APPROVED
By the General Meeting of Shareholders of OJSC Uralkali
MOM No 27 dated June 18, 2010

REGULATIONS
ON THE GENERAL MEETING OF SHAREHOLDERS OF OPEN JOINT STOCK COMPANY URALKALI

(new version)

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These Regulations (hereinafter referred to as the Regulations) on the General Meeting of

Shareholders of Open Joint Stock Company Uralkali (hereinafter referred to as the Company) establish the order of preparation for and holding of sessions of the General Meeting of Shareholders, according to the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other legal acts of the Russian Federation and the Charter of the Company.

1. GENERAL PROVISIONS

1.1. The General Meeting of Shareholders is the supreme governance body of the Company.

1.2. Sessions of the General Meeting of Shareholders may be annual or extraordinary.

1.3. The Company shall hold the annual General Meeting of Shareholders every year.

The annual General Meeting of Shareholders shall be held not earlier than two months after and not later than six months after the respective fiscal year completion.

Sessions of the General Meeting of Shareholders held besides the annual General Meeting of Shareholders are extraordinary General Meetings of Shareholders.

1.4. The competence of the General Meeting of Shareholders is determined in the Federal Law «On Joint Stock Companies» and the Charter of the Company.

1.5. Resolutions of the General Meeting of Shareholders may be adopted (the below options are forms of holding of the General Meeting of Shareholders):

- at a meeting (by joint attendance of shareholders discussing questions of the agenda and adopting resolutions on questions put to voting);
- by absent voting (without joint attendance of shareholders).

2. RIGHT OF CONVOCATION OF THE GENERAL MEETING OF SHAREHOLDERS

2.1. Sessions of the annual General Meeting of Shareholders shall be convened by the Board of Directors of the Company.

2.2. Extraordinary General Meetings of Shareholders shall be held at a decision of the Board of Directors of the Company on its own initiative, or if requested by the Auditing Commission of the Company, the Auditor of the Company or shareholders (a shareholder) holding at least 10 percent of voting shares of the Company on the date of such request.

Extraordinary General Meetings of Shareholders requested to be called by the above persons shall be convened by the Board of Directors.

The time limits of convocation of extraordinary General Meetings of Shareholders or the time limits of adoption of a decision of rejection to hold the same and the time limits of processing of requests of extraordinary General Meetings of Shareholders convocation are fixed by the Federal Law «On Joint Stock Companies».

The Board of Directors shall be entitled to view proposals and appeals of other persons and bodies (state authorities or shareholders holding the number of voting shares of the Company being less than that determined in the law etc.) of convocation of extraordinary General Meetings of Shareholders. According to results of processing of such proposals and appeals, the Board of Directors shall be entitled to convene extraordinary General Meetings of Shareholders, on its own initiative.

2.3. Resolutions of rejection of convocation of extraordinary General Meetings of Shareholders may be adopted only on the grounds of the Federal Law «On Joint Stock Companies».

Contents and Form of a Request of Convocation of an Extraordinary General Meeting of Shareholders

2.4. Requests of convocation of extraordinary General Meetings of Shareholders shall correspond to provisions of the Federal Law «On Joint Stock Companies».

2.5. Requests of convocation of extraordinary General Meetings of Shareholders shall be submitted in writing.

A request of convocation of an extraordinary General Meeting of Shareholders shall be signed, respective to the body (person) requesting such convocation, by the Chairman of the Auditing Commission of the Company, an authorized representative of the Auditor of the Company, shareholders (a shareholder) requesting the same or representatives of shareholders. Powers of representatives shall be confirmed and legalized according to effective laws of the Russian Federation and Subparagraph 11.10 hereof.

2.6. A request of convocation of an extraordinary General Meeting of Shareholders shall contain questions to be inserted to the agenda of such meeting and may contain wordings of resolutions on such questions and proposals on the proceedings of such General Meeting of Shareholders.

A request of convocation of an extraordinary General Meeting of Shareholders shall specify names

(corporate names) of shareholders (a shareholder) or a body of the Company requesting the meeting convocation. Such shareholders (shareholder) shall also specify the number and category (type) of shares belonging to them.

