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APPROVED:
By the resolution of the general meeting of shareholders of OJSC "Uralkali", MOM No. 33 dated 07.06.2012

REGULATIONS
ON THE GENERAL MEETING OF SHAREHOLDERS OF THE OPEN JOINT STOCK COMPANY "URALKALI"
(newwording)

PermTerritory, Berezniki
(Mom № 33 dated 07.06.2012) 2012

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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 twomonths and not later than sixmonths 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):
- A meeting (joint presence of the shareholders in order to discuss the items of the agenda and adopt resolutions on issues put up for voting);
- Through absentee voting (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 (legal 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 two (2) months 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 two months 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 (legal 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 candidatesonly 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 of 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 meeting 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 SHAREHOLDERS

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 30 (thirty) 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 (legal 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 legal 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 Companyand/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 documentation support unit 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 Companyregarding 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 SHAREHOLDERS. PREPARATION OF THE LIST OF PERSONS WHO HAVE THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING OF SHAREHOLDERS.

8.1. In preparation for the general meeting of shareholders the Board of Directors of the Company:

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 Chairperson of the organizational committee responsible for preparation for the general meeting of shareholders and his/her deputies;
		c) the 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 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 (legal 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 (legal 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 shareholdersin 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 legal 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 meeting 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 attorneywith 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 theCivil 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:

- Chairperson;
- Presidium;
- Secretary;
- Tabulation Commission.

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.

Chairperson of the general meeting of shareholders

12.5. The Board of Directors appoints the Chairperson of the general meeting of shareholders.

12.6. The 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 Tabulation commission;
- 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 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 general meeting of shareholders.

Tabulation commission

12.9 The Tabulation commission 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 Tabulation commission 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 Tabulation commission 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 (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 Tabulation commission 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 Tabulation

commission 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 Tabulation commission 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 thelist 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 Tabulation commission, speakers on the items of the agenda, members of the organizational committee for preparation of the general meeting of shareholders, the 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 Tabulation commission.

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. A 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 legal 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);
- options 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 voteson the issues of the agenda are counted where the voters have left only one voting option 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 ofthe 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 option "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 Tabulation commission 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 Tabulation commission 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 legal 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 option (“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 legal 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 Tabulation commission.

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 Tabulation Commission 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 Chairperson of the general meeting of shareholders.

The results of review of the indicated claims and complaints are announced by the 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 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 Chairperson and the Secretary of the general meeting of shareholders.

18.3. The Minutes of the general meeting of shareholders must contain:

- Full legal 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 option ("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;
- 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 general meeting of shareholders held in presentia** is contained in **Appendix 13** to these Regulations.

The recommended **form of the Minutes 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 29.06.2011 (Minutes No 29) 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 of the body or 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 head 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: [form].

Postal address to which a resolution to convoke an extraordinary general meeting of shareholders or a refusal to convoke the meeting should be sent: [address].

[date]

_____ _____ _____
Position **signature** **Initials, surname**

*To be indicated only by the shareholders of the Company
†To be indicated by the bodies of the Company and shareholders – legal entities

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

_____

Pursuant to Article 53 of the Federal Law "On Joint Stock Companies", I (we) request to put the following items 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.

[date]

Signatures:

№	Name of the shareholder who (which) put the item (items) on the agenda of the general meeting of shareholders	Shares belonging to the shareholder		Signature of the shareholder (authorized representative)	Position (for shareholders – legal entities)	Printed name
		Category (type)	Number of shares			
1.						
2.						
	Total number of voting shares held by the shareholders who (which) made proposals with regard to items of the agenda of the general meeting of shareholders					

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

_____

Pursuant to Article 53 of the Federal Law "On Joint Stock Companies", I (we) nominate the following candidates to [name of the 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	
Positions in management bodies of other legal entities for the last five years	Name of company	
	Post held	
	Period	
List of legal entities in which the candidate is a participant, indicating the number of shares/stakes in the charter (share) capital of these legal entities belonging to the candidate	Name of company	
	Sharein the charter (share) capital	
List of personsin relation to which the candidate is an affiliate, indicating grounds for affiliation	Nameof the person	
	Grounds for affiliation	
Information on prior convictions		
Information on administrative penalties in the form of disqualification imposed on the candidate nominated to the bodies of the Company		

