

OAO "SEVERSTAL"

Issue of U.S.\$ 600,000,000 4.45 per cent. Loan Participation Notes due 2018

by Steel Capital S.A.

a *société anonyme* incorporated in Luxembourg with limited liability whose registered office is at 2, Boulevard Konrad Adenauer, L-1115 Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B116975

for the sole purpose of financing a Loan to OAO "SEVERSTAL"

under a U.S.\$4,500,000,000 Programme for the Issuance of Loan Participation Notes (the "Programme")

Part A - Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 15 March 2013 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on Severstal, the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.centralbank.ie and copies may be obtained from the Issuer at 2, Boulevard Konrad Adenauer, L-1115 Luxembourg.

1	(i) Issuer:	Steel Capital S.A.
	(ii) Borrower:	OAO "SEVERSTAL"
2	Series Number:	4
3	Specified Currency:	United States dollar ("U.S.\$")
4	Aggregate Principal Amount of Notes:	U.S.\$600,000,000
5	Issue Price:	100 per cent. of the Aggregate Principal Amount
6	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7	(i) Closing Date:	19 March 2013
	(ii) Interest Commencement Date:	Closing Date
8	Issue Date	19 March 2013
9	Maturity Date:	19 March 2018
10	Interest Basis:	4.45 per cent. Fixed Rate (further particulars specified in paragraph 18 below)
11	Redemption/Payment Basis:	Redemption at par
12	Change of Interest Basis:	Not Applicable
13	Date of Board approval for issuance of Notes and borrowing of Loan obtained:	14 March 2013 and 13 March 2013, respectively
14	Method of distribution:	Syndicated
15	Financial Centres in respect of Condition 7.2 (Payment on Business Days):	New York City

16	Specified Currency and Principal Amount of Loan:	
	(i) Specified Currency:	U.S.\$
	(ii) Principal Amount:	U.S.\$600,000,000
17	Put/Call Options:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE UNDER THE LOAN

18	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	4.45 per cent. per annum payable semi-annually in arrear in equal instalments
	(ii) Interest Payment Date(s):	19 September and 19 March in each year (not adjusted) commencing 19 September 2013
	Business Centre(s):	New York and Moscow
	(iii) Fixed Coupon Amount:	U.S.\$22.25 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Date(s):	Not Applicable
19	Floating Rate Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Final Redemption Amount of each Note:	U.S.\$1,000 per Calculation Amount
21	Early Redemption Amount(s) per Calculation Amount payable if the Loan should become repayable under the Loan Agreement prior to the Maturity Date:	U.S.\$1,000
22	Call Option:	Not Applicable
23	Put Option:	Not Applicable

DISTRIBUTION

24	(i) If syndicated, names of Managers:	Citigroup Global Markets Limited J.P. Morgan Securities plc SIB (Cyprus) Limited
	(ii) Stabilising Manager:	Citigroup Global Markets Limited
25	If non-syndicated, name of Dealer:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26	Form of Notes:	Registered Notes
27	Payment Time:	10 a.m. (Relevant Time) one Business Day

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading on the Main Securities Market of the Irish Stock Exchange the issue of Notes described herein pursuant to the U.S.\$4,500,000,000 Programme for the Issuance of Loan Participation Notes by Steel Capital S.A. for the sole purpose of financing a Loan to OAO "SEVERSTAL".

EXECUTION VERSION

RESPONSIBILITY

The Issuer and Severstal accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer

By:

Name:

Title: Director

By:

Name:

Title: Director

Signed on behalf of Severstal

By:

Name:

Title:

EXECUTION VERSION

RESPONSIBILITY

The Issuer and Severstal accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer

By:

Name:

Title: Director

By:

Name:

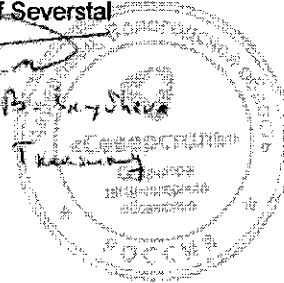
Title: Director

Signed on behalf of Severstal

By:

Name: Ilya A. Kuznetsov

Title: Head of Treasury



Part B – Other Information

1 LISTING

- | | | |
|-------|---|--|
| (i) | Listing: | Irish Stock Exchange |
| (ii) | Admission to trading: | Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List (the “ Official List ”) and trading on its regulated market (the “ Main Securities Market ”) with effect from 20 March 2013. |
| (iii) | Estimate of total expenses related to admission to trading: | €500 |

2 RATINGS

Ratings:

The Notes to be issued have been rated:
Standard & Poor's Credit Market Services France SAS: “BB+”
Fitch Ratings Limited: “BB”

Standard & Poor's Credit Market Services France SAS, a division of The McGraw-Hill Companies, Inc (“S&P”) and Fitch Ratings Ltd (“Fitch”) are established in the European Community and registered under Regulation (EC) No 1060/2009.

A rating must be issued by a credit rating agency established in the European Community and registered under the Regulation (EC) No 1060/2009 (the “**CRA Regulation**”) unless the rating is provided by a credit rating agency that operated in the European Community before 7 June 2010 and which has submitted an application for registration in accordance with the CRA Regulation and such application for registration has not been refused.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 YIELD

Indication of yield: 4.45 per cent.

The yield is calculated at the Closing Date on the basis of the Issue Price. It is not an indication of future yield.

5 ESTIMATED TOTAL EXPENSES

Estimated total expenses: Approximately U.S.\$1,800,000

6 OPERATIONAL INFORMATION

ISIN Code (Reg S Notes):	XS0899969702
ISIN Code (Rule 144A Notes):	US85805RAC25
Common Code (Reg S Notes):	089996970
Common Code (Rule 144A Notes):	089997291

EXECUTION VERSION

Rule 144A CUSIP number:	85805RAC2
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme or DTC and the relevant identification number(s):	Not Applicable
Names and addresses of initial Paying Agent(s):	Citibank, N.A., London Branch Citigroup Centre Canada Square Canary Wharf London E14 5LB Citibank, N.A., New York Branch 111 Wall Street 15 th Floor Zone 8 New York NY 10005 U.S.A.
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

7 THE LOAN

Terms of the Loan

(i) Principal Amount of the Loan:	U.S.\$600,000,000
(ii) Specified Currency:	U.S.\$
(iii) Put Settlement Date:	Not Applicable
(iv) Repayment Date:	19 March 2018
(v) Early Redemption Amount:	U.S.\$1,000 per U.S.\$1,000 of principal amount
(vi) Make Whole Premium:	Not Applicable
(vii) Put/Call Options:	Not Applicable

Interest

Fixed Rate Loan Provisions	Applicable
(i) Interest Commencement Date:	19 March 2013
(ii) Rate of Interest:	4.45 per cent. per annum payable semi-annually in arrear in equal instalments
(iii) Interest Payment Date(s):	19 September and 19 March in each year (not adjusted) commencing 19 September 2013
(iv) Fixed Amount:	U.S.\$22.25 per U.S.\$1,000 in principal amount
(v) Broken Amount:	Not Applicable
(vi) Day Count Fraction:	30/360
(vii) Determination Date(s):	Not Applicable

Floating Rate Note Provisions:

Not Applicable