

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 _____ District of Delaware
 (State)
 Case number (if known): _____ Chapter 15

Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Metinvest B.V.

2. Debtor's unique identifier For non-individual debtors:
 Federal Employer Identification Number (EIN) 9 8 - 1 0 3 3 8 3 9

Other _____ Describe identifier _____

For individual debtors:

Social Security number: xxx - xx- _____

Individual Taxpayer Identification number (ITIN): 9 xx - xx - _____

Other _____ Describe identifier _____

3. Name of foreign representative(s) Svillana Romanova

4. Foreign proceeding in which appointment of the foreign representative(s) occurred England (Part 26 of the English Companies Act 2006)

5. Nature of the foreign proceeding *Check one:*
 Foreign main proceeding
 Foreign nonmain proceeding
 Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding
 A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
 A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
 Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?
 No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
 Yes

Debtor Metinvest B.V. Case number (if known) _____
Name

8. **Others entitled to notice** Attach a list containing the names and addresses of:
- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
 - (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
 - (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. **Addresses**

Country where the debtor has the center of its main interests:
Netherlands

Debtor's registered office:

23 Alexanderstraat
Number Street

P.O. Box
The Hague 2514 JM
City State/Province/Region ZIP/Postal Code

Netherlands
Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

Address of foreign representative(s):

7 Krutyi Uzviz
Number Street

P.O. Box
Kyiv 01004
City State/Province/Region ZIP/Postal Code

Ukraine
Country

10. **Debtor's website (URL)** http://www.metinvestholding.com/en/

11. **Type of debtor**
- Check one:*
- Non-Individual (*check one*):
 - Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - Partnership
 - Other. Specify: _____
 - Individual

Debtor Metinvest B.V.
Name

Case number (if known) _____

12. Why is venue proper in this district?

Check one:

- Debtor's principal place of business or principal assets in the United States are in this district.
- Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:

- If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

13. Signature of foreign representative(s)

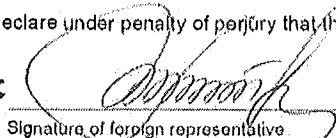
I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

X



Svetlana Romanova

Signature of foreign representative

Printed name

Executed on

01/12/2016
MM / DD / YYYY

X

Signature of foreign representative

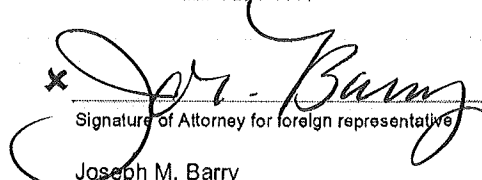
Printed name

Executed on

MM / DD / YYYY

14. Signature of attorney

X



Date

01/13/16
MM / DD / YYYY

Signature of Attorney for foreign representative

Joseph M. Barry

Printed name

Young Conaway Stargatt & Taylor LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

State

19801

ZIP Code

302-571-6600

Contact phone

jbarry@ycst.com

Email address

4221

Bar number

DE

State

Claim No. CR-2016-000129

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

THE HONOURABLE MRS JUSTICE PROUDMAN

WEDNESDAY THE 13th DAY OF JANUARY 2016

IN THE MATTER OF METINVEST B.V.

AND

IN THE MATTER OF THE COMPANIES ACT 2006



ORDER

UPON THE APPLICATION by Part 8 Claim Form dated 11 January 2016 (the "Claim Form") of Metinvest B.V. (the "Company") whose registered office is Alexanderstraat 23, 2514 JM The Hague, The Netherlands.

