RATIFIED:
By the resolution of the General Meeting of Shareholders
Of OJSC “Uralkali”
On 29 June 2011 (Minutes of the Meeting N 30)

# REGULATIONS
# ON THE GENERAL MEETING OF SHAREHOLDERS OF THE OPEN JOINT STOCK COMPANY “URALKALI”
**(new edition)**

**Perm Territory, Berezniki**
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**The Regulations on the General Meeting of Shareholders of the Open Joint Stock Company "Uralkali" (hereinafter the Regulations) establish the procedure of preparation for and convocation of the General Meeting of Shareholders in compliance with the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies" and other legal acts of the Russian Federation and the Charter of the Open Joint Stock Company "Uralkali" (hereinafter the Company).**

## 1. GENERAL PROVISIONS

1.1. The General Meeting of Shareholders is the supreme governing body of the Company.
1.2. The General Meeting of Shareholders may be annual or extraordinary.
1.3. The Company must hold annual General Meetings of Shareholders every year.

The annual General Meeting shall be conducted not earlier than two months and not later than six months after the end of a fiscal year.
All meetings held in addition to the annual General Meeting of Shareholders are extraordinary.

1.4. The competence of the General Meeting of Shareholders is established under the Federal Law "On Joint Stock Companies" and the Charter of the Company.
1.5. The resolutions of the General Meeting of Shareholders may be adopted (forms of the General Meeting of Shareholders):

- in presentia (joint presence of the shareholders in order to discuss the items of the agenda and adopt resolutions on issues put up for voting);
- In absentia (absentee vote, without joint presence of shareholders).

## 2. RIGHT TO CONVOKE A GENERAL MEETING OF SHAREHOLDERS

2.1. Annual General Meetings of Shareholders are convoked by the Board of Directors of the Company.
2.2. Extraordinary General Meetings of Shareholders are convoked by the resolution of the Board of Directors of the Company at its own discretion and/or based on the request of the Revision Commission of the Company, the auditor of the Company or the shareholders (shareholder) of the Company who own at least ten (10) percent of the voting shares of the Company as of the date of submitting a request to convoke a General Meeting.

Extraordinary General Meetings of Shareholders are convoked by the Board of Directors based on the requests of the above indicated persons.

The terms of convocation of an extraordinary General Meeting of Shareholders and/or the terms of adoption of resolutions to refuse convocation of an extraordinary General Meeting and the terms of review of the requests to convoke an extraordinary General Meeting of Shareholders are set under the Federal Law "On Joint Stock Companies".

The Board of Directors has the right to review the proposals and requests of other persons and bodies (government bodies, shareholders who do not own the required number of the voting shares of the Company, etc.) to convoke an extraordinary General Meeting of Shareholders. Based on the results of review of these proposals and requests, the Board of Directors has the right to convoke an extraordinary General Meeting of Shareholders at its own discretion.

2.3. A decision to refuse to convoke an extraordinary General Meeting of Shareholders may be adopted on the grounds specified under the Federal Law "On Joint Stock Companies".

**Content and form of request to convoke an extraordinary General Meeting of Shareholders**

2.4. Requests to convoke an extraordinary General Meeting of Shareholders must comply with the Federal Law “On Joint Stock Companies”.

2.5. Requests to convoke an extraordinary General Meeting of Shareholders must be submitted in written form.

Requests to convoke an extraordinary General Meeting of Shareholders must be signed by the person (body) requiring its convocation, the chairman of the Revision Commission of the Company, an authorized representative of the auditor of the Company, shareholder (shareholders) of the Company or their representatives. The authority of shareholder representatives is confirmed and formalized in compliance with the legislation of the Russian Federation and Clause 11.10 of these Regulations.

2.6. Requests to convoke an extraordinary General Meeting of Shareholders must contain wording of issues which are to be included on the agenda of the meeting; they may contain wording of resolutions on these issues and proposals on the form of the General Meeting of Shareholders.

Requests to convoke extraordinary General Meetings of Shareholders must contain the names (trademark names) of the shareholders (shareholder) or the body of the Company requesting convocation of the meeting. The shareholders (shareholder) must also indicate the number and category (type) of the shares belonging to them.

The recommended **form of a request to convoke an extraordinary General Meeting of Shareholders** is contained in **Appendix 1** to these Regulations.

2.7. The terms of consideration of the requests to convoke an extraordinary General Meeting of Shareholders and the terms of notification of the persons requesting convocation of the meeting by the Board of Directors are set under the Federal Law “On Joint Stock Companies”.

2.8. The Board of Directors of the Company has no right to amend/change the wording of the issues of the agenda and/or the wording of resolutions on the items of the agenda and/or the proposed form of the proposed extraordinary General Meeting of Shareholders.

2.9. The Board of Directors of the Company has the right to include additional wordings of resolutions on the issues proposed to be included on the agenda of the General Meeting of Shareholders at its own discretion.

## 3. PROPOSALS TO INCLUDE CERTAIN ISSUES ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS

3.1. The Shareholders (shareholder) who own a total of at least two (2) percent of the voting shares of the Company have the right to make proposals to include items on the agenda of the annual General Meeting of Shareholders.

3.2. If several proposals of shareholders contain the same issue, the number of the voting shares belonging to the shareholders who have signed proposals to include the same issues on the agenda of the annual general meeting will not be summed up.

3.3. Proposals to include items on the agenda of the annual General Meeting of Shareholders and proposals to nominate candidates for election to the bodies of the Company must be received by the Company not later than thirty (30) days following the date of completion of the fiscal year.

3.4. Proposals to include items on the agenda of the annual General Meeting must be in written form.

3.5. Proposals to include items on the agenda of the annual General Meeting of Shareholders must contain wording of each proposed issue and may contain wording of resolutions on each of the proposed issues.

Proposals to include items on the agenda of the annual General Meeting of Shareholders must be signed by the shareholders (shareholder) who made the proposal and/or by the representatives of these shareholders. The authority of the representatives of shareholders must be confirmed and formalized in compliance with the current legislation of the Russian Federation and Clause 11.10 of these Regulations.

The recommended **form of proposal to include items on the agenda of the annual General Meeting of Shareholders** is contained in **Appendix 2** to these Regulations.

3.6. The Board of Directors of the Company has no right to amend/change the wording of the items proposed by the shareholders for the agenda of the annual General Meeting of Shareholders or the wording of resolutions on these items if these wordings are contained in the proposal to include items on the agenda of the annual General Meeting of Shareholders.

The Board of Directors of the Company has the right to include additional wordings of resolutions on the issues proposed to be included on the agenda of the General Meeting of Shareholders at its own discretion.

3.7. The terms of consideration of the requests to convoke an extraordinary General Meeting of Shareholders and the terms of notification of the persons requesting convocation of the meeting by the Board of Directors are set under the Federal Law "On Joint Stock Companies".

3.8. A decision to refuse to include items on the agenda of the annual General Meeting of Shareholders may be adopted on the grounds specified under the Federal Law "On Joint Stock Companies".

3.9. In addition to the issues proposed to be included on the agenda of the annual General Meeting of Shareholders by the shareholders of the Company and in cases when there have been no proposals made by the shareholders of the Company, the Board of Directors of the Company has the right to include items on the agenda of the General meeting of Shareholders at its own discretion.

## 4. PROPOSAL TO NOMINATE CANDIDATES TO THE BODIES OF THE COMPANY FOR ELECTION AT THE GENERAL MEETING OF SHAREHOLDERS

4.1. The shareholders (shareholder) who own a total of at least two (2) percent of the voting shares of the Company have the right to make proposals to nominate candidates for election/appointment to the bodies of the Company.

4.2. Proposals to nominate candidates to the bodies of the Company must be received by the Company not later than thirty (30) days following the date of completion of the fiscal year.

If the agenda of an extraordinary General Meeting of Shareholders includes the issues of election of the members of the Board of Directors of the Company, the proposals to nominate candidates to the bodies of the Company must be received by the Company not later than thirty (30) days prior to the date of the extraordinary General Meeting of Shareholders.

4.3. Proposals to nominate candidates to the bodies of the Company must be in written form.

Proposals to nominate candidates to the bodies of the Company must contain the name (trademark name) of the shareholder (shareholders) making the proposal and information on the number and category (type) of shares belonging to them. All proposals must be signed by the shareholder (shareholders) making the proposals or by the representatives of these shareholders. The authority of the representatives of shareholders must be confirmed and formalized in compliance with the current legislation of the Russian Federation and Clause 11.10 of these Regulations.

4.4. The number of candidates per each proposal to nominate candidates to the bodies of the Company may not exceed the head count of the relevant body established under the Charter of the Company.