The recommended **Form of a Request of Convocation of an Extraordinary General Meeting of Shareholders** is attached hereto as **Supplement N 1**.

2.7. Time limits of processing of requests of convocation of extraordinary General Meetings of Shareholders and the time limits of directing of decisions adopted by the Board of Directors according to results of requests processing are fixed by the Federal Law «On Joint Stock Companies».

2.8. The Board of Directors shall not be entitled to alter wordings of questions of the agenda and wordings of resolutions on such questions nor it may alter the proceedings of an extraordinary General Meeting of Shareholders proposed.

2.9. The Board of Directors of the Company shall be entitled to include, on its own initiative, additional wordings of resolutions on questions proposed to be inserted to agendas of General Meetings of Shareholders.

3. QUESTIONS PROPOSED TO BE INCLUDED TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

3.1. Shareholders (a shareholder) holding in aggregate at least 2 percent of voting shares of the Company shall be entitled to propose questions to be included to the agenda of the annual General Meeting of Shareholders of the Company.

3.2. If the same question is contained in proposals of several shareholders, no summation of the number of voting shares belonging to the shareholders having signed different proposals of the same question to be included to the agenda of the annual General Meeting of Shareholders shall be made.

3.3. Proposals of inclusion of questions to the agenda of the annual General Meeting of Shareholders and those of candidates for bodies of the Company shall be submitted to the Company not later than 30 days upon the respective fiscal year expiry.

3.4. Proposals of inclusion of questions to the agenda of the annual General Meeting of Shareholders shall be made in writing.

3.5. Proposals of inclusion of questions to the agenda of the annual General Meeting of Shareholders shall contain wording of each proposed question and may contain wording of a resolution on each proposed question.

Proposals of inclusion of questions to the agenda of the annual General Meeting of Shareholders shall be signed by the shareholders (the shareholder) having proposed such inclusion or representatives of the shareholders. Powers of representatives shall be confirmed and legalized according to effective laws of the Russian Federation and Subparagraph 11.10 hereof.

The recommended **Form of a Proposal of Questions to be Included to the Agenda of the Annual General Meeting of Shareholders** is attached hereto as **Supplement 2**.

3.6. The Board of Directors shall not be entitled to alter any wordings of questions proposed by shareholders to be included to the agenda of the annual General Meeting of Shareholders and wordings of resolutions on such questions if such wordings are contained in a proposal of questions to be included to the agenda of the annual General Meeting of Shareholders.

The Board of Directors of the Company shall be entitled to include, on its own initiative, supplementary wordings of resolutions on questions proposed by shareholders to be included to the agenda of the annual General Meeting of Shareholders.

3.7. The time limits of processing of proposals of questions to be inserted to the agenda of the annual General Meeting of Shareholders and the time limits of directing of resolutions adopted by the Board of Directors on proposals processing results are fixed by the Federal Law «On Joint Stock Companies».

3.8. Resolutions of rejection of questions to be included to the agenda of the annual General Meeting of Shareholders may be adopted only on the grounds of the Federal Law «On Joint Stock Companies».

3.9. Besides questions proposed by shareholders to be included to the agenda of the annual General Meeting of Shareholders, and in case of non-submission of such proposals, the Board of Directors shall be entitled, in the course of preparation for the annual General Meeting of Shareholders, to include, at its discretion, questions to the agenda of the General Meeting of Shareholders.

4. CANDIDATES PROPOSED FOR BODIES OF THE COMPANY TO BE ELECTED AT THE GENERAL MEETING OF SHAREHOLDERS

4.1. Shareholders (a shareholder) holding in aggregate at least 2 percent of voting shares of the

Company shall be entitled to propose candidates for bodies of the Company.

4.2. Proposals of candidates for bodies of the Company shall be submitted to the Company not later than 30 days upon the respective fiscal year expiry.

In case of an extraordinary General Meeting of Shareholders, which agenda contains the question of election of members of the Board of Directors of the Company, proposals of candidates for bodies of the Company shall be submitted to the Company not less than 30 days prior to the date of such extraordinary General Meeting of Shareholders.