AND UPON HEARING David Allison QC as Leading Counsel and Stephen Robbins as Junior Counsel for the Company *and Mr William Toner QC for the Controlling Shareholders* AND UPON READING the Claim Form and the evidence

AND UPON the Court adopting in this Order, save where terms are otherwise expressly defined, the abbreviations, words and phrases contained in the Scheme Document (as defined below) to be circulated to Scheme Creditors pursuant to this order

IT IS ORDERED AND DIRECTED that:

1. The Company be at liberty to convene a single meeting (the "Scheme Meeting") of its Scheme Creditors to be held at 10.00 a.m. (London time) on 27 January 2016 at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD (or if such venue is not available, such other suitable venue in London as the chairman of the Scheme Meeting may select) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Act") proposed to be made between the Company and its Scheme Creditors (the Scheme).
2. Mr Mark Sterling, a partner at Allen & Overy LLP, or if for any reason he is unable to act, Mr Ian Field, a partner at Allen & Overy LLP, or if for any reason he is unable

to act, any other partner at Allen & Overy LLP be appointed to act as chairman of the Scheme Meeting (and any adjournment thereof) (the “**Chairman**”).

3. The Scheme Meeting shall commence at 10.00 a.m. (London time) on 27 January 2016 by the Chairman opening the Scheme Meeting and outlining the main terms of the Scheme proposed, the method of voting at the Scheme Meeting and any other appropriate matters, following which a vote shall be taken on the proposed Scheme, following which the Chairman shall give a closing address. Following the closing address, the Scheme Meeting shall be closed.
 4. On the date of this Order, copies of:
 - (a) the notice convening the Scheme Meeting (the “**Notice**”);
 - (b) the document incorporating the Scheme and the explanatory statement required to be provided pursuant to section 897 of the Act; and
 - (c) the account holder letter, including the form of sub-proxy for the DTC Participants, for voting at the Scheme Meeting (the “**Account Holder Letter**”),(together, the “**Scheme Document**”)
- shall be made available to all Scheme Creditors to download on the website set up for the Scheme Creditors at www.lucid-is.com/metinvest (the “**Scheme Website**”) and they shall be notified of the availability of the Scheme Document, via Euroclear, Clearstream or DTC.
5. The Notice and a notification of the availability of the Scheme Document shall also be circulated to Scheme Creditors on or about 13 January 2016:
 - (a) by the delivery of notices to Euroclear, Clearstream and DTC for communication to Noteholders;
 - (b) via an announcement on the Irish Stock Exchange; and
 - (c) as otherwise required by the rules of the Irish Stock Exchange.
 6. Any supplemental information not included in the Scheme Document which the Company wishes to provide to the Scheme Creditors in advance of the Scheme Meeting shall be provided to the Scheme Creditors on the Scheme Website and via Euroclear, Clearstream or DTC in as much time before the Scheme Meeting as is reasonably practicable so that Scheme Creditors can properly consider such supplemental information for the purposes of the Scheme Meeting.
 7. Until the date of the Scheme Meeting, each Scheme Creditor may request to receive a hard copy of the Scheme Document in writing to Lucid Issuer Services Limited, (the

“**Information Agent**”), at its registered office, Tankerton Works, 12 Argyle Walk, London WC1H 8HA, by telephone: +44 (0) 207 704 0880, or by email to metinvest@lucid-is.com or by fax to fax number: +44 (0) 207 067 9098, marked for the attention of David Shilson or Thomas Choquet. If so requested, a hard copy of the Scheme Document shall be provided free of charge.

8. The Scheme Document shall be available for inspection by a Scheme Creditor at the registered office of the Information Agent as set out in paragraph 7 above on each business day from the date of this Order until the conclusion of the Scheme Meeting.
9. Unless the Court otherwise orders or directs, the accidental omission to provide notice of the Scheme Meeting to any Scheme Creditor or the non-receipt of notice of the Scheme Meeting by any Scheme Creditor shall not invalidate the proceedings at the Scheme Meeting.
10. The Scheme Document shall be distributed in the form or substantially in the form of the drafts submitted to and initialled by the Court for identification purposes, subject to the completion of blanks and minor modifications as advised by solicitors and counsel to the Company.
11. Scheme Creditors be requested to return or procure the return of their completed Account Holder Letter(s) in respect of their holding of Notes to the Information Agent marked for the attention of David Shilson or Thomas Choquet, via email to metinvest@lucid-is.com so as to be received by the Voting Instruction Deadline being 10.00 a.m. (London time) on 26 January 2016, or if a Scheme Creditor is attending the Scheme Meeting in person or by proxy, to hand its completed and signed Account Holder Letter(s) to the Chairman no later than one hour prior to the commencement of the Scheme Meeting.
12. The Chairman shall be at liberty, without the consent of the Scheme Creditors, to adjourn the Scheme Meeting and any adjourned Scheme Meeting from time to time to the same or another place in London, and to such date and time as he shall decide, by posting such notice to the Scheme Creditors on the Scheme Website and via Euroclear, Clearstream or DTC.
13. The Chairman shall be at liberty to accept an Account Holder Letter sent by email or fax provided that it is legible to him, but may require production of further documentation if he considers this to be necessary or desirable for the purpose of verification or to reject such Account Holder Letter if illegible/unverifiable.
14. The Chairman shall be entitled to rely on the signature on the Account Holder Letter, including one sent by email or fax as a warranty that the signatory has been duly authorised by the relevant Scheme Creditor to sign the Account Holder Letter on behalf of that Scheme Creditor without further investigation.

15. The Chairman shall be at liberty, but under no obligation, to accept an otherwise incomplete or late Account Holder Letter at his discretion after the date fixed in the Notice for the purpose of voting at the Scheme Meeting (but, for the avoidance of doubt, provided that any such Account Holder Letter is received before he closes the Scheme Meeting and that the Notes in respect of which the Account Holder Letter is submitted have been blocked prior to the Custody Instruction Deadline (if applicable) or the Account Holder Letter includes a Medallion Signature Guarantee (if applicable)).
16. The value of a Scheme Creditor's claim for the purposes of voting at the Scheme Meeting shall be determined by the Chairman in the exercise of his discretion and for this purpose the Chairman shall be entitled to have regard to all relevant information whether supplied by a Scheme Creditor in an Account Holder Letter or otherwise available to the Chairman. The Chairman shall be entitled to rely on information provided by the Information Agent to calculate as of the Record Date the amount of Scheme Claims for voting purposes of each Scheme Creditor on whose behalf a valid Account Holder Letter has been submitted.
17. The claim of a Scheme Creditor for voting purposes shall be calculated as at the Record Date.
18. A Scheme Creditor may appoint more than one person as its proxy, and, if the appointee is not the Chairman, may provide in the appointment that the appointee may vote in the appointee's absolute discretion.
19. Scheme Creditors who wish to be represented in person at the Scheme Meeting (or its proxy) shall be required to bring their Account Holder Letter with Custody Instruction Reference Number or Medallion Signature Guarantee (as applicable) included and to register their attendance at the Scheme Meeting prior to its commencement. A passport shall be required as proof of personal identity to attend the Scheme Meeting and the passport number must match that on the Scheme Creditor's Account Holder Letter. If such personal identification is not produced, that person shall only be permitted to attend and vote at the Scheme Meeting at the discretion of the Chairman.
20. Any person appointed as proxy for a Scheme Creditor may attend and speak at the Scheme Meeting.
21. The Chairman shall be at liberty, but under no obligation, to permit the attendance of persons who are not entitled to attend and vote at the Scheme Meeting unless an objection is taken by (or by a person appointed to vote by proxy for) a Scheme Creditor, but such a person shall not be entitled to speak at the Scheme Meeting without the permission of the Chairman.

22. The Chairman shall be directed to file a report on the results of the Scheme Meeting, and the voting, prior to the application for sanction of the Scheme (assuming the requisite majority is obtained at the Scheme Meeting).
23. The Chairman and the Company shall be at liberty to apply for such further directions in this matter as may be necessary or appropriate.
24. If the Scheme is approved at the Scheme Meeting by the required statutory majority, the Claim Form shall be restored and a further Court hearing at which the Company shall seek the sanction by the Court of the Scheme shall take place on or around 29 January 2016.
25. Svitlana Romanova, the Chief Legal Officer for the Metinvest group of companies shall be appointed as foreign representative of the Company (the **Foreign Representative**) in any petition brought by the Company before the United States Bankruptcy Court for an order recognising the Scheme as a foreign proceeding and other related relief under Chapter 15 of the US Bankruptcy Code.
26. Pursuant to rule 5.4D(2) of the Civil Procedure Rules, notice shall be given to the Company of any application made by a person for permission under rule 5.4C of the Civil Procedure Rules to obtain a copy of a document from the court records in this matter.

The court has provided a sealed copy of this order to the serving party:

Allen & Overy LLP (ref: Mark Sterling)

One Bishops Square

London

E1 6AD

Tel: +44 (0) 20 3088 0000

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

METINVEST B.V.,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 16-____ (____)

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007(a)(4) AND 7007.1**

Svitlana Romanova is the duly appointed foreign representative (the “**Foreign Representative**”) of Metinvest B.V. (the “**Debtor**”) in a proceeding concerning a scheme of arrangement under part 26 of the English Companies Act 2006 currently pending before the High Court of Justice of England and Wales.

The Foreign Representative hereby files this Corporate Ownership Statement pursuant to rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure and states that the following entities own 10% or more of any class of the equity interests of the Debtor, as set forth below:

Entity	Equity Ownership
SCM Limited (Cyprus)	71.24%
Majorone Trading Limited (Cyprus)	11.41%

[Remainder of Page Intentionally Left Blank]

¹ The last four digits of the Metinvest B.V. United States Tax Identification Number are 3839. The address of the registered office of Metinvest B.V. is Alexanderstraat 23, 2514 JM, The Hague, Netherlands.

Dated: Wilmington, Delaware
January 13, 2016

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

By: /s/ Joseph M. Barry

Joseph M. Barry (Del. Bar No. 4221)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone (302) 571-6600

Facsimile (302) 571-1253

jbarry@ycst.com

-and-

ALLEN & OVERY LLP

Daniel Guyder

Mark Nixdorf

1221 Avenue of the Americas

New York, New York 10020

Telephone (212) 610-6300

Facsimile (212) 610-6399

daniel.guyder@allenoverly.com

mark.nixdorf@allenoverly.com

*Attorneys for the Foreign Representative of the
Debtor*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

METINVEST B.V.,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 16-____ (____)

LIST FILED PURSUANT TO BANKRUPTCY RULE 1007(a)(4)

Svitlana Romanova is the duly appointed foreign representative (the “**Foreign Representative**”) of Metinvest B.V. (the “**Debtor**”) in connection with a proceeding (the “**English Proceeding**”) concerning a scheme of arrangement under part 26 of the English Companies Act 2006 currently pending before the High Court of Justice of England and Wales. The Foreign Representative hereby files this list pursuant to Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure and states as follows:

1. Administrators in Foreign Proceedings Concerning the Debtor:

The Foreign Representative believes that, other than the English Proceeding and this chapter 15 case, there are no foreign proceedings concerning the Debtor.

Svitlana Romanova
Metinvest Holding LLC
7, Krutyi uzviz
Kyiv, 01004, Ukraine

[Remainder of Page Intentionally Left Blank]

¹ The last four digits of the Metinvest B.V. United States Tax Identification Number are 3839. The address of the registered office of Metinvest B.V. is Alexanderstraat 23, 2514 JM, The Hague, Netherlands.

Dated: Wilmington, Delaware
January 13, 2016

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

By: /s/ Joseph M. Barry

Joseph M. Barry (Del. Bar No. 4221)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone (302) 571-6600
Facsimile (302) 571-1253
jbarry@ycst.com

-and-

ALLEN & OVERY LLP

Daniel Guyder
Mark Nixdorf
1221 Avenue of the Americas
New York, New York 10020
Telephone (212) 610-6300
Facsimile (212) 610-6399
daniel.guyder@allenoverly.com
mark.nixdorf@allenoverly.com

*Attorneys for the Foreign Representative of the
Debtor*