

TBL EOOD
UIC 106588084

1 Sveti Ivan Rilski Square
2300 Pernik
Pernik Municipality
Pernik District

Bulgaria

CMS Cameron McKenna LLP – Bulgaria
Branch/Duncan Weston

14 Tsar Osvoboditel Blvd., Floor 2
1000 Sofia

Tel +359 2 921 99 10

Fax +359 2 921 99 19

www.law-now.com

30 November 2015

Re: Default Notice

Pursuant to Receivables Pledge Agreement executed on 5 July 2013 (the “**Receivables Pledge Agreement**”) between TBL EOOD, a single shareholder limited liability company, incorporated and validly existing under the laws of Bulgaria, registered in the Commercial Registry with the Bulgarian Registry Agency with UIC 106588084, having its registered office and address of management at 1 Sveti Ivan Rilski Square, 2300 Pernik, Pernik Municipality, Pernik District, Bulgaria (“**TBL**”), and Mechel International Holdings GmbH, a company incorporated in Switzerland under registration number CH-170.3.025.255-2 with its registered office address at Oberdorfstrasse 11, CH-6340 Baar, Switzerland (“**MIH**”), and **TPP BOBOV DOL EAD**, a single shareholder joint stock company, incorporated and validly existing under the laws of Bulgaria, registered in the Commercial Registry with the Bulgarian Registry Agency with UIC 109513731, having its registered office and address of management at 2635 Golemo Selo village, Bobov Dol Municipality, Kyustendil District.

Dear Sirs,

We act on behalf of MIH as per the enclosed power of attorney.

All capitalized terms used in this Default Notice bear the meaning as ascribed under the Receivables Pledge Agreement.

There has been an Event of Default as per the meaning ascribed in the Receivables Pledge Agreement continuing more than 21 days. TBL has failed to render payment to MIH of the following due and outstanding amount of Secured Obligations:

- Deffered Purchase Price in the amount of EUR 1,400,000.00 (One million four hundred thousand Euros), and
- Unpaid interest thereon as of 30 November 2015 in the amount of EUR 10,508.34 (Ten thousand five hundred and eight Euros and thirty-four Euro cents).

CMS Cameron McKenna LLP is a limited liability partnership registered in England and Wales with registration number OC310335. It is a body corporate which uses the word “partner” to refer to a member, or an employee or consultant with equivalent standing and qualifications. It is authorised and regulated by the Solicitors Regulation Authority of England and Wales with SRA number 423370. A list of members and their professional qualifications is open to inspection at the registered office, Cannon Place, 78 Cannon Street, EC4N 6AF, London, England. Members are either solicitors or registered foreign lawyers. VAT registration number: 974 899 925. Further information about the firm can be found at www.cms-cmck.com

CMS Cameron McKenna LLP is a member of CMS Legal Services EEIG (CMS EEIG), a European Economic Interest Grouping that coordinates an organisation of independent law firms. CMS EEIG provides no client services. Such services are solely provided by CMS EEIG’s member firms in their respective jurisdictions. CMS EEIG and each of its member firms are separate and legally distinct entities, and no such entity has any authority to bind any other. CMS EEIG and each member firm are liable only for their own acts or omissions and not those of each other. The brand name “CMS” and the term “firm” are used to refer to some or all of the member firms or their offices. Further information can be found at www.cmslegal.com

Notice: the firm does not accept service by e-mail of court proceedings, other processes or formal notices of any kind without specific prior written agreement.

Получено на 04.12.15г.

We hereby give you notice that we shall be exercising all and any of our rights under the Receivables Pledge Agreement, including the right to commence enforcement of the Receivables.

Kind regards

A handwritten signature in black ink, appearing to read 'Assen', written over the 'Kind regards' text.

