

## IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QIBs THAT ARE ALSO QPs (AS DEFINED HEREIN) OR (2) NON-US PERSONS (AS DEFINED HEREIN) LOCATED OUTSIDE OF THE UNITED STATES.

**IMPORTANT:** You must read the following before continuing. The following applies to the pricing notification (the “**Pricing Notification**”) following this page, and you are therefore advised to read this page carefully before reading, accessing or making any other use of the Pricing Notification. In accessing the Pricing Notification, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from the Issuer, the Company or any Manager (each as defined in the Pricing Notification) as a result of such access.

This Pricing Notification has been prepared solely in connection with the proposed offering to certain institutional and professional investors of the Notes (as defined in the Pricing Notification). This Pricing Notification is an advertisement and not a prospectus, and investors should not subscribe for or purchase securities except on the basis of information in the final prospectus. Although it is intended that a final prospectus will be approved as a prospectus prepared in accordance with the Prospectus Directive, this Pricing Notification has not been so approved.

Under no circumstances shall this Pricing Notification constitute an offer of any securities or the solicitation of an offer to purchase or subscribe for any securities or an invitation to any person to become a member of a company or to acquire or apply for any securities. The definitive terms of the transaction described in this Pricing Notification will be described in the final prospectus.

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**Confirmation of your representation:** In order to be eligible to view the attached Pricing Notification or make an investment decision with respect to the Notes, prospective investors must be either (1) QIBs (within the meaning of Rule 144A as defined herein) that are also qualified purchasers (as defined in Section 2(a)(51) of the United States Investment Company Act of 1940, as amended) (“**QPs**”) or (2) non-US persons (as defined in Regulation S under the Securities Act) located outside the United States. This Pricing Notification is being sent to you at your request, and by accessing this Pricing Notification you shall be deemed to have represented to the Company and the Managers that (1) either (a) you and any customers you represent are QIBs that are also QPs or (b) you and any customers you represent are non-US persons outside of the United States and the electronic mail address that you have provided and to which this e-mail has been delivered is not located in the United States, its territories and possessions, any State of the United States or the District of Columbia and (2) you consent to delivery of such Pricing Notification by electronic transmission.

You are reminded that this Pricing Notification has been delivered to you on the basis that you are a person into whose possession this Pricing Notification may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this Pricing Notification to any other person. The materials relating to this offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer, and the Managers or any affiliate of the Managers is a licensed broker or dealer in the relevant jurisdiction, the offering shall be deemed to be made by the Managers or such affiliate on behalf of the Company in such jurisdiction.

This Pricing Notification is only being distributed to and is only directed at (i) persons who are outside the United Kingdom, (ii) investment professionals falling within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(1) of the Order (all such persons together being referred to as “**Relevant Persons**”). The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Pricing Notification or any of its contents.

The attached Pricing Notification has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer, the Company, any Manager, any person who controls any of them or any director, officer, employee or agent of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Pricing Notification distributed to you in electronic format and the hard copy version available to you on request from the Managers.

## PRICING NOTIFICATION

22 July 2008

### OA0 Severstal US\$1,250,000,000 9.75% Notes due 2013

This document (the “Pricing Notification”) relates to the issuance by, but with limited recourse to, Steel Capital SA (the “Issuer”), a company incorporated under the laws of Luxembourg as a société anonyme, of US\$1,250,000,000 9.75% Notes due 2013 (the “Notes”) for the sole purpose of financing a US\$1,250,000,000 9.75% five-year loan (the “Loan”) to OA0 Severstal (the “Company”). Capitalised terms used but not defined herein shall have the meanings ascribed to them in the Preliminary Prospectus.

<b>Issuer:</b>	Steel Capital SA
<b>Issue:</b>	Senior Notes
<b>Distribution:</b>	Rule 144A/Regulation S global notes, without registration rights
<b>Principal amount:</b>	US\$1,250,000,000
<b>Coupon:</b>	9.75%
<b>Yield:</b>	9.75%
<b>Price at Issue:</b>	100%
<b>Maturity:</b>	29 July 2013
<b>Interest Payment Dates:</b>	29 January and 29 July
<b>1<sup>st</sup> Interest Payment Date:</b>	29 January 2009
<b>Issue Date:</b>	29 July 2008 (T + 6)
<b>ISIN/Common Code/CUSIP:</b>	<u>Reg S</u> ISIN:XS0376189857 Common Code:037618985  <u>144A</u> CUSIP:858057AA0 ISIN:US858057AA1
<b>Ratings:</b>	Fitch: BB Moody's: Ba2 Standard and Poor's: BB
<b>Admission of the Notes to Trading:</b>	Application will be made to the UK Listing Authority for the Notes to be admitted to the Official List and to trading on the Regulated Market of the London Stock Exchange.

It is expected that listing of the Notes on the Official List of the UK Listing Authority and admission of the Notes to trading on the Regulated Market of the London Stock Exchange will be granted on or about 29 July 2008, subject only to the issue of the Notes.

The supplemented or replaced text set forth below is hereby incorporated into the preliminary prospectus dated 23 June 2008 prepared in connection with the issue of the Notes.

<u>Current Text</u>	<u>Supplemented or Replaced Text</u>
<b>Pages 7, 53 and 116 – Recent Developments – WCI Steel</b>	
<p><b>“WCI Steel</b></p> <p>In May 2008, the Group entered into an agreement to purchase WCI Steel, which operates a steel mill in Warren, Ohio, for a total cash consideration of approximately US\$140 million plus the assumption of approximately US\$230 million of liabilities. WCI Steel’s product line comprises custom and commodity flat rolled steel products, including hot-rolled, cold-rolled and galvanised steel. WCI Steel has an estimated production capacity of approximately 2.0 million tonnes of crude steel per year and produced approximately 1.1 million tonnes of crude steel in 2007. The Group believes that WCI Steel’s product line, which includes high-carbon and alloy products, and its geographical location close to some of the Group’s existing customers and operations, should provide a range of advantages to the Group’s US operations in addition to the increased capacity the acquisition gives to the Group in the US market for flat products. The Group’s preliminary estimate of the capital expenditure that would be required at WCI Steel for the period from 2008 to 2012 is approximately US\$150 million.</p> <p>Recently, an unsuccessful bidder for WCI Steel, together with certain existing minority shareholders of WCI, have brought proceedings against WCI Steel, the Company and another member of the Group, seeking an injunction to prevent the completion of the acquisition of WCI Steel by the Group. The proceedings, for which a preliminary injunction hearing is scheduled for 27 June 2008, allege that the board of directors of WCI Steel breached its fiduciary duties by, among other matters, not accepting the unsuccessful bidder’s bid. The proceedings do not currently assert any claims against the Company or the other member of the Group. The Group believes that the suit is without merit and it intends to vigorously contest it.”</p>	<p><b>“WCI Steel</b></p> <p>In July 2008, the Group acquired the outstanding equity of WCI Steel, which operates a steel mill in Warren, Ohio, for a total cash consideration of approximately US\$140 million plus the assumption of, according to the Group’s estimates, approximately US\$285 million of liabilities and the repayment of debt in an additional amount of approximately US\$274.9 million, including payments connected with the redemption of certain senior secured notes of WCI Steel referred to below. WCI Steel’s product line comprises custom and commodity flat rolled steel products, including hot-rolled, cold-rolled and galvanised steel. WCI Steel has an estimated production capacity of approximately 1.85 million tonnes of crude steel per year and produced approximately 1.0 million tonnes of crude steel in 2007. The Group believes that WCI Steel’s product line, which includes high-carbon and alloy products, and its geographical location close to some of the Group’s existing customers and operations, should provide a range of advantages to the Group’s US operations in addition to the increased capacity the acquisition gives to the Group in the US market for flat products. The Group’s preliminary estimate of the capital expenditure that would be required at WCI Steel for the period from 2008 to 2012 is approximately US\$175 million.</p> <p>In connection with the acquisition, WCI Steel has called for the redemption of the US\$100 million aggregate principal amount outstanding of its 8 percent senior secured notes due 2016. Notice of the redemption has been mailed to record holders of such notes and the notes are expected to be redeemed in August 2008.</p> <p>Recently, an unsuccessful bidder for WCI Steel, together with certain existing minority shareholders of WCI Steel, brought proceedings against WCI Steel, the Company and another member of the Group, seeking an injunction to prevent the completion of the acquisition of WCI Steel by the Group. The plaintiffs alleged that the board of directors of WCI Steel breached its fiduciary duties by, among other matters, not accepting the unsuccessful bidder’s bid. The proceedings did not assert any claims against the Company or the other member of the Group. A hearing was held on 27 June 2008, at the conclusion of which the court denied the plaintiffs’ application for a preliminary injunction, thereby permitting completion of the acquisition.”</p>

