf, a TTE Instruction which is treated by Morgan Stanley as valid is made irrevocably undertakes, represents, warrants and agrees to and with Morgan Stanley (so as to bind him, his personal representatives, heirs, successors and assigns) that:

4.2.1 the input of the TTE Instruction shall constitute an offer to sell to Morgan Stanley such number of Ordinary Shares as are specified in the TTE Instruction, subject to a maximum number which equals such Shareholder’s Individual Basic Entitlement, or deemed by Morgan Stanley to be tendered, in each case, on and subject to the terms and conditions set out or referred to in this Circular and the TTE Instruction and that, at 3.00 p.m. on 17 April 2015, such tender shall be irrevocable;
4.2.2 such Shareholder has full power and authority to tender, sell, assign or transfer the
Ordinary Shares in respect of which the Tender Offer is accepted (together with all
rights attaching thereto) and when the same are purchased by Morgan Stanley,
Morgan Stanley will acquire such Ordinary Shares with full title guarantee and free
from all liens, charges, encumbrances, equitable interests, rights of pre-emption or
other third party rights of any nature and together with all rights attaching thereto,
including the right to receive all dividends and other distributions declared, paid or
made after that date;

4.2.3 the input of the TTE Instruction, will, subject to the Tender Offer becoming
unconditional, constitute the irrevocable appointment of any director or officer of
Morgan Stanley as such Shareholder's agent ("Agent"), and an irrevocable instruction
and authority to the Agent to complete and execute all or any instruments of transfer
and/or other documents or input any instructions into Euroclear at the Agent's
discretion in relation to the Ordinary Shares referred to in paragraph 4.2.1 above in
favour of Morgan Stanley or such other person or persons as Morgan Stanley may
direct and to deliver any documents or input any instructions into Euroclear relating to
such Ordinary Shares, for registration within six months of the Tender Offer becoming
unconditional and to do all such other acts and things as may in the opinion of such
Agent be necessary or expedient for the purpose of, or in connection with, the Tender
Offer and to vest in Morgan Stanley of its nominee(s) or such other person(s) as
Morgan Stanley may direct, such Ordinary Shares;

4.2.4 such Shareholder agrees to ratify and confirm each and every act or thing which may
be done or effected by Morgan Stanley and/or the Receiving Agent or any of their
respective directors or officers or any person nominated by Morgan Stanley or the
Receiving Agent of any of their respective directors or officers in the proper exercise
of their respective powers and/or authorities hereunder;

4.2.5 if, for any reason, any Ordinary Shares in respect of which a TTE Instruction has
been made are, prior to 3.00 p.m. on 17 April 2015, converted into certificated form,
the Electronic Tender in respect of such Ordinary Shares shall cease to be valid and
the Shareholder will need to comply with the procedures for tendering Ordinary
Shares in certificated form as set out in this Part III in respect of the Ordinary Shares
so converted, if he wishes to make a valid tender of such Ordinary Shares pursuant
to the Tender Offer;

4.2.6 such Shareholder shall do all such acts and things as shall be necessary or expedient
and execute any additional documents deemed by Morgan Stanley to be desirable, in
each case in order to complete the purchase of the Ordinary Shares and/or to perfect
any of the authorities expressed to be given hereunder;

4.2.7 such Shareholder has observed the laws of all relevant jurisdictions, obtained any
requisite consents, complied with all applicable formalities, that the invitation under the
Tender Offer may be made to him under the laws of the relevant jurisdictions, and
has not taken or omitted to take any action which would otherwise result in Morgan
Stanley or the Company acting in breach of any applicable legal or regulatory
requirement in respect of the purchase by Morgan Stanley of the Ordinary Shares
tendered by him under the Tender Offer;

4.2.8 its offer to sell Ordinary Shares to Morgan Stanley and any acceptance thereof will
not be unlawful under the laws of any jurisdiction;

4.2.9 such Shareholder has not received or sent copies or originals of this Circular or any
related documents in, into or from a Restricted Jurisdiction and has not otherwise
utilised in connection with the Tender Offer, directly or indirectly, the mails or any
means or instrumentality (including, without limitation, facsimile transmission, telex,
telephone and email) of interstate or foreign commerce of, or of any facility of a
national securities exchange of, a Restricted Jurisdiction at the time of the input of
and settlement of the relevant TTE Instruction; that the TTE Instruction has not been
sent from a Restricted Jurisdiction and such Shareholder is accepting the Tender
Offer from outside a Restricted Jurisdiction;
4.2.10 the creation of a payment obligation in favour of such Shareholder’s payment bank in accordance with the CREST payment arrangements as referred to in paragraph 5 of this Part III headed “Settlement” will discharge fully any obligation of Morgan Stanley to pay to such Shareholder the consideration to which he is entitled under the Tender Offer;

4.2.11 the input of the TTE Instruction constitutes such Shareholder’s submission to the jurisdiction of the courts of England and Wales in relation to all matters arising out of or in connection with the Tender Offer; and

4.2.12 if the appointment of agent provision under paragraph 4.2.3 above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Morgan Stanley the benefit or authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable Morgan Stanley to secure the full benefits of paragraph 4.2.3 above.

Each Shareholder to which this paragraph 4.2 applies hereby consents to the assignment by Morgan Stanley of all such benefit as Morgan Stanley may have in any covenants, representations and warranties in respect of the Ordinary Shares which are successfully tendered under the Tender Offer.

5 Settlement
Settlement of the consideration to which any Shareholder is entitled pursuant to valid tenders accepted by Morgan Stanley will be made by the dispatch of cheques or CREST messages as follows:

5.1 Ordinary Shares in certificated form
where an accepted tender relates to Ordinary Shares held in certificated form, cheques for the consideration due will be despatched by the Receiving Agent (on behalf of Morgan Stanley) by or on 23 April 2015 by first class post to the person or agent whose name and address (outside a Restricted Jurisdiction) is set out in section 1, 5A or 5B on page 3 of the Tender Form or, if none is set out, to the registered address of the tendering Shareholder or, in the case of joint holders, the registered address of the first named Shareholder. All payments will be made in U.S. Dollars (unless otherwise requested through the Currency Election Facility) by cheque, drawn on a branch of a UK clearing bank; and

5.2 Ordinary Shares in uncertificated form (that is in CREST)
where an accepted tender relates to Ordinary Shares held by Shareholders in uncertificated form, the consideration due will be paid by or on 22 April 2015 through CREST by the Receiving Agent (on behalf of Morgan Stanley) procuring the creation of a payment obligation in favour of the payment banks of tendering Shareholders in accordance with the CREST payment arrangements.

6 Overseas Shareholders
6.1 Overseas Shareholders should inform themselves about and observe any applicable or legal regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdiction.

6.2 The making of the Tender Offer in, or to persons who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom or to custodians, nominees or trustees for citizens, residents or nationals of other countries may be prohibited or affected by the laws of the relevant jurisdiction. Shareholders who are not citizens or nationals of, or resident in, the United Kingdom, or who are custodians, nominees or trustees for citizens, residents or nationals of countries outside the United Kingdom, should inform themselves about and observe any applicable legal requirements. It is the responsibility of any Overseas Shareholder wishing to take up the Tender Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any Overseas Shareholder will be responsible for any such transfer or other taxes or other requisite payments by whomsoever payable and the Company, Computershare
Investor Services PLC and Morgan Stanley and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder on an after-tax basis for any such transfer or other taxes or other requisite payments such person may be required to pay. **No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom.**

6.3 In particular, the Tender Offer is not being made directly or indirectly in, into or from or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and email) of interstate or foreign commerce of, or of any facility of a national securities exchange of, a Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction.

6.4 Accordingly, copies of this Circular, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into, or from a Restricted Jurisdiction, including to Shareholders with registered addresses in a Restricted Jurisdiction, or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in a Restricted Jurisdiction.

6.5 Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from a Restricted Jurisdiction or use such mails or any such means, instrumentality or facility in connection with the Tender Offer, and doing so will render invalid any related purported acceptance of the Tender Offer. Persons wishing to accept the Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to acceptance of the Tender Offer. Envelopes containing a Tender Form should not be postmarked in or otherwise despatched from a Restricted Jurisdiction and all accepting Shareholders must provide addresses outside a Restricted Jurisdiction for the remittance of cash or return of Tender Forms and share certificates.

6.6 If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this Circular, the Tender Form or any related documents to a Restricted Jurisdiction or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and email) of interstate or foreign commerce of, or any facility of a national securities exchange of, a Restricted Jurisdiction in connection with such forwarding, such persons should:

6.6.1 inform the recipient of such fact;
6.6.2 explain to the recipient that such action may invalidate any purported acceptance by the recipient; and
6.6.3 draw the attention of the recipient to this section of this Circular.

6.7 The provisions of this paragraph and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by Morgan Stanley in its absolute discretion, but only if Morgan Stanley is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law. Subject to this, the provisions of this paragraph headed “Overseas Shareholders” supersede any terms of the Tender Offer inconsistent therewith.

6.8 References to a Shareholder shall include references to the persons executing a Tender Form and in the event of more than one person executing Tender Forms, the provisions of this paragraph shall apply to them jointly and severally.

**United States**

6.9 The Tender Offer relates to securities in a non-U.S. company that is subject to the disclosure requirements, rules and practices applicable to companies listed in the UK, which differ from those of the United States in certain material respects. This Circular has been prepared in accordance with UK style and practice for the purpose of complying with English law and the Listing Rules, and U.S. Shareholders should read this entire Circular. The Tender Offer is not
subject to or is exempt from the disclosure and procedural requirements of Regulation 14D and Rule 14e-1 of Regulation 14E under the Exchange Act. The Tender Offer will be made in the United States in accordance with the other requirements of Regulation 14E under the Exchange Act to the extent applicable. U.S. Shareholders should note that the Ordinary Shares are not listed on a U.S. securities exchange and the Company is not subject to the periodic reporting requirements of the Exchange Act and is not required to, and does not, file any reports with the SEC thereunder.

6.10 To the extent permitted by applicable law and in accordance with normal UK practice, the Company, Morgan Stanley, or any of their affiliates, may make certain purchases of, or arrangements to purchase, Ordinary Shares outside the United States during the period in which the Tender Offer remains open for acceptance, including sales and purchases of Ordinary Shares effected by Morgan Stanley acting as market maker in the Ordinary Shares. These purchases, or other arrangements, may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In order to be excepted from the requirements of Rule 14e-5 under the Exchange Act by virtue of Rule 14e-5(b)(10), such purchases, or arrangements to purchase, must comply with applicable English law and regulation, including the Listing Rules. Any information about such purchases will be disclosed as required in the UK and, if required, will be reported via the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at http://www.londonstockexchange.com.

6.11 Morgan Stanley & Co. LLC, a registered US broker-dealer affiliate of Morgan Stanley, is acting as dealer-manager of the Tender Offer in the United States.

6.12 The Tender Offer has not been approved by the SEC or by the securities regulatory authority of any state or of any other United States jurisdiction, nor has the SEC or any such securities regulatory authority passed upon the accuracy or adequacy of this Circular. Any representation to the contrary is a criminal offence in the United States. In those jurisdictions where the securities, "blue sky" or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer shall be deemed to be made on behalf of Morgan Stanley by one or more registered brokers or dealers licensed under the laws of such jurisdiction. This Circular does not constitute an offer to purchase, or solicitation of an offer to sell, Ordinary Shares in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities or "blue sky" laws.

7 General

7.1 The delivery of this Circular shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof, or that there has been no change in the information set forth herein or in the affairs of the Company since the date hereof. No dealer, salesperson or other person is authorised to give any information or to make any representations with respect to the Tender Offer other than such information or representations contained herein and, if given or made, such information or representations must not be relied upon as having been authorised by the Company.

8 Currency Election Facility

8.1 The Receiving Agent will operate the Currency Election Facility to enable Qualifying Shareholders to receive cash consideration for successfully tendered shares in either U.S. Dollars or Pounds Sterling (net of all relevant fees and expenses).

8.2 With respect to certificated shares, if a Qualifying Shareholder wishes to receive the cash consideration for any successfully tendered shares in Pounds Sterling, the Qualifying Shareholder must indicate this election on the Tender Form where requested. If that Qualifying Shareholder wishes to receive the cash consideration for any successfully tendered shares in U.S. Dollars they shall not need to make an election as to currency. For the avoidance of doubt, if a Qualifying Shareholder holding certificated shares does not make an election as to their preferred currency, that Qualifying Shareholder shall receive the cash consideration in U.S. Dollars.
8.3 With respect to uncertificated shares, the Qualifying Shareholder must indicate in the relevant TTE Instruction in which currency it wishes to receive the cash consideration for any successfully tendered shares, by using the relevant member account ID for the Receiving Agent as indicated in paragraph 3.4.5 of this Part III.

8.4 The elections made by Qualifying Shareholders to receive cash consideration in Pounds Sterling shall not affect the volume or quantum of entitlements of Qualifying Shareholders who do not make any such election.

8.5 The amount of cash consideration due to a Qualifying Shareholder who has indicated they wish to receive the consideration in Pounds Sterling will be converted from U.S. Dollars into Pounds Sterling at a conversion rate obtained by Morgan Stanley on the day of announcement of the results of the Tender Offer. Qualifying Shareholders electing to receive cash consideration in Pounds Sterling will bear any transaction or dealing costs associated with the conversion of the U.S. Dollars into Pounds Sterling, as well as the risks associated with exchange rate fluctuations.
PART IV

UNITED KINGDOM TAXATION CONSIDERATIONS IN RELATION TO THE TENDER OFFER

IN VIEW OF THE NUMBER OF DIFFERENT JURISDICTIONS WHERE TAX LAWS MAY APPLY TO A SHAREHOLDER, THIS CIRCULAR DOES NOT DISCUSS ANY TAX CONSEQUENCES TO SHAREHOLDERS WHO SELL ORDINARY SHARES IN THE TENDER OFFER OTHER THAN THE CONSEQUENCES WITH REGARDS TO UNITED KINGDOM TAXATION SET OUT IN THIS PART. SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN PROFESSIONAL ADVISORS REGARDING POSSIBLE TAX CONSEQUENCES UNDER THE LAWS OF THE JURISDICTIONS THAT APPLY TO THEM OR TO THE SALE OF THEIR ORDINARY SHARES AND THEIR RECEIPT OF CONSIDERATION THEREFOR. SHAREHOLDERS ARE LIABLE FOR THEIR OWN TAXES AND HAVE NO RECOURSE TO THE COMPANY, MORGAN STANLEY OR THE RECEIVING AGENT WITH RESPECT TO TAXES ARISING IN CONNECTION WITH THE TENDER OFFER.

THE FOLLOWING COMMENTS DO NOT CONSTITUTE TAX ADVICE AND ARE INTENDED ONLY AS A GENERAL GUIDE TO CURRENT UNITED KINGDOM LAW AND H.M. REVENUE & CUSTOMS’ PUBLISHED PRACTICE (WHICH MAY NOT BE BINDING ON HM REVENUE & CUSTOMS), WHICH ARE BOTH SUBJECT TO CHANGE AT ANY TIME, POSSIBLY WITH RETROSPECTIVE EFFECT. THEY RELATE ONLY TO CERTAIN LIMITED ASPECTS OF THE UNITED KINGDOM TAXATION TREATMENT OF SHAREHOLDERS WHO ARE RESIDENT AND DOMICILED IN THE UNITED KINGDOM FOR UNITED KINGDOM TAX PURPOSES AND TO WHOM “SPLIT YEAR” TREATMENT DOES NOT APPLY, WHO ARE, AND WILL BE, THE ABSOLUTE BENEFICIAL OWNERS OF THEIR ORDINARY SHARES AND WHO HOLD, AND WILL HOLD, THEIR ORDINARY SHARES AS AN INVESTMENT. THEY MAY NOT RELATE TO CERTAIN SHAREHOLDERS, SUCH AS DEALERS IN SECURITIES OR SHAREHOLDERS WHO HAVE (OR ARE DEEMED TO HAVE) ACQUIRED THEIR ORDINARY SHARES BY VIRTUE OF AN OFFICE OR EMPLOYMENT AND SHAREHOLDERS WHO HOLD MORE THAN 10 PER CENT OF THE ORDINARY SHARES IN THE COMPANY. SHAREHOLDERS ARE ADVISED TO TAKE INDEPENDENT ADVICE IN RELATION TO THE TAX IMPLICATIONS FOR THEM OF SELLING ORDINARY SHARES PURSUANT TO THE TENDER OFFER.

1 Taxation of chargeable gains

A Shareholder who sells Ordinary Shares to Morgan Stanley under the Tender Offer should be treated as making a disposal or part disposal of such Shareholder’s holding of Ordinary Shares for the purposes of United Kingdom tax on chargeable gains. Accordingly a Shareholder who is resident in the United Kingdom (or, in the case of an individual, who ceases to be resident in the United Kingdom for a period of five years or less) may, depending on the Shareholder’s circumstances (including any available exemption or relief), realise a chargeable gain (or an allowable loss) on such disposal.

A United Kingdom resident individual Shareholder whose total taxable income and chargeable gains for the year in question (together with any chargeable gain on the Ordinary Shares) is less than or equal to the basic rate income tax band (£31,785 for 2015/2016) will be subject to capital gains tax on any chargeable gain at the rate of 18 per cent. Other United Kingdom resident individual Shareholders will be subject to capital gains tax on all or part of any chargeable gain arising in excess of the basic rate tax band at the rate of 28 per cent. However, no capital gains tax will be payable on any gain arising on a disposal of Ordinary Shares under the Tender Offer if the amount of the chargeable gain, when aggregated with other chargeable gains less allowable losses realised by the Shareholder in the tax year in question does not exceed the annual exempt amount (£11,100 for 2015/2016).

Shareholders within the charge to corporation tax, will generally be subject to corporation tax on any chargeable gain arising. Indexation allowance may be available to reduce any chargeable gain arising but cannot act to create or increase an allowable loss.

2 Transactions in Securities

advantages arising in relation to a transaction or transactions in securities (which then would include the Tender Offer).

No application has been made to H.M. Revenue & Customs for clearance in respect of the application of Chapter 1 of Part 13 of the Income Tax Act 2007 or Part 15 of the Corporation Tax Act 2010 to the Tender Offer. **Shareholders are advised to take independent advice as to the potential application of the above provisions in light of their own particular motives and circumstances.**

3 **Stamp duty and stamp duty reserve tax (“SDRT”)**

The sale of Ordinary Shares to Morgan Stanley pursuant to the Tender Offer will not give rise to any liability to stamp duty or SDRT for the selling Shareholder.

Stamp duty at a rate of 0.5 per cent. on the Ordinary Shares, rounded up to the nearest £5 if necessary, will be payable by the Company on its purchase of Ordinary Shares from Morgan Stanley. This cost will be borne by the Company and will not be charged to tendering Shareholders.
PART V

QUESTIONS AND ANSWERS ON THE TENDER OFFER

1 Introduction

This Part III explains the Tender Offer primarily with respect to Ordinary Shares. To help you understand what is involved in the Tender Offer with respect to Ordinary Shares we have prepared a summary and some questions and answers. You should read the whole of this Circular and not rely solely on the summary information in this Part V. Part III of this Circular sets out the detailed terms and the conditions of the Tender Offer with respect to Ordinary Shares. A list of defined terms is set out at the end of this Circular.

In the event of any inconsistency between the contents of this Part V and the terms and the conditions set out in Part III of this Circular, the terms and the conditions set out in Part III of this Circular shall prevail.

2 You and the Tender Offer

Why am I receiving this Circular?

The Board has arranged for the Qualifying Shareholders to be provided with the opportunity to sell some of their Ordinary Shares under the Tender Offer.

What other documents should I have received?

Qualifying Shareholders who hold their Ordinary Shares in certificated form should receive:

- this Circular;
- the Form of Proxy;
- a Tender Form; and
- a prepaid envelope to return the Tender Form (for use in the UK).

Qualifying Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) should only receive this Circular and the Form of Proxy.

If you have not received any of the documents listed please call the Shareholder Helpline on 0870 873 5848 (from inside the UK) and +44 870 873 5848 (from outside the UK). The Shareholder Helpline is available from 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday (except UK public holidays) and will remain open until 17 April 2015. Please note that calls to these numbers may be monitored or recorded. Calls to the Shareholder Helpline are charged at 12 pence per minute from a BT landline. Other service providers’ costs may vary. Calls to +44 870 873 5848 from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones.

Why is the Company returning money to its Shareholders?

As set out in the financial results published today and Part II of this Circular, the Board has noted the strong business and financial performance of the EVRAZ Group and the Board believes that it is an appropriate time to return through the Tender Offer up to US$375 million of cash to its Shareholders. In arriving at the level of cash available to be returned to Qualifying Shareholders, the Board has taken account of the levels of funding within the EVRAZ Group to enable it to meet its ongoing working capital requirements.

Why has the Company chosen a Tender Offer (and associated repurchase) as a way of returning money to Shareholders?

The Board considered the various options for returning cash to Shareholders and determined that the Tender Offer would be the most appropriate means of returning cash to Shareholders. In particular, the Tender Offer:

- provides Qualifying Shareholders with the choice of whether or not they wish to sell all or part of their respective Individual Basic Entitlements;
- enables those Qualifying Shareholders who do not wish to receive capital at this time to maintain their full investment in the Company; and
will allow the Company to broaden the return of cash to include those Qualifying Shareholders whose shares might not otherwise be purchased by the Company through a general on-market buy back.

Who is eligible to participate in the Tender Offer with respect to Ordinary Shares?
Both private and institutional Qualifying Shareholders are eligible to participate in the Tender Offer with respect to Ordinary Shares.

Shareholders resident outside the UK, or who are nationals or citizens of jurisdictions other than the UK, should read the additional information set out in Part III of this Circular.

Will all the Ordinary Shares I tender be purchased?
If the Tender Offer Resolution is passed, all of the other Tender Conditions are satisfied and the aggregate value of all Ordinary Shares tendered by Shareholders is US$375 million or less, then all Ordinary Shares validly tendered will be accepted and purchased at the Tender Price.

Is it possible that some or all of the Ordinary Shares I tender may not be purchased?
If the Tender Offer Resolution is not passed or any of the Tender Conditions or not satisfied or waived (as applicable), no Ordinary Shares will be purchased by the Company under this Tender Offer.

What is the maximum number of Ordinary Shares I can tender?
If you are a Shareholder you can tender all of your Individual Basic Entitlement which is held by you as at the Tender Offer Record Date (unless the Tender Offer is extended).

Can I tender some, but not all, of my Individual Basic Entitlement?
Yes, whether you hold your Ordinary Shares in CREST or in certificated form. If you hold your Ordinary Shares in certificated form, there is a space on the Tender Form for you to state how many Ordinary Shares you wish to tender.

Can I tender some of my shares at one price and some at another?
No. The Tender Offer is being made at the Tender Price.

Do I have to tender my Ordinary Shares?
No. You are not obliged to tender any of your Ordinary Shares. If you choose not to tender any Ordinary Shares, you will not receive any money under the Tender Offer. Your holding of Ordinary Shares will then be unaffected, save for the fact that, assuming successful completion of the Tender Offer and subsequent repurchase of Ordinary Shares by the Company, you will end up owning a greater percentage of the Issued Ordinary Share Capital after the Tender Offer and the subsequent repurchase of Ordinary Shares by the Company, than you did before, as there will be fewer Ordinary Shares in issue after completion of the Tender Offer and subsequent repurchase of Ordinary Shares by the Company. The same may apply if you tender Ordinary Shares unsuccessfully.

You may vote in the General Meeting to pass the Tender Offer Resolution, even if you do not wish to tender any Ordinary Shares.

Can I tender my Ordinary Shares by guaranteed delivery?
No. Ordinary Shares may not be tendered in the Tender Offer by guaranteed delivery.

What will I receive?
What you receive will depend on the action that you take. If you decide to participate and your Ordinary Shares are successfully tendered in the Tender Offer, you will sell your Ordinary Shares and will receive cash proceeds for them. If you decide to keep your Ordinary Shares, you will not receive any money under the Tender Offer, but assuming successful completion of the Tender Offer and the associated repurchase of Ordinary Shares by the Company, you will end up owning a greater percentage of the Issued Ordinary Share Capital of the Company after the Tender Offer than you did before, as explained above.
What do I need to do now?
Whether you propose to attend the General Meeting or not, please complete the Form of Proxy and return it to Computershare Investor Services PLC, Corporate Action Projects, Bristol, BS99 6AH or submit your proxies electronically at www.investorcentre.co.uk/eproxy using the control number, Shareholder Reference Number and PIN on the Form of Proxy as soon as possible and, in any event, so as to be received by no later than 11.30 a.m. on 15 April 2015. Completing and returning a Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so. If you hold Ordinary Shares in uncertificated form, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to ID 3RA50 so that it is received no later than 11.30 a.m. on 15 April 2015.

If you hold your Ordinary Shares in certificated form and you wish to tender some or all of your Ordinary Shares, you should complete the Tender Form in accordance with the instructions printed on it and in Part III of this Circular and return it by post in the accompanying reply-paid envelope (for use in the UK only) or by hand to Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol, BS13 8AE, together with your share certificate(s) in respect of the Ordinary Shares tendered.

If you hold your Ordinary Shares in uncertificated form and you wish to tender some or all of your Ordinary Shares, you should send a TTE Instruction and follow the procedures set out in Part III of this Circular in respect of tendering uncertificated Ordinary Shares.

Completed Tender Forms and/or TTE Instructions (as appropriate) must be received by Computershare Investor Services PLC, Corporate Action Projects, Bristol, BS99 6AH by no later than 3.00 p.m. (UK time) on 17 April 2015 after which time Tender Forms and/or TTE Instructions (as appropriate) will be rejected (unless the Tender Offer is extended).

What is the deadline for returning my Tender Form?
The Tender Offer with respect to Ordinary Shares will close at 3.00 p.m. (UK time) on 17 April 2015 and no tenders received after that time will be accepted unless otherwise approved by Morgan Stanley (with the consent of the Company).

What should I do if I have lost my share certificate and wish to participate in the Tender Offer?
You should complete the Tender Form and send it, together with a letter of explanation to Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol, BS13 8AE in accordance with the instructions in the Tender Form. You should then phone the Shareholder Helpline or write to Computershare Investor Services PLC asking for a letter of indemnity to be sent to you, which you should then complete in accordance with the instructions given and send back to Computershare Investor Services PLC immediately.

If my Ordinary Shares are held by my broker or other nominee, will that person tender my Ordinary Shares on my behalf?
Only if you provide instructions to your broker or other nominee to do so. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to tender your Ordinary Shares. Without your specific instructions, your Ordinary Shares will not be tendered for purchase under the Tender Offer.

Can I withdraw my tender?
You can withdraw or amend your tender of Ordinary Shares up until 3.00 p.m. (UK time) on 17 April 2015 (unless the Tender Offer is extended).

When do I receive my cash?
Under the expected timetable of events as set out in Part I of this Circular, it is anticipated that, for holders of Ordinary Shares in certificated form, a cheque would be despatched to you for the proceeds of any sale by 23 April 2015. CREST account holders would have their CREST accounts credited on 22 April 2015.

How will I receive the cash if I successfully tender any Ordinary Shares?
You have the option to receive the cash in either U.S. Dollars or Pounds Sterling.
If you hold certificated shares, and you wish to receive the cash in U.S. Dollars, you do not need to do anything other than to complete the Tender Form. If you wish to receive the cash in Pounds Sterling, you will need to elect to do so in the appropriate place on the Tender Form (for certificated shares).

If you hold uncertificated shares, when providing the relevant TTE Instruction, you must use the member account ID for the Receiving Agent related to the currency you would like the cash to be paid in. These member account IDs are EVRUSD01 to elect to receive Tender proceeds in U.S. Dollars, or EVRGBP02 to elect for the Sterling equivalent.

If you elected to receive the cash in Pounds Sterling, Morgan Stanley will convert the relevant amount of U.S. Dollars into Pounds Sterling at a conversion rate obtained by Morgan Stanley on the day of announcement of the results of the Tender Offer.

Do I have to pay any costs and expenses?
No. Neither the Company nor Morgan Stanley is imposing any fees in connection with the Tender Offer. If you own your Ordinary Shares through a bank, broker, dealer, trust company or other nominee and such nominee tenders your Ordinary Shares on your behalf, such nominee may charge you a fee for doing so. You should consult with your bank, broker, dealer, trust company or other nominee to determine whether any charges will apply.

If you elect to receive the cash consideration in Pounds Sterling, any currency conversion charges will be taken out of the amount due to you, as explained further in paragraph 8 of Part III.

What is the tax treatment for Shareholders?
For information on certain UK taxation consequences of the Tender Offer please see Part IV of this Circular. This information is for guidance only and does not constitute tax advice. If you are in any doubt as to your tax position, or if you are subject to tax in a jurisdiction other than the UK, you should consult an independent professional adviser.

What happens if I sell my Ordinary Shares after receiving this Circular?
You may trade your Ordinary Shares in the normal way during the Tender Offer period.

If you sell or have sold or otherwise transferred all of your Ordinary Shares, please forward this Circular (but not the accompanying personalised Tender Form) at once to the purchaser or transferee or the agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee (but not if such purchaser, transferee or agent is resident in a Restricted Jurisdiction). If you have sold part of your holding of Ordinary Shares, please retain these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected as to the actions you should take.

What happens if I hold my Ordinary Shares in an ISA?
You should contact your plan manager. We expect that you will be written to separately by your plan manager about the implications of the Tender Offer on your ISA holding.

What if I am resident outside the UK?
Shareholders resident outside the UK, or who are nationals or citizens of jurisdictions other than the UK, should read the additional information set out in paragraph 6 of Part III of this Circular.

Is there a general meeting of Shareholders to approve the repurchase of Ordinary Shares associated with the Tender Offer and do I need to attend?
The General Meeting of the Company will be held at 11.30 a.m. on 17 April 2015 to consider the Tender Offer Resolution, as explained further in the Notice of General Meeting in Part VI of this Circular. If you have completed and returned the Form of Proxy enclosed with this Circular to Computershare Investor Services PLC, Corporate Action Projects, Bristol, BS99 6AH, submitted this proxy form electronically at www.investorcentre.co.uk/eproxy using the control number, Shareholder Reference Number and PIN on the Form of Proxy or appointed a proxy by completing and transmitting a CREST Proxy Instruction to ID 3RA50, each so as to be received by no later than 11.30 a.m. on 15 April 2015. You do not need to attend the General Meeting to have your vote counted.
What if I have any more questions?
If you have read this Circular and still have questions, we have set up a Shareholder Helpline on telephone number 0870 873 5848 (from the UK) or +44 870 873 5848 (from outside the UK). The Shareholder Helpline is open from 8.30 a.m. to 5.30 p.m. (UK time) Monday to Friday (except UK public holidays). Please note that calls to these numbers may be monitored or recorded. Calls to the Shareholder Helpline are charged at 12 pence per minute from a BT landline. Other service providers’ costs may vary. Calls to +44 870 873 5848 from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. Please note that for legal reasons the Shareholder Helpline will not provide advice on the merits of the Tender Offer or Tender Offer Resolution or give any legal, financial, investment or taxation advice. For financial, investment or taxation advice, you should consult your own financial, investment or taxation adviser.

3 The Tender Offer
Can Shareholders decide not to proceed with the Tender Offer?
The Tender Offer is conditional upon the passing of the Tender Offer Resolution at the General Meeting (as detailed in Part VI of this Circular). If Shareholders do not vote to pass this resolution, then the Tender Offer will not proceed.

Can the Company decide not to proceed with the Tender Offer?
The Tender Offer is conditional upon the satisfaction of the Tender Conditions set out in paragraph 2.1 of Part III of this Circular. Should the Tender Conditions not be satisfied or waived by Morgan Stanley or the Company, as the case may be, then the Tender Offer will not proceed.

What will happen to the Ordinary Shares that are successfully tendered?
The Tender Offer is being made by Morgan Stanley acting as principal. Morgan Stanley and the Company have entered into the Option Agreement pursuant to which Morgan Stanley has the right to require the Company to purchase from Morgan Stanley the Ordinary Shares purchased by it under the Tender Offer and the Company has the right to require Morgan Stanley to sell the Ordinary Shares purchased by it under the Tender Offer, at an amount equal to the Tender Price. It is the Company’s intention to hold in treasury the Ordinary Shares that are successfully tendered to Morgan Stanley and subsequently purchased by the Company pursuant to the Option Agreement.
NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of EVRAZ plc (the “Company”) will be held at 11.30 a.m. on 17 April 2015 at Linklaters LLP, One Silk Street, London, EC2Y 8HQ to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

1. That, in addition to the authority granted pursuant to resolution 19 at the 2014 AGM, the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of US$1.00 each in the capital of the Company (“Ordinary Shares”), in connection with a tender offer for Ordinary Shares on the terms set out or referred to in the circular to the Company’s shareholders dated 1 April 2015, (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting), provided that:

   (i) the maximum number of Ordinary Shares that may be purchased under this authority is 120,967,742 Ordinary Shares;
   (ii) the maximum price that may be paid for any Ordinary Share shall be US$4.00;
   (iii) the minimum price that may be paid for any Ordinary Share shall be US$1.00; and
   (iv) this authority will expire at the conclusion of the Company’s annual general meeting held in 2015 or, if earlier, 30 June 2015, save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such shares after such expiry pursuant to such contract.

BY ORDER OF THE BOARD

TMF Corporate Administration Services Limited
Company Secretary

1 April 2015

Registered in England and Wales No. 7784342
Registered Office:
5th Floor
6 St Andrew Street
London EC4A 3AE

Notes

1 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

2 A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.

3 To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company’s Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol, BS99 6ZY, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 10 below, or (c) the proxy appointment must be registered electronically on the website at www.investorcentre.co.uk/proxy or by using the QR Code printed on the form of proxy in each case so as to be received no later than 11.30 a.m. on 15 April 2015. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being more senior).

4 In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names appear in the register or members in respect of the share.

5 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (“nominated persons”). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have
such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

6 Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 31 March 2015, which is the latest practicable date before the publication of this document is 1,506,527,294, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 31 March 2015 is 1,506,527,294.

7 Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company’s register of members at 11.30 a.m. on 15 April 2015 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

8 Members should note that the doors to the General Meeting will be open for registration at 11.00 a.m. on 17 April 2015.

9 Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the meeting hall.

10 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

11 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

12 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

13 A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.evraz.com.

14 The resolution to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company’s website and notified to the UK Listing Authority once the votes have been counted and verified.

15 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

16 Except as provided above, shareholders who have general queries about the General Meeting should use the following means of communication (no other methods of communication will be accepted):
   (i) by calling the Registrar’s helpline on +44 (0)870 873 5848; or
   (ii) by writing to the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE.
DEFINITIONS

The following definitions apply throughout this document, unless stated otherwise:

2014 AGM the Annual General Meeting of Shareholders of the Company held on 12 June 2014

ARAN Message a registrar’s adjustment message (as defined in the CREST manual)

Board the board comprising the Directors

Business Day any day other than a Saturday, Sunday or public holiday on which banks are open in the City of London for the transaction of general commercial business

certificated form or certificated Ordinary Shares not recorded on the Register as being in uncertificated form in CREST

Circular this document

Code The United States Internal Revenue Code of 1986, as amended;

Companies Act 2006 the Companies Act of England and Wales 2006, as amended from time to time;

Company EVRAZ plc a company incorporated in England and Wales with registered number 7784342, whose registered office is at 5th Floor, 6 St Andrew Street, London, EC4A 3AE

CREST the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK and Ireland Limited in accordance with the Uncertificated Securities Regulations 2001

CREST manual the Manual, as amended from time to time, produced by Euroclear UK and Ireland Limited describing the CREST system and supplied by Euroclear UK and Ireland Limited to users and participants thereof

CREST Member a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)

CREST Participant a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)

CREST Regulations the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time

CREST Sponsor a CREST Participant admitted to CREST as a CREST sponsor

CREST Sponsored Member a CREST Member admitted to CREST as a sponsored member

Currency Election Facility the facility provided by the Receiving Agent whereby Qualifying Shareholders may elect to convert the cash consideration due to them for the successful tender of their shares into Pounds Sterling from U.S. Dollars;

Directors the directors of the Company, whose names are set out on page 6 of this document

Electronic Tender the inputting and settlement of a TTE Instruction in accordance with the procedures set out in Part III of this Circular which constitutes or is deemed to constitute a tender of Ordinary Shares pursuant to and on the terms of the Tender Offer as set out in this Circular

Euroclear Euroclear UK & Ireland Limited, the operator of CREST

EVRAZ Group the Company and its subsidiaries from time to time

Exchange Act United States Securities Exchange Act of 1934, as amended
Exchange Rate

US$1.00 = 67.36 pence, being the WM/Reuters fixing rate for U.S. Dollars to Pounds Sterling published at 4.00 p.m. on 31 March 2015 (being the latest practicable date prior to the publication of this Circular)

FCA

the Financial Conduct Authority

Form of Proxy

The form of proxy accompanying this document to be used in connection with the General Meeting

FSMA

Financial Services and Markets Act 2000

General Meeting

the general meeting of the Company to be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ at 11.30 a.m. on 17 April 2015, or any adjournment thereof, notice of which is set out in Part VI of this Circular

Individual Basic Entitlement

shall have the meaning given in paragraph 2.16 of Part III of this Circular

Issued Ordinary Share Capital

the issued Ordinary Shares in the capital of the Company

Listing Rules

the Listing Rules of the UK Listing Authority

London Stock Exchange

the London Stock Exchange plc

member account ID

the identification code or number attached to any member account in CREST

Notice of General Meeting

the notice of the General Meeting which appears in Part VI of this Circular

Option Agreement

the Tender Offer and Option Agreement between Morgan Stanley and the Company dated 1 April 2015, as described in paragraph 1.3 of Part III of this Circular

Ordinary Shares

the ordinary shares of $1 each in the capital of the Company

Overseas Shareholders

a Shareholder who is a resident in, or a citizen of, a jurisdiction outside the United Kingdom

Participant ID

the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant

Qualifying Shareholder

Shareholders who are entitled to participate in the Tender Offer, being those who are on the Register on the Tender Offer Record Date and excluding those with registered addresses in a Restricted Jurisdiction

Receiving Agent

Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol, BS13 8AE

Register

The Company’s register of members

Registrar

Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol, BS13 8AE

Regulatory Information Service

any of the services set out in appendix 3 of the Listing Rules

Restricted Jurisdiction

each of Australia, Canada, Japan, New Zealand and South Africa and any other jurisdiction where the mailing of this Circular or the accompanying documents into or inside such jurisdiction would constitute a violation of the laws of such jurisdiction

SEC

the United States Securities and Exchange Commission

Shareholder Helpline

the helpline available to Shareholders in connection with the Tender Offer in respect of Ordinary Shares

Shareholders

the holders of the Ordinary Shares

subsidiary

a subsidiary as that term is defined in section 1159 of the Companies Act 2006

Takeover Code

the City Code on Takeovers and Mergers
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tender Conditions</td>
<td>shall have the meaning given in paragraph 2.1 of Part III of this Circular</td>
</tr>
<tr>
<td>Tender Form</td>
<td>the form enclosed with this Circular for use by Ordinary Shareholders who hold Ordinary Shares in certificated form in connection with the Tender Offer</td>
</tr>
<tr>
<td>Tender Offer</td>
<td>the invitation by Morgan Stanley to Shareholders to tender Ordinary Shares to Morgan Stanley on the terms and conditions set out in this Circular and also, in the case of certificated Ordinary Shares only, the Tender Form</td>
</tr>
<tr>
<td>Tender Offer Record Date</td>
<td>5.00 p.m. 17 April 2015</td>
</tr>
<tr>
<td>Tender Offer Resolution</td>
<td>the special resolution to be proposed at the General Meeting</td>
</tr>
<tr>
<td>Tender Price</td>
<td>US$3.10 (being equivalent to 208.8 pence at the Exchange Rate), being the price per Ordinary Share at which Ordinary Shares will be purchased pursuant to the Tender Offer</td>
</tr>
<tr>
<td>TFE Instruction</td>
<td>a transfer from escrow instruction (as defined by the CREST manual)</td>
</tr>
<tr>
<td>TTE Instruction</td>
<td>a transfer to escrow instruction (as defined by the CREST manual)</td>
</tr>
<tr>
<td>UK Listing Authority</td>
<td>the FCA acting in its capacity as the competent authority for the purposes of Part 6 of the Financial Services and Markets Act 2000</td>
</tr>
<tr>
<td>Uncertificated form</td>
<td>recorded on the register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertified Securities Regulations, may be transferred by means of CREST</td>
</tr>
<tr>
<td>United Kingdom or UK</td>
<td>The United Kingdom of Great Britain and Northern Ireland</td>
</tr>
<tr>
<td>United States or U.S.</td>
<td>the United States of America, its territories and possessions, any State of the United States and the District of Columbia</td>
</tr>
<tr>
<td>US$ or U.S. Dollars</td>
<td>the lawful currency of the United States</td>
</tr>
<tr>
<td>U.S. Shareholders</td>
<td>Shareholders who are located in the U.S.</td>
</tr>
</tbody>
</table>