4.3. Proposals of candidates shall be made in writing.

Proposals of candidates for bodies of the Company shall contain names (corporate names) of shareholders (a shareholder) proposing the same and information of the number and category (type) of shares belonging to them. Proposals shall be signed by the shareholders (the shareholder) having proposed such or representatives of the shareholders. Powers of representatives shall be confirmed and legalized according to effective laws of the Russian Federation and Subparagraph 11.10 hereof.

4.4. The number of candidates in one proposal of candidates for bodies of the Company may not exceed the number of members of the respective body designated in the Charter.

4.5. A proposal of candidates to be elected at the General Meeting of Shareholders to the Board of Directors and the Auditing Commission of the Company shall contain the name of the body to which the candidate is proposed to be elected and per each candidate:

- his/her full name;
- his/her date of birth;
- details of the identity document (series and (or) number of the document, date and place of its issue, issuing authority);
- information his/her education including retraining (the name of the education institution, graduation date and qualification);
- his/her workplaces and positions for the last five years;
- his/her positions in management authorities of other companies for the last five years;
- the list of companies, of which the candidate is a shareholder with the specification of the number of shares and holdings belonging to him/her in the authorized (joint) capital of such companies;
- the list of persons, to which the candidate is an affiliated person with the specification of the degree of such affiliation;
- a written consent of the candidate to be elected to the respective body of the Company;
- criminal records;
- if a managerial responsibility by way of disqualification has been applied to such candidate proposed for bodies of the Company;

The above information shall be provided on the date of the request.

The recommended **Form of a Proposal of a Candidate for Bodies of the Company Formed by the General Meeting of Shareholders** is attached hereto as **Supplement N 3**.

4.6. If a candidate is named more than once in one or several proposals of candidates for the same body of the Company, he/she shall be deemed proposed for one post in such body and be included to candidates voting list for such body only once.

4.7. The time limits of processing of proposals of candidates for bodies of the Company and the time limits of directing of resolutions adopted by the Board of Directors as to proposals processing results are fixed by the Federal Law «On Joint Stock Companies».

4.8. Resolutions of rejection of inclusion of candidates to voting list of candidates for bodies of the Company may be adopted only on the grounds of the Federal Law «On Joint Stock Companies».

4.9. In case of unavailability or insufficient number of candidates proposed by shareholders to constitute the respective body, the Board of Directors of the Company shall be entitled, in the course of preparation for the General Meeting of Shareholders, to include candidates to the candidate list at its discretion.

4.10. A person included to a voting list of candidates to be elected to bodies of the Company shall be entitled, in any time prior to the respective meeting of the Board of Directors where the form and text of voting papers for election of the respective body of the Company are to be approved, to withdraw his/her candidature by sending to the Board of Directors of the Company a written notification of his/her candidature withdrawal. In such case, his/her candidature shall not be included to voting papers for election of the respective body of the Company.

4.11. If a candidate proposed to be elected to bodies of the Company withdraws his/her candidature by sending to the Board of Directors of the Company a written notification of his/her candidature withdrawal after the approval of the form and text of voting papers for election of the respective body of the Company, all votes cast for such candidate at the General Meeting of Shareholders shall be

discounted when summing the voting results.

5. CANDIDATES PROPOSED FOR AUDITORS OF THE COMPANY TO BE ELECTED AT THE GENERAL MEETING OF SHAREHOLDERS

5.1. Shareholders (a shareholder) holding in aggregate at least 2 percent of voting shares of the Company shall be entitled to propose candidates for auditors of the Company.

5.2. Proposals of candidates for auditors of the Company shall be submitted to the Company not later than 30 days upon the respective fiscal year expiry.

5.3. Proposals of candidates for auditors of the Company shall be made in writing. Proposals of candidates for auditors of the Company shall contain the names (corporate names) of shareholders (a shareholder) making such proposals and information of the number and category (type) of shares belonging to them. Proposals shall be signed by the shareholders (shareholder) having proposed such or representatives of the shareholders. Powers of representatives shall be confirmed and legalized according to effective laws of the Russian Federation and Subparagraph 11.10 hereof.

5.4. One proposal of a candidate for auditors of the Company may not refer to more than one candidate.

5.5. A proposal of candidates for auditors of the Company to be approved at the General Meeting of Shareholders shall contain per each candidate:

- its full corporate name;
- its location and contact information;
- the number, date of issue, issuing authority and expiry of its license.

