OJSC
NOVOLIPETSK STEEL

INTERIM CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS

PREPARED IN ACCORDANCE WITH
ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN
THE UNITED STATES OF AMERICA

AS AT SEPTEMBER 30, 2014 AND DECEMBER 31, 2013
AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

(UNAUDITED)

CONTENTS

Report of Independent Auditors

To the Board of Directors and Shareholders of OJSC Novolipetsk Steel:

We have reviewed the accompanying interim condensed consolidated financial statements of OJSC Novolipetsk Steel (the "Company") and its subsidiaries (the "Group"), which comprise the interim condensed consolidated balance sheet as of September 30, 2014, and the related interim condensed consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the nine-month periods ended September 30, 2014 and September 30, 2013.

Management's Responsibility for the Interim Condensed Consolidated Financial Statements

The Company's management is responsible for the preparation and fair presentation of the interim condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this responsibility includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of the interim condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America.

Auditors' Responsibility

Our responsibility is to conduct our review in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial statements. A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements for it to be in accordance with accounting principles generally accepted in the United States of America.

Other Matter

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of the Group and its subsidiaries as of December 31, 2013, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the year then ended (not presented herein), and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated March 27, 2014. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2013, is consistent, in all material respects, with the audited consolidated balance sheet from which it has been derived.

ZAO PricewaterhouseCoopers Audit

November 10, 2014

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(thousands of US dollars)

	Note	As at September 30, 2014	As at December 31, 2013
ASSETS			
Current assets			
Cash and cash equivalents	2	814,676	969,992
Short-term investments	5	667,943	484,981
Accounts receivable and advances given, net	3	1,371,342	1,437,697
Inventories, net	4	1,821,981	2,123,755
Other current assets		10,439	7,578
Deferred income tax assets		94,599	77,864
		4,780,980	**5,101,867**
Non-current assets			
Long-term investments	5	414,787	501,074
Property, plant and equipment, net	6	8,259,050	10,002,996
Intangible assets, net		77,522	115,958
Goodwill		391,466	463,409
Deferred income tax assets		54,899	58,585
Other non-current assets		34,795	40,192
		9,232,519	**11,182,214**
Total assets		**14,013,499**	**16,284,081**
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Accounts payable and other liabilities	7	1,113,448	1,175,709
Short-term borrowings	8	930,446	1,119,286
Current income tax liability		50,644	21,553
		2,094,538	**2,316,548**
Non-current liabilities			
Deferred income tax liability		540,507	599,250
Long-term borrowings	8	2,355,217	3,038,041
Other long-term liabilities		100,928	55,433
		2,996,652	**3,692,724**
Total liabilities		**5,091,190**	**6,009,272**
Commitments and contingencies	16	-	-
Stockholders' equity			
NLMK stockholders' equity			
Common stock, 1 Russian ruble par value – 5,993,227,240 shares issued and outstanding at September 30, 2014 and December 31, 2013		221,173	221,173
Statutory reserve		10,267	10,267
Additional paid-in capital		256,922	256,922
Accumulated other comprehensive loss		(3,621,304)	(1,897,100)
Retained earnings		12,019,092	11,655,490
		8,886,150	**10,246,752**
Non-controlling interest		**36,159**	**28,057**
Total stockholders' equity		**8,922,309**	**10,274,809**
Total liabilities and stockholders' equity		**14,013,499**	**16,284,081**

	Note	For the nine months ended September 30, 2014	For the nine months ended September 30, 2013
Revenue	13	**8,053,020**	**8,404,675**
Cost of sales			
Production cost		(5,286,059)	(6,175,357)
Depreciation and amortization		(619,742)	(656,430)
		(5,905,801)	**(6,831,787)**
Gross profit		**2,147,219**	**1,572,888**
General and administrative expenses		(256,848)	(339,308)
Selling expenses		(644,036)	(696,447)
Taxes other than income tax		(110,498)	(97,294)
Impairment losses	5	(82,635)	-
Operating income		**1,053,202**	**439,839**
Loss on disposals of property, plant and equipment		(12,268)	(16,888)
Gains on investments, net	12,16(b)	41,265	22,958
Interest income		26,272	32,063
Interest expense		(99,194)	(80,380)
Foreign currency exchange gain, net		56,589	20,647
Other expenses, net		(50,464)	(25,663)
Income before income tax		**1,015,402**	**392,576**
Income tax expense		(242,319)	(185,976)
Income, net of income tax		**773,083**	**206,600**
Equity in net (losses) / earnings of associates		(146,196)	221
Net income		**626,887**	**206,821**
Add: (Net income) / net loss attributable to the non-controlling interest		**(13,763)**	**2,451**
Net income attributable to NLMK stockholders		**613,124**	**209,272**
Earnings per share – basic and diluted:			
Net earnings attributable to NLMK stockholders per share (US dollars)		0.1023	0.0349
Weighted-average shares outstanding, basic and diluted (in thousands)	9	5,993,227	5,993,227

(thousands of US dollars)

