

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 District of Delaware
 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) Svitlana 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.
Name

Case number (if known) _____

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:

The Netherlands

Debtor's registered office:

2A Nassaulaan
Number Street

P.O. Box _____

'S-Gravenhage 2514 JS
City State/Province/Region ZIP/Postal Code

The 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):

12 Laboratornyi Lane
Number Street

P.O. Box _____

Kyiv 01133
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.

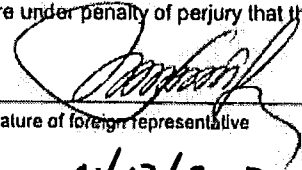
I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

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

Signature of foreign representative



Svillana Romanova

Printed name

Executed on

01/17/2017
MM / DD / YYYY

X

Signature of foreign representative

Printed name

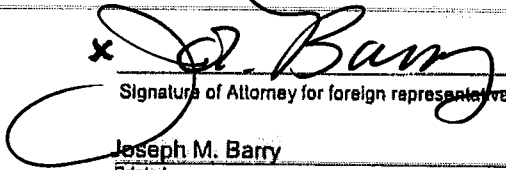
Executed on

MM / DD / YYYY

14. Signature of attorney

X

Signature of Attorney for foreign representative



Date

01/17/2017
MM / DD / YYYY

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

Attachment to Form 401

Pending Foreign Proceedings with Respect to the Debtor

Metinvest B.V. obtained relief from the High Court of Justice of England and Wales through a scheme of arrangement under part 26 of the English Companies Act 2006 on June 30, 2016. In connection therewith, the Foreign Representative filed a petition in this Court on behalf of Metinvest B.V. for relief under chapter 15 of title 11 of the United States Code, and on June 30, 2016 this Court entered an order, among other things, giving full force and effect to the scheme of arrangement in the United States. The case is currently pending before the Honorable Laurie Selber Silverstein at case number 16-11424.¹

¹ The prior chapter 15 case for Metinvest B.V. with case number 16-10105 was closed on July 19, 2016.

Claim No. CR-2017-000341

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

THE HONOURABLE JUSTICE MANN

TUESDAY THE 17th DAY OF JANUARY 2017

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 13 January 2017 (the “**Claim Form**”) of Metinvest B.V. (the “**Company**”) whose registered office is Nassaulaan 2A, 2514JS, ‘S-Gravenhage, The Netherlands.

AND UPON HEARING David Allison QC as Leading Counsel and Stephen Robins as Junior Counsel for the Company

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 the Scheme Creditors pursuant to this order

IT IS ORDERED AND DIRECTED that:

1. The Company be at liberty to convene a meeting of its Notes Scheme Creditors (the “**Notes Scheme Meeting**”) and a meeting of its PXF Scheme Creditors (the “**PXF Scheme Meeting**”, and together with the Notes Scheme Meeting, the “**Scheme Meetings**”) at 10.00 a.m. (London time) on 6 February 2017 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 Meetings 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 Meetings (and any adjournment thereof) (the “**Chairman**”).
3. The Scheme Meetings convened pursuant to paragraph 1 of this Order shall be as follows:
 - (a) the Notes Scheme Meeting shall commence at 10.00 a.m. (London time); and
 - (b) the PXF Scheme Meeting shall commence at 10.01 a.m. (or as soon thereafter as the Notes Scheme Meeting has been concluded or adjourned).
4. On the date of this Order, copies of:
 - (a) the notice convening the Notes Scheme Meeting (the “**Notes Notice**”)
 - (b) the notice convening the PXF Scheme Meeting (the “**PXF Notice**” and together with the Notes Notices, the “**the Notices**”);
 - (c) the document incorporating the Scheme and the explanatory statement required to be provided pursuant to section 897 of the Act;
 - (d) the account holder letter, including the form of sub-proxy for the DTC Participants, for voting at the Notes Scheme Meeting (the “**Account Holder Letter**”); and
 - (e) the form of proxy for voting at the PXF Scheme Meeting (the “**PXF Proxy Form**” and together with the Account Holder Letter, the “**Voting Forms**”),(together, the “**Scheme Document**”),
shall be made available to:
 - (A) Notes Scheme Creditors to download from the website set up for the Notes Scheme Creditors at www.lucid-is.com/metinvest (the “**Notes Scheme Website**”); and
 - (B) PXF Scheme Creditors to download from the virtual datarooms previously set up for the PXF Lenders (the “**PXF Scheme Websites**”) by the Company sending it by email and, if requested, in hard copy to Deutsche Bank AG, Amsterdam Branch in its capacity as agent under the Existing PXF Facility Agreements (the “**Existing PXF Facility Agent**”) and/or its solicitors, so that the Existing PXF Facility Agent may, on the same date:
 - (i) upload the Scheme Document to the relevant virtual datarooms at <https://www.debtdomain.com/login> (“**Debtdomain**”) so that:

- (x) such documents are available to each of the PXF Scheme Creditors which has access to the Debtdomain site from the point at which the documents are uploaded to the site; and
 - (y) each of the PXF Scheme Creditors that has access to the Debtdomain site is sent an email notifying them that the documents have been uploaded to the site; and
 - (ii) if requested, send the Scheme Documents by email to each of the PXF Scheme Creditors.
 - 5. On or about 17 January 2017, the Notes Scheme Creditors will also receive:
 - (a) a notification via Euroclear, Clearstream and DTC of the availability of the Scheme Document on the websites of such clearing systems; and
 - (b) the Notes Notice and a notification of the availability of the Scheme Document via an announcement on 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 Meetings shall be provided to the Notes Scheme Creditors on the Notes Scheme Website and via Euroclear, Clearstream or DTC and to the PXF Scheme Creditors on the PXF Scheme Websites in as much time before the Scheme Meetings as is reasonably practicable so that Scheme Creditors can properly consider such supplemental information for the purposes of the Scheme Meetings.
 - 7. Until the date of the Scheme Meetings, each:
 - (a) Notes Scheme Creditor may request to receive a hard copy of the Scheme Document by 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) 20 3004 1590, marked for the attention of Sunjeeve Patel or Thomas Choquet; and
 - (b) PXF Scheme Creditor may request to receive a hard copy of the Scheme Document by writing to Deutsche Bank AG, Amsterdam Branch, at its registered office, De Entree 99-197, 1101 HE Amsterdam, The Netherlands, or by email to fiat.ctr@db.com, or by fax to fax number: +31 20 555 4607 marked for the attention of Trevor Craig or Henk Zeeman.
- 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 Notes Scheme Creditor at the registered office of the Information Agent and by a PXF Scheme Creditor at the

registered office of the Existing PXF Facility Agent as set out in paragraph 7 above on each business day from the date of this Order until the conclusion of the Scheme Meetings.

9. Unless the Court otherwise orders or directs, the accidental omission to provide notice of the Scheme Meetings to any Scheme Creditor or the non-receipt of notice of the Scheme Meetings 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. Notes Scheme Creditors be requested to return or procure the return of their completed and signed Account Holder Letter(s) in respect of their holding of Notes to the Information Agent marked for the attention of Sunjeeve Patel or Thomas Choquet, via email to metinvest@lucid-is.com so as to be received by the Voting Instruction Deadline being 5 p.m (London time) on 3 February 2017, or if a Notes Scheme Creditor is attending the Notes Scheme Meeting in person or by proxy, to submit its completed and signed Account Holder Letter(s) at the registration desk prior to the commencement of the Notes Scheme Meeting.
12. PXF Scheme Creditors be requested to return or procure the return of their completed and signed PXF Proxy Form to the Company, care of Deutsche Bank AG, Amsterdam Branch, marked for the attention of Trevor Craig and Henk Zeeman, by post to Deutsche Bank AG, Amsterdam Branch, De Entree 99-197, 1101 HE Amsterdam, The Netherlands or by fax to +31 20 555 4607 or by email to fiat.ctr@db.com as soon as possible in accordance with the instructions set out in the PXF Proxy Form and, in any event, no later than the Voting Instruction Deadline or if a PXF Scheme Creditor is attending the PXF Scheme Meeting in person or by proxy, to submit its completed and signed PXF Proxy Form at the registration desk prior to the commencement of the PXF Scheme Meeting.
13. The Chairman shall be at liberty, without the consent of the Scheme Creditors, to adjourn the Scheme Meetings and any adjourned Scheme Meetings from time to time to the same or another place in London, and to such date and time as he shall decide, by posting or procuring the posting of such notice to the Notes Scheme Creditors on the Notes Scheme Website and via Euroclear, Clearstream or DTC and to the PXF Scheme Creditors on the PXF Scheme Websites.
14. The Chairman shall be at liberty to accept a Voting Form 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 Voting Form if illegible/unverifiable.

15. The Chairman shall be entitled to rely on the signature on the Voting Form, 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 Voting Form on behalf of that Scheme Creditor without further investigation.
16. The Chairman shall be at liberty, but under no obligation, to accept an otherwise incomplete or late Voting Form at his discretion after the date fixed in the Notices for the purpose of voting at the Scheme Meetings (but, for the avoidance of doubt, provided that any such Voting Form is received by the Chairman in person before he closes the relevant Scheme Meeting and, if the incomplete or late Voting Form is an Account Holder Letter, 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)).
17. The value of a Scheme Creditor's claim for the purposes of voting at the Scheme Meetings 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 a Voting Form or otherwise available to the Chairman. The Chairman shall be entitled to rely on information provided by the Information Agent or Existing PXF Facility Agent, as applicable, to calculate as of the Record Date the amount of Scheme Claims for voting purposes of each Scheme Creditor on whose behalf a valid Voting Form has been submitted.
18. The claim of a Scheme Creditor for voting purposes shall be calculated as at the Record Date.
19. A Notes 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.
20. Notes Scheme Creditors who wish to be represented in person at the Notes 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 Notes Scheme Meeting prior to its commencement.
21. PXF Scheme Creditors who wish to be represented in person at the PXF Scheme Meeting (or its proxy) shall be required to bring their PXF Proxy Form and to register their attendance at the PXF Scheme Meeting prior to its commencement.
22. A passport or other equivalent identification shall be required as proof of personal identity to attend the Scheme Meetings and, in the case of the Notes Scheme Creditors, 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.

23. Any person appointed as proxy for a Scheme Creditor, or a Scheme Creditor attending in person, may attend and speak at the relevant Scheme Meeting.
24. 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 Meetings 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 Meetings without the permission of the Chairman.
25. The Chairman shall be directed to file a report on the results of the Scheme Meetings, and the voting, prior to the application for sanction of the Scheme (assuming the requisite majority is obtained at each Scheme Meeting).
26. The Chairman and the Company shall be at liberty to apply for such further directions in this matter as may be necessary or appropriate.
27. If the Scheme is approved at each 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 8 February 2017.
28. Svitlana Romanova, the Chief Legal Officer for the Metinvest group of companies shall be appointed as foreign representative of the Company 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.
29. 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:

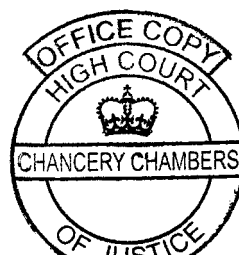
Allen & Overy LLP (ref: Mark Sterling)

One Bishops Square

London

E1 6AD

Tel: +44 (0) 20 3088 0000



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

<p><i>In re:</i></p> <p>METINVEST B.V.,¹</p> <p style="text-align: center;">Debtor in a Foreign Proceeding.</p>	<p>Chapter 15</p> <p>Case No. 17-____ (___)</p>
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**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
System Capital Management 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 Nassaulaan 2A, 2514 JS, ‘S-Gravenhage, The Netherlands.

Dated: Wilmington, Delaware
January 17, 2017

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

By: /s/ Joseph M. Barry
Joseph M. Barry (Del. Bar No. 4221)
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Wilmington, Delaware 19801
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-and-

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daniel.guyder@allenoverly.com
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*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. 17-____ (___)

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 “**High Court**”). 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 the proceeding in respect of the Debtor’s scheme of arrangement sanctioned by the High Court on June 30, 2016, which this Court recognized on June 30, 2016,² there are no foreign proceedings concerning the Debtor.

Svitlana Romanova
Metinvest Holding LLC
12 Laboratornyi Lane,
Kyiv, 01133, Ukraine

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 Nassaulaan 2A, 2514 JS, ‘S-Gravenhage, The Netherlands.

² See *In re Metinvest B.V.*, Case No. 16-11424 (LSS) (Bankr. D. Del. June 30, 2016) [D.I. 24].

Dated: Wilmington, Delaware
January 17, 2017

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

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