4.5. Proposals to nominate candidates for election by the General Meeting of Shareholders to the Board of Directors and the Revision Commission of the Company must contain the name of the body to which the candidature is proposed and the following information on each candidate:

- surname, name, patronymic,
- date of birth;
- information on education and qualifications (name of educational institution, date of completion, specialization/degree);
- places of work in the last five years;
- posts held in the executive bodies of other legal entities in the last five years;
- list of legal entities in relation to which the candidate is a stakeholder with indication of the number of shares, parts and/or stakes in the charter (share) capital of these legal entities belonging to the candidate;
- list of persons in relation to which the candidate is an affiliated person with indication of the grounds for such affiliation;
- written consent of the candidate to be a candidate for election to the relevant body of the Company;
- information on prior convictions;
- Information on prior administrative penalties and disqualifications of the candidate.

This information must be submitted as of the date of preparation of the proposal.

The recommended **form of proposal to nominate candidates to the bodies of the Company elected by the General Meeting of Shareholders** is contained in **Appendix 3** to these Regulations.

4.6. If the same candidate is nominated several times under one or several proposals to nominate candidates to the same body of the Company he/she is considered nominated to one seat in this body and is listed along with the other nominated candidates only once.

4.7. The terms of consideration of proposals to nominate candidates to the bodies of the Company and the terms of notification of the persons nominating candidates of the decision of the Board of Directors of the Company by the Board of Directors are set under the Federal Law “On Joint Stock Companies”.

4.8. A decision to refuse to include the candidate in the list of candidatures for election to the bodies of the Company may be adopted on the grounds established under the Federal Law “On Joint Stock Companies”.

4.9. Should the Company receive no proposals to nominate candidates or should there be an insufficient number of candidates proposed by the shareholders for the relevant body ob the Company, the Board of Directors of the Company has the right to include candidates in the list of candidatures for election at its own discretion.

4.10. The persons included in the list of candidatures for election to the bodies of the Company have the right to withdraw their candidature at any time prior to the date of meeting of the Board of Directors when the list form of the voting ballot is approved by the Board. In order to withdraw his/her candidature the candidate must send a written notification of withdrawal to the Board of Directors prior to the date of the meeting of the Board indicated above. In this case his/her candidature is not included in the voting ballot for election to the relevant body of the Company.

4.11. If the candidate sends a notification of withdrawal of his/her candidature after the date of the meting of the Board of Directors which approves the form and wording of the voting ballot for election to the relevant body of the Company, the votes given to this candidate by the General Meeting of Shareholder will not be counted.

## 5. PROPOSAL TO NOMINATE CANDIDATES FOR ELECTION AS AUDITORS OF THE COMPANY BY THE GENERAL MEETING OF SHARHEOLDERS

5.1. The shareholders (shareholder) who own a total of at least two (2) percent of the voting shares of the Company have the right to nominate candidates for election as auditors of the Company.

5.2. Proposals to nominate candidates for election as auditors of the Company must be received by the Company not later than thirty (30) days following the date of completion of the fiscal year.

5.3. Proposals to nominate candidates for election as auditors of the Company must be in written form.

Proposals to nominate candidates as auditors of the Company must contain the names (trademark names) of the shareholders (shareholder) nominating candidates and information on the number and category (type) of the shares belonging to them. All proposals must be signed by the shareholder (shareholders) making the proposals or by the representatives of these shareholders. The authority of the representatives of shareholders must be confirmed and formalized in compliance with the current legislation of the Russian Federation and Clause 11.10 of these Regulations.

5.4. There may not be more than one candidate per proposal.

5.5. Proposals to nominate candidates as auditors of the Company must contain the following information on each candidate:

- full trademark name;
- location and contact telephone numbers;
- Number of license, issuing authority, date of issue, period of validity.

The recommended **form of proposal to nominate candidates for election as auditors of the Company** is contained in the **Appendix 4** to these Regulations.

5.6. If the same candidate is named several times under one or several proposals to nominate candidates for election as auditor of the Company, this candidate is named in the list of candidates for election only once.

5.7. The terms of review of proposals to nominate candidates for election as auditors of the Company and the terms of notification of shareholders of the decision of the Board of Directors in regard to these proposals are established under the Federal Law “On Joint Stock Companies”.

5.8. Refusals to include candidates in the list of candidatures for election as auditor of the Company may be issued based on the grounds indicated under the Federal Law “On Joint Stock Companies”.

5.9. In cases when no proposals nominating candidates for election as auditors of the Company have been made by the shareholders of the Company, the Board of Directors has the right to include candidates in the list of candidatures for election at its own discretion.

## 6. PROPOSAL OF ISSUES FOR THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS, PROPOSALS OF CANDIDATURES FOR ELECTION TO THE BODIES OF THE COMPANY AND CANDIDATURES OF AUDITOR OF THE COMPANY BY THE BOARD OF DIRECTORS

6.1. In the case of the absence of proposals of issues to be included on the agenda of the General Meeting of Shareholders by the shareholders of the Company and/or absence or insufficient number of candidates nominated by the shareholders of the Company for a particular body of the Company and/or in case of absence of proposals to nominate candidates as auditors of the Company, the Board of Directors of the Company has the

right to put items on the agenda of the General Meeting of Shareholders and/or candidates for election to the bodies of the Company at its own discretion but not later than the date of the meeting of the Board of Directors which approves the form and text of the voting ballot on the relevant item of the agenda.

The number of candidates nominated for election to certain bodies of the Company is considered insufficient in the following cases:

- if during the term established under the Charter of the Company, the Company has not received any proposals to nominate candidates to the relevant body of the Company from the shareholders of the Company;
- if during the term established under the Charter of the Company, the Company has received proposals to nominate candidates to the relevant body of the Company from the shareholders of the Company but this number is less than the size of the relevant body of the Company;
- if the candidates included in the list of candidatures for voting have withdrawn their candidatures and informed the Company in writing prior to the date of the meeting of the Board of Directors which approves the text and form of the voting ballot for election of the relevant body of the Company and the number of candidates remaining on the voting ballot for election of this body of the Company is less than the number of members of the relevant body of the Company in compliance with the Charter of the Company.

6.2. After the shareholders have been notified of convocation of the General Meeting of Shareholders in compliance with the procedure established under the Charter of the Company and these Regulations, the agenda of the General Meeting of Shareholders may be amended in compliance with the terms established under the Federal Law "On Joint Stock Companies" in regard to notification of the shareholders of convocation of General Meeting of Shareholders.

6.3. The agenda of the annual General Meeting of Shareholders must include the issue of election of the Board of Directors of the Company, the Revision Commission of the Company, the issue of approval of the auditor of the Company and other issues indicated under sub-clause 11, clause 1, Article 48 of the Federal Law "On Joint Stock Companies".

## 7. PROCEDURE OF ESTABLISHMENT OF THE VOTING SHARES OF THE COMPANY

7.1. The number of the voting shares of the Company belonging to the shareholder who has signed a proposal to include items on the agenda of the General Meeting of Shareholders, a proposal to nominate candidates for election to the bodies of the Company, a proposal to nominate a candidate as auditor of the Company, a request to convoke an extraordinary General Meeting of Shareholders or a request to provide this shareholder with the list of persons who have the right to participate in the General Meeting of Shareholders, and the total number of the voting shares of the Company, are established on the date of submission of the relevant request.

If the documents indicated above contain incorrect information on the number and category (type) of shares belonging to the shareholder (s) who signed the request, but the Board of Directors has established that the shareholders who have signed the request owned the required minimum number of the voting shares of the Company in compliance with the Federal Law "On Joint Stock Companies" as of the date of the request, it is not permitted to refuse to satisfy their request (proposal) due to incorrect information in regard to the number of the voting shares of the Company.

7.2. The date of submission of a request is the date of receipt of the document by the secretariat of the Company or by the Secretary of the Board of Directors.

7.3. For the purpose of verification of the number of shares belonging to the shareholders of the Company, the persons authorized by the Company have the right to request information from the share register of the Company regarding the number of shares of a certain category (type) belonging to the shareholder (s) who has made a proposal to nominate candidates for election to the bodies of the Company, a request to convoke an extraordinary General Meeting of Shareholders or a request to provide this shareholder with the list of persons entitled to participate in the General Meeting of Shareholders.

## 8. ACTIVITIES IN PREPARATION FOR THE GENERAL MEETING OF SHAREHOLDRES. PREPARATION OF THE LIST OF PERSONS WHO HAVE THE RIGHT TO PARTICPATE IN THE GENERAL MEETING OF SHAREHOLDERS.

8.1. In preparation for the General Meeting of Shareholders the Board of Directors of the Company:

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| 8.1.1 | Establishes: | a) the form of the General Meeting of Shareholders; |
| | | b) the date, place and time of the General Meeting of Shareholders (with exception of cases when the General Meeting of Shareholders is held in absentia/by absentee vote); |
| | | c) the date of delivery of voting ballots; |
| | | d) the postal address (addresses) to which completed voting ballots must be sent; |
| | | e) the final date and time of receipt of completed voting ballots; |
| | | f) the date of preparation of the list of persons who have the right to participate in the General Meeting of Shareholders; |
| | | g) the agenda of the General Meeting of Shareholders; |
| | | h) the list of information (materials) provided to the shareholders in preparation for the General Meeting of Shareholders and procedure of provision of this information; |
| | | i) the procedure of notification of shareholders of the General Meeting of Shareholders; |
| | | j) the form and wording of the voting ballots; |
| 8.1.2. | Approves/Appoints: | a) the size and membership of the organizational committee responsible for preparation for the General Meeting of Shareholders; |
| | | b) the presiding chairperson of the organizational committee responsible for preparation for the General Meeting of Shareholders and his/her deputies; |
| | | c) the presiding chairperson and secretary of the General Meeting of Shareholders; |
| | | d) the presidium of the General Meeting of Shareholders; |
| | | e) the speakers on the items of the agenda; |
| | | f) the text of notification of the General Meeting of Shareholders; |
| | | g) the instructions on the procedure of voting at the general meeting of shareholders; |
| | | h) the annual report of the Company for further approval of the annual report by the annual General Meeting of |

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| | | Shareholders; |
| | | i) the report of the General Director to the annual General Meeting of Shareholders; |
| | | j) the information on candidates for election to the bodies of the Company and for election as auditors of the Company provided to the General Meeting of Shareholders; |
| 8.1.3. | Recommends for approval by the General Meeting of Shareholders: | a) the procedure of the General Meeting of Shareholders for further approval by the General Meeting of Shareholders; |
| | | b) any amendments to the Charter of the Company, the new edition of the Charter of the Company; |
| | | c) any amendments to internal documents of the Company approved by the General Meeting of Shareholders and the new editions of the indicated documents; |
| | | d) profit distribution; |
| | | e) the amount and procedure of payment of dividends; |
| | | f) the auditor of the Company; |
| | | g) other draft resolutions in cases provided under the Federal Law “On Joint Stock Companies” |

8.2. The list of persons who are entitled to participate in the General Meeting of Shareholders is prepared electronically and in printed form based on the data contained in the share register of the Company which is provided by the registrar of the Company as of the date established by the Board of Directors of the Company.

8.3. The list of persons who have the right to participate in the General Meeting of Shareholders contains the name (trademark name) of each person and information which is necessary for identification of this person, information on the number and category (type) of shares which enable this person to vote and a postal address in the Russian Federation to which notifications of convocation of General Meetings and voting ballots must be sent.

The list of persons who have the right to participate in the General Meeting is provided for information purposes to persons who own the required number of shares included in this list in compliance with the Federal Law “On Joint Stock Companies” upon their written request (or upon written request of their representatives), but not earlier than the date of preparation of the list.

8.4. Requests to issue an extract from the list of persons who are entitled to participate in the General Meeting and/or a request to provide for information purposes the entire list of persons who have the right to participate in the General Meeting must be in written form.

The indicated requests must contain the full name (trademark name) of the shareholder and or other person registered in the register.

The recommended **form of request to issue an extract form the list of persons who have the right to participate in the General Meeting of Shareholders** is contained in **Appendix 5** to these Regulations.

The recommended **form of request to provide the list of persons who have the right to participate in the General Meeting of Shareholders** is contained in **Appendix 6** to these Regulations.

Requests to issue an extract from the list of persons who are entitled to participate in the General Meeting of Shareholders and/or requests to provide the list of persons who have the right to participate in the General Meeting of Shareholders for information purposes must be signed by the shareholder (s) who has made the indicated request or by the representative of the shareholder. The representatives of shareholders must be properly authorized and their authority

must be confirmed in compliance with the legislation of the Russian Federation and clause 11.10 of these Regulations.

8.5. Upon request of any interested person the Company must provide this person with an extract from the list of persons who are entitled to participate in the General Meeting of Shareholders containing information on this person or a notification that this person is not included in the list of persons who have the right to participate in the General Meeting of Shareholders within three (3) days.

8.6. Amendments may be made to the list of persons who have the right to participate in the General Meeting of Shareholders only if they are made in order to restore the rights of persons who have not been included in the indicated list as of the date of its preparation or for the purpose of error correction.

## 9. INFORMATION ON THE GENERAL MEETING OF SHAREHOLDERS

9.1. The shareholders of the Company must be notified of convocation of the General Meeting of Shareholders in compliance with the procedure and terms established by the Federal Law "On Joint Stock Companies" and the Charter of the Company.

9.2. The notification of convocation of the General Meeting of Shareholders must contain the following:

- full trademark name of the Company;
- location of the Company;
- form of the General Meeting of Shareholders;
- dates, place and time of the General Meeting of Shareholders (for meetings held in presentia);
- postal address (postal addresses) to which completed voting ballots must be sent
- final date of receipt of voting ballots;
- time of opening and closing of registration of the participants of the General Meeting of Shareholders (for meetings held in presentia);
- date of preparation of the list of persons who are entitled to participate in the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- procedure of provision of information (materials) which must be provided to the shareholders in preparation for the General Meeting of Shareholders and the address at which this information (materials) may be studied by the shareholders of the Company.

The recommended **form of notification of convocation of the General Meeting of Shareholders** is contained in **Appendix 7** to these Regulations.

## 10. INFORMATION (MATERIALS) PROVIDED TO THE SHAREHOLDERS IN PREPARATION FOR THE GENERAL MEETING OF SHAREHOLDERS

10.1. The list of information (materials) which must be provided to the persons who have the right to participate in the General Meeting of Shareholders in preparation for the General Meeting of the Shareholders of the Company is established under the Federal Law "On Joint Stock Companies", the legal acts of the Federal Commission for Securities Markets and the resolutions of the Board of Directors of the Company.

10.2. In preparation for the General Meeting of Shareholders the Board of Directors establishes the list of information (materials) which must be made available to the persons who have the right to participate in the General Meeting of Shareholders and establishes the procedure in compliance with which these materials may be studied.

The Board of Directors has the right to establish the following forms of provision of information (materials) that must be provided to the persons who have the right to participate in the General Meeting of Shareholders:

- send the relevant materials (information) by mail to the persons who have the right to participate in the General Meeting – by registered mail and/or delivery in person against signature and/or
- provide access to information (materials) prior to the date of the General Meeting of Shareholders at the location of the Company and/or other locations whose addresses are indicated in the notification of convocation of the General Meeting of Shareholders and/or
- on the website of the Company.

10.3. The terms of provision of the information (materials) which must be made available to the shareholders in preparation to the General Meeting of Shareholders are established under the Federal Law "On Joint Stock Companies".

The indicated materials (information) must be available to the persons participating in the General Meeting of Shareholders throughout the meeting.

10.4. Upon request of the persons who have the right to participate in the General Meeting of Shareholders the Company provides them with copies of the indicated documents for a fee in compliance with the Charter of the Company.

## 11. FORMS OF PARTICIPATION OF THE SHAREHOLDERS AND THEIR REPRESENTATIVES IN THE GENERAL MEETING OF SHAREHOLDERS. PROCEDURE OF ISSUANCE OF POWERS OF ATTORNEY

**Forms of participation of the shareholders and their representatives in the General Meting of Shareholders**

11.1. The shareholders of the Company have the right to participate in the General Meeting of Shareholders in the following ways:

- by sending voting ballots;
- by attending the General Meeting of Shareholders and voting on the items of the agenda if the General Meeting is held in presentia.

11.2. The right to participate in the General Meeting may be exercised personally by the shareholders or via their representative.

In case of transfer of shares after the date of preparation of the list of persons who have the right to participate in the General Meeting of Shareholders and prior to the date of the General Meeting the persons who are included in this list must issue the buyer of the shares with a power of attorney to participate and vote at the General Meeting or must participate in the General Meeting of Shareholders and vote in compliance with the instructions of the buyers of the shares themselves. The indicated rule is applied to each subsequent transfer of shares.

11.3. Representatives of shareholders at the General Meeting of Shareholders act on the basis of the authority established under the federal legislation or under the legal acts of the responsible federal or municipal authorities or based on a power of attorney prepared in written form.

11.4. Shareholders of the Company have the right to issue a power of attorney with regard to all the shares belonging to the shareholder or with regard to any portion thereof.

11.5. Shareholders of the Company have the right to change/replace their representatives at any time and exercise the rights vested by their shares personally.

11.6. If the shares of the shareholder are in custody of a trust manager under a trust management agreement, the trust managers participate in the General Meeting in compliance with the indicated agreement. The trust management agreement must be in compliance with the requirements of Clauses 4 and 5, Article 185 of the Civil Code of the Russian Federation.

11.7. If the shares are in joint shared ownership of several persons, the rights attached to these shares with regard to participation in the General Meeting of Shareholders are exercised by one of the owners in compliance with the decision of the owners or by their mutual representative. The authority of the indicated persons must be properly formalized.

**Procedure of preparation and presentation of powers of attorney**

11.8. A power of attorney or another document confirming the authority of the person to act on behalf of the shareholder must be attached to the proposal to include items on the agenda of the annual General Meeting of Shareholders, a proposal to nominate candidates for election to the bodies of the Company, a proposal to nominate a candidate as auditor of the Company, a request to convoke an extraordinary General Meeting of Shareholders, a request to issue an extract from the list of persons who are entitled to participate in the General Meeting of Shareholders, a request to provide the list of persons who are entitled to participate in the General Meeting of Shareholders for information purposes, voting ballots and other documents signed by the representative of the shareholder.

11.9. Powers of attorney must be presented at registration of shareholders if the General Meeting of Shareholders is held in presentia.

11.10. Powers of attorney for voting at the General Meeting must be in compliance with the requirements of Article 57 of the Federal Law "On Joint Stock Companies", be formalized in compliance with the requirements of Clauses 4 and 5 of Article 185 of the Civil Code of the Russian Federation and must certified by a notary public.

Powers of attorney authorizing other actions must be prepared in compliance with the requirements of Clauses 4 and 5 of Article 185 of the Civil Code of the Russian Federation and certified by a notary public.

## 12. WORKING AUTHORITIES OF THE GENERAL MEETING OF SHAREHOLDERS

12.1. The General Meeting of Shareholders has the following working authorities:

- Presiding Chairperson;
- Presidium;
- Secretary;
- Counting Board.

**Presidium of the General Meeting of Shareholders:**

12.2. A presidium of the General Meeting of Shareholders is established only in cases of convocation of the General Meeting of shareholders in presentia.

12.3. The membership and size of the presidium is established by the Board of Directors of the Company;

12.4. The presidium of the General Meeting of Shareholders is responsible for overall management of the General Meeting and coordinates the work of other organizations of the General Meeting.

**Presiding Chairperson of the General Meeting of Shareholders**

12.5. The Board of Directors appoints the Presiding Chairperson of the General Meeting of Shareholders.

12.6. The Presiding Chairperson:

- conducts the General Meeting of Shareholders in compliance with the agenda of the meeting and the procedure of the General Meeting;

- introduces and gives the floor to the speakers on the items of the agenda and the members of the Counting Board;
- answers the questions of the shareholders;
- addresses the questions received from the shareholders to the members of the Presidium and the officers of the Company;
- ensures order at the General Meeting of Shareholders, and
- signs the Minutes of the Meeting of the General Meeting of Shareholders.

**Secretary of the General Meeting of Shareholders**

12.7. The Board of Directors appoints the Secretary of the General Meeting of Shareholders;

12.8. The Secretary of the General Meeting of Shareholders keeps, formalizes and signs the Minutes of the Meeting of the General Meeting of Shareholders.

**Counting Board**

12.9 The Counting Board ensures that the participants of the meeting are properly authorized, registers the participants of the General Meeting, establishes a quorum of the General Meeting, clarifies any issues connected with the right of the shareholders (their representatives) to vote at the General Meeting, explains the procedure of voting on the issues put up for voting, ensures proper procedure of voting, counts the votes and prepares the results of voting, prepares minutes on the results of voting, transfers completed voting ballots to the archive of the Company.

The members of the Counting Board provide the participants (against their signature) of the meeting with materials which are to be provided to the participants of the General Meeting of Shareholders upon request of the participants of the General Meeting.

12.10. The functions of the Counting Board are performed by the registrar of the Company.

## 13. REGISTRATION OF PARTICIPANTS OF THE GENERAL MEETING OF SHAREHOLDERS

13.1. The shareholders arriving at the General Meeting of Shareholders must be registered to participate.

The votes of the shareholders who are present at the General Meeting but have not registered to participate are not counted.

13.2. Registration of the participants of the General Meeting takes place at the time indicated under the notification of convocation of the General Meeting.

13.3. Upon arrival at the General Meeting Shareholders shareholders-individuals entitled to participate in the General Meeting of Shareholders must produce a passport or another form of identification whose details are recorded in the list of persons entitled to participate in the General Meeting of Shareholders.

Representatives and legal successors of persons who are entitled to participate in the General Meeting of Shareholders acting on the basis of powers of attorney must produce documents certifying their authority (or copies certified by a notary public) and prepared in compliance with the requirements of the current legislation, a passport or another form of identification.

Representatives of legal entities acting on behalf of the shareholders in compliance with the legislation without a power of attorney must produce an extract from the minutes of the meeting (resolution) on their election (appointment) to their position, an extract from the founding documents on the authority of this person, a passport or another form of identification.

13.4. Complaints and claims in regard to the procedure of registration are reviewed by the Counting Board prior to the time of beginning of the General Meeting of Shareholders. The results of review of these complaints are announced prior to beginning of the General Meeting.

## 14. QUORUM OF THE GENERAL MEETING OF SHAREHOLDERS

14.1. The General Meeting of Shareholders is legally qualified (constitutes a quorum) when the shareholders – owners of a total of at least half of the voting shares of the Company take part in it.

14.2. Those shareholders who have registered to participate in the General Meeting and/or their voting ballots have been received by the Company and/or the Counting Board in due time are considered participants of the General Meeting of Shareholders.

Those shareholders whose voting ballots have been received by the Company and/or the Counting Board prior to the final date and time of receipt of voting ballots are considered participants of the General Meeting of Shareholders held in absentia.

14.3. In cases when the agenda of the general meeting of shareholders contains issues on which different number of votes are required and the quorum for the adoption of resolutions on these issues is established separately, the date of preparation of the list of persons who have the right to participate in the general meeting of shareholders is set as at least 45 days before the date of the general meeting of shareholders.

14.4. The quorum on all issues is established one time at the moment of closing of registration of participants of the General Meeting of Shareholders and, if the General Meeting of Shareholders is held in absentia – one time at the moment of completion of receipt of voting ballots.

## 15. PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS

15.1. The General Meeting of Shareholders may be attended by the persons included in the list of persons who have the right to participate in the General Meeting, their representatives, the auditor of the Company, the members of the Board of Directors and the members of the executive bodies of the Company, the members of the Revision Commission, candidates nominated for election to the bodies of the Company, representatives of the registrar of the Company performing the functions of the Counting Board, speakers on the items of the agenda, members of the organizational committee for preparation of the General Meeting of Shareholders, the Presiding Chairperson of the General Meeting, the Secretary of the General Meeting and other invitees.

The list of invitees is established by the Chairman of the Board of Directors and/or his/her deputies.

15.2. The General Meeting of Shareholders must be continuous and uninterrupted.

15.3. Sufficient time must be allocated for each speaker on the items of the agenda.

15.4. Questions to the speakers and requests to speak at the General Meeting may be submitted both orally and in writing. Questions and requests in writing are submitted to the presidium of the General Meeting or to the Counting Board.

15.5. Sufficient time must be allocated for question and answer sessions in order to ensure that full and detailed answers are given.

15.6. General Meeting may not carry on past 22:00 hours local time.

15.7. Should it be impossible to hold the General Meeting within one day, a recess must be called until the next working day. The meeting will continue starting at the time indicated in the notification to convoke a General Meeting.

The recommended **form of procedure of the General Meeting of Shareholders recommended by the Board of Directors for further approval by the General Meeting of Shareholders** is contained in **Appendix 8** to these Regulations.

## 16. VOTING AT THE GENERAL MEETING OF SHAREHOLDERS. CALCULATION OF VOTES

**Voting**

16.1. Voting at the General Meeting of Shareholders is based on the principle one voting share – one vote"; for cumulative voting – "one voting share – number of votes equal to the number of members of the Board of Directors".

16.2. Voters who have more than one voting share may not use a portion of their votes to vote in favor of adoption of a resolution while giving their remaining votes against the resolution or to abstain from voting.

16.3. Voting at the General Meeting of Shareholders on the voting issues of the agenda of the General Meeting may not be conducted other than by utilizing voting ballots.

The procedure of voting at the General Meeting is established under the instructions on the procedure of voting at the General Meeting of Shareholders approved by the Board of Directors in preparation for the General Meeting of Shareholders.

The recommended **form of instructions on the procedure of voting at the General Meeting of Shareholders** is contained in **Appendix 9** to these Regulations.

**Voting ballots**

**Requirements to the voting ballots of the General Meeting of Shareholders**

16.4. The form and wording of the voting ballots are established by the Board of Directors. Voting ballots may include one or more voting issues.

16.5. Voting ballots must contain the following:

- full trademark name of the Company;
- location of the Company;
- form of the General Meeting;
- date, place and time of the General Meeting (for General Meetings held in presentia);
- postal address (addresses) to which voting ballots may be sent;
- final date and time of receipt of voting ballots;
- voting issues;
- wording of resolutions on each voting issue (name of each candidate);
- variants of voting on each item of the agenda "for", "against" and "abstained".
- Reminder that voting ballots must be signed by the shareholders.

For the purpose of cumulative voting, voting ballots must contain indication of this as well as an explanation of the essence of cumulative voting.

16.6. Voting ballots may contain additional information approved by the Board of Directors while establishing the form and the text of the voting ballot, besides the information indicated by the Federal Law "On Joint Stock Companies".

The recommended **form of the voting ballot** is contained in **Appendix 10** to these Regulations.

**Invalidation of voting ballots**

16.7. For the purpose of vote calculation only those votes on the issues of the agenda are counted where the voters have left only one voting variant uncrossed. Voting ballots that do not meet this requirement are invalidated and the votes contained in them are not counted.

If voting ballots contain several issues put up for voting, the fact that the above requirement is not met in regard to one or several voting issues does not lead to invalidation of the entire voting ballot.

16.8. The votes contained in the voting ballots are not counted in the following cases:

- if the voting ballot is not signed – does not allow identity of the person (shareholder or representative of shareholder) who voted with this ballot;
- if the ballot is not in compliance with the form established by the Board of Directors;

- if during cumulative voting the voter has distributed more votes among the candidates than he/she has or has voted for more candidates than there are on the Board of Directors as established by the Charter of the Company;
- if a power of attorney is not attached to the voting ballot signed by a representative of a shareholder.

**Counting of votes**

16.9. The votes represented by the shares belonging to the acting members of the Board of Directors and the votes represented by the shares belonging to the acting members of the Management Board are not counted when the General Meeting of Shareholders is asked to elect the Revision Commission of the Company (those shares that have been transferred to the acting members of the Board of Directors and the members of the Management Board under powers of attorney by other shareholders are counted).

16.10. Elections of the bodies of the Company are considered valid if the number of the elected members of this body of the Company is not less than the number of members of this body that is required to establish a quorum of the meeting of this body of the Company.

16.11. In order to ensure that the shareholders of the Company have the opportunity to realize their right to demand buy-back of their shares by the Company, those persons who have left the voting variant "against" unmarked are considered the shareholders who have voted "against". Those shareholders whose ballots were invalidated and those shareholders who "abstained" cannot demand buy-back of their shares by the Company.

**Keeping of voting ballots**

16.12. All voting ballots are sealed by the Counting Board and transferred to the archive of the Company for keeping.

## 17. POLL DEED ON THE RESULTS OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

17.1. Based on the results of voting at the General Meeting of Shareholders the Counting Board prepares a poll deed on the results of voting at the General Meeting of Shareholders which reflects the results of voting on each voting issue of the agenda of the General Meeting.

17.2. The Minutes on the results of voting must contain:

- Full trademark name of the Company;
- Location (address) of the Company;
- Type of General Meeting (annual or extraordinary);
- For extraordinary General Meeting of Shareholders – initiators of its convocation;
- Form of the General Meeting (joint presence or absentee voting);
- Date of the General Meeting;
- Place of the General Meeting held in the form of joint presence (address where the meeting was held);
- Agenda of the General Meeting;
- Time of opening and closing of registration of the persons who were entitled to participate in the meeting held in the form of joint presence;
- Time of opening and closing of the General meeting held in the form of joint presence and the time of beginning of vote counting if the resolutions adopted by the General meeting and the results of voting were announced at the General Meeting;
- Number of votes per each item of the agenda of the General Meeting belonging to the persons recorded the list of persons who were entitled to participate in the General Meeting;

- Number of votes per each item of the agenda belonging to the persons who participated in the General Meeting with indication whether there was a quorum regarding each item of the agenda;
- Number of votes given to each voting variant ("for", "against" and "abstained") for each item of the agenda of the General Meeting for which there was a quorum;
- Number of votes for items of the agenda put to the vote which were not counted due to the fact that the voting ballots (or voting on certain items of the agenda) which contained these votes were recognized invalid;
- Full trademark name, location (address) of the registrar and names of authorized representatives of the registrar;
- Date of preparation of the minutes on the results of voting at the General Meeting;

The recommended **form of the poll deed on the results of voting at the General Meeting of Shareholders held in presentia is** contained in **Appendix 11** to these Regulations.

The recommended **form of the poll deed on the results of voting at the General Meeting of Shareholders held in absentia (absentee vote)** is contained in **Appendix 12** to these Regulations.

17.3. The poll deed on the results of voting is prepared in two copies. Each copy must be signed by all members of the Counting Board.

17.4. The poll deed on the results of voting is prepared not later than three (3) business days following the date of closing of the General meeting of Shareholders or the final date of receipt of voting ballots in cases when the General Meeting of Shareholders is held in absentia. The poll deed on the results of voting must be attached to the Minutes of the General Meeting of Shareholders.

17.5. The minutes on the results of voting must be enclosed to the minutes of the General Meeting of Shareholders.

17.6. The resolution of the General Meeting of Shareholders on the issue of the agenda put to the vote is considered adopted (not adopted) immediately after preparation of the minutes on the results of voting.

17.6. Powers of attorney of participants of the General Meeting of Shareholders and all written complaints and claims received by the Counting Board during the General Meeting of Shareholders are attached to the poll deed on the results of voting.

The indicated complaints and claims must be submitted by the shareholders in writing to the Presiding Chairperson of the General Meeting of Shareholders.

The results of review of the indicated claims and complaints are announced by the Presiding Chairperson at the General Meeting of Shareholders before the closing of the General Meeting of Shareholders.

## 18. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

18.1. The Minutes of the General Meeting of Shareholders are prepared not later than three (3) business days following the date of closing of the General Meeting of Shareholders in two copies. Both copies are signed by the Presiding Chairperson of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

18.2. In cases when the General Meeting of Shareholders is held in absentia, the Minutes of the General Meeting of Shareholders is prepared not later than three (3) business days following the final date of receipt of voting ballots for absentee voting by the Company. The Minutes of the General Meeting of Shareholders on the results of absentee voting are prepared in two copies and are signed by the Presiding Chairperson and the Secretary of the General Meeting of Shareholders.

18.3. The Minutes of the General Meeting of Shareholders must contain:

- Full trademark name of the Company;
- Location (address) of the Company;

- Type of General Meeting (Annual or Extraordinary);
- For extraordinary General Meeting of Shareholders – initiators of its convocation;
- Form of the General Meeting (joint presence or absentee voting);
- Date of General Meeting;
- Final date of receipt of voting ballots when the General Meeting of Shareholders is held in the form of absentee voting;
- Place of the General Meeting held in the form of joint presence (address where the General Meeting was held);
- Agenda of the General Meeting;
- Time of opening and closing of registration of persons entitled to participate in the General Meeting held in the form of joint presence;
- Time of opening and closing of the General Meeting held in the form of joint presence and time of beginning of vote counting if the resolution of the General Meeting and the results of voting at the General Meeting were announced at the meeting;
- Postal address (addresses) where voting ballots had to be sent if the General Meeting was held in the form of absentee voting and if shareholders could vote on the items of the agenda of the General Meeting held in the form of joint presence by sending filled out voting ballots to the Company;
- Number of votes per each item of the agenda of the General Meeting belonging to the persons recorded the list of persons who were entitled to participate in the General Meeting;
- Number of votes per each item of the agenda belonging to the persons who participated in the General Meeting with indication whether there was a quorum regarding each item of the agenda;
- Number of votes given to each voting variant ("for", "against" and "abstained") for each item of the agenda of the General Meeting for which there was a quorum;
- Wording of the resolutions adopted by the General Meeting of Shareholders regarding each item of the agenda of the General Meeting;
- Main thesis/ points of presentations on the issues of the agenda and the names of speakers on the issues of the agenda of the General Meeting held in the form of joint presence;
- Presiding Chairperson (Presidium) and Secretary of the General Meeting;
- Date of preparation of the Minutes of the General Meeting.

The recommended **form of the Minutes of the Meeting of the General Meeting of Shareholders held in presentia** is contained in **Appendix 13** to these Regulations.

The recommended **form of the Minutes of the Meeting of the General Meeting of Shareholders held in absentia** is contained in **Appendix 14** to these Regulations.

18.3. The poll deed on the results of voting at the General Meeting of Shareholders is attached to the Minutes of the General Meeting of Shareholders.

## 19. FINAL PROVISIONS

19.1. The resolutions of the Board of Directors of the Company, of which the shareholders and other persons in compliance with the requirements of the Federal Law "On Joint Stock Companies", the Charter of the Company and these Regulations, must be notified, are sent to the indicated persons by post (registered mail) to the address, indicated in the relevant document (request, proposal) and, in its absence, to any known address of the indicated person, or delivered in person within three (3) days following the date of adoption of the resolution.

19.2. These Regulations are ratified by the General Meeting of Shareholders of the Company.

19.3. The decision to ratify these Regulations is adopted by a majority vote of the owners of the voting shares of the Company participating in the General Meeting of Shareholders.

19.4. Proposals to amend these Regulations or to ratify a new edition of the Regulations must be in compliance with the procedure established under the Charter of the Company related to the making of proposals for the agenda of the General Meeting of Shareholders.