Interim condensed consolidated statements of comprehensive income

	Net income	Cumulative translation adjustment	**Comprehensive loss**	Non-controlling interest	**Comprehensive loss attributable to NLMK stockholders**
For the nine months ended September 30, 2013	206,821	(645,347)	**(438,526)**	(2,961)	**(435,565)**
For the nine months ended September 30, 2014	626,887	(1,729,865)	**(1,102,978)**	8,102	**(1,111,080)**

Interim condensed consolidated statements of stockholders' equity

		NLMK stockholders						
	Note	**Common stock**	**Statutory reserve**	**Additional paid-in capital**	**Accumulated other compre-hensive loss**	**Retained earnings**	**Non-controlling interest**	**Total stockholders' equity**
Balance at December 31, 2012		**221,173**	**10,267**	**306,391**	**(997,035)**	**11,582,368**	**(32,874)**	**11,090,290**
Net income / (loss)		-	-	-	-	209,272	(2,451)	206,821
Cumulative translation adjustment		-	-	-	(644,837)	-	(510)	(645,347)
Change of non-controlling interests in existing subsidiaries	10	-	-	(49,469)	-	-	42,681	(6,788)
Disposal of other comprehensive income as a result of deconsolidation	11	-	-	-	(130,340)	-	-	(130,340)
Dividends to shareholders	9	-	-	-	-	(115,618)	-	(115,618)
Balance at September 30, 2013		**221,173**	**10,267**	**256,922**	**(1,772,212)**	**11,676,022**	**6,846**	**10,399,018**
Balance at December 31, 2013		**221,173**	**10,267**	**256,922**	**(1,897,100)**	**11,655,490**	**28,057**	**10,274,809**
Net income		-	-	-	-	613,124	13,763	626,887
Cumulative translation adjustment		-	-	-	(1,724,204)	-	(5,661)	(1,729,865)
Dividends to shareholders	9	-	-	-	-	(249,522)	-	(249,522)
Balance at September 30, 2014		**221,173**	**10,267**	**256,922**	**(3,621,304)**	**12,019,092**	**36,159**	**8,922,309**

The accompanying notes constitute an integral part of these interim condensed consolidated financial statements.

(thousands of US dollars)

	Note	For the nine months ended September 30, 2014	For the nine months ended September 30, 2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income		**626,887**	**206,821**
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization		619,742	656,430
Loss on disposals of property, plant and equipment		12,268	16,888
Gains on investments, net	12,16(b)	(41,265)	(22,958)
Interest income		(26,272)	(32,063)
Interest expense		99,194	80,380
Equity in net losses / (earnings) of associates		146,196	(221)
Deferred income tax loss		19,517	20,283
Losses / (gains) on derivatives		12,884	(7,292)
Impairment losses	5	82,635	-
Other		(41,187)	16,602
Changes in operating assets and liabilities			
Increase in accounts receivable		(197,641)	(417,120)
(Increase) / decrease in inventories		(34,376)	152,304
(Increase) / decrease in other current assets		(4,778)	5,720
(Decrease) / increase in accounts payable and other liabilities		(16,661)	333,344
Increase in current income tax payable		35,758	20,672
Cash provided by operating activities		**1,292,901**	**1,029,790**
Interest received		23,571	28,266
Interest paid		(103,193)	(71,074)
Net cash provided by operating activities		**1,213,279**	**986,982**
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases and construction of property, plant and equipment		(438,863)	(657,880)
Proceeds from sale of property, plant and equipment		5,364	3,028
(Purchases) / proceeds from sale of investments and loans given, net	16(b)	(13,504)	19,311
Placement of bank deposits, net		(213,396)	(403,089)
Acquisition of additional stake in existing subsidiary	10	-	(9,609)
Disposal of investment in subsidiary	11	-	46,169
Net cash used in investing activities		**(660,399)**	**(1,002,070)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings and notes payable		30,403	1,663,967
Repayment of borrowings and notes payable		(602,217)	(1,665,923)
Capital lease payments		(15,218)	(19,495)
Dividends to shareholders	9	(114,534)	(113,441)
Net cash used in financing activities		**(701,566)**	**(134,892)**
Net decrease in cash and cash equivalents		**(148,686)**	**(149,980)**
Effect of exchange rate changes on cash and cash equivalents		(6,630)	34,088
Cash and cash equivalents at the beginning of the year	2	969,992	951,247
Cash and cash equivalents at the end of the period	2	**814,676**	**835,355**

Supplemental disclosures of cash flow information:

Placements of bank deposits		(1,532,628)	(856,257)
Withdrawals of bank deposits		1,319,232	453,169

(thousands of US dollars)

1 BASIS OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS PREPARATION

These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Open Joint Stock Company Novolipetsk Steel (the "Parent Company", or "NLMK") and its subsidiaries (together – the "Group") as at and for the year ended December 31, 2013. The December 31, 2013 condensed consolidated balance sheet information has been derived from the audited consolidated financial statements, however, since it is presented on a condensed basis it does not include all disclosures required by accounting principles generally accepted in the United States of America for annual consolidated financial statements.

In the opinion of the Group's management, the information furnished herein reflects all known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. The financial results of the periods reported herein are not necessarily indicative of future financial results.

Functional and reporting currency

Functional currency of the majority of the Group entities is considered to be the Russian ruble. The functional currency of the foreign subsidiaries is their local currency. The accompanying interim condensed consolidated financial statements have been prepared using the US dollar as the Group's reporting currency, utilizing period-end exchange rates for assets and liabilities, corresponding period quarterly weighted average exchange rates for interim condensed consolidated statement of income accounts and historic rates for equity accounts.

The Central Bank of the Russian Federation's Russian ruble to US dollar closing rates of exchange as of the reporting dates and the period weighted average exchange rates for corresponding reporting periods are indicated below.

	2014	**2013**
For the 1st quarter	34.9591	30.4142
As at March 31	35.6871	31.0834
For the 2nd quarter	34.9999	31.6130
As at June 30	33.6306	32.7090
For the 3rd quarter	36.1909	32.7977
As at September 30	39.3866	32.3451
As at December 31		32.7292

Recent accounting pronouncements

In May 2014, the FASB issued a new Topic 606, *Revenue from Contracts with Customers*. This standard clarifies the principles for recognizing revenue and that can be applied consistently across various transactions, industries, and capital markets. The objective of the new revenue standard (IFRS 15 and ASC 606) is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries, and across capital markets. The revenue standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. For a public entity, the amendments in this Update are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The management of the Group believes that this standard will not significantly impact on current recognition model.

(thousands of US dollars)

2 CASH AND CASH EQUIVALENTS

	As at September 30, 2014	As at December 31, 2013
Cash		
– Russian rubles	65,085	70,834
– US dollars	161,667	194,113
– Euros	117,673	158,626
– other currencies	5,602	1,925
Deposits		
– Russian rubles	49,714	204,851
– US dollars	351,797	331,778
– Euros	54,315	5,732
– other currencies	8,439	1,937
Other cash equivalents	384	196
	814,676	**969,992**

3 ACCOUNTS RECEIVABLE AND ADVANCES GIVEN

	As at September 30, 2014	As at December 31, 2013
Trade accounts receivable	958,365	895,627
Advances given to suppliers	104,786	66,813
VAT and other taxes receivable	321,046	488,173
Accounts receivable from employees	1,578	3,346
Other accounts receivable	109,692	129,902
	1,495,467	1,583,861
Allowance for doubtful debts	(124,125)	(146,164)
	1,371,342	**1,437,697**

As at September 30, 2014 and December 31, 2013, accounts receivable of $166,806 and $141,666, respectively, served as collateral for certain borrowings (Note 8).

(thousands of US dollars)

4 INVENTORIES

	As at September 30, 2014	As at December 31, 2013
Raw materials	788,802	980,701
Work in process	586,272	526,589
Finished goods and goods for resale	508,436	684,203
	1,883,510	2,191,493
Provision for obsolescence	(61,529)	(67,738)
	1,821,981	**2,123,755**

As at September 30, 2014 and December 31, 2013, inventories of $476,484 and $310,538, respectively, served as collateral for certain borrowings (Note 8).

5 INVESTMENTS

Balance sheet classification of investments:

	As at September 30, 2014	As at December 31, 2013
Short-term investments and current portion of long-term investments		
Loans to related parties (Note 15(b))	71,378	107,565
Bank deposits and other investments	596,565	377,416
	667,943	**484,981**
Long-term investments		
Loans to related parties (Note 15(b))	261,463	78,030
Investments in associates	153,242	419,149
Bank deposits and other investments	82	3,895
	414,787	**501,074**
Total investments	**1,082,730**	**986,055**

Investments in associates

	As at September 30, 2014 Ownership	As at December 31, 2013 Ownership	As at September 30, 2014	As at December 31, 2013
NLMK Belgium Holdings S.A.	79.50%	79.50%	144,417	412,799
TBEA & NLMK (Shenyang) Metal Product Co., Ltd.	50.00%	50.00%	8,825	6,350
			153,242	**419,149**

Continuous trend of low prices for steel products in Europe resulted in reassessment of impairment model of investments in NBH, which supported no impairment in previous periods. The revised model indicated an impairment loss on investments in NBH in the amount of $82,635, which is included in “Impairment losses” line in the consolidated statement of income for the period ended September 30, 2014. For impairment testing the Group used an income approach primarily with Level 3 inputs, in accordance with ASC No. 323. The Group has estimated cash flows for 9 years for different groups of assets and respective cash flows in the post-forecast period. Prices for steel products in these estimates were determined on the basis of forecasts of investment banks’ analysts. A discount rate of 8% was used.

(thousands of US dollars)

6 PROPERTY, PLANT AND EQUIPMENT

	As at September 30, 2014	As at December 31, 2013
Land	181,348	215,769
Mineral rights	442,234	532,190
Buildings	2,186,015	2,532,082
Land and buildings improvements	1,788,510	2,079,292
Machinery and equipment	7,611,667	8,790,467
Vehicles	297,650	366,098
Construction in progress and advances for construction and acquisition of property, plant and equipment	1,524,719	2,089,919
Leased assets	43,913	76,952
Other	88,040	101,561
	14,164,096	16,784,330
Accumulated depreciation	(5,905,046)	(6,781,334)
	8,259,050	**10,002,996**

The amount of interest capitalized was $47,917 and $101,647 for the nine months ended September 30, 2014 and September 30, 2013, respectively.

Management has analyzed the performance of key reporting units in the nine months of 2014 and believes that no changes to the estimates made as of December 31, 2013 regarding impairment of fixed assets and goodwill are required.

7 ACCOUNTS PAYABLE AND OTHER LIABILITIES

	As at September 30, 2014	As at December 31, 2013
Trade accounts payable	495,242	606,617
Advances received	116,860	105,313
Taxes payable other than income tax	110,868	134,006
Accounts payable and accrued liabilities to employees	171,563	204,143
Dividends payable	135,272	1,407
Short-term capital lease liability	8,448	17,395
Other accounts payable	75,195	106,828
	1,113,448	**1,175,709**

(thousands of US dollars)

8 SHORT-TERM AND LONG-TERM BORROWINGS

	As at September 30, 2014	As at December 31, 2013
Parent Company		
Bonds, RUR denominated, with interest rates from 8.00% to 8.95% per annum, mature or with put option in 2014-2017	1,039,498	1,400,660
Loans, EUR denominated, with interest rates from EURIBOR (6 m) +1.5% to EURIBOR (3 m) +3.5% per annum, mature 2014-2019	370,966	559,928
Bonds, USD denominated, with interest rates from 4.45% to 4.95% per annum, mature 2018-2019	1,182,296	1,319,585
Companies of the Foreign rolled products segment		
Loans, EUR denominated, with interest rates from EURIBOR +0.9% to EURIBOR +2.0% per annum, mature 2014-2020	166,699	178,822
Loans, USD denominated, with interest rates LIBOR +1.625% and PRIME +0.625% per annum, mature 2014-2015	137,864	140,667
Other companies		
Loans, USD denominated, with interest rates from LIBOR +1.2% to LIBOR +2.5% per annum, mature 2014-2015	251,612	400,331
Loans, EUR denominated, with interest rates from EURIBOR (6 m) +0.9% to EURIBOR (6 m) +1.3% per annum, mature 2014-2022	100,504	114,685
Loans, RUR denominated, with interest rates 8.25% and 10% per annum, mature 2014-2017	32,558	38,406
Other borrowings	3,666	4,243
	3,285,663	**4,157,327**
Less: short-term loans and current maturities of long-term loans	(930,446)	(1,119,286)
Long-term borrowings	**2,355,217**	**3,038,041**

The Group’s long-term borrowings as at September 30, 2014 mature between 2 to 8 years.

The Group’s management believes that the carrying values of bonds indicate a reasonable estimate of their fair values.

Major terms of loan agreements

Certain of the loan agreements contain debt covenants that impose restrictions on the purposes for which the loans may be utilized, covenants with respect to disposal of assets, incurrence of additional liabilities, issuance of loans or guarantees, obligations in respect of any future reorganizations procedures or bankruptcy of borrowers, and also require that borrowers maintain pledged assets to their current value and conditions. In addition, these agreements contain covenants with respect to compliance with certain financial ratios, clauses in relation to performance of the borrowers, including cross default provisions, as well as legal claims in excess of certain amount, where reasonable expectations of a negative outcome exist, and covenants triggered by any failure of the borrower to fulfill contractual obligations. The Group companies are in compliance with all debt covenants as at September 30, 2014.

9 EARNINGS PER SHARE

	For the nine months ended September 30, 2014	For the nine months ended September 30, 2013
Net income (thousands of US dollars)	613,124	209,272
Weighted average number of shares	5,993,227,240	5,993,227,240
Basic and diluted net earnings per share (US dollars)	**0.1023**	**0.0349**

Basic net income per share of common stock is calculated by dividing net income by the weighted average number of shares of common stock outstanding during the reporting period. The Parent Company does not have potentially dilutive shares outstanding.

In September 2014 the Parent Company declared interim dividends for the six months ended June 30, 2014 of 0.88 Russian rubles per share for the total of $133,904 (at the historical rate). Dividends payable amounted to $135,272 at September 30, 2014.

In June 2014, the Parent Company declared dividends for the year ended December 31, 2013 of 0.67 Russian rubles per share for the total of $115,042 (at the historical rate).

In June 2013, the Parent Company declared dividends for the year ended December 31, 2012 of 0.62 Russian rubles per share for the total of $115,618 (at the historical rate).

10 CHANGE IN NON-CONTROLLING INTERESTS IN COMPANIES OF LONG PRODUCT SEGMENT

In February 2013, the Parent Company acquired through a public auction for $9,609 a stake of 35.59% in OJSC NSMMZ. As a result of this transaction, there was a decrease in the additional paid-in capital by $49,469 with a corresponding change of non-controlling interest.

11 PARTIAL DISPOSAL OF INVESTMENT

In September 2013 the Group signed an agreement with Societe Wallonne de Gestion et de Participations S.A. (SOGEPA), a Belgian state-owned company, to sell a 20.5% stake in SIF S.A.'s subsidiary – NLMK Belgium Holdings S.A. (NBH), which comprises NLMK Europe's operating and trading companies, excluding NLMK DanSteel, for EUR 91.1 million ($122.9 million). The agreement provides SOGEPA with certain governance rights over NBH and its subsidiaries, and key management decisions will be taken jointly by the Group and SOGEPA by their representation on the Board of Directors of NBH.

The Group brought in SOGEPA as a strategic investor in the context of the continuing restructuring of its European assets aimed at further enhancing efficiency and optimizing costs.

The agreement resulted in the loss of control by the Group over NBH and therefore NBH was deconsolidated from the Group consolidated financial statements with effect from September 30, 2013.

11 PARTIAL DISPOSAL OF INVESTMENT (continued)

The fair value of the Group's remaining 79.5% interest in NBH was determined based on management's best estimates of future cash flows, including assumptions regarding the increase in capacity utilization and the implementation of the operational business plan, including the restructuring plan. This stake in the amount of $459.2 million was accounted for as an investment in associated undertakings, and will be treated as a related party balance. The Group has recorded a gain on disposal related to the transaction amounting to $18.9 million, which is included in "Gains on investments, net" line.

	USD'mln
Proceeds	122.9
Net assets of NBH at date of disposal	(373.8)
Fair value of remaining 79.5% of NBH	459.2
Release of cumulative translation adjustment	130.3
Goodwill written off	(289.7)
Fair value of put / call option	(30.0)
Gain on disposal	**18.9**

Information about the Group's operations with SIF S.A. and NBH is disclosed in Note 15.

The carrying amounts of assets and liabilities of NBH as at the date of disposal were as follows:

	USD'mln
Current assets	
Cash and cash equivalents	76.7
Accounts receivable and advances given, net	329.5
Inventories, net	609.4
Other current assets	14.3
	1,029.9
Non-current assets	
Property, plant and equipment, net	980.7
Deferred income tax assets	149.1
Other non-current assets	3.7
	1,133.5
Total assets	**2,163.4**
Current liabilities	
Accounts payable and other liabilities (including accounts payable to NLMK Group amounting to $422.2 million)	(624.7)
Short-term borrowings (including loans from NLMK Group amounting to $0.1 million)	(302.2)
	(926.9)
Non-current liabilities	
Deferred income tax liability	(199.2)
Long-term borrowings (including loans from NLMK Group entities amounting to $76.6 million)	(531.9)
Other long-term liabilities	(131.6)
	(862.7)
Total liabilities	**(1,789.6)**
Net assets	**373.8**

11 PARTIAL DISPOSAL OF INVESTMENT (continued)

Information on NBH's operations from January 1, 2013 to the date of disposal is as follows:

	USD'mln
Sales revenue	1,062.0
Net loss	(276.7)

Revenue and net loss of NBH for the fourth quarter of 2013 amounted to $420,513 and $(70,882), respectively.

Summarized financial information for NBH as at December 31, 2013 is as follows:

	USD'mln
Current assets	993.0
Non-current assets	1,101.2
Total assets	**2,094.2**
Current liabilities	(819.4)
Non-current liabilities	(963.0)
Total liabilities	**(1,782.4)**
Equity	**311.8**

The Group's share in NBH's net loss from the date of disposal to December 31, 2013 amounted to $(54,218) and is included in "Equity in net (losses) / earnings of associates" line in the consolidated statements of income.

Option agreement

In September 2013 SOGEPA and the Group also signed an option agreement, which provides call options for the Group and put options for SOGEPA over SOGEPA's 20.5% stake (5.1% of the common shares of NBH in each of 2016, 2017 and 2018, and any remaining stake after 2023 – refer Note 12).

The options have been valued using standard, market-based valuation techniques. The significant unobservable inputs used in the fair value measurement are the annualized volatility of the underlying shares and the fair value of the underlying shares.

12 DERIVATIVE FINANCIAL ASSETS AND LIABILITIES

The Group holds or purchases derivative financial instruments for purposes other than trading to mitigate foreign currency exchange rate risk. Forward contracts were short-term with maturity dates in January, February and November 2013.

In 2012, the Group entered into Russian ruble / US dollar cross-currency interest rate swap agreements in conjunction with Russian ruble denominated bonds issued by the Group. As a result, the Group pays US dollars at fixed rates varying from 3.11% to 3.15% per annum and receives Russian rubles at a fixed rate of 8.95% per annum. Maturity of the swaps is linked to the Russian ruble denominated bonds redemption, maturing on November 2014.

In accordance with ASC No. 820, the fair value of foreign currency derivatives is determined using Level 2 inputs. The inputs used include quoted prices for similar assets or liabilities in an active market.

(thousands of US dollars)

12 DERIVATIVE FINANCIAL ASSETS AND LIABILITIES (continued)

Fair value of forwards is determined as the sum of the differences between the market forward rate in the settlement month prevailing at September 30, 2014 and the appropriate contract settlement rate, multiplied by discounted notional amounts of the corresponding contracts. Fair value of swaps is determined as the sum of the discounted contractual cash flows in Russian rubles and US dollars as at September 30, 2014.

During the nine months ended September 30, 2014 and September 30, 2013 gains from forward exchange contracts amounted to nil and $5,526, respectively. These gains and losses were included in “Foreign currency exchange gain, net” line in the interim condensed consolidated statements of income.

The table below summarizes the contractual amounts and positive fair values of the Group’s unrealized cross-currency interest rate swap agreements in US dollars.

	As at September 30, 2014		**As at December 31, 2013**	
	Notional amount	Fair value	Notional amount	Fair value
US dollars	-	-	83,258	573

The table below summarizes the contractual amounts and negative fair values of the Group’s unrealized cross-currency interest rate swap agreements in US dollars.

	As at September 30, 2014		**As at December 31, 2013**	
	Notional amount	Fair value	Notional amount	Fair value
US dollars	66,306	(11,769)	-	-

During the nine months ended September 30, 2014 and September 30, 2013 losses from cross-currency interest rate swap agreements amounted to $(13,421) and $(4,456), respectively, and were included in “Foreign currency exchange gain, net” line in the interim condensed consolidated statements of income.

The Group has recognized a liability in respect of the options related to SOGEPA’s 20.5% stake in NLMK Belgium Holdings S.A., based on their fair value in the amount of $84.0 million and $30.0 million as at September 30, 2014 and December 31, 2013, respectively. Respective liability was included in other long-term liabilities. The change in the value of the option amounting to $54.0 million is included in “Gains on investments, net” line

13 SEGMENT INFORMATION

The Group has four reportable business segments: steel, foreign rolled products, long products and mining. These segments are combinations of subsidiaries, have separate management teams and offer different products and services. The above four segments meet the criteria for reportable segments. Subsidiaries are consolidated by the segment to which they belong based on their products and management.

Revenue from segments that does not exceed the quantitative thresholds is primarily attributable to two operating segments of the Group. Those segments include insurance and other services. None of these segments has met any of the quantitative thresholds for determining a reportable segment. The investments in equity method investee and equity in net earnings / (losses) of associates are included in the steel and foreign rolled products segments.

The Group’s management determines intersegmental sales and transfers, as if the sales or transfers were to third parties. The Group’s management evaluates performance of the segments based on segment revenues, gross profit, operating income and income, net of income tax.

(thousands of US dollars)

13 SEGMENT INFORMATION (continued)

Segmental information for the nine months ended September 30, 2014 and their assets as at September 30, 2014 is as follows:

	Steel	Foreign rolled products	Long products	Mining	All other	Totals	Inter-segmental operations andbalances	Consolidated
Revenue from external customers	5,105,739	1,526,886	1,144,710	275,577	108	8,053,020	-	8,053,020
Intersegment revenue	940,217	-	273,487	595,596	-	1,809,300	(1,809,300)	-
Gross profit / (loss)	**1,448,249**	**94,392**	**191,565**	**593,279**	**(1,282)**	**2,326,203**	**(178,984)**	**2,147,219**
Operating income / (loss)	**647,075**	**(64,925)**	**50,637**	**488,466**	**(2,885)**	**1,118,368**	**(65,166)**	**1,053,202**
Income / (loss), net of income tax	**948,732**	**(183,647)**	**173,794**	**475,520**	**593**	**1,414,992**	**(641,909)**	**773,083**
Segment assets, including goodwill	11,350,127	1,785,752	2,359,594	2,040,989	137,981	17,674,443	(3,660,944)	14,013,499

Segmental information for the nine months ended September 30, 2013 and their assets as at December 31, 2013 is as follows:

	Steel	Foreign rolled products	Long products	Mining	All other	Totals	Inter-segmental operations andbalances	Consolidated
Revenue from external customers	4,873,265	2,295,292	957,122	278,382	614	8,404,675	-	8,404,675
Intersegment revenue	1,189,362	1,698	285,807	719,919	-	2,196,786	(2,196,786)	-
Gross profit / (loss)	**910,039**	**(65,881)**	**158,914**	**679,590**	**338**	**1,683,000**	**(110,112)**	**1,572,888**
Operating income / (loss)	**88,429**	**(266,751)**	**18,682**	**578,097**	**(1,353)**	**417,104**	**22,735**	**439,839**
Income / (loss), net of income tax	**471,458**	**(357,255)**	**(81,630)**	**518,839**	**741**	**552,153**	**(345,553)**	**206,600**
Segment assets, including goodwill	13,046,727	1,925,216	2,781,821	2,374,010	62,838	20,190,612	(3,906,531)	16,284,081

14 RISKS AND UNCERTAINTIES

(a) Operating environment of the Group

The Russian Federation's economy continues to display some characteristics of an emerging market. These characteristics include, but are not limited to, the existence of a currency that in practice is not freely convertible in most countries outside the Russian Federation and relatively high inflation. The legal, tax and regulatory frameworks continue to develop and are subject to varying interpretations.

The future economic direction of the Russian Federation is largely dependent upon the effectiveness of economic, financial and monetary measures undertaken by the Government, together with tax, legal, regulatory and political developments.

The detailed information for the operating environment of the Group, including recent relevant political developments, is presented in the consolidated financial statements of the Group as at and for the year ended December 31, 2013 and as at September 30, 2014 remains substantially unchanged.

Management believes it is taking all the necessary measures to support the sustainability and growth of the Group's business.

14 RISKS AND UNCERTAINTIES (continued)

The major financial risks inherent to the Group's operations are those related to market risk, credit risk and liquidity risk. The objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits.

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: interest rate risk, foreign currency risk and commodity price risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. To manage this risk the Group analyzes interest rate risks on a regular basis. The Group reduces its exposure to this risk by having a balanced portfolio of fixed and variable rate loans.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The export-oriented companies of the Group are exposed to foreign currency risks. To minimize foreign currency risks the export program is designed taking into account potential (forecast) major foreign currencies' exchange fluctuations. The Group diversifies its revenues in different currencies. In its export contracts the Group controls the balance of currency positions: payments in foreign currency are settled with export revenues in the same currency. At the same time standard hedging instruments to manage foreign currency risk might be used.

US dollar is the Group's presentation currency of the consolidated financial statements, while Russian ruble – the functional currency for most of the Group's entities. Therefore Russian ruble to US dollar exchange rate has a significant impact on the consolidated financial statements. The official Russian ruble to the US dollar exchange rates as determined by the Central Bank of the Russian Federation increased from 39.3866 to 45.8926 in the period from September 30, 2014 to November 10, 2014. The official Russian ruble to the Euro exchange rates as determined by the Central Bank of the Russian Federation increased from 49.9540 to 57.2418 in the period from September 30, 2014 to November 10, 2014.

Commodity price risk

Commodity price risk is a risk arising from possible changes in price of raw materials and metal products, and their impact on the Group's future performance and the Group's operational results.

The Group minimizes its risks, related to production distribution, by having a wide range of geographical zones for sales, which allows the Group to respond quickly to changes in the situation on one or more sales markets on the basis of an analysis of the existing and prospective markets. The Group's sales outside the Russian Federation in monetary terms for the nine months ended September 30, 2014 and September 30, 2013 were 57% and 60% of the total sales, respectively.

One of the commodity price risk management instruments is vertical integration. A high degree of vertical integration allows cost control and effective management of the entire process of production: from mining of raw materials and generation of electric and heat energy to production, processing and distribution of metal products.

The Group's management reviews ageing analysis of outstanding trade receivables and follows up on past due balances.

14 RISKS AND UNCERTAINTIES (continued)

(c) Credit risk

Credit risk is the risk when counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The Group is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management.

The Group structures the levels of credit risk it undertakes by assessing the degree of risk for each counterparty or groups of parties. Such risks are monitored on a revolving basis and are subject to a quarterly, or more frequent, review.

(d) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group is exposed to daily calls on its available cash resources.

The Group monitors its risk to a shortage of funds using a regular cash flow forecast. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, finance leases. To provide for sufficient cash balances required for settlement of its obligations in time the Group uses detailed budgeting and cash flow forecasting instruments.

(e) Insurance

To minimize risks the Group concludes insurance policies which cover property damages and business interruptions, freightage, general liability and vehicles. In respect of legislation requirements, the Group purchases compulsory motor third party liability insurance and insurance of civil liability of organizations operating hazardous facilities. The Group also buys directors and officers liability insurance, civil liability insurance of the members of self-regulatory organizations, voluntary health insurance for employees of the Group.

15 RELATED PARTY TRANSACTIONS

Related parties relationships are determined with reference to ASC No. 850, Related Party Disclosures. Balances as at September 30, 2014 and December 31, 2013 and transactions for the nine months ended September 30, 2014 and September 30, 2013 with related parties of the Group consist of the following:

(a) Sales to and purchases from related parties

Sales

Sales to related parties were $737,418 (including sales to NBH group companies of $731,875) and $7,082 for the nine months ended September 30, 2014 and September 30, 2013, respectively.

NBH group companies' accounts receivable equaled $312,863 and $294,213 as at September 30, 2014 and December 31, 2013, respectively. Accounts receivable and advances given to related parties for transportation services rendered by companies of Universal Cargo Logistics Holding group equaled $33,467 and $34,616 as at September 30, 2014 and December 31, 2013, respectively. Accounts receivable from the other related parties equaled $2,471 and $2,158 as at September 30, 2014 and December 31, 2013, respectively.

Purchases

Purchases from companies under common control (mostly transportation services rendered by companies of Universal Cargo Logistics Holding group) were $328,549 and $310,117 for the nine months ended September 30, 2014 and September 30, 2013, respectively.

Accounts payable to the related parties were $23,720 and $21,512 as at September 30, 2014 and December 31, 2013, respectively.

15 RELATED PARTY TRANSACTIONS (continued)

(b) Financial transactions

Loans, issued to NBH group companies and accounted for under short-term and long-term investments, amounted to $332,841 and 185,595 as at September 30, 2014 and December 31, 2013, respectively.

Deposits and current accounts of the Group companies in banks under significant influence of the Group's controlling shareholder (OJSC Bank ZENIT and OJSC Lipetskcombank) amounted to $93,492 and $92,449 as at September 30, 2014 and December 31, 2013, respectively. Related interest income from these deposits and current accounts for the nine months ended September 30, 2014 and September 30, 2013 amounted to $2,634 and $2,692, respectively.

(c) Financial guarantees issued

As at September 30, 2014 and December 31, 2013 guarantees issued by the Group for borrowings of NBH group companies' amounted to $671,520 and $790,618, respectively, which is the maximum potential amount of future payments. No amount has been accrued in these interim condensed consolidated financial statements for the Group's obligation under these guarantees as the Group assesses probability of cash outflows, related to these guarantees, as low.

16 COMMITMENTS AND CONTINGENCIES

(a) Anti-dumping investigations

The Group's export trading activities are subject from time to time to compliance reviews of importers' regulatory authorities. The Group's export sales were considered within several anti-dumping investigation frameworks. The Group takes steps to address negative effects of the current and potential anti-dumping investigations and participates in the settlement efforts coordinated through the Russian authorities. No provision arising from any possible agreements as a result of anti-dumping investigations has been made in the accompanying interim condensed consolidated financial statements.

(b) Litigation

The Group, in the ordinary course of business, is the subject of, or party to, various pending or threatened legal actions. The management of the Group believes that any ultimate liability resulting from these legal actions will not significantly affect its financial position or results of operations, and no amount has been accrued in the accompanying interim condensed consolidated financial statements.

Initiated in January 2010 by the non-controlling shareholder of OJSC Maxi-Group court proceeding at the International Commercial Arbitration Court at the Chamber of Commerce and Industry of the Russian Federation (hereinafter, ICA Court) regarding the enforcement of the additional payment by the Parent Company for the shares of OJSC Maxi-Group ended in January 2012 in favor to the Parent Company.

Initiated in December 2012 by the non-controlling shareholder of OJSC Maxi-Group court proceeding at ICA Court regarding the loss of assets in connection with a share-purchase agreement ended in January 2014. Arbitrators stated that ICA Court lacks jurisdiction to adjudicate the claim of Maxi-Group's non-controlling shareholder against the Parent Company and terminated examinations.

No further appeal is possible in these claims.

Recently there are still few court proceedings initiated by the non-controlling shareholder of OJSC Maxi-Group going on in certain European courts and related to the claim filed to ICA Court in January 2010. In April 2014 the French court decided to execute a decision of the court of Russia (which was cancelled in Russia) on the territory of France. Group management is currently collecting arguments to appeal. The Group's management considers the probability of unfavorable outcome and cash outflow in connection with these court proceedings is low and accordingly, no accruals in relation to these claims were made in these interim condensed consolidated financial statements.

In the third quarter of 2014 the Group received about $104 million in course of bankruptcy proceedings which were the result of execution of the decision taken by Russian court in 2012. This amount is included in "Gains on investments, net" line in the interim condensed consolidated statements of income.

16 COMMITMENTS AND CONTINGENCIES (continued)

(c) Environmental matters

The enforcement of environmental regulation in the Russian Federation is evolving and the enforcement posture of government authorities is continually being reconsidered. The Group periodically evaluates its obligations under environmental regulations. As obligations are determined, they are recognized immediately. Potential liabilities, which might arise as a result of changes in existing regulations, civil litigation or legislation, cannot be reasonably estimated. In the current enforcement climate under existing legislation, management believes that the Group has met the Government's federal and regional requirements concerning environmental matters, therefore there are no significant liabilities for environmental damage or remediation.

(d) Capital commitments

Management estimates the outstanding agreements in connection with equipment supply and construction works amounted to $504,411 and $498,557 as at September 30, 2014 and December 31, 2013, respectively.

(e) Social commitments

The Group makes contributions to mandatory and voluntary social programs. The Group's social assets, as well as local social programs, benefit the community at large and are not normally restricted to the Group's employees. The Group has transferred certain social operations and assets to local authorities, however, management expects that the Group will continue to fund certain social programs through the foreseeable future. These costs are recorded in the period they are incurred.

(f) Tax contingencies

Russian tax, currency and customs legislation is subject to varying interpretations and changes, which can occur frequently. Management's interpretation of such legislation as applied to the transactions and activity of the Group may be challenged by the relevant regional and federal authorities. Recent events within the Russian Federation suggest that the tax authorities may be taking a more assertive position in their interpretation of the legislation and assessments, and it is possible that transactions and activities, including certain operation of intercompany financing of Russian subsidiaries within the Group, that have not been challenged in the past may be challenged. As a result, significant additional taxes, penalties and interest may be assessed, and certain expenses used for profit tax calculation may be excluded from tax returns. Fiscal periods remain open to review by the authorities in respect of taxes for three calendar years preceding the year of review. Under certain circumstances reviews may cover longer periods.

Russian transfer pricing legislation was amended starting from January 1, 2012. The new transfer pricing rules appear to be more technically elaborate and, to a certain extent, better aligned with the international principles. The new legislation provides the possibility for tax authorities to make transfer pricing adjustments and impose additional tax liabilities in respect of controlled transactions (defined by applicable legislation), provided that the transaction price is not arm's length. Management exercises its judgment about whether or not the transfer pricing documentation that the entity has prepared, as required by the new legislation, provides sufficient evidence to support the Group's tax positions. Given that the practice of implementation of the new Russian transfer pricing rules has not yet developed, the impact of any challenge of the Group's transfer prices cannot be reliably estimated; however, it may be significant to the financial position and the results of the Group's operations.

As at September 30, 2014, management believes that its interpretation of the relevant legislation is appropriate and the Group's tax, currency and customs positions will be sustained.

17 SUBSEQUENT EVENTS

The Group's management has performed an evaluation of subsequent events and did not find any through the period from October 1, 2014 to November 10, 2014, which is the date when these interim condensed consolidated financial statements were available to be issued.