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**Explanatory note for the agenda item on the approval of the new edition of the Charter of OJSC “Uralkali” scheduled to 18 December 2013**

The proposed amendments to the Charter of OJSC “Uralkali” (the Company) aim to ensure the Charter’s compliance with the new wording of the Federal Law “On joint stock companies” (the Law), which will come into force on 1 January 2014. The amendments to the Law mainly relate to dividend payments. In this connection, it is proposed to amend Section 6 “Dividends of the Company” of the Charter. See the table below for the comparison of the current and proposed wordings of the Charter.

**Comparison table of changes to the Charter of OJSC Uralkali  
for the Extraordinary General Meeting of Shareholders scheduled to 18 December 2013**

<b>Current wording</b>	<b>Proposed wording</b>	<b>Comments</b>
<p><b>6. DIVIDENDS OF THE COMPANY</b></p> <p>6.1. Dividends are part of the net profit of the Company distributed amongst the shareholders of the Company proportionately to the number, category and type of shares belonging to them.</p> <p>6.2. The Company has the right to declare the payment of dividends as the result of the first quarter, six months and nine months of the financial year and/or as the result of the financial year declare the payment of dividends on placed shares.</p> <p>6.3. The decision to pay dividends (declaration) is adopted by the general meeting of the shareholders of the Company. The size of the dividends may not exceed the amount recommended by the Board of Directors of the Company.</p> <p>The decision to pay dividends (declaration)</p>	<p><b>6. DIVIDENDS OF THE COMPANY</b></p> <p>6.1. Dividends are part of the net profit of the Company distributed amongst the shareholders of the Company proportionately to the number, category and type of shares belonging to them.</p> <p>6.2. The Company has the right to declare the payment of dividends as the result of the first quarter, six months and nine months of the financial year and/or as the result of the financial year declare the payment of dividends on placed shares.</p> <p>The decision to pay dividends (declaration) based on the results of the first quarter, six months and nine months of the financial year, their size and term of payment may be adopted within three months following the end of the relevant period. The decision to pay dividends based on the result of the financial year is adopted upon establishment of the distribution of profits for the reporting financial year.</p> <p>6.3. The decision to pay dividends (declaration) is adopted by the general shareholders meeting of the Company.</p> <p>The indicated decision must establish the size of dividends on the shares of each type (category), the form of dividend payment, the procedure of dividend</p>	<p>6.1. – no changes</p> <p>6.2. – no changes. Second sentence of par. 6.3 in current wording moved to par 6.2 of the new wording (highlighted green).</p> <p>6.3. - just technical changes. First sentence of par. 6.3 moved to par.6.4 (highlighted green).</p> <p>Besides the technical correction (see the comment to par . 6.2 above), it is proposed to include in the Charter the requirement to the content of the decision, which should be adopted by the general meeting of shareholders stipulated by the Federal Law “On Joint Stock Companies” which will come into force on 1 January 2014 (highlighted blue).</p>

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based on the results of the first quarter, six months and nine months of the financial year, their size and term of payment may be adopted within three months following the end of the relevant period. The decision to pay dividends based on the result of the financial year is adopted upon establishment of the distribution of profits for the reporting financial year.

~~6.4. The dividends are paid in monetary form.~~

~~6.5. The list of persons eligible to receive dividends is prepared on the record date of the general meeting of shareholders which will review the decision to pay dividends. In order to prepare the list of persons who are eligible to receive dividends, the nominal holder must provide information on persons in whose interests he holds the shares.~~

6.6. The Company does not have the right to adopt the decision (declare) to pay dividends or to pay declared dividends in the cases provided under the Federal Law “On Joint Stock Companies”.

6.7. The procedure of calculation and payment of dividends on the shares of the Company is established under the Regulations on the Dividend Policy of the Company, ratified by the Board of Directors of the Company.

payment in non-cash forms and the date on which the persons entitled to receive dividends are determined.

The decision regarding establishment of the date on which the persons entitled to receive dividends may be adopted only if this is proposed by the Board of Directors of the Company.

The size of the dividend may not exceed the amount recommended by the Board of Directors of the Company.

6.5. The Company does not have the right to adopt the decision (declare) to pay dividends or to pay the declared dividends in cases indicated under the Federal Law “On Joint Stock Companies”.

6.6. The procedure of calculation and payment of dividends on the shares of the Company is established under the Regulations on the Dividend Policy of the Company, ratified by the Board of Directors of the Company.

6.4 – we proposed to remove par 6.4 in the current wording (highlighted red). The monetary form is stipulated by the Federal Law “On Joint Stock Companies” as a general rule and our Charter does not contain another provisions and exclusions, that is why we propose not to include this provision in the new wording of the Charter.

6.5 – this paragraph in the current wording (highlighted red) should be excluded because the rules of the formation of the list of persons eligible to receive dividends have been changed. They are imperative and we believe that there is no need to reflect them in the Charter.

Because of the exclusion of the par. 6.4 and 6.5 in the previous wording, previous par. 6.6-6.7 became 6.4-6.5