19.5. The decision to make amendments to the Regulations or to ratify the new edition of the Regulations is adopted by the majority vote of the owners of the voting shares of the Company (which provide their owners with the right to vote on all items of the competence of the General Meeting of Shareholders) participating in the General Meeting of Shareholders.

19.6. If as the result of change of the Russian legislation certain provision of these Regulations contradict the legislation, these provisions shall become invalid until the moment that the necessary changes are made to the Regulations.

19.7. Upon ratification of these Regulations by the General Meeting of Shareholders, the Regulations on the Procedure of Preparation and the Procedure of the General Meeting of Shareholders ratified by the General Meeting of Shareholders on 18.06.2010 (Minutes of the Meeting N27) become void.

**To the Chairman of the Board of Directors
of OJSC "Uralkali"**

_____

**REQUEST**
**To convoke an extraordinary General Meeting of Shareholders of OJSC "Uralkali"**

_____ [name (full name) of body, person, requesting the convocation], owner of _____ [number, category (type) of shares] the voting shares of the Company*, in the person of _____ [position, full name of the managing director of the body], acting on the basis of† _____, in compliance with Article 55 of the Federal Law "On Joint Stock Companies", requests a convocation of an extraordinary General Meeting of Shareholders.

Proposed agenda of the extraordinary General Meeting of Shareholders

| Wording of the item of the agenda | Wording of the resolution on the item of the agenda |
|---|---|
| 1. | 1. |
| 2. | 2. |

Recommended form of extraordinary General Meeting of Shareholders

_____.

"____" _____ 20____ [date, month, year]

| _____ | _____ | _____ |
|---|---|---|
| **Position** | **signature** | **Initials, surname** |

* Indicated only by the shareholders of the Company
† Indicated by the bodies of the Company and shareholders – legal entities

**Appendix N 2 to the Regulations on the General Meeting of Shareholders of OJSC "Uralkali", Ratified by the General Meeting of Shareholders on 29.06.2011**

**To the Chairman of the Board of Directors of OJSC "Uralkali"**

_____

In compliance with Article 53 of the Federal Law "On Joint Stock Companies", I (we) request to include the following issues on the agenda of the annual General Meeting of Shareholders:

| Wording of the item of the agenda | Wording of the resolution on the item of the agenda |
|---|---|
| 1. | 1. |
| 2. | 2. |

"____" _____ 20_____ [date, month, year]

Signatures:

| No. | Shares belonging to the shareholder | | Signature of the shareholders (authorized representative) | Position (for shareholders – legal entities) | Clarification of signature |
|---|---|---|---|---|---|
| | Category (type) | Number of shares | | | |
| 1. | | | | | |
| 2. | | | | | |
| | Total voting shares, owned by the shareholders making proposals on the items of the agenda of the annual General Meeting of Shareholders | | | | |

**To the Chairman of the Board of Directors of OJSC "Uralkali"**

_____

In compliance with Article 53 of the Federal Law "On Joint Stock Companies", we (I) nominate the following candidates to _____ [name of body of the Company] of the Company:

| | | |
|---|---|---|
| Full name of candidate | | |
| Date of birth | | |
| Education | Name of educational institution | |
| | Date of graduation/completion | |
| | Specialization/Degree | |
| Places of work and posts held in the last five years | Name of company | |
| | Post held | |
| | Period | |
| List of legal entities in which the candidate is a stakeholder/shareholder, indicating the number of shares/stakes in the charter (share) capital of these legal entities belonging to the candidate | Name of company | |
| | Share/stake in charter (share) capital | |
| List of persons/entities in relation to which the candidate is an affiliated person, with indication of reasons/ground for affiliation | Trademark name (Full name) of person | |
| | Reason/grounds for affiliation | |
| Information on prior convictions | | |
| Information on administrative penalties/disqualifications of the candidate nominated to the bodies of the Company | | |

*NB: This information must be provided on each candidate*

"___"_____ 20___

Signatures:

| No | Full name (full trademark name) of the shareholder who nominates the candidate (s) | Shares belonging to the shareholder | | Signature of the shareholder (authorized representative) | Title of the managing director (for shareholders – legal entities) | Clarification of signature |
|---|---|---|---|---|---|---|
| | | Category (type) | Number of shares | | | |
| 1 | | | | | | |
| 2 | | | | | | |
| | Total voting shares belonging to the shareholders nominating candidates for the bodies of the Company | | | | | |

I, _____, hereby confirm that I give my consent to be appointed to (as) _____ by the Board of Directors of the Company.

_____/Initials, surname of the candidate/

[Signature]

**To the Chairman of the Board of Directors of OJSC "Uralkali"**

_____

In compliance with Article 53 of the Federal Law "On Joint Stock Companies", we (I) nominate the following entities as candidates for election as auditors of the Company:

- Full trademark name;
- Location and contact telephone numbers;
- Number of license; date of issue, issuing authority, period of validity.

| | |
|---|---|
| Name of candidate | |
| Location | |
| Number of license, date of issue, issuing authority | |
| Period of validity of the license | |

"___" _____ 20____ [date, month, year]

Signatures:

| No | Full name (full trademark name) of the shareholder who nominates the candidate (s) | Shares belonging to the shareholder | | Signature of the shareholder (authorized representative) | Title of the managing director (for shareholders – legal entities) | Clarification of signature |
|---|---|---|---|---|---|---|
| | | Category (type) | Number of shares | | | |
| 1 | | | | | | |
| 2 | | | | | | |
| | Total voting shares belonging to the shareholders nominating candidates for election as auditor of the Company | | | | | |

**To the General Director of the Open Joint Stock Company "Uralkali"**

_____

**REQUEST**
**To issue an extract from the list of persons who are entitled to participate in the General Meeting of Shareholders**

_____ [trademark name (name) of shareholder],
(passport:_____, place of residence: _____
(for legal entities: certificate of state registration:_____,
location:_____)), in the person of
_____, acting on the basis of
_____, hereby requests to issue an extract from the list of persons who have the right to participate in the General Meeting of Shareholders on _____.

Please send the extract to the following address: _____ or deliver it to me in person.

"_____" _____ 20_____ [date, month, year]

_____ _____
Signature Initials, surname

**Appendix N 6 to the Regulations on the General Meeting of Shareholders of OJSC "Uralkali", Ratified by the General Meeting of Shareholders on 29.06.2011**

**To the General Director of the Open Joint Stock Company "Uralkali"**

_____

**REQUEST**
**To provide the list of persons who are entitled to participate in the General Meeting of Shareholders for information purposes**

_____ **[**trademark name (full name) of shareholder**],** (passport:_____, place of residence: _____ (for legal entities: certificate of state registration: _____, location: _____)), owner of _____ [number, category (type) of shares] of the shares of OJSC "Uralkali", in the person of _____, acting on the basis of _____, hereby requests to provide the list of persons who are entitled to participate in the General Meeting of Shareholders for examination.

"_____" _____ 20___ [date, month, year]

_____ _____
Signature Initials, surname

# NOTIFICATION
## Of convocation of the annual (extraordinary) General Meeting of Shareholders of the Open Joint Stock Company "Uralkali" (Location: Perm Territory, Berezniki)

Dear Shareholder,

The Board of Directors of the Open Joint Stock Company "Uralkali" has resolved to convoke an annual (extraordinary) General Meeting of Shareholder in presentia on "___" _____ 20____ [date, month, and year].

The date of preparation of the list of persons who are entitled to participate in the annual (extraordinary) General Meeting of Shareholder is "____" _____ 20_____ [date, month, and year].

Agenda of the meeting:

1. _____.
2. _____.

The annual General Meeting of Shareholders begins its work at: _____ [hours] _____ [minutes], local time.
Place of the meeting - _____.
Postal address (addresses) where filled out voting ballots must be sent- _____.
Deadline for the receipt of voting ballots on the items of the agenda of the annual General Meeting of Shareholders - ____ [hours] _____ [minutes] local time on "____" _____ 20____ [date, month, year].

Participants of the meeting register at the following address: "____" _____ 20____ [date, month, year] from _____ [hours] _____ [minutes] until _____ [hours] _____ [minutes] local time on "_____" _____ 20____ [date, month, year].

In order to register for the meeting, shareholders – individuals must carry a passport; representatives of shareholders – executive bodies of legal entities, acting without a power of attorney – an extract from the minutes of the meeting (resolution) on election (appointment) to office, extract from the Charter on the authority of this particular officer of the company, passport; representatives of shareholders, acting on the basis of a power of attorney, - a properly formalized power of attorney, passport.

Voting ballots sent by post or delivered in person must be signed by the representatives of the shareholders; powers of attorney formalized in compliance with the current legislation must be attached to them.

The following materials (information) are provided with the voting ballots:

- _____;
- _____.

Other information (materials) which is provided to the shareholders in preparation for the General Meeting of Shareholders, namely: _____ [list of materials (information)] is available to the shareholders from ____ [hours] ____ [minutes until _____ [hours] _____ [minutes] on working days starting on "____" _____ 20_____ [date, month, year] at: _____ [address].
Telephone for information: _____.

**Board of Directors**
**Of the Open Joint Stock Company "Uralkali"**

# PROCEDURE
## Of the annual (extraordinary) General Meeting of Shareholders of OJSC "Uralkali"

Date and time of meeting: "____" _____20_____ [date, month, year], ____ [hours] _____ [minutes]
Place of meeting: _____.

1. Announcement of the record of registration of the participants of the meeting - ___ [minutes]

2. Review of the first item of the agenda.
Duration of presentation, time allocated to questions and answers - ____ [minutes]

3. Voting on the item of the agenda N1.
Time allocated to voting and calculation of voting results - _____ [minutes]

4. Announcement of the results of voting on the first item of the agenda.
Time for announcement - _____ [minutes]

5. Review of the second item of the agenda.

Duration of presentation, time allocated to questions and answers - ____ [minutes]

6. Voting on the item of the agenda N2.
Time allocated to voting and calculation of voting results - _____ [minutes]

7. Announcement of the results of voting on the first item of the agenda.
Time for announcement - _____ [minutes]

___ . Break for calculation of preliminary results of voting - _____ [minutes]
___. Announcement of the results of voting on the agenda item N_____ - ___
Time for announcement - _____ [minutes]

Total duration of the meeting: _____ [hours] _____ [minutes]

# INSTRUCTIONS
## On voting at the General Meeting of Shareholders

1. Voting at the annual (extraordinary) General Meeting of Shareholders conforms to the principle "one voting share – one vote", with the exception of the cases of cumulative voting for election of the members of the Board of Directors of the Company.

The ordinary shares of OJSC "Uralkali" are voting shares for the purposes of the annual General Meeting of Shareholders.

2. Voting ballots are used for voting.
3. Voting ballots must be clearly filled out utilizing ballpoint pens or ink pens.
4. In order to vote for a variant one must cross out the remaining variants.

*For example:*
When voting "for", one needs to cross out "against" and "abstained";
When voting "against", one needs to cross out "for" and "abstained";
When the voter wishes to abstain from voting, they need to cross out "for" and "against".

5. For the purposes of cumulative voting, each voting share of the Company has nine (9) votes (in accordance with the members of the Board of Directors of the Company). Shareholders have the right to give all their votes to one candidate or distribute their votes amongst several candidates when voting "for" or, alternatively, when choosing "abstained" or "against all candidates".
6. Filled out voting ballots must be signed:

- by the shareholder for shareholders – individuals
- by the sole executive body of the company – for shareholders – legal entities;
- By representatives of shareholders – for representatives of shareholders.

7. Voting ballots signed by representatives of shareholders (except executive bodies of legal entities acting without a power of attorney) have powers of attorney formalized in compliance with the requirements of the current legislation attached to them.
8. Filled out voting ballots must be put in sealed envelopes and submitted to the Counting Board at the addresses indicated below not later than ____ [hours] ____ [minutes] local time:

-_____;
-_____.

9. Only one voting variant must be left uncrossed. If this requirement is not met, the voting ballots will become invalid and the votes contained in these ballots will not be considered or counted.
10. The votes contained in voting ballots will be deemed invalid and will not be counted if:

- The ballot is not signed – does not allow to identify the person (shareholder or representative of shareholder) voting with this ballot.
- The ballot is not in compliance with the form approved by the Board of Directors;
- The voter has distributed more votes than he/she has amongst the candidates for the Board of Directors or voted for more candidates than there are on the Board of Directors in compliance with the Charter of the Company;
- A power of attorney is not attached to the voting ballot signed by representatives of shareholders.

11. The envelopes containing voting ballots may only be opened and the votes counted by members of the Counting Board of the annual (extraordinary) General Meeting of Shareholders of OJSC “Uralkali”.

**OPEN JOINT STOCK COMPANY "URALKALI"**
**LOCATION: PERM TERRITORY, BEREZNIKI**

**VOTING BALLOT N___**
**FOR VOTING AT THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS**

Form of the General Meeting of Shareholders: meeting in presentia (voting in absentia)
Date and time of the General Meeting of Shareholders: "___" _____ 20____ [date, month, year] ____ [hours] _____ [minutes]
Place of the General Meeting of Shareholders: _____
Addresses to which voting ballots must be sent:
-_____;
-_____.

Final date and time of receipt of voting ballots: "____" _____ 20_____ [date, month, year] _____ [hours] _____ [minutes]

Shareholder_____

Registration number _____

Agenda item No___. _____

| Wording of the resolution | Voting variants | | |
|---|---|---|---|
| | FOR | AGAINST | ABSTAINED |

*Please leave only one voting variant uncrossed.*
*Please cross out the unnecessary variants!*
*The voting ballot **must be signed** by the shareholder.*

*Signature of shareholder* _____

# POLL DEED
# OF THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS

**Full trademark name of the company:** Open Joint Stock Company "Uralkali" (hereinafter the Company)
**Location of the company:** 618426, Perm Territory, Berezniki
**Type of general meeting of shareholders:** annual or extraordinary general meeting of shareholders (hereinafter General Meeting of Shareholders)
**Form of General Meeting of Shareholders:** in presentia
**Date of General Meeting of Shareholders:** "____" _____ 20___ [date, month, year]
**Time of General Meeting of Shareholders:** _____ [hours] ____ [minutes]
**Final date for receipt of voting ballots:** "____" _____ 20_____ [date, month, year]
**Final time for receipt of voting ballots:** ____ [hours] ____ [minutes]

| Agenda item | Voting issue |
|---|---|
| 1. | |

Number of voting shares of the Company belonging to persons participating in the General Meeting of Shareholders

| Total number of voting shares of the Company which allow voting on the voting issue | Number of voting shares which allow voting on the voting issue belonging to the shareholders participating in the General Meeting | Number of voting shares of the Company which are counted for the adoption of a decision on the voting issue belonging to the shareholders participating in the General Meeting |
|---|---|---|
| | | |

Persons registered to participate in the General Meeting of Shareholders and the number of voting shares of the Company belonging to them

| Number of persons registered to participate in the General Meeting of Shareholders | Number of voting shares of the Company belonging to the persons registered to participate in the General Meeting of Shareholders |
|---|---|
| | |

Voting ballots received by the Company prior to the final date of receipt of voting ballots and the number of voting shares represented by these ballots

| Voting ballots received by the Company prior to the final date of receipt of voting ballots | |
|---|---|
| Number of ballots | Number of voting shares represented by ballots |

Number of voting shares of the Company belonging to the persons participating in the voting on the voting issue

| Total number of voting ballots belonging to the persons participating in the voting | | Including: | | | | | |
|---|---|---|---|---|---|---|---|
| | | Voting ballots deemed invalid upon calculation of voting results on the voting issue | | Voting ballots counted upon calculation of voting results on the voting issue | | Voting ballots not counted upon calculation of voting results on the voting issue* | |
| Number of ballots | Number of voting shares represented by ballots | Number of ballots | Number of voting shares represented by ballots | Number of ballots | Number of voting shares represented by ballots | Number of ballots | Number of voting shares represented by ballots |
| | | | | | | | |

Results of voting on the voting issue

| Number of votes | | | | | |
|---|---|---|---|---|---|
| "FOR" | | "AGAINST" | | "ABSTAINED" | |
| Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders |
| | | | | | |

Resolution adopted

| Wording of the resolution on the voting issue |
|---|
| |

All voting ballots have been sealed and transferred to the archive of the Company.
Written complaints received regarding the procedure of voting: NONE
This deed has been prepared in two copies.

Date of deed: "___" _____ 20____ [date, month, year]

| No. | Full name of member of the Counting Board | Signature |
|---|---|---|
| 1 | | |
| 2 | | |

- The reason due to which not all voting shares belonging to the participants of the General Meeting are counted: _____.

# POLL DEED
# OF THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS

**Full trademark name of the company:** Open Joint Stock Company "Uralkali" (hereinafter the Company)
**Location of the company:** 618426, Perm Territory, Berezniki
**Type of general meeting of shareholders:** annual or extraordinary general meeting of shareholders (hereinafter General Meeting of Shareholders)
**Form of General Meeting of Shareholders:** in presentia
**Date of General Meeting of Shareholders:** "____" _____ 20___ [date, month, year]
**Time of General Meeting of Shareholders:** _____ [hours] ____ [minutes]
**Final date for receipt of voting ballots:** "____" _____ 20_____ [date, month, year]
**Final time for receipt of voting ballots:** ____ [hours] ____ [minutes]

| Agenda item | Voting issue |
|---|---|
| 1. | |

Number of voting shares of the Company belonging to persons participating in the General Meeting of Shareholders

| Total number of voting shares of the Company which allow voting on the voting issue | Number of voting shares which allow voting on the voting issue belonging to the shareholders participating in the General Meeting | Number of voting shares of the Company which are counted for the adoption of a decision on the voting issue belonging to the shareholders participating in the General Meeting |
|---|---|---|
| | | |

Number of voting shares of the Company belonging to the persons participating in the voting on the voting issue

| Total number of voting ballots belonging to the persons participating in the voting | | Including: | | | | | |
|---|---|---|---|---|---|---|---|
| | | Voting ballots deemed invalid upon calculation of voting results on the voting issue | | Voting ballots counted upon calculation of voting results on the voting issue | | Voting ballots not counted upon calculation of voting results on the voting issue* | |
| Number of ballots | Number of voting shares represented by ballots | Number of ballots | Number of voting shares represented by ballots | Number of ballots | Number of voting shares represented by ballots | Number of ballots | Number of voting shares represented by ballots |
| | | | | | | | |

* The reason due to which not all voting shares belonging to the participants of the General Meeting are counted: _____.

Results of voting on the voting issue

| Number of votes | | | | | |
|---|---|---|---|---|---|
| "FOR" | | "AGAINST" | | "ABSTAINED" | |
| Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders |
| | | | | | |

Resolution adopted

| Wording of the resolution on the voting issue |
|---|
| |

All voting ballots have been sealed and transferred to the archive of the Company.
Written complaints received regarding the procedure of voting: NONE
This deed has been prepared in two copies.

Date of deed: "___" _____ 20____ [date, month, year]

| No. | Full name of member of the Counting Board | Signature |
|---|---|---|
| 1 | | |
| 2 | | |

**MINUTES OF THE MEETING NO___**
**OF THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS**

**Full trademark name of the company:** Open Joint Stock Company "Uralkali" (hereinafter the Company)
**Location of the company:** 618426, Perm Territory, Berezniki
**Type of general meeting of shareholders:** annual or extraordinary general meeting of shareholders (hereinafter General Meeting of Shareholders)
**Initiator of the General Meeting of Shareholders (for extraordinary meetings only) _____**
**Form of General Meeting of Shareholders:** in presentia
**Date of General Meeting of Shareholders:** "____" _____ 20___ [date, month, year]
**Time of General Meeting of Shareholders:** _____ [hours] ____ [minutes]
**Final date for receipt of voting ballots:** "____" _____ 20_____ [date, month, year]
**Final time for receipt of voting ballots:** ____ [hours] ____ [minutes]
**Time of beginning of registration of participants of the General Meeting of Shareholders:** ____ [hours] _____ [minutes]
**Place of General Meeting of Shareholders: _____**
**Presiding chairperson at the General Meeting of Shareholders: _____**
**Secretary of the General Meeting of Shareholders: _____-**
List of persons who have the right to participate in the General Meeting of shareholders is prepared in compliance with the information contained in the share register of the Company as of "____" _____ 20_____ [date, month, year]

**Agenda of the meeting:**
**1._____**
**2._____**

Voting shares of the Company counted for establishment of the quorum of the General Meeting of Shareholders

| Category (type) of placed shares of the Company | Charter capital of the Company as of the date of preparation of the list of persons who have the right to participate in the General Meeting of Shareholders (number of shares) | Shares of the Company in the possession of the Company as of the date of preparation of the list of persons who have the right to participate in the General Meeting of Shareholders (number of shares) | Voting shares of the Company counted in order to establish a quorum of the General Meeting of Shareholders (number of shares) |
|---|---|---|---|
| | | | Column 2 – Column 3 |
| 1 | 2 | 3 | 4 |

| | | | |
|---|---|---|---|
| TOTAL | | | |

Persons registered for participation in the General meeting of Shareholders and the number of voting shares of the Company belonging to them

| Number of persons registered to participate in the General Meeting of Shareholders | Number of voting shares of the Company belonging to the persons registered to participate in the General Meeting of Shareholders |
|---|---|
| | |

Voting ballots received by the Company prior to the final date of the receipt of voting ballots and the number of voting shares represented by these ballots

| Voting ballots received by the Company prior to the final date of receipt of voting ballots | |
|---|---|
| Number of ballots | Number of voting shares represented by these ballots |
| | |

Quorum of the General Meeting of Shareholders

| Voting shares of the Company counted in order to establish a quorum of the General Meeting of Shareholders | Number of voting shares of the Company represented by voting ballots received by the Company prior to the final date of receipt of voting ballots, belonging to the persons registered to participate in the General Meeting of Shareholders | |
|---|---|---|
| Number of shares | Number of shares | % of Column 1 |
| 1 | 2 | 3 |
| | | |

The General Meeting of Shareholders constitutes a quorum and is legally qualified to review and adopt resolutions on the items of the agenda.

Main theses of presentations/speakers
On the first item of the agenda:
Speaker _____: _____

| Agenda item | Voting issue |
|---|---|
| | |

Results of voting on the voting issue

| Number of votes | | | | | |
|---|---|---|---|---|---|
| "FOR" | | "AGAINST" | | "ABSTAINED" | |
| Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General |

| | Meeting of Shareholders | | Meeting of Shareholders | | Meeting of Shareholders |
|---|---|---|---|---|---|
| | | | | | |

Resolution adopted

| Wording of the resolution on the voting issue |
|---|
| |

All voting ballots have been sealed and transferred to the archive of the Company.
These minutes of the meeting have been prepared in two copies.

Date: "___" _____ 20____ [date, month, year]

Presiding Chairperson _____ Signature _____ Initials, Surname

Secretary of the General Meeting of Shareholders _____ Signature _____ Initials, Surname

**MINUTES OF THE MEETING NO___**
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Full trademark name of the company:** Open Joint Stock Company "Uralkali" (hereinafter the Company)
**Location of the company:** 618426, Perm Territory, Berezniki
**Type of general meeting of shareholders:** extraordinary general meeting of shareholders (hereinafter General Meeting of Shareholders)
**Initiator of the General Meeting of Shareholders (for extraordinary meetings only)**
**_____**
**Form of General Meeting of Shareholders:** voting in absentia (by poll)
**Final date for receipt of voting ballots:** "____" _____ 20_____ [date, month, year]
**Final time for receipt of voting ballots:** ____ [hours] ____ [minutes]
**Presiding chairperson at the General Meeting of Shareholders:**
**_____**
**Secretary of the General Meeting of Shareholders: _____-**
List of persons who have the right to participate in the General Meeting of shareholders is prepared in compliance with the information contained in the share register of the Company as of "____" _____ 20_____ [date, month, year]

**Agenda of the meeting:**
**1._____**
**2._____**

Voting shares of the Company counted for establishment of the quorum of the General Meeting of Shareholders

| Category (type) of placed shares of the Company | Charter capital of the Company as of the date of preparation of the list of persons who have the right to participate in the General Meeting of Shareholders (number of shares) | Shares of the Company in the possession of the Company as of the date of preparation of the list of persons who have the right to participate in the General Meeting of Shareholders (number of shares) | Voting shares of the Company counted in order to establish a quorum of the General Meeting of Shareholders (number of shares) |
|---|---|---|---|
| | | | Column 2 – Column 3 |
| 1 | 2 | 3 | 4 |
| | | | |
| TOTAL | | | |

Voting ballots received by the Company prior to the final date of the receipt of voting ballots and the number of voting shares represented by these ballots

| Voting ballots received by the Company prior to the final date of receipt of voting ballots | |
|---|---|
| Number of ballots | Number of voting shares represented by these ballots |

| | |
|---|---|
| | |

Quorum on the item of the agenda of the General Meeting of Shareholders

| Voting shares of the Company counted in order to establish a quorum of the General Meeting of Shareholders | Number of voting shares of the Company represented by voting ballots received by the Company prior to the final date of receipt of voting ballots, belonging to the persons registered to participate in the General Meeting of Shareholders | |
|---|---|---|
| Number of shares | Number of shares | % of Column 1 |
| 1 | 2 | 3 |
| | | |

The General Meeting of Shareholders constitutes a quorum and is legally qualified to review and adopt resolutions on the items of the agenda.

| Agenda item | Voting issue |
|---|---|
| | |

Results of voting on the voting issue

| Number of votes | | | | | |
|---|---|---|---|---|---|
| "FOR" | | "AGAINST" | | "ABSTAINED" | |
| Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders | Number of voting shares | % of the total number of voting shares belonging to the persons participating in the General Meeting of Shareholders |
| | | | | | |

Resolution adopted

| Wording of the resolution on the voting issue |
|---|
| |

All voting ballots have been sealed and transferred to the archive of the Company.
These minutes of the meeting have been prepared in two copies.

Date: "___" _____ 20____ [date, month, year]

Presiding Chairperson _____ Signature _____ Initials, Surname

Secretary of the General Meeting of Shareholders _____ Signature _____ Initials, Surname