The recommended **Form of a Proposal of a Candidate for Auditors of the Company** is attached hereto as **Supplement N 4**.

5.6. If a candidate is named more than once in one or several proposals of candidates for auditors of the Company, it shall be included to the voting candidates list only once.

5.7. The time limits of processing of proposals of candidates for auditors of the Company and time limits of directing of resolutions adopted by the Board of Directors on proposals processing results are fixed by the Federal Law «On Joint Stock Companies».

5.8. Resolutions on rejection of inclusion of candidates to voting lists of candidates for auditors of the Company may be adopted only on the grounds of the Federal Law «On Joint Stock Companies» concerning inclusion of proposals to the agenda of the General Meeting of Shareholders.

5.9. In case of unavailability of candidates proposed by shareholders for auditors of the Company, the Board of Directors of the Company shall be entitled, in the course of preparation for the General Meeting of Shareholders, to include candidates to the candidates list at its discretion.

6. INCLUSION OF QUESTIONS TO THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS AND PROPOSAL OF CANDIDATES FOR BODIES AND AUDITORS OF THE COMPANY ON THE INITIATIVE OF THE BOARD OF DIRECTORS

6.1. Apart from the questions proposed by shareholders to be included to the agenda of the General Meeting of Shareholders and in case of unavailability of such proposals or unavailability or insufficient number of candidates proposed by shareholders to constitute the respective body, or unavailability of proposals of candidates for auditors of the Company, the Board of Directors of the Company shall be entitled, in the course of preparation for the General Meeting of Shareholders, at its discretion to include questions to the agenda of the General Meeting of Shareholders or include candidates to the candidates lists, not later than on the date of the meeting of the Board of Directors where the form and text of voting papers for voting on the respective question of the agenda are to be approved.

The number of candidates to constitute a body of the Company shall be deemed insufficient in the following cases:

- no proposals from shareholders on candidates for such body of the Company have been submitted to the Company within the time limits prescribed by the Charter of the Company;
- proposals from shareholders on candidates for such body of the Company have been submitted to the Company within the time limits prescribed by the Charter of the Company but the number of candidates included on the basis of such proposals to the voting list of candidates for the body of the Company is less than the number of members of such body of the Company;
- candidates included to the voting list of candidates to be elected to the body of the Company has withdrawn their candidatures having notified the Company thereof in writing prior to the date of the meeting of the Board of Directors where the form and text of voting papers to vote on the question of the agenda concerning the election of the respective body of the Company are to be approved and the number of

candidates subject to inclusion to the voting papers for the election of such body of the Company is less than the number of members of such body of the Company designated by the Charter of the Company.

6.2. After notification of shareholders of a session of the General Meeting of Shareholders in the manner prescribed by the Charter of the Company and these Regulations, the agenda of the General Meeting of Shareholders may be altered within the time limits designated by the Federal Law «On Joint Stock Companies» concerning notification of shareholders of sessions of the General Meeting of Shareholders.

6.3. Questions of election of the Board of Directors of the Company or the Auditing Commission of the Company, approval of the Auditor of the Company and questions provided for by Subparagraph 11, Paragraph 1, Article 48 of the Federal Law «On Joint Stock Companies» shall be necessarily included to the agenda of the annual General Meeting of Shareholders.

7. PROCEDURE OF EVALUATION OF VOTING SHARES OF THE COMPANY

7.1. The number of voting shares of the Company belonging to a shareholder who have signed a proposal of inclusion of questions to the agenda of a session of the General Meeting of Shareholders, a proposal of a candidate for bodies of the Company, a proposal of a candidate for auditors of the Company, a request of convocation of an extraordinary General Meeting of Shareholders or a request for the list of persons entitled to participate in the General Meeting of Shareholders required for examination purposes, and the total number of voting shares of the Company shall be evaluated on the date of the request.

If incorrect data of the number and category (type) of shares belonging to shareholders (a shareholder) who have signed a request are specified in the above documents but the Board of Directors finds out that the shareholders who have signed the request are, on the date of the request, in aggregate, holders of the number of voting shares of the Company being not less than that fixed by the Federal Law «On Joint Stock Companies», no rejection to satisfy the request (proposal) in result of such incorrect specification of the number of voting shares of the Company shall be the case.