Assen Georgiev

Enclosed: Power of Attorney

ПЪЛНОМОЩНО**POWER OF ATTORNEY****No MIH-2015-003****No MIH-2015-003**

Долуподписаният, Иля Благодаров, The undersigned, Ilya Blagodarov, citizen of
гражданин на Руската Федерация, паспорт Russia, passport number 51 No 5233213,
51 No 5233213, издаден на 20.10.2011 г., issued on 20.10.2011, valid until 02.03.2016,
валиден до 02.03.2016 г., в качеството си на in my capacity of a Sole Director of
едноличен директор на „МЕЧЕЛ MECHEL INTERNATIONAL HOLDINGS
ИНТЕРНЕТЪНЪЛ ХОЛДИНГС“ ГмбХ, GmbH, a company duly incorporated in
дружество, надлежно учредено в Switzerland under registration number CHE-
Швейцария с регистрационен номер CHE- 109.385.824 with its registered office address
109.385.824, със седалище и адрес на at: Oberdorfstrasse 11, 6340 Baar,
управление ул. Обердорфшрасе 11, 6340 Switzerland, (the “Grantor”), does hereby
Баар, Швейцария („Упълномощителят”), с
настоящото

УПЪЛНОМОЩАВА:**AUTHORISE:**

„Си Ем Ес Камерън Маккена ЛЛП – CMS Cameron McKenna LLP – Bulgaria
клон България / Дънкан Уестън”, Branch / Duncan Weston, BULSTAT
БУЛСТАТ № 176051265, вписано в No. 176051265, registered with the Sofia City
Софийски градски съд под фирмено дело № Court under company file No. 101/2011; and
101/2011; и

адв. Асен Георгиев Георгиев, член на Asсен Georgiev Georgiev, attorney-at-law,
Софийска адвокатска колегия, ЛНА member of the Sofia Bar, Personal attorney
1000129610; No. 1000129610;

адв. Атанас Бангачев, член на Atanas Bangachev, attorney-at-law, member
Благоевградска адвокатска колегия, ЛНА of the Blagoevgrad Bar, Personal attorney No.
1000037327 1000037327

адв. Невена Красиминова Радлова, член Nevena Krasimirova Radlova, attorney-at-
на Софийска адвокатска колегия, ЛНА law, member of the Sofia Bar, Personal
1500495310 attorney No. 1500495310

адв. Илиян Стефанов Петров, член на Iliyan Stefanov Petrov, attorney-at-law,
Софийска адвокатска колегия, ЛНА member of the Sofia Bar, Personal attorney
1000555410; No. 1000555410;

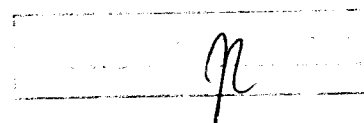
адв. Мария Димитрова Лазарова-Евтимова, член на Мария Dimitrova Lazarova-Evtimova,
Пловдивска адвокатска колегия, ЛНА member of Plovdiv Bar, Personal attorney No.
1400124440, 1400124440,

Деян Александров Драгиев, ЕГН Deyan Alexandrov Draguiiev, PIN:
8905056503, 8905056503,

Елена Йорданова Йотова-Йорданова, Елена Yordanova Yotova-Yordanova, PIN:
ЕГН 8308127574, и 8308127574, and

Росен Валентинов Иванов, ЕГН Rosen Valentinov Ivanov, PIN: 9306224005,
9306224005,

всички упражняващи дейност в „Си Ем Ес all of them practicing at CMS Cameron



Камерън Маккена ЛЛП – клон България /
Дънкан Уестън”, БУЛСТАТ 176051265,
вписан в Софийски градски съд под
фирмено дело № 101/2011, със служебен
адрес: София 1000, бул. „Цар Освободител”
№ 14, етаж 2, тел. (02) 921 99 10,

McKenna LLP – Bulgaria Branch / Duncan
Weston, BULSTAT No. 176051265,
registered with the Sofia City Court under
company file No. 101/2011, with office
address: Sofia 1000, 14 Tsar Osvoboditel
Blvd., fl. 2, tel. (02) 921 99 10,