## Pages 7, 53 and 117 – Recent Developments – Esmark

### “Esmark

On 30 May 2008, the Group commenced an all cash US\$17 per share offer to acquire all of the outstanding shares of common stock of Esmark, a manufacturer and distributor of flat rolled and other steel products in the United States. The Group believes that Esmark’s geographical location, in Wheeling, West Virginia, together with its production facilities, which include both a blast furnace and an EAF, and an interest in a coking producer are an attractive fit with the Group’s existing operations in the United States, providing synergies. Although not supported by Esmark’s board of directors, the Group’s offer has been supported by the United Steelworkers union and Esmark’s major shareholder. Esmark’s board of directors has indicated its intention to enter into a merger agreement with a competing bidder on or about 23 June 2008.

The Group’s tender offer is scheduled to expire at 12:00 midnight, Eastern Daylight Time, on 26 June 2008, unless extended. Following completion of the tender offer, subject to the terms and conditions set forth in the offer to purchase, the Group intends to consummate a second-step merger where all remaining Esmark stockholders will receive the same cash price paid in the tender offer, subject to any available appraisal rights under Delaware law. If the offer is accepted at the current offer price, the total purchase price for all of the outstanding shares of common stock of Esmark would be approximately US\$683 million.

In June 2008, Esmark adopted a “poison pill” shareholder rights plan as a takeover defence measure by declaring a distribution of one “right” for each outstanding share of Esmark common stock. If a person or group acquires 15 percent or more of Esmark’s outstanding common stock, each right will entitle its holder (other than such person or members of such group) to subscribe for additional shares in Esmark at a significant discount to the current market price. This provision is not triggered if Esmark’s board has approved the transaction. The exercise of these rights by the existing shareholders of Esmark upon the acquisition of more than 15 percent of the shares by the Group without prior Esmark board approval would severely inhibit the Group’s ability to successfully acquire Esmark.”

### “Esmark

On 30 May 2008, the Group commenced an all cash US\$17 per share offer to acquire all of the outstanding shares of common stock of Esmark, a manufacturer and distributor of flat rolled and other steel products in the United States. Initially, the Group’s offer was not supported by Esmark’s board of directors. However, on 25 June 2008, the Group entered into an agreement with Esmark in connection with which the Group has increased the purchase price in the tender offer to US\$19.25 per share in cash and Esmark’s board of directors has recommended that Esmark’s shareholders tender their shares to the Group. The expiration date of the tender offer has been extended to 10:00 am, New York City time, 4 August 2008. The offer and related transactions contemplated by the agreement are subject to certain customary closing conditions. The Group has entered into an agreement with Esmark’s majority shareholder to tender its shares in the tender offer. The Group has also entered into an agreement that satisfies the successorship clause of the United Steelworkers’ collective bargaining agreement. If the acquisition is successfully completed, the Group will acquire all of Esmark’s business, including Wheeling-Pittsburgh Steel Corporation, Esmark Steel Services Group, Inc and the remaining 50 percent interest in Mountain State Carbon, LLC, a blast furnace coking coal production joint venture with the Group.

The Group’s operating and restructuring plan for Esmark, upon successful completion of the acquisition, includes a five-year capital investment programme and is designed to derive value from Esmark through operational improvements, including the maximisation and optimisation of production at the EAF, upgrades to enhance the quality and capacity of the hot strip mill, improvements of the downstream operations, and leveraging synergies and geographical alignment between the Group’s other assets in the United States. The Group believes that its combined operations in the United States, including Esmark, would create one of North America’s leading producers of flat rolled steel, further expanding the Group’s product offerings to its customers in a market that has displayed consistent demand for high quality steel.

The acquisition of Esmark, if successfully completed, is expected to provide the Group with substantial synergies with its current US operations at the Dearborn facility, SeverCorr, Sparrows Point and WCI Steel. Full ownership of Mountain State Carbon, LLC is also expected to increase the Group’s vertical integration with raw materials in the United States. In addition, Esmark’s service centres and corrugated sheet production facilities are expected to enhance the Group’s operations in the US by allowing it to reach more customers and add value to its steel products.

Following completion of the tender offer, subject to the terms and conditions set forth in the offer to purchase, the Group intends to consummate a second-step merger where all remaining Esmark stockholders will receive the same cash price paid in the tender offer, subject to any available appraisal rights under Delaware law. If the offer is accepted at the revised offer price of US\$19.25 per share, the total purchase price for all of the outstanding shares of common stock of Esmark would be approximately US\$775 million. The Group has also purchased Esmark’s aggregate US\$110 million term loan facilities from Essar Steel Holdings Limited (“**Essar Steel**”). The Group has, on behalf of Esmark, paid Essar Steel certain other termination and change of control fees and prepayment penalties in connection with certain existing arrangements between Esmark and Essar Steel, including a US\$25 million termination fee and a US\$20.25 million payment in lieu of the exercise by Essar Steel of its conversion rights related to the term loan facilities referred to above.”

## Page 43 – Use of Proceeds

“The proceeds of the issue of the Notes will be used by the Issuer for the sole purpose of financing the Loan. The proceeds from the Loan (expected to be US\$ ● before taking account of commissions and expenses), which is being funded in full by the issue of the Notes, will be used by the Company: (i) for working capital; and/or (ii) for general corporate purposes; and/or (iii) to finance acquisitions and/or to refinance indebtedness. Total commissions and expenses relating to the offering of the Notes are expected to be approximately US\$ ●. The net proceeds of the Loan to the Company are expected to be approximately US\$ ●.”

“The proceeds of the issue of the Notes will be used by the Issuer for the sole purpose of financing the Loan. The proceeds from the Loan (expected to be US\$1,250,000,000 before taking account of commissions and expenses), which is being funded in full by the issue of the Notes, will be used by the Company: (i) for working capital; and/or (ii) for general corporate purposes; and/or (iii) to finance acquisitions and/or to refinance indebtedness. Total commissions and expenses relating to the offering of the Notes are expected to be approximately US\$12,500,000. The net proceeds of the Loan to the Company are expected to be approximately US\$1,237,500,000.”

## Page 45 – Capitalisation

	As at 31 March 2008	
	Actual	As adjusted for the Offering
	(US\$ thousands)	
Cash and cash equivalents.....	2,406,295	●
Short-term debt finance.....	1,257,587	●
Long-term debt finance	2,852,956	●
<b>Equity</b>		
Share capital.....	3,311,288	●
Additional capital.....	1,165,530	●
Foreign exchange differences.....	1,562,220	●
Hedging reserve.....	(21,698)	●
Retained earnings.....	4,404,914	●
<b>Equity attributable to shareholders of the parent</b> .....	<b>10,422,254</b>	<b>●</b>
Minority interest.....	510,305	●
<b>Total equity</b> .....	<b>10,932,559</b>	<b>●</b>
<b>Total capitalisation<sup>(1)</sup></b> .....	<b>13,785,515</b>	<b>●</b>

Note:

- (1) Total capitalisation is the sum of long-term debt finance and total equity.

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	As at 31 March 2008	
	Actual	As adjusted for the offering <sup>(1)</sup>
	(US\$ thousands)	
Cash and cash equivalents.....	2,406,295	3,656,295
Short-term debt finance.....	1,257,587	1,257,587
Long-term debt finance	2,852,956	4,102,956
<b>Equity</b>		
Share capital.....	3,311,288	3,311,288
Additional capital.....	1,165,530	1,165,530
Foreign exchange differences.....	1,562,220	1,562,220
Hedging reserve.....	(21,698)	(21,698)
Retained earnings.....	4,404,914	4,404,914
<b>Equity attributable to shareholders of the parent</b> .....	<b>10,422,254</b>	<b>10,422,254</b>
Minority interest.....	510,305	510,305
<b>Total equity</b> .....	<b>10,932,559</b>	<b>10,932,559</b>
<b>Total capitalisation<sup>(2)</sup></b> .....	<b>13,785,515</b>	<b>15,035,515</b>

Notes:

- (1) Adjusted to give effect to the issuance of the Notes and the receipt of the proceeds of such issuance, but not adjusted for any other changes subsequent to 31 March 2008. The proceeds to the Company of US\$1,250,000,000 from the issuance of the Notes, before taking into account commissions and expenses, have been added to cash, pending their use as described under “Use of Proceeds”.
- (2) Total capitalisation is the sum of long-term debt finance and total equity.

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*Insertion of a new penultimate paragraph on page 45:*

“In June 2008, the Company declared a dividend on its ordinary shares of RUB 4.0 per share in respect of the fourth quarter of 2007 and of RUB 5.2 per share in respect of the first quarter of 2008. In July 2008, the Group completed the acquisition of WCI Steel (see “Business – Recent Developments – WCI Steel”).”

## Pages 1, 50, 108 and 117

“The Russian Steel Division produced approximately 16.4 percent of the total production of Russian crude steel in 2007, making it the second largest producer of crude steel products in Russia by volume of production in that year, in each case according to Chermet Corporation.”

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## Page 1, 50, 108 and 118

“With total steelmaking capacity of 13.2 million tonnes of crude steel per year as at 31 December 2007, the Russian

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Steel segment produced 11.9 million tonnes of crude steel and 11.1 million tonnes of finished steel in 2007.”	produced 11.9 million tonnes of crude steel and 10.8 million tonnes of finished steel in 2007.”
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#### Page 124 – Table headed “Production by Product – Russian Steel Division”

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#### Pages 181-182 – Management

<p>“Vadim A. Shvetsov...1967 Member of the Board of Directors. 1997</p> <p>Mr. Shvetsov is a graduate of the Cherepovet School of Forestry and Mechanics and the Moscow Institute of Steel and Alloys. He has been with Severstal since 1986. He served as the Commercial Director of ZAO Severstal Group between 1993 and 1996. In 1997, he was appointed as Severstal's Sales Director and held that position until 2001, when he became the First Deputy General Director of the Group. Since June 2002, he has been First Deputy General Director of ZAO Severstal Group and General Director of OAO Severstal-Auto. In January 2007, he was appointed Deputy Director of the Metalware segment.</p> <p>In 2003, he was elected chairman of the Council of Russian Car Manufacturers.</p> <p>Mr. Shvetsov's other outside activities include the following:</p> <ul style="list-style-type: none"> <li>• OAO Severstal-Auto (General Director, Member of the Board of Directors);</li> <li>• ZAO Alliance-1420 (Member of the Board of Directors);</li> <li>• OAO ZMA (Chairman of the Board of Directors);</li> <li>• OAO ZMZ (Chairman of the Board of Directors);</li> <li>• ZAO Severstal-Auto-ISUZU (Member of the Board of Directors); and</li> <li>• OAO UAZ (Chairman of the Board of Directors).</li> </ul> <p>The forthcoming annual general shareholders meeting of the Company will consider a new membership of the Company's Board of Directors on 27 June 2008. The candidates were nominated by a resolution of the Board of Directors adopted on 4 March 2008. These candidates include all current members of the Board of Directors except for Vadim A. Shvetsov. Apart from them, Mr. Gregory Mason, the chief operating officer of the Company and the chief executive officer of Severstal International, was nominated to the Board of Directors. Mr. Mason's previous positions included a partner in Metal Strategies, an international metals industry management consulting firm, Vice President of the Detroit Steel Company, Technical Director of Caparo Steel, Director of Steelmaking Technology at Davy International and Chief Engineer at KRUPP Industries (a division of KRUPP Stahl). Gregory Mason is a registered professional engineer in the United States. He received his master's degree from the Naval University of St. Petersburg.</p> <p>”</p>	<p>“Gregory Mason.....1952 Member of the Board of Directors 2008</p> <p>Mr. Mason is a graduate of the Naval University of St. Petersburg and is a registered professional engineer in the United States. Mr. Mason joined the Group in 2004 and in 2006, he was appointed as Chief Operating Officer of the Group. In 2008, he was also appointed as the Chief Executive Officer of Severstal International. Prior to joining the Group, Mr. Mason was the managing partner at Metal Strategies, an international metals industry management consulting firm. His other previous positions include roles as a Vice President of Detroit Steel Company, Technical Director of Caparo Steel, Steelmaking Technology Director at Davy International and Chief Engineer at KRUPP Industries (a division of KRUPP Stahl).</p> <p>”</p>
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**Page 203 – Issuer**

“The current directors of the Issuer are as follows:

<u>Name</u>	<u>Business Address</u>
Mme. Anja Lakoudi...	2, boulevard Konrad Adenauer L-1115 Luxembourg
Mr.Christophe Jarny ..	2, boulevard Konrad Adenauer L-1115 Luxembourg
Mr. Rolf Caspers .....	2, boulevard Konrad Adenauer L-1115 Luxembourg

”

“The current directors of the Issuer are as follows:

<u>Name</u>	<u>Business Address</u>
Mme. Anja Lakoudi.....	2, boulevard Konrad Adenauer L-1115 Luxembourg
Mme. Heike Kubica.....	2, boulevard Konrad Adenauer L-1115 Luxembourg
Mr. Rolf Caspers.....	2, boulevard Konrad Adenauer L-1115 Luxembourg

”

**Page 257 – Book Entry, Delivery and Form**

“It is expected that delivery of Notes will be made against payment therefor on the Closing Date, which is expected to be on or around the fifth business day following the date of pricing (such settlement being referred to as “T+5”). Under Rule 15c6-1 under the Exchange Act, trades in the United States secondary market generally are required to settle in three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes in the United States on the date of pricing or the next succeeding business day will be required, by virtue of the fact the Notes will initially settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries may vary and purchasers of Notes may be affected by such local settlement practices. Purchasers of Notes who wish to trade the Notes on the date of pricing or the next succeeding business day should consult their own adviser.”

“It is expected that delivery of Notes will be made against payment therefor on the Closing Date, which is expected to be on or around the sixth business day following the date of pricing (such settlement being referred to as “T+6”). Under Rule 15c6-1 under the Exchange Act, trades in the United States secondary market generally are required to settle in three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes in the United States on the date of pricing or the next two succeeding business days will be required, by virtue of the fact the Notes will initially settle in T+6, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Settlement procedures in other countries may vary and purchasers of Notes may be affected by such local settlement practices. Purchasers of Notes who wish to trade the Notes on the date of pricing or the next two succeeding business days should consult their own adviser.”

**Page 271 – Subscription and Sale**

“ABN AMRO Bank N.V., BNP Paribas and Citigroup Global Markets Limited (the “**Joint Bookrunners**”) and The Royal Bank of Scotland plc (together with the Joint Bookrunners, the “**Managers**”) have, in a subscription agreement dated • 2008 (the “**Subscription Agreement**”) and made between the Issuer, the Company and the Managers upon the terms and subject to the conditions contained therein, jointly and severally agreed to subscribe and pay for the Notes at their issue price of 100 percent of their principal amount.”

“ABN AMRO Bank N.V., BNP Paribas and Citigroup Global Markets Limited (the “**Joint Bookrunners**”) and The Royal Bank of Scotland plc (together with the Joint Bookrunners, the “**Managers**”) have, in a subscription agreement dated 25 July 2008 (the “**Subscription Agreement**”) and made between the Issuer, the Company and the Managers upon the terms and subject to the conditions contained therein, jointly and severally agreed to subscribe and pay for the Notes at their issue price of 100 percent of their principal amount.”

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA OR JAPAN (EXCEPT, IN THE CASE OF THE UNITED STATES, TO QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT OF 1933 THAT ARE ALSO QUALIFIED PURCHASERS AS DEFINED IN SECTION 2(a)(51) OF THE U.S. INVESTMENT COMPANY ACT OF 1940 OR IN ACCORDANCE WITH REGULATIONS UNDER THE U.S. SECURITIES ACT OF 1933, OR IN THE CASE OF OTHER JURISDICTIONS, AS PERMITTED BY APPLICABLE LAW).

The offer and the distribution of this document and other information in connection with the listing and offer in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as “**Relevant Persons**”). The Securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents. Stabilisation/FSA.

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