7.2. The date of a request made shall be the date of the reception of such document by the Company's chancellery or the Secretary of the Board of Directors of the Company.

7.3. For the purpose of checking of the number of shares belonging to shareholders, persons empowered by the Company to that effect shall be entitled to obtain information from the registry of registered shareholders of the number of shares of the respective category (type) belonging to the shareholder who have signed a proposal of inclusion of questions to the agenda of a session of the General Meeting of Shareholders, proposal of a candidate for bodies of the Company, a request of convocation of an extraordinary General Meeting of Shareholders or a request for the list of persons entitled to participate in the General Meeting of Shareholders required for examination purposes.

8. PREPARATORY ARRANGEMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS. COMPOSITION OF THE LIST OF PERSONS ENTITLED TO PARTICIPATE IN THE GENERAL MEETING OF SHAREHOLDERS

8.1. When arranging a session of the General Meeting of Shareholders, the Board of Directors of the Company shall:

8.1.1.	determine:	a) the form of the General Meeting of Shareholders;
		b) the date, place and time of the General Meeting of Shareholders (unless the General Meeting of Shareholders is to be held by poll);
		c) time of the start of the registration of persons attending the General Meeting of Shareholders;
		d) date of dispatch (provision) of voting papers;
		e) postal address (postal addresses) where filled out voting papers shall be sent to;
		f) deadline date and time of filled out voting papers collection;
		g) date of composition of the list of persons entitled to participate in the General Meeting of Shareholders;
		h) agenda of the General Meeting of Shareholders;
		i) list of information (materials) to be provided to shareholders for preparation for the General Meeting of Shareholders and the order of such provision;
		j) manner of notification of shareholders of the General Meeting of Shareholders;
		k) the form and text of voting papers;

8.1.2.	approve:	a) members of the organization committee responsible for arrangement of the General Meeting of Shareholders;
		b) Chairman and Vice- Chairmen of the organizational committee responsible for arrangement of the General Meeting of Shareholders;
		c) chairperson and secretary of the General Meeting of Shareholders;
		d) speakers on questions of the agenda;
		e) presidium of the General Meeting of Shareholders;
		f) text of a notification of the General Meeting of Shareholders;
		g) regulation of voting at the General Meeting of Shareholders;
		h) annual report for subsequent approval by the annual General Meeting of Shareholders;
		i) report of the General Director to the annual General Meeting of Shareholders;
		j) information of candidates to be elected to bodies of the Company and auditors of the Company recommended to the General Meeting of Shareholders;
8.1.3.	recommend for the approval by the General Meeting of Shareholders:	a) proceedings of the General Meeting of Shareholders to be subsequently approved by the General Meeting of Shareholders;
		b) amendments to the Charter of the Company or the Charter of the Company in a new version;
		c) amendments to internal documents of the Company to be approved by the General Meeting of Shareholders or the said internal documents of the Company in new versions;
		d) distribution of the profit;
		e) the amount and procedure of dividends distribution;
		f) the Auditor of the Company;
		g) other projects of resolutions in cases provided for by the Federal Law «On Joint Stock Companies» and the Charter of the Company.

8.2. The list of persons entitled to participate in the General Meeting of Shareholders shall be composed on electronic bearer and printed, on the basis of data from the registry of registered shareholders of the Company, by the Registrar of the Company, on the date designated by the Board of Directors of the Company.

8.3. The list of persons entitled to participate in the General Meeting of Shareholders shall contain the name (corporate name) of each such person, information necessary for his/her identification, information of the number and category (type) of shares under which he/she has the voting right, the postal address in the Russian Federation where a notification of the General Meeting of Shareholders and voting papers shall be sent to.

The list of persons entitled to participate in the General Meeting of Shareholders shall be provided for examination only to persons having the necessary number of shares fixed by the Federal Law «On Joint Stock Companies», and included to such list, at their written request (or at written requests of their representatives) but not earlier than on the date of the list composition.