Note: This information must be provided for each candidate

[date]

Signatures:

No	Name of the shareholder who (which) made a proposal to nominate a candidate (candidates) to the bodies of the Company	Shares belonging to the shareholder		Signature of the shareholder (authorized representative)	Position (for shareholders – legal entities)	Printed name
		Category (type)	Number of shares			
1						
2						
	Total number of voting shares held by the shareholders who (which) made a proposal to nominate a candidate (candidates) to the bodies of the Company					

I, [name of the candidate], hereby confirm that I give my consent to be appointed to [name of the body of the Company] of the Company.

[signature] Initials, surname of the candidate

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

_____

Pursuant to Article 53 of the Federal Law "On Joint Stock Companies", I (we) nominate the following candidates as an auditor of the Company:

- Full legal name;
- Location and contact telephone numbers;
- Name of a self-regulating auditor organisation, in which the audit is a member; number in the register of auditors and auditing firms.

Name of candidate	
Location and contact telephone numbers	
Name of a self-regulating auditor organisation, in which the audit is a member; number in the register of auditors and auditing firms	

[date]

Signatures:

No	Name of the shareholder who (which) made a proposal to nominate a candidate as an auditor of the Company	Shares belonging to the shareholder		Signature of the shareholder (authorized representative)	Position (for shareholders – legal entities)	Printed name
		Category (type)	Number of shares			
1						
2						
	Total number of voting shares held by the shareholders who (which) made a proposal to nominate a candidate as an auditor of the Company					

To the Chief Executive Officer of OJSC "Uralkali"

_____

REQUEST
To issue an extract from the list of persons who are entitled to participate in the general meeting of shareholders

[Name of the shareholder], (passport (Mom № 33 dated 07.06.2012), registered place of residence (Mom № 33 dated 07.06.2012) (for legal entities: certificate of state registration (Mom № 33 dated 07.06.2012), location (Mom № 33 dated 07.06.2012))) in the person of (Mom № 33 dated 07.06.2012), acting on the basis of (Mom № 33 dated 07.06.2012), hereby requests to issue an extract from the list of persons who have the right to participate in the general meeting of shareholders, with regard to [name].

Please forward the extract to the following address (Mom № 33 dated 07.06.2012) or deliver it to me in person.

[date]

[signature] Initials, surname

To the Chief Executive Officer of OJSC "Uralkali"

_____

REQUEST
To provide the list of persons who are entitled to participate in the general meeting of shareholders for information purposes

[Name of the shareholder], (passport (Mom № 33 dated 07.06.2012), registered place of residence (Mom № 33 dated 07.06.2012) (for legal entities: certificate of state registration (Mom № 33 dated 07.06.2012), location (Mom № 33 dated 07.06.2012))) in the person of (Mom № 33 dated 07.06.2012), acting on the basis of (Mom № 33 dated 07.06.2012), hereby requests to provide the list of persons who have the right to participate in the general meeting of shareholders for information purposes.

[date]

[signature] Initials, surname

Open Joint Stock Company "Uralkali"
(full legal name of the company)
63 Pyatiletki St., Berezniki 618426, Perm region, Russian Federation
(location of the company)

NOTIFICATION
Of convocation of the annual (extraordinary) general meeting of shareholders of the Open Joint Stock Company "Uralkali"

Dear Shareholder,

The Board of Directors of the Open Joint Stock Company "Uralkali" has resolved to convoke an annual (extraordinary) general meeting of shareholders in the form of a meeting (joint presence of shareholders to discuss items of the agenda and pass resolutions on items put to vote) (absentee voting) on [date].

The date of preparation of the list of persons who are entitled to participate in the annual (extraordinary) general meeting of shareholders is [date].

Agenda of the meeting:

1. _____.
2. _____.