всеки един от тях наричан по-долу
"Пълномощник",

each of them hereinafter referred to as the
"Attorney",

ЗАЕДНО И ПООТДЕЛНО

JOINTLY AND SEVERALLY

Да действат като пълномощници на
Упълномощителя с всички правомощия за
заместване и делегиране на други лица в
извършването на следните действия и
дейности:

To act as Grantor's attorneys with full power
of substitution and delegation to other persons
in performing of the following actions and
activities:

всеки един от Пълномощниците да
представява Упълномощителя във връзка
със следните договори:

each of the Attorneys individually to
represent the Grantor in regards to the
following agreements:

- Договор за покупко-продажба на акции
на „ТЕЦ Русе“ от 4 юли 2013 г. между
„Мечел Интернешънъл Холдингс“
ГмбХ и „Топлофикация Плевен“;
- Корпоративна гаранция от 05 юли 2013
г., подписан между „Мечел
Интернешънъл Холдингс“ ГмбХ и „Ти
Би Ел“ ЕООД;
- Договор за условно поемане на
задължения от 05 юли 2013 г.,
подписано между „Мечел
Интернешънъл Холдингс“ ГмбХ,
„Мечел Карбон“ АГ и „Мини открит
въгледобив“;
- Споразумение за директен дебит от 05
юли 2013 г., сключено между „Мечел
Интернешънъл Холдингс“ ГмбХ,
„Мечел Карбон“ АГ, „Ти Би Ел“ ЕООД
и „Уникредит Булбанк“ АД;
- Договор за залог на вземания от 05 юли
2013 г., сключен между „Мечел
Интернешънъл Холдингс“ ГмбХ, „Ти
Би Ел“ ЕООД и ТЕЦ „Бобов дол“ ЕАД;
- Договор за залог на дружествени
дялове от 05 юли 2013 г., сключен
между „Мечел Интернешънъл
Холдингс“ ГмбХ, Топлофикация

- Share Sale and Purchase Agreement
Relating to District Heating Company
Rousse dated 4 July 2013 between Mechel
International Holdings GmbH and
Toplofikacia-Pleven EAD;
- Deed of Guarantee and Undertaking dated
05 July 2013, executed between Mechel
International Holdings GmbH and TBL
EOOD;
- Conditional Joint Debtor Agreement dated
05 July 2013 between Mechel
International Holdings GmbH, Mechel
Carbon AG and Mini Otkrit Vagledobiv;
- Direct Debit Agreement dated 05 July
2013 between Mechel International
Holdings GmbH, Mechel Carbon AG,
TBL EOOD and Unicredit Bulbank AD;
- Receivables Pledge Agreement dated 05
July 2013 between Mechel International
Holdings GmbH, TBL EOOD and TPP
Bobov Dol EAD;
- Share Pledge Agreement dated 05 July
2013 between Mechel International
Holdings GmbH, Toplofikacia Pleven and
District Heating Company Rousse;

Плевен и „ТЕЦ Русе“;

като извършва от името на Упълномощителя пред страните по посочените в предходната точка договори, както и пред всякакви държавни органи и институции и трети лица всякакви правни и фактически действия, необходими за защита правата и законните интереси на Упълномощителя, включително да изготвя, подписва, връчва писмени искания, уведомления, покани и други писма, съобщения и всякакви документи, както и да води преговори във връзка с посочените тук договори;

where in this respect to undertake on behalf of the Grantor before the parties to the contracts under the previous item as well as any state authorities and institutions and third parties any legal and factual actions that might be necessary for defending the Grantor's rights and interests of the Grantor, including to sign, submit and deliver written demands, default notices, invitations and other letters, communications and any documents as well as to conduct negotiations in relation to the contracts indicated herein;

По отношение на настоящото пълномощно се прилага българското право.

This Power of Attorney is governed by Bulgarian law.

Настоящото пълномощно следва да бъде тълкувано изцяло в полза на всеки един Пълномощник и предоставената му с настоящото представителна власт.

This Power of Attorney shall be interpreted entirely in favour of each one of the Attorneys and their representative powers granted hereunder.

