

APPROVED:

By the resolution of the Board of Directors
of OJSC “Uralkali”, Minutes of the
Meeting No. 263 dated 27 February 2012

REGULATIONS

**On the Procedure of Corporate Conflict Resolution in the
Open Joint Stock Company “Uralkali”**

Perm Territory, Berezniki
2012

Section 1. Preamble

- 1.1. These Regulations on the Procedure of Corporate Conflict Resolution in the Open Joint Stock Company "Uralkali" (hereinafter the Regulations) were developed on the basis of the recommendations issued by the Federal Commission for the Securities Market and approved by the Order No. 421/r dated 4 April 2002 in compliance with the legislation of the Russian Federation and in compliance with the established practice of corporate conduct and taking into account the specific requirements of the business environment of the Open Joint Stock Company "Uralkali" (hereinafter the Company).
- 1.2. These Regulations were developed in order to establish a procedure for the prevention and resolution of corporate conflicts in OJSC "Uralkali" in order to ensure and protect the rights of the shareholders of the Company and the business reputation of the Company.

Section 2. General provisions

- 2.1. Under these Regulations a corporate conflict is defined as a conflict between the bodies of the Company and its shareholders and a conflict between the Company's shareholders if such conflict affects the interests of the Company. In order to effectively prevent and resolve corporate conflicts, it is necessary to identify corporate disagreements quickly and fully, while all bodies of the Company must efficiently cooperate and coordinate with each other. The position of the Company in any conflict must be based on the provisions of the current legislation.
- 2.2. Finding a solution which would be legal, reasonable and in compliance with the interest of the Company is the key objective of the bodies of the Company in the process of conflict resolution.

Section 3. Procedure of work of the bodies of the Company involved in corporate conflict resolution

- 3.1. On behalf of the Company, the General Director is responsible for resolution of corporate conflicts related to all issues which do not pertain to the competence of other bodies of the Company.
- 3.2. The General Director independently establishes the procedure of work related to corporate conflict resolution.
- 3.3. In cases when the General Director fails to act on the issues related to corporate conflicts pertaining to the competence of the General Director, such conflicts may put to the Board of Directors of the Company.
- 3.4. If the interests of the General Director are affected by the corporate conflict (certain stages of the corporate conflict), such conflicts must be put to the Board of Directors or to the committee in charge of corporate conflict resolution.
- 3.5. The Board of Directors of the Company is responsible for resolution of corporate conflicts related to the issues pertaining to its competence. With this purpose the Board of Directors may appoint its members to a specially established committee for corporate conflict resolution.
- 3.6. The procedure of establishment and of the work of the committee of the Board of Directors for corporate conflict resolution will be determined by the Board of Directors.
- 3.7. Corporate conflicts including communications, letters and appeals of the shareholders (hereinafter the Appeals) received by the body of the Company whose competence includes corporate conflict resolution, shall be recorded by the Corporate Secretary.
- 3.8. The Corporate Secretary shall transfer the Appeals of the shareholders of the Company to the body of the Company responsible for corporate conflict resolution within two business days of receipt of such Appeals.
- 3.9. The General Director must review the Appeal of the shareholder and inform the shareholder of the position of the Company as soon as it is possible but, in any case, not later than within ten business days following the date of receipt by the General Director of information regarding the corporate conflict from the Corporate Secretary and the date on which the Appeal was made by the shareholder.

- 3.10. The Board of Directors must review the Appeal of the shareholder at the next scheduled meeting of the Board of Directors held in presentia. The Chairman of the Board of Directors or the General Director of the Company may call a special meeting of the Board of Directors or of the committee responsible for resolution of corporate conflicts (if such committee exists in the Company) if the content of the Appeal, in their opinion, requires immediate attention. The shareholder is informed of the position of the Company within five (5) business days following the date on which the Appeal of the shareholder was reviewed by the meeting of the Board of Directors or the meeting of the committee responsible for corporate conflict resolution (if such committee exists in the Company).
- 3.11. The body of the Company responsible for corporate conflict resolution must review the Appeal of the shareholder and inform the shareholder of the Company's reasoned position on the conflict through the Corporate Secretary.
- 3.12. In order to ensure objectivity of corporate conflict assessment and in order to establish the conditions in which the conflict may be effectively resolved, the persons whose interests are affected or may be affected by the conflict must not participate in the taking of decisions related to the conflict.
- 3.13. The persons who must participate in conflict resolution due to their official duties in the Company, must immediately inform the Company if the conflict affects or may affect his/her interests.
- 3.14. Conflicts should be resolved with participation of the shareholders involved through direct negotiations and correspondence with the relevant shareholders.
- 3.15. If necessary, the Company and the shareholder may execute an agreement on corporate conflict resolution. The decision on corporate conflict resolution approved by the shareholder may be taken and formalized by the relevant body of the Company in accordance with the procedure adopted by such body of the Company.
- 3.16. The bodies of the Company, in compliance with their terms of reference and competence, must ensure implementation of the agreements signed on behalf of the Company with a shareholder and must ensure or organize implementation of the decisions adopted by such bodies.

Section 4. Participation of the Company in resolution of corporate conflicts between shareholders

- 4.1. If a corporate conflict occurs between the shareholders of the Company that may affect the interests of the Company or the interests of other shareholders of the Company, the body of the Company responsible for resolution of such disputes must decide whether such dispute affects the interests of the Company and whether the Company's participation will facilitate the resolution of such dispute; the said body of the Company must also take all necessary actions in order to resolve the conflict.
- 4.2. If a corporate conflict occurs between the shareholders of the Company, the person performing the functions of the sole executive body of the Company has the right to propose to the shareholders to use the Company as a mediator in the process of conflict resolution. With consent of the shareholders, who are parties to the corporate conflict, the sole executive body of the Company, the Board of Directors of the Company or the committee of the Board of Directors responsible for corporate conflict resolution may act as a mediator.
- 4.3. With consent of the shareholders, who are parties to a corporate conflict, the bodies of the Company (their members) may participate in the negotiations between the shareholders, provide the shareholders with information and documents pertaining to the conflict, explain the norms of joint stock legislation and clarify the provisions of the internal documents of the Company, give recommendations and advise the shareholders, draw up documents to be signed by the shareholders and accept responsibility to the shareholders on behalf of the Company and within their competence if the indicated actions will aid conflict resolution.