The annual general meeting of shareholders commences at [time] local time.
Venue of the meeting: [address].
Registration of participants of the general meeting of shareholders will be held at the venue of the meeting starting from [time], [date].
Postal address (addresses) for mailing completed voting ballots may (should) be sent: [address]. Deadline for the receipt of voting ballots on the items of the agenda of the annual general meeting of shareholders: [date].

Please also be informed that:
A. To take part in the meeting, a natural person entitled to participate in the general meeting of shareholders must carry a national passport; representatives of legal persons entitled to participate in the general meeting of shareholders and acting without a power of attorney in line with applicable laws must carry an extract from the minutes (resolution) on their election (appointment) to office, duly certified copies of constitutive documents; passport; representatives of legal persons entitled to participate in the general meeting of shareholders and acting under a power of attorney must carry legitimate documents (or notarized copies thereof) confirming their authority and a national passport.

B.Voting ballots signed by legal successors or representatives of representatives of persons entitled to participate in the general meeting of shareholders and acting under a power of attorney must be accompanied by legitimate documents (or notarized copies thereof) confirming the authority of such persons.

C.Persons entitled to participate in the general meeting of shareholders of OJSC "Uralkali" may familiarize themselves with the materials to be distributed to shareholders in preparation to the general meeting of shareholders starting from [date] (business days only, from [time] to [time]) at [address], by telephone ([telephone numbers]), or on the Company's corporate web site.

Voting ballots forwarded to a person entitled to participate in the general meeting of shareholders of OJSC "Uralkali" by registered mail or delivered in person against signature, are accompanied by an voting instruction for the general meeting of shareholders of OJSC "Uralkali".

Board of Directors
OJSC "Uralkali"

PROCEDURE
Of the annual (extraordinary) general meeting of shareholders of OJSC "Uralkali"

Date and commencement of the meeting: [date], [time].
Venue of the meeting: [address].

1. Consideration of Item 1 of the agenda.
Time allocated for the presentation, questions and answers: (Mom № 33 dated 07.06.2012) minutes.

2. Voting on Item 1 of the agenda.
Time allocated for voting and vote counting: (Mom № 33 dated 07.06.2012) minutes.

3. Announcement of voting results on Item 1 of the agenda.
Time allocated for the announcement: (Mom № 33 dated 07.06.2012) minutes.

4. Consideration of Item 2 of the agenda.
Time allocated for the presentation, questions and answers: (Mom № 33 dated 07.06.2012) minutes.

5. Voting on Item 2 of the agenda.
Time allocated for voting and vote counting: (Mom № 33 dated 07.06.2012) minutes.

_. Break for preliminary vote counting:
Time allocated for the break: (Mom № 33 dated 07.06.2012) minutes.

_. Announcement of voting results on Items (Mom № 33 dated 07.06.2012) to (Mom № 33 dated 07.06.2012) of the agenda.
Time allocated for the announcement: (Mom № 33 dated 07.06.2012) minutes.

Total duration of the meeting: (Mom № 33 dated 07.06.2012).

INSTRUCTIONS
On voting at the general meeting of shareholders of OJSC "Uralkali"

Voting at the general meeting of shareholders follows the "one voting share – one vote" principle, with the exception of cumulative voting for the election of 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.

Voting ballots are used for voting.

Voting ballots must be clearly filled out using ballpoint or ink pens.

Voting is made by crossing out unwanted voting options so that the selected voting option is left uncrossed.

In cumulative voting, each voting share of the Company has 9 votes (in accordance with the number of members of the Board of Directors), and a person entitled to participate in the general meeting of shareholders will have the right to give all the votes held by this person to one candidate or distribute the votes amongst several candidates when voting "for".

A voter may choose only one voting option, unless otherwise instructed by persons who acquired shares after the date of the list of persons entitled to participate in the general meeting of shareholders, or unless otherwise instructed by owners of depository securities.

If more than one voting option is left uncrossed in voting ballot, then the number of votes allocated for each voting option must be indicated in corresponding text boxes and a mark must be made stating that voting was made as per instructions of persons who acquired shares after the date of the list of persons entitled to participate in the general meeting of shareholders and/or as per instructions of owners of depository securities. The mark must be made in the box "Place for voter's mark".

A person voting under a power of attorney issued in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders must specify the number of votes allocated to the selected voting option in the corresponding text box across the selected voting option box and make a mark stating the voting was made under a power of attorney issued in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders. The mark must be made in the box "Place for voter's mark".

If not all shares were transferred after the date of the list of persons entitled to participate in the general meeting of shareholders, a voter must specify the number of votes allocated to the selected voting option in the corresponding text box across the selected voting option box and make a mark stating that a part of shares was transferred after the date of the list of persons entitled to participate in the general meeting of shareholders. The mark must be made in the box "Place for voter's mark".

If, in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders, instructions were received from the person who acquired such shares, which match the selected voting option, then such votes will be summed up.

A completed voting ballot must be signed by a shareholder (a shareholder's representative / successor). A ballot will be deemed invalid without a signature of a shareholder (a shareholder's representative / successor). Should a ballot be signed by a shareholder's representative / successor, a legitimate document confirming the authority of such person (a notarised copy of such document) must accompany the ballot (ballots). When filling out voting ballots:

1. A shareholder – natural person must indicate his/her surname and initials. A shareholder – legal person must indicate its full name, and position, surname and initials of a person who signed the voting ballot provided the ballot is signed by a senior official of the legal person.
2. A shareholder's representative / successor must indicate his/her surname and initials (full legal name if the shareholder's representative / successor is a legal person), as well as details of a legitimate document confirming the authority of such person (if a power of attorney is used, the number, date of issue and full information about the grantor must be indicated).

Completed voting ballots should be forwarded to: [address].
Deadline for the receipt of voting ballots: [date].

Votes on items specified in the voting ballots will not be counted as provided for by applicable laws of the Russian Federation, and in the following circumstances:

- The ballot is not in compliance with the form approved by the Board of Directors of the Company;
- The ballot is not signed and hence does not allow for the person (shareholder or a shareholder's representative / successor) who (which) voted with this ballot to be identified;
- A ballot signed by a shareholder's representative / successor is not accompanied by a legitimate document confirming the authority of such person (a notarised copy of such document).

Open Joint Stock Company "Uralkali"
(full legal name of the company)
63 Pyatiletki St., Berezniki 618426, Perm region, Russian Federation
(location of the company)

VOTING BALLOT No ___
FOR VOTING AT THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS

Form of the general meeting of shareholders: meeting (absentee voting)
Date and commencement of the meeting: [date], [time].
Venue of the meeting: [address].
Completed voting ballots should be forwarded to: [address].
Deadline for the receipt of voting ballots: [date].

Shareholder [name]

Client account (Mom № 33 dated 07.06.2012) Number of votes (Mom № 33 dated 07.06.2012)

Please read carefully the instruction on voting at the general meeting of shareholders of OJSC "Uralkali" prior to voting.

PLEASE SELECT YOUR VOTING OPTION BY CROSSING THE UNWANTED VOTING OPTIONS.

Item No (Mom № 33 dated 07.06.2012) of the agenda.

Wording of the resolution:

Voting options	FOR	AGAINST	ABSTAINED
Number of votes allocated to each voting option *			

The voting ballot must be signed by a shareholder or a shareholder's representative / successor. Otherwise, the ballot will be deemed invalid!

Signatureofa shareholder (shareholder's representative / successor)

Details of a legitimate document confirming the authority: (Mom № 33 dated 07.06.2012)

IMPORTANT**:**
A voter may choose only one voting option, unless otherwise instructed by persons who acquired shares after the date of the list of persons entitled to participate in the general meeting of shareholders, or unless otherwise instructed by owners of depository securities.

*** For voting as per with instructions of persons who acquired shares after the date of the list of persons entitled to participate in the general meeting of shareholders and/or as per with instructions of owners of depository securities:**

If more than one voting option is left uncrossed in voting ballot, then the number of votes allocated for each voting option must be indicated in corresponding text boxes and a mark must be made stating that voting was made as per instructions of persons who acquired shares after the date of the list of persons entitled to participate in the general meeting of shareholders and/or as per instructions of owners of depository securities. The mark must be made in the box "Place for voter's mark".

A person voting under a power of attorney issued in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders must specify the number of votes allocated to the selected voting option in the corresponding text box across the selected voting option box and make a mark stating the voting was made under a power of attorney issued in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders. The mark must be made in the box "Place for voter's mark".

If not all shares were transferred after the date of the list of persons entitled to participate in the general meeting of shareholders, a voter must specify the number of votes allocated to the selected voting option in the corresponding text box across the selected voting option box and make a mark stating that a part of shares was transferred after the date of the list of persons entitled to participate in the general meeting of shareholders. The mark must be made in the box "Place for voter's mark".

If, in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders, instructions were received from the person who acquired such shares, which match the selected voting option, then such votes will be summed up.

Place for voter's mark:
Voting is made as per instructions of persons who acquired shares after the date of the list of persons entitled to participate in the general meeting of shareholders
Voting is made under a power of attorney issued in relation to the shares transferred after the date of the list of persons entitled to participate in the general meeting of shareholders
A part of shares was transferred after the date of the list of persons entitled to participate in the general meeting of shareholders
Voting is made as per instructions of owners of depository securities.

A shareholder – natural person must indicate his/her surname and initials. A shareholder – legal person must indicate its full name, and position, surname and initials of a person who signed the voting ballot provided the ballot is signed by a senior official of the legal person.

A shareholder's representative / successor must indicate his/her surname and initials (full legal name if the shareholder's representative / successor is a legal person), as well as details of a legitimate document confirming the authority of such person (if a power of attorney is used, the number, date of issue and full information about the grantor must be indicated).

Should a ballot be signed by a shareholder's representative / successor, a legitimate document confirming the authority of such person (a notarised copy of such document) must accompany the ballot (ballots).

POLL DEED
ON THE RESULTS OF VOTING AT THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS

Full legal name of the company: Open Joint Stock Company "Uralkali".
Location of the company: 63 Pyatiletki St., Berezniki 618426, Perm region, Russian Federation.
Type of the general meeting: annual or extraordinary.
Form of the general meeting: meeting (joint presence of shareholders to discuss items of the agenda and pass resolutions on items put to vote).
Date of the general meeting: [date].
Venue of the general meeting held in the form of a meeting: [address].
Postal address to which completed voting ballots were sent: [address].
Commencement of the general meeting: [time].
Conclusion of the general meeting: [time].
Commencement of registration of persons entitled to participate in the general meeting held in the form of a meeting: [time].
Conclusion of registration of persons entitled to participate in the general meeting held in the form of a meeting: [time].
Commencement of vote counting on Item 1 of the agenda: [time].
Conclusion of vote counting on Items [item numbers] of the agenda: [time].
The list of persons entitled to participate in the general meeting of shareholders was developed on the basis of the share register of the Company as of [date].

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

Voting shares of the Company counted in the forum

Category (type) of outstanding shares of the Company	Number of outstanding shares of the Company	Number of shares of the Company held by the Company as of the date of the preparation of the list of persons entitled to participate in the general meeting of shareholders	Number of voting shares of the Company counted in the forum
Ordinary shares			

Registered participants of the general meeting of shareholders and the number of the voting shares of the Company held by them

Number of registered participants of the general meeting of shareholders	Number of the voting shares of the Company held by registered participants of the general meeting of shareholders

1.

Agenda item	Wording of the resolution on the item put to the vote
1.	

Number of votes held by participants of the general meeting of shareholders

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting	**Number of votes held by the persons who voted on this item**	
Number of votes	**Number of votes**	**Percentage of the number of votes held by the persons included in the list of persons entitled to participate in the general meeting**

The quorum required to pass resolutions on this item is [present / not present].

Number of votes held by the persons who voted on this item

Total numberofvotesheldbythepersonswho participated in voting		Including					
		Voting ballots recognized to be invalid for voting on the item put to the vote				Voting ballots recognized to be invalid for voting on the item put to the vote*	
Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots

* The causes of why not all voting shares held by participants of the general meeting of shareholders were counted: [specify].

Results of voting on the item put to vote

Numberofvotes for each option					
"For"		"Against"		"Abstained"	
Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders

The results of the voting have been announced to the shareholders during the meeting.
Conclusion of the general meeting held in the form of a meeting: [time].
This poll deed was made in two counterparts.
The date of the poll deed issued by the tabulation commission: [date].
The person acting for the tabulation commission: [name].
Persons authorized by the registrar: [names].
Location: [address].

No.	Name of a tabulation commission member	Signature
1.		
2.		

POLL DEED
ON THE RESULTS OF VOTING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Full legal name of the company: Open Joint Stock Company "Uralkali".
Location of the company: 63 Pyatiletki St., Berezniki 618426, Perm region, Russian Federation.
Type of the general meeting: extraordinary.
Form of the general meeting: absentee voting (by polling).
Date of the general meeting: [date].
Deadline for the receipt of voting ballots: [date]
Postal address to which completed voting ballots were sent: [address].
The list of persons entitled to participate in the general meeting of shareholders was developed on the basis of the share register of the Company as of [date].

Agenda of the general meeting:
3. _____.
4. _____.

Voting shares of the Company counted in the forum

Category (type) of outstanding shares of the Company	Number of outstanding shares of the Company	Number of shares of the Company held by the Company as of the date of the preparation of the list of persons entitled to participate in the general meeting of shareholders	Number of voting shares of the Company counted in the forum
Ordinary shares			

Registered participants of the general meeting of shareholders and the number of the voting shares of the Company held by them

Number of registered participants of the general meeting of shareholders	Number of the voting shares of the Company held by registered participants of the general meeting of shareholders

2.

Agenda item	Wording of the resolution on the item put to the vote
1.	

Number of votes held by participants of the general meeting of shareholders

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting	Number of votes held by the persons who voted on this item	
Number of votes	Number of votes	Percentage of the number of votes held by the persons included in the list of persons entitled to participate in the general meeting

The quorum required to pass resolutions on this item is [present / not present].

Number of votes held by the persons who voted on this item

Total numberofvotesheldbythepersonswho participated in voting		Including					
		Voting ballots recognized to be invalid for voting on the item put to the vote				Voting ballots recognized to be invalid for voting on the item put to the vote	
Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots

Results of voting on the item put to vote

Numberofvotes for each option					
"For"		"Against"		"Abstained"	
Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders

This poll deed was made in two counterparts.
The date of the poll deed: [date].
The person acting for the tabulation commission: [name].
Persons authorized by the registrar: [names].
Location: [address].

No.	Name of a tabulation commission member	Signature
1.		
2.		

MINUTES No___
OF THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS

Full legal name of the company: Open Joint Stock Company "Uralkali".
Location of the company: 63 Pyatiletki St., Berezniki 618426, Perm region, Russian Federation.
Type of the general meeting: annual or extraordinary.
Initiator of the general meeting (only for extraordinary general meeting): [name]
Form of the general meeting: meeting (joint presence of shareholders to discuss items of the agenda and pass resolutions on items put to vote).
Date of the general meeting: [date].
Venue of the general meeting held in the form of a meeting: [address].
Commencement of the general meeting: [time].
Conclusion of the general meeting: [time].
Commencement of registration of persons entitled to participate in the general meeting held in the form of a meeting: [time].
Conclusion of registration of persons entitled to participate in the general meeting held in the form of a meeting: [time].
Commencement of vote counting on Item 1 of the agenda: [time].
Conclusion of vote counting on Items [item numbers] of the agenda: [time].
Postal address to which completed voting ballots were sent: [address].
Chairperson of the general meeting: [name].
Secretary of the general meeting: [name].

The list of persons entitled to participate in the general meeting of shareholders was developed on the basis of the share register of the Company as of [date].

Agenda of the general meeting:

1. _____.
2. _____.

Voting shares of the Company counted in the forum

Category (type) of outstanding shares of the Company	Number of outstanding shares of the Company	Number of shares of the Company held by the Company as of the date of the preparation of the list of persons entitled to participate in the general meeting of shareholders	Number of voting shares of the Company counted in the forum
Ordinary shares			

Registered participants of the general meeting of shareholders and the number of the voting shares of the Company held by them

Number of registered participants of the general meeting of shareholders	Number of the voting shares of the Company held by registered participants of the general meeting of shareholders

Summary of presentations.

Item 1 of the agenda:
Speaker: [name]

Agenda item	Wording of the resolution on the item put to the vote
1.	

Number of votes held by participants of the general meeting of shareholders

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting	**Number of votes held by the persons who voted on this item**	
Number of votes	**Number of votes**	**Percentage of the number of votes held by the persons included in the list of persons entitled to participate in the general meeting**

The quorum required to pass resolutions on this item is [present / not present].

Number of votes held by the persons who voted on this item

Total numberofvotesheldbythepersonswho participated in voting		Including					
		Voting ballots recognized to be invalid for voting on the item put to the vote				Voting ballots recognized to be invalid for voting on the item put to the vote*	
Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots

* The causes of why not all voting shares held by participants of the general meeting of shareholders were counted: [specify].

Results of voting on the item put to vote

Numberofvotes for each option					
"For"		"Against"		"Abstained"	
Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders

The resolution was passed.

Wording of the adopted resolution on the item put to vote:

All ballots were sealed and transferred to the archive of the Company.

These minutes were made in two counterparts.

Date of the minutesof the general meeting: [date]

Chairperson of the general meeting: [signature, initials and surname]

Secretary of the general meeting: [signature, initials and surname]

MINUTES No___
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Full legal name of the company: Open Joint Stock Company "Uralkali".
Location of the company: 63 Pyatiletki St., Berezniki 618426, Perm region, Russian Federation.
Type of the general meeting: extraordinary.
Initiator of the general meeting (only for extraordinary general meeting): [name]
Form of the general meeting:absentee voting.
Date of the general meeting: [date].
Deadline for the receipt of voting ballots: [name].
Postal address to which completed voting ballots were sent: [address].
Chairperson of the general meeting: [name].
Secretary of the general meeting: [name].

The list of persons entitled to participate in the general meeting of shareholders was developed on the basis of the share register of the Company as of [date].

Agenda of the general meeting:

1. _____.
2. _____.

Voting shares of the Company counted in the forum

Category (type) of outstanding shares of the Company	Number of outstanding shares of the Company	Number of shares of the Company held by the Company as of the date of the preparation of the list of persons entitled to participate in the general meeting of shareholders	Number of voting shares of the Company counted in the forum
Ordinary shares			

Registered participants of the general meeting of shareholders and the number of the voting shares of the Company held by them

Number of registered participants of the general meeting of shareholders	Number of the voting shares of the Company held by registered participants of the general meeting of shareholders

Agenda item	Wording of the resolution on the item put to the vote
1.	

Number of votes held by participants of the general meeting of shareholders

Number of votes held by the persons included in the list of persons entitled to participate in the general meeting	Number of votes held by the persons who voted on this item

Number of votes	Number of votes	Percentage of the number of votes held by the persons included in the list of persons entitled to participate in the general meeting

The quorum required to pass resolutions on this item is [present / not present].

Number of votes held by the persons who voted on this item

Total numberofvotesheldbythepersonswho participated in voting		Including					
		Voting ballots recognized to be invalid for voting on the item put to the vote				Voting ballots recognized to be invalid for voting on the item put to the vote*	
Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots	Number	Number of votes represented by these ballots

* The causes of why not all voting shares held by participants of the general meeting of shareholders were counted: [specify].

Results of voting on the item put to vote

Numberofvotes for each option					
"For"		"Against"		"Abstained"	
Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders	Number of votes	Percentage of the total number of the voting shares held by participants of the general meeting of shareholders

The resolution was passed.

Wording of the adopted resolution on the item put to vote:

All ballots were sealed and transferred to the archive of the Company.

These minutes were made in two counterparts.

Date of the minutes of the general meeting: [date]

Chairperson of the general meeting: [signature, initials and surname]

Secretary of the general meeting: [signature, initials and surname]