Настоящото пълномощно остава в сила, докато не бъде оттеглено от Упълномощителя.

This Power of Attorney shall remain in full force and effect unless revoked by the Grantor.

Настоящото пълномощно е съставено на български и английски език, като в случай на противоречия във версиите, предимство ще има българската.

This Power of Attorney has been prepared in both Bulgarian and English language and in case of discrepancies the Bulgarian version shall prevail.

Дата: / Date: 18.08.2015

**ЗА И ОТ ИМЕТО НА УПЪЛНОМОЩИТЕЛЯ: /
FOR AND ON BEHALF OF THE GRANTOR:**

Иля Благодаров, едноличен директор / Ilya Blagodarov, Sole Director

TBL EOOD
UIC 106588084

1 Sveti Ivan Rilski Square
2300 Pernik
Pernik Municipality
Pernik District

Bulgaria

CMS Cameron McKenna LLP – Bulgaria
Branch/Duncan Weston

14 Tsar Osvoboditel Blvd., Floor 2
1000 Sofia

Tel +359 2 921 99 10

Fax +359 2 921 99 19

www.law-now.com

30 November 2015

Re: Default Notice

Pursuant to Receivables Pledge Agreement executed on 5 July 2013 (the “**Receivables Pledge Agreement**”) between **TBL EOOD**, a single shareholder limited liability company, incorporated and validly existing under the laws of Bulgaria, registered in the Commercial Registry with the Bulgarian Registry Agency with UIC 106588084, having its registered office and address of management at 1 Sveti Ivan Rilski Square, 2300 Pernik, Pernik Municipality, Pernik District, Bulgaria (“**TBL**”), and **MECHEL CARBON AG**, a company incorporated in Switzerland under registration number CH-170.3.032.036-7 with its registered office address at: Oberdorfstrasse 11, 6340 Baar, Switzerland (“**MC**”), and **TPP BOBOV DOL EAD**, a single shareholder joint stock company, incorporated and validly existing under the laws of Bulgaria, registered in the Commercial Registry with the Bulgarian Registry Agency with UIC 109513731, having its registered office and address of management at 2635 Golemo Selo village, Bobov Dol Municipality, Kyustendil District.

Dear Sirs,

We act on behalf of MC as per the enclosed power of attorney.

All capitalized terms used in this Default Notice bear the meaning as ascribed under the Receivables Pledge Agreement.

There has been an Event of Default as per the meaning ascribed in the Receivables Pledge Agreement continuing more than 21 days. TBL has failed to render payment to MC of the following due and outstanding amount of Secured Obligations:

- USD 15,344,187.77 (fifteen million three hundred and forty-four thousand one hundred and eighty-seven US Dollars and seventy-seven cents) under Coal Supply Agreement, and
- Unpaid penalty interest thereon as of 30 November 2015 in the amount of USD 291,394.41 (two hundred and ninety-one thousand three hundred and ninety-four US Dollars and forty-one cent).

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Notice: the firm does not accept service by e-mail of court proceedings, other processes or formal notices of any kind without specific prior written agreement.

Наръчено на 04.12.15г.

We hereby give you notice that we shall be exercising all and any of our rights under the Receivables Pledge Agreement, including the right to commence enforcement of the Receivables.

Kind regards


Assen Georgiev
Enclosed Power of Attorney

ПЪЛНОМОЩНО

No MCAG-2015-019

POWER OF ATTORNEY

No MCAG-2015-019

Долуподписаният, Иля Благодаров, гражданин на Руската Федерация, паспорт 51 No 5233213, издаден на 20.10.2011 г., валиден до 02.03.2016 г., в качеството си на Председател на Съвета на директорите на „МЕЧЕЛ КАРБОН“ АГ, дружество, надлежно учредено в Швейцария с регистрационен номер CHE-114.168.474, със седалище и адрес на управление ул. Обердорфштрассе 11, 6340 Баар, Швейцария („Упълномощителя“), с настоящото

The undersigned, Ilya Blagodarov, citizen of Russia, passport number 51 No 5233213, issued on 20.10.2011, valid until 02.03.2016, in my capacity of a President of the Board of Directors of **MECHEL CARBON AG**, a company duly incorporated in Switzerland under registration number CHE-114.168.474 with its registered office address at: Oberdorfstrasse 11, 6340 Baar, Switzerland, (the „Grantor“), does hereby

УПЪЛНОМОЩАВА:

AUTHORISE:

„Си Ем Ес Камерън Маккена ЛЛП – клон България / Дънкан Уестън“, БУЛСТАТ № 176051265, вписано в Софийски градски съд под фирмено дело № 101/2011; и

CMS Cameron McKenna LLP – Bulgaria Branch / Duncan Weston, BULSTAT No. 176051265, registered with the Sofia City Court under company file No. 101/2011; and

адв. Асен Георгиев Георгиев, член на Софийска адвокатска колегия, ЛНА 1000129610;

Assen Georgiev Georgiev, attorney-at-law, member of the Sofia Bar, Personal attorney No. 1000129610;

адв. Атанас Бангачев, член на Благоевградска адвокатска колегия, ЛНА 1000037327

Atanas Bangachev, attorney-at-law, member of the Blagoevgrad Bar, Personal attorney No. 1000037327

адв. Невена Красиминова Радлова, член на Софийска адвокатска колегия, ЛНА 1500495310

Nevena Krasimirova Radlova, attorney-at-law, member of the Sofia Bar, Personal attorney No. 1500495310

адв. Илиян Стефанов Петров, член на Софийска адвокатска колегия, ЛНА 1000555410;

Iliyan Stefanov Petrov, attorney-at-law, member of the Sofia Bar, Personal attorney No. 1000555410;

адв. Мария Димитрова Лазарова-Евтимова, член на Пловдивска адвокатска колегия, ЛНА 1400124440,

Maria Dimitrova Lazarova-Evtimova, member of Plovdiv Bar, Personal attorney No. 1400124440,

Деян Александров Драгиев, ЕГН 8905056503,

Deyan Alexandrov Draguiiev, PIN: 8905056503,

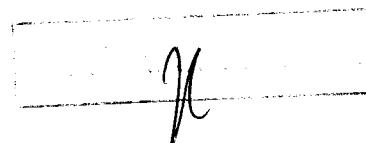
Елена Йорданова Йотова-Йорданова, ЕГН 8308127574, и

Elena Yordanova Yotova-Yordanova, PIN: 8308127574, and

Росен Валентинов Иванов, ЕГН 9306224005,

Rosen Valentinov Ivanov, PIN: 9306224005,

всички упражняващи дейност в „Си Ем Ес Камерън Маккена ЛЛП – клон България / all of them practicing at CMS Cameron McKenna LLP – Bulgaria Branch / Duncan



Дънкан Уестън", БУЛСТАТ 176051265, Weston, BULSTAT No. 176051265, вписан в Софийски градски съд под registered with the Sofia City Court under фирмено дело № 101/2011, със служебен company file No. 101/2011, with office адрес: София 1000, бул. „Цар Освободител“ address: Sofia 1000, 14 Tsar Osvoboditel № 14, етаж 2, тел. (02) 921 99 10, Blvd., fl. 2, tel. (02) 921 99 10,

всеки един от тях наричан по-долу each of them hereinafter referred to as the "Пълномощник", "Attorney",

ЗАЕДНО И ПООТДЕЛНО

JOINTLY AND SEVERALLY

Да действат като пълномощници на Упълномощителя с всички правомощия за заместване и делегиране на други лица в извършването на следните действия и дейности:

всеки един от Пълномощниците да представлява Упълномощителя във връзка със следните договори:

each of the Attorneys individually to represent the Grantor in regards to the following agreements:

- Корпоративна гаранция от 05 юли 2013 г., подписан между „Мечел Карбон“ АГ и „Ти Би Ел“ ЕООД;
- Договор за условно поемане на задължения от 05 юли 2013 г., подписано между „Мечел Интернешънъл Холдингс“ ГмбХ, „Мечел Карбон“ АГ и „Мини открит възледобив“;
- Споразумение за директен дебит от 05 юли 2013 г., сключено между „Мечел Интернешънъл Холдингс“ ГмбХ, „Мечел Карбон“ АГ, „Ти Би Ел“ ЕООД и „Уникредит Булбанк“ АД;
- Договор за залог на вземания от 05 юли 2013 г., сключен между „Мечел Карбон“ АГ и „ТЕЦ Русе“ ЕАД;
- Договор за доставка на въглища MECH-RUS 12 от дата 30 декември 2011 г.;

- Deed of Guarantee and Undertaking dated 05 July 2013, executed between Mechel Carbon AG and TBL EOOD;

- Conditional Joint Debtor Agreement dated 05 July 2013 between Mechel International Holdings GmbH, Mechel Carbon AG and Mini Otkrit Vagledobiv;

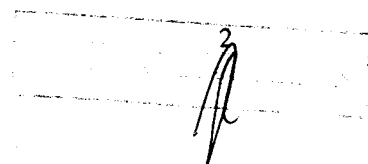
- Direct Debit Agreement dated 05 July 2013 between Mechel International Holdings GmbH, Mechel Carbon AG, TBL EOOD and Unicredit Bulbank AD;

- Receivables Pledge Agreement dated 05 July 2013 between Mechel Carbon AG and District Heating Company Rousse EAD;

- Coal Supply Agreement MECH-RUS 12 dated 30 December 2011;

като извършва от името на Упълномощителя пред страните по посочените в предходната точка договори, както и пред всякакви държавни органи и институции и трети лица всякакви правни и фактически действия, необходими за защита правата и законните интереси на Упълномощителя, включително да изготвя, подписва, връчва писмени искания,

where in this respect to undertake on behalf of the Grantor before the parties to the contracts under the previous item as well as any state authorities and institutions and third parties any legal and factual actions that might be necessary for defending the Grantor's rights and interests of the Grantor, including to sign, submit and deliver written demands, default notices, invitations and other letters,



уведомления, покани и други писма, communications and any documents as well as
съобщения и всякакви документи, както и to conduct negotiations in relation to the
да води преговори във връзка с посочените contracts indicated herein;
тук договори;

По отношение на настоящото пълномощно This Power of Attorney is governed by
се прилага българското право. Bulgarian law.

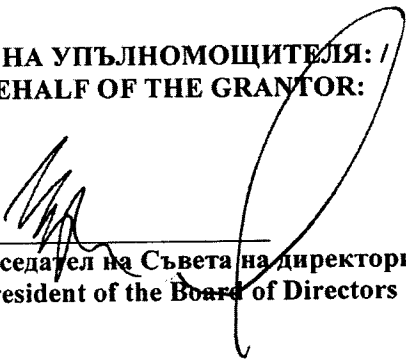
Настоящото пълномощно следва да бъде This Power of Attorney shall be interpreted
тълкувано изцяло в полза на всеки един entirely in favour of each one of the Attorneys
Пълномощник и предоставената му с and their representative powers granted
настоящото представителна власт. hereunder.

Настоящото пълномощно остава в сила, This Power of Attorney shall remain in full
докато не бъде оттеглено от force and effect unless revoked by the Grantor.
Упълномощителя.

Настоящото пълномощно е съставено на This Power of Attorney has been prepared in
български и английски език, като в случай both Bulgarian and English language and in
на противоречия във версиите, предимство case of discrepancies the Bulgarian version
ще има българската. shall prevail.

Дата: / Date: 18.08.2015

ЗА И ОТ ИМЕТО НА УПЪЛНОМОЩИТЕЛЯ: /
FOR AND ON BEHALF OF THE GRANTOR:


Иля Благодаров, Председател на Съвета на директорите/
Ilya Blagodarov, President of the Board of Directors