8.4. A request for an extract from the list of persons entitled to participation in the General Meeting of Shareholders and/or request for the list of persons entitled to participate in the General Meeting of Shareholders required for examination purposes shall be submitted in writing.

Such requests shall contain the full name (corporate name) of the shareholder or other person entered to the registry.

The recommended **Form of a Request for an Extract from the List of Persons entitled to Participate in the General Meeting of Shareholders** is attached hereto as **Supplement N 5**.

The recommended **Form of a Request for the List of Persons entitled to Participate in the General Meeting of Shareholders Required for Examination Purposes** is attached hereto as **Supplement N 6**.

A request for an extract from the list of persons entitled to participate in the General Meeting of Shareholders and/or request for the list of persons entitled to participate in the General Meeting of Shareholders required for examination purposes shall be signed by the shareholders (a shareholder) having requested such or representatives of the shareholders. Powers of representatives shall be confirmed and legalized according to effective laws of the Russian Federation and Subparagraph 11.10 hereof.

8.5. At a request of any concerned person, the Company shall, within 3 days, provide such person with an extract from the list of persons entitled to participate in the General Meeting of Shareholders containing the information of such person, or with a certificate confirming that such person is not included to the list of persons entitled to participate in the General Meeting of Shareholders.

8.6. The list of persons entitled to participate in the General Meeting of Shareholders may be altered only in case of the rehabilitation of violated rights of persons not included to the list on the date of its composition or in case of the correction of mistakes made when composing such list.

9. NOTIFICATION OF THE GENERAL MEETING OF SHAREHOLDERS

9.1. Shareholders shall be notified of sessions of the General Meeting of Shareholders in the manner and within the time limits fixed by the Federal Law «On Joint Stock Companies» and the Charter of the Company.

9.2. The following details shall be specified in a notification of the General Meeting of Shareholders:

- the full corporate name of the Company;
- the location of the Company;
- the form of the General Meeting of Shareholders;
- the date, place and time of the General Meeting of Shareholders (for the General Meeting of Shareholders held by attendance);
- the postal address (postal addresses) where filled out voting papers shall be sent to ;
- the deadline date of voting papers collection;
- the start time and end time of participants registration at the General Meeting of Shareholders in case of the General Meeting of Shareholders held by attendance;
- the date of composition of the list of persons entitled to participate in the General Meeting of Shareholders;
- the agenda of the General Meeting of Shareholders;
- the order of examination of information (materials) to be provided in the course of preparation for the General Meeting of Shareholders and address where such can be examined.

The recommended **Form of a Notification of the General Meeting of Shareholders** is attached hereto as **Supplement N 7**.

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

10.1. The list of information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders in the course of preparation for the General Meeting of Shareholders of the Company is fixed by the Federal Law «On Joint Stock Companies», acts of the Federal Commission for Security Market and resolutions of the Board of Directors.

10.2. Arranging a session of the General Meeting of Shareholders, the Board of Directors shall compose the list of information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders and the order of examination of such information (materials).

Provided that the Board of Directors may choose the following forms of examination by shareholders of the Company of information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders:

- to send the information (materials) to persons entitled to participate in the General Meeting of Shareholders by postal registered letter or deliver such information (materials) against receipt and /or
- to provide access to examination of the information (materials), before the date of the General Meeting of Shareholders, at the Company ‘s location or at other places, which addresses are to be specified in notifications of the General Meeting of Shareholders and/or
- to publish the information (materials) in the WEB-site of the Company.

10.3. The time limits of the information (materials) provision are fixed by the Federal Law «On Joint Stock Companies».

The said information (materials) shall be accessible for persons participating in the General Meeting of Shareholders during its proceeding.

10.4. At a request of a person entitled to participate in the General Meeting of Shareholders, the Company shall provide him/her, on paid basis, with copies of the said documents in the manner prescribed by the Charter of the Company.

11. METHODS OF PARTICIPATION OF SHAREHOLDERS AND THEIR REPRESENTATIVES IN THE GENERAL MEETING OF SHAREHOLDERS. PROCEDURE OF LEGALIZATION OF POWERS OF ATTORNEY

Methods of Participation of Shareholders and their Representatives in the General Meeting of Shareholders

11.1. Shareholders shall be entitled to participate in the General Meeting of Shareholders through:

- sending voting papers;
- attending the General Meeting of Shareholders and voting on questions of the agenda if it is held by attendance.

11.2. Shareholders shall realize the right to participate in the General Meeting of Shareholders either personally or by proxies.

In case of a transfer of shares after the date of composition of the list of persons entitled to participate in the General Meeting of Shareholders and prior to the date of the General Meeting of Shareholders, a person included to such list shall issue to the purchaser a power of attorney authorizing him/her to participate and vote in the meeting or participate in the meeting and vote himself/herself according to instructions of the purchaser. The above rule shall be applied also to each subsequent transfers of the shares.

11.3. Representatives of shareholders at the General Meeting of Shareholders shall act according to the powers based on provisions of the respective federal laws or acts of authorized state agencies or local governments or a written power of attorney.

11.4. A shareholder shall be entitled to issue a power of attorney either in respect to all shares belonging to him/her or any part thereof.

11.5. A shareholder shall be entitled to replace at any time his/her representative and personally realize rights attached to his/her share.

11.6. In case of a contract of trust on shares, the trustee shall participate in the General Meeting of Shareholders on the basis of the contract. A trust contract shall correspond to requirements stipulated in Paragraph 4 and 5 Article 185 of the Civil Code of the Russian Federation concerning legalization of powers of attorney.

11.7. If a share is in a joint possession of several persons, rights provided by it at the General Meeting of Shareholders shall be realized, at their discretion, by one of the co-owners or their common representative. Powers of each above person shall be duly legalized.

Procedure of Legalization and Producing of Powers of Attorney

11.8. A power of attorney or other documents confirming powers of a person to act on behalf of a shareholder shall be attached to a proposal of inclusion of questions to the agenda of the annual General Meeting of Shareholders, proposal of a candidate for bodies of the Company, proposal of a candidate for auditors of the Company, a request of convocation of an extraordinary General Meeting of Shareholders, a request for an extract from the list of persons entitled to participate in the General Meeting of Shareholders, a request for the list of persons entitled to participate in the General Meeting of Shareholders required for examination purposes, voting papers or other documents to be signed by such shareholder's representative.

11.9. In case of a shareholder's participation in a session of the General Meeting of Shareholders held by attendance, a power of attorney or other documents confirming the respective powers shall be presented during the shareholder's registration.

11.10. Powers of attorney authorizing to vote shall correspond to provisions of Article 57 of the Federal Law «On Joint Stock Companies» and be legalized according to provisions of Paragraphs 4 and 5 Article 185 of the Civil Code of the Russian Federation or be notarized.

Powers of Attorney authorizing to conduct other actions shall be legalized according to provisions of Paragraphs 4 and 5 Article 185 of the Civil Code of the Russian Federation or be notarized.

12. BODIES OF THE GENERAL MEETING OF SHAREHOLDERS

12.1. Bodies of the General Meeting of Shareholders are:

- the Chairperson;
- the Presidium;
- the Secretary;
- the Returning Board.

The Presidium of the General Meeting of Shareholders

12.2. The Presidium of the General Meeting of Shareholders shall be formed only in case of a

session of the General Meeting of Shareholders held by attendance.

12.3. Members of the Presidium of the General Meeting of Shareholders shall be approved by the Board of Directors.

12.4. The Presidium shall conduct the general management of the meeting and coordinate work of other bodies of the meeting.

The Chairperson of the General Meeting of Shareholders

12.5. Meetings shall be presided by a person approved by the Board of Directors.

12.6. The Chairperson shall:

- direct the General Meeting of Shareholders according to the approved agenda and proceedings of the General Meeting of Shareholders;
- let speakers and representatives of the Returning Board have the floor;
- answer questions of shareholders;
- forward questions of shareholders to members of the Presidium and officers of the Company;
- keep order at the General Meeting of Shareholders;
- sign minutes of the General Meeting of Shareholders.

The Secretary of the General Meeting of Shareholders

12.7. The Secretary of the General Meeting of Shareholders shall be a person approved by the Board of Directors.

12.8. The Secretary of the General Meeting of Shareholders shall keep, perform and sign minutes of the General Meeting of Shareholders.

The Returning Board

12.9. The Returning Board shall check powers of and register persons participating in the General Meeting of Shareholders, evaluate the quorum of the General Meeting of Shareholders, explain questions arisen in respect to shareholders' (their representatives) realization of their voting rights at the General Meeting of Shareholders, explain the voting order on questions put to voting, supervise on observation of established voting order at the General Meeting of Shareholders and voting rights of shareholders, count votes and summarize voting results, perform minutes on voting results and file voting papers in the Company 's depository.

Members of the Returning Board shall issue to participants of the meeting, against receipt, materials to be provided to persons participating in the General Meeting of Shareholders, at a request of such participants of the meeting.

12.10. Duties of the Returning Board of the Company shall be performed by the Registrar.

13. REGISTRATION OF PARTICIPANTS OF THE GENERAL MEETINGS OF SHAREHOLDERS

13.1. A shareholder having arrived to the meeting to realize his/her voting rights shall be registered.

Votes of a shareholder attending the meeting but not having been registered for the participation therein shall be discounted when summarizing the results on questions of the agenda of the General Meeting of Shareholders.

13.2. The registration shall be conducted at the time specified in the notification of the General Meeting of Shareholders.

13.3. A shareholder (individual person) authorized to attend the General Meeting of Shareholders and having arrived to the meeting shall produce his/her passport or other document of identification which particulars are in the list of persons entitled to participate in the General Meeting of Shareholders.

Successors or representatives of persons authorized to attend the General Meeting of Shareholders acting on the grounds of powers of attorney shall produce documents certifying their authorities (their notarized copies) and made in accordance with the effective legislation, a passport or other identity document.

Representatives of legal entities authorized to attend the General Meeting of Shareholders acting under the law without power of attorney shall provide an extract from the minutes (resolution) of the election (appointment) to the relevant post, an extract from the constituent documents of authorities of such official, a passport or any other identity document.

13.4. Complaints and applications concerning the registration procedure shall be viewed by Returning Board before the opening of the General Meeting of Shareholders. Results of complaints and applications processing shall be announced before the opening of the General Meeting of Shareholders.

14. QUORUM AT THE GENERAL MEETINGS OF SHAREHOLDERS

14.1. The General Meeting of Shareholders shall be competent (have a quorum) if shareholders holding in aggregate more than a half of votes of outstanding shares of the Company participate therein.

14.2. Shareholders registered to participate in the meeting and shareholders whose voting papers were collected by the Company and/or the Returning Board before the deadline date of voting papers collection shall be deemed as having participated in the General Meeting of Shareholders.

Shareholders whose voting papers were collected by the Company and/or the Returning Board before the deadline date and time of voting papers collection shall be deemed having participated in the General Meeting of Shareholders held by poll.

14.3. If the agenda of the General Meeting of Shareholders contains questions to be voted by different membership of voters, the quorum for adoption of a resolution on such questions shall be determined separately. Provided that unavailability of the quorum for adoption of resolutions on questions to be voted by one membership of voters shall not prohibit adopting resolutions on questions voted by other membership of voters for which adoption the quorum is available.

14.4. The quorum on all questions of the agenda shall be established once when the time of the registration of participants of the General Meeting of Shareholders has been over, and in case of the General Meeting of Shareholders held by poll it shall be established once when the deadline time of voting papers collection has been over.

15. PROCEEDINGS OF THE GENERAL MEETING OF SHAREHOLDERS

15.1. Persons included to the list of persons entitled to participate in the General Meeting of Shareholders, their representatives, the Auditor of the Company, members of the Board of Directors and executive authorities of the Company, members of the Auditing Commission, candidates included to voting papers for election to bodies of the Company, representatives of the Company ‘s Registrar operating as members of the Returning Board, speakers on questions of the agenda, members of the organization committee responsible for arrangement and holding of the General Meeting of Shareholders, the President of the General Meeting of Shareholders, the Secretary of the General Meeting of Shareholders and other invited persons shall be entitled to attend the General Meeting of Shareholders.

List of other invited persons shall be composed by the Chairman or Vice- Chairmen of the Board of Directors.

15.2. Meetings shall be conducted uninterