

Our Reference: C van Zuylen / N Wright Your Reference:
Direct Line: 011 669 9234/9540 Date: 14 April 2015
E-mail Address: c.vanzuylen@bowman.co.za /
n.wright@bowman.co.za

BY E-MAIL

To all Creditors, Shareholders, Employees & Trade Unions

Dear Sir/Madam

NOTICE OF BEGINNING OF BUSINESS RESCUE PROCEEDINGS IN TERMS OF SECTION 129 OF THE COMPANIES ACT, 2008 (the "Act") IN RESPECT OF EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED (the "Company")

1. On 13 April 2015 the Company filed a resolution adopted by its board of directors to voluntarily begin business rescue proceedings (the **Resolution**).
2. As required in terms of S129(3)(a) of the Act, we enclose the following for your attention –
 - 2.1 a copy of the duly filed Form CoR123.1 (Notice of Beginning of Business Rescue Proceedings);
 - 2.2 a copy of the Resolution; and
 - 2.3 a copy of a sworn statement of the facts relevant to the grounds on which the Resolution was founded.
3. The effective date of the Resolution is 13 April 2014.
4. Please note that this notice, and all subsequent notices regarding the Company's business rescue proceedings, will be accessible from 15 April 2015 at <http://www.bowman.co.za/business-rescue/evraz-highveld-steel-vanadium-limited>.

5. If this transmission is incomplete or the attachments cannot be conveniently viewed, please contact Valencia Khan on 011 669 9540 or v.khan@bowman.co.za.

Yours faithfully



Bowman Gilfillan Inc
per: Nigel Wright

111124439

Companies and Intellectual Property Commission
Republic of South Africa

Notice of Beginning of Business Rescue Proceedings

Date: 13 April 2015
Customer Code: BOWMCT

Form CoR 123.1

About this Form

- This form is issued in terms of section 129 and 131 of the Companies Act, 2008, and Regulation 129 of the Companies Regulations, 2011.
- A company resolution to commence business rescue proceedings has no force or effect until it has been filed with this notice.
- This notice must be published to every affected person within 5 business days after –
 - (a) it has been filed, in the case of a resolution; or
 - (b) the date of the court order, in such a case.
- If this notice is issued following a board resolution –
 - (a) the company must appoint a business rescue practitioner within 5 business days after filing this notice; and
 - (b) any affected person may apply to a court in terms of section 130 for an order setting aside the resolution.
- The fee for filing this notice is R0.

Concerning

(Name and Registration Number of Company)
Name: EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED
Registration number: 1960/001900/06

The above named company advises that business rescue proceedings have commenced in terms of Chapter 6 of the Companies Act, as a result of:

- The Board of the company having adopted the attached resolution in terms of section 129, on 13 April 2015.
- A court having made the attached order in terms of section 131, on

In terms of section 132(1)(a), the company's business rescue proceedings commenced on 13 April 2015, being the date on which:

- This notice was filed with the Commission.
- The court issued the attached order.

(Only in the case of a company resolution)

In support of this Notice, the company has attached a sworn statement of the relevant facts upon which the resolution was founded by a director representing the Board.

Contacting the
Commission

The Companies and Intellectual
Property Commission of South Africa

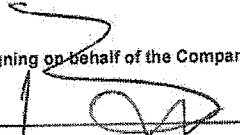
Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

KOMMISSIE VAN MAATSKAPPIE EN INTELLEKTUELE EIENDOM ONDERNEEMINGSRECHTING	
2015 -04- 13	NO 01
BUSINESS RESCUE COMPANIES AND INTELLECTUAL PROPERTY COMMISSION	

Name and Title of person signing on behalf of the Company:

Authorised Signature:


J. S. Burger (Director)

**MINUTES OF A MEETING OF THE DIRECTORS OF EVRAZ HIGHVELD STEEL AND
VANADIUM LIMITED
REGISTRATION NUMBER 1960/001900/06 (the Company) HELD ON 13 APRIL 2015 AT
SANDTON**

PRESENT: Mr B Petersen (Chairman)
Mr M Bhabha
Mr T Mosololi
Mr AP Maralack
Mr IJ Burger (Chief Executive Officer)

TELECONFERENCE: Mr T Yanbukhtin
Mr P Talyanin
Mr D Scuka
Mr V Borisov

IN ATTENDANCE: Ms A Weststrate (Company Secretary)

BY INVITATION: Mr Dmitrij Melnikov (EVRAZ plc)
Ms C van Zuulen (Legal representative from Bowman
Gilfillan)
Mr C Douglas (Legal representative from Bowman Gilfillan)
Mr J Jones (Cliffe Decker Hofmeyer attorneys)

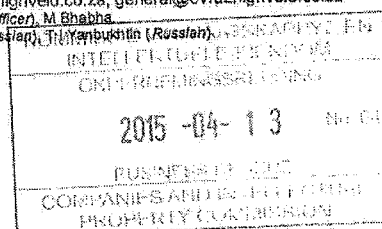
NOTICE AND CONSTITUTION:

There being a majority of directors present and notice to all directors having been given in terms of clause 5.1 and 5.2 of schedule 2 of the Company's Memorandum of Incorporation and section 73(5)(a) of the Companies Act, 2008 (the **Companies Act**), the Chairman declared the meeting to have been properly convened and constituted.

The following resolutions were then passed, with each resolution being dated 13 April 2015, and each resolution being sequentially numbered in the order it was passed:

Evrax Highveld Steel and Vanadium Limited
Registration No.: 1960/001900/06, Incorporated in the Republic of South Africa
Certified in accordance with the requirements of DIN EN ISO 9001:2008 and DIN EN ISO 14001:2004 Quality and Environmental Management Systems
P.O. Box 111, Witbank 1035, Tel: +27 (0) 13 690 9911, Fax: +27 (0) 13 690 9293, www.evraxhighveld.co.za, general@evraxhighveld.co.za
DIRECTORS: B Petersen (Chairman), I J Burger (Chief Executive Officer), M Bhabha
V Borisov (Russian), A P Maralack, T Mosololi, D Scuka (Czech), P S Talyanin (Russian), T Yanbukhtin (Russian)

COMPANY SECRETARY: Ms A Weststrate



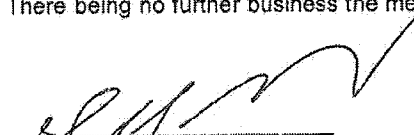
RESOLUTIONS:

1. **RESOLVED THAT** the Company voluntarily begins business rescue proceedings and the Company is placed under supervision in terms of section 129(1) of the Companies Act 71 of 2008, it being recorded that the board has reasonable grounds to believe that:
 - 1.1 the Company is in financial distress in that it is reasonably unlikely to be able to pay its debts as and when they become due within the immediately ensuing six months; and
 - 1.2 there appears to be a reasonable prospect of rescuing the Company.

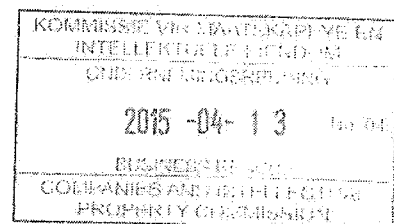
2. **RESOLVED THAT** Daniel Terblanche and Piers Marsden be and are hereby appointed as the joint business rescue practitioners of the Company.

3. **RESOLVED THAT** Izak Johannes Burger (and any other director of the Company) be and is hereby authorised on behalf of the Company, to do or cause to be done, all such things, and sign, and cause to be signed, all such documentation, as may be necessary or desirable to give effect to the foregoing, and insofar as any director has done any of the foregoing prior to the passing of this resolution, such action be and is hereby ratified and approved.

There being no further business the meeting was closed.



CHAIRPERSON
Barend Petersen



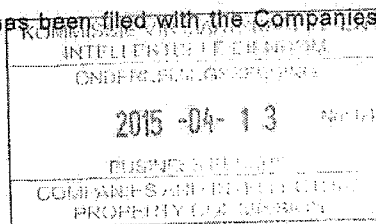
SWORN AFFIDAVIT IN TERMS OF SECTION 129(3)(a) OF THE COMPANIES ACT 71 OF 2008 (as amended) IN RELATION TO THE BUSINESS RESCUE PROCEEDINGS OF EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED

I, the undersigned,

IZAK JOHANNES BURGER
(ID number: 610910 5105 087)

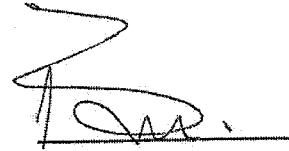
do hereby state under oath as follows-

1. I am a director of EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED, registration number: 1960/001900/06 (the Company). The Company runs its operations from Old Pretoria Road, Portion 93 of the Farm Schoongezicht No. 308 JS, eMalaheni (Witbank), Mpumulanga.
2. Save where the contrary is stated or appears from the context, the facts to which I depose in this affidavit are within my personal knowledge and are to the best of my belief both true and correct.
3. On 13 April 2015, the board of directors of the Company adopted a resolution, *inter alia*, for the Company to voluntarily begin business rescue proceedings and place itself under supervision. As appears from the resolution, I am authorized to represent the Company and sign all required documents to give effect to the business rescue resolution.
4. I make this affidavit setting out the facts relevant to the grounds on which the business rescue resolution was founded –
 - 4.1 The Company does not have adequate funding to meet its obligations for the short term. This is primarily as a result of historical operational difficulties and sustained financial losses within a capital constrained operating environment. This is despite the current operational stability achieved through the recent implementation of the Company's operational turnaround plan.
 - 4.2 The Company's financial position has further been negatively impacted by weakened global steel and vanadium markets and a severe reduction of domestic steel demand.
 - 4.3 The Board has accordingly resolved that it will be in the best interest of The Company and its stakeholders to commence with voluntary business rescue proceedings in terms of section 129 of the Companies Act, 2008 (as amended). The resolution to this effect has been filed with the Companies and Intellectual



Property Commission.

5. In light of the above, the Company is reasonably unlikely to be able to pay its debts that are due and payable within the ensuing six months.
6. Accordingly, the Company resolved that the business is in financial distress and to consider what options are open to it. The Board has decided that voluntary business rescue is in the best interest of the Company as it will allow for the following:
 - 6.1.1 the Board believes that implementation of voluntary business rescue will afford the business practitioner the opportunity to consider the continued implementation of the operational turnaround plan and successfully re-establish the Company;
 - 6.1.2 a better return for the creditors of the Company than would be achieved in a liquidation of the Company;
 - 6.1.3 the collection of the all debts owed to the Company in the ordinary course (whilst under business rescue proceedings); and
 - 6.1.4 the possibility of selling the Company or its assets as a going concern – again achieving a better outcome for the Company's creditors.
7. The Company is not currently involved in any litigation.



IZAK JOHANNES BURGER

I certify that this affidavit was signed and sworn to before me at JOHANNESBURG on this the 13th day of APRIL 2015, the deponent who acknowledgement that HE knew and understood the content of this affidavit, had objection to taking this oath, considered this oath to be binding on her conscience and who uttered the following word: "I swear that the content of this affidavit are true, so help me God".

an die eed van die Oorlog...
I solemnly swear that the contents of this affidavit are true and correct to the best of my knowledge and belief and that I understand the contents of this affidavit. This statement was sworn before me and the deponent's signature hereon was placed thereon in my presence.

Sandton op 2015-04-13 om 22:40
27062423

(SIGNATURE) J. J. VAN EDE
(SIGNATURE) COMMISSIONER OF GATHS

Mmoloti Batlang
FULL FIRST NAMES AND SURNAME IN BLOCK LETTERS

170 2 Summit Road
BUSINESS ADDRESS (STREET ADDRESS)

MORNINGSIDE
081

CLIENT SERVICES DIVISION
13 APR 2015
KLEIN OORLOGSTRAAT
1015
REPUBLIC OF SOUTH AFRICA

NOBILITATIE VIR WERKSTAPPE EN
INTELEKTUELE EIENDOMME
OOR-RECHTINGSTAPPE
2015-04-13 No. 01
BUSINESS INQUIRY
COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION