

Notice of Outcome of Adjourned Meeting

Company name: Metinvest B.V.

Headline: Noteholder Consent Solicitation

IRISH STOCK EXCHANGE ANNOUNCEMENT

26 June 2015

Metinvest B.V.

U.S.\$ 113,651,000 10.25 per cent. Guaranteed Notes due 2015 (the "2015 Notes")

ISIN: XS0511379066, Common Code: 051137906

ISIN: US591555AA54, CUSIP: 591555AA5

U.S.\$289,734,000 10.50 per cent. Guaranteed Notes due 2017 (the "2017 Notes")

ISIN: XS1145219652, Common Code: 114521965

ISIN: US591555AC11, Common Code: 114752894

CUSIP: 591555 AC1

U.S.\$750,000,000 8.75 per cent. Guaranteed Notes due 2018 (the "2018 Notes")

ISIN: XS0591549232

ISIN: US591555AB38, CUSIP: 591555 AB3

Noteholder Consent Solicitations

As previously announced in the Notice of Adjourned Meeting dated 9 June 2015 in respect of the 2015 Notes, the quorum required for the meeting of holders of the 2015 Notes convened on 1 June 2015 was not present and the meeting was adjourned to Friday 26 June in accordance with the Trust Deed constituting the 2015 Notes.

Metinvest B.V. (the "**Issuer**") announces that at the Meeting of the holders of the above Notes held on 26 June 2015, the Extraordinary Resolution referred to in the Notice of Meeting dated 9 June 2015 delivered to Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme*, and The Depository Trust Company and delivered to the Irish Stock Exchange for publication on its website, on 9 June 2015, was duly PASSED as an Extraordinary Resolution.

Accordingly, the Issuer intends to pay a first instalment of U.S.\$28,412,750 payable to holders of the 2015 Notes within three Business Days (as defined in the consent solicitation memorandum dated 7 May 2015) following the date of the adjourned meeting.

The text of the Notice of Outcome of Meeting is set out below.

NOTICE OF OUTCOME OF MEETING

of the holders of the

U.S.\$ 113,651,000 10.25 per cent. Guaranteed Notes due 2015 (the "Notes")

issued by

Metinvest B.V. (the "Issuer")

(Reg S ISIN: XS0511379066, Common Code: 051137906

Rule 144A ISIN: US591555AA54; CUSIP: 591555AA5)

NOTICE IS HEREBY GIVEN by the Issuer that at the Meeting of the holders of the above Notes held on 26 June 2015, the Extraordinary Resolution referred to in the Notice of Meeting dated 9 June 2015 delivered to

Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme*, and The Depository Trust Company and delivered to the Irish Stock Exchange for publication on its website, on 9 June 2015, was duly PASSED as an Extraordinary Resolution.

Accordingly, the conditions for (i) the extraordinary resolution of holders of the Issuer's U.S.\$ 289,734,000 10.50 % Guaranteed Notes due 2017 issued by Metinvest under its U.S.\$ 1,500,000,000 Guaranteed Medium Term Note Programme (the "**2017 Notes**") and (ii) the extraordinary resolution of holders of the Issuer's U.S.\$ 750,000,000 8.75% Guaranteed Notes due 2018 issued by Metinvest under its U.S.\$ 1,000,000,000 Guaranteed Medium Term Note Programme (the "**2018 Notes**") proposed in a notice of the Issuer dated 7 May 2015 and duly passed at the respective meetings of the holders of the 2017 Notes and 2018 Notes held on 1 June 2015, have been satisfied.

The amendments to the Trust Deed constituting the Notes dated 20 May 2010 between the Issuer, guarantors named therein and BNY Mellon Corporate Trustee Services Limited, all as contemplated in the Notice of Meeting dated 9 June 2015, and the Waiver will be implemented.

The amendments to the respective Trust Deeds constituting the 2017 Notes and 2018 Notes between, in each case, the Issuer, guarantors named therein and BNY Mellon Corporate Trustee Services Limited, all as contemplated in the Notice of Meeting dated 7 May 2015, and the respective waivers will be implemented.

This Notice is given by:
Metinvest B.V.
Alexanderstraat 23
2514 JM The Hague
The Netherlands

Dated: 26 June 2015

<https://metinvestholding.com/pl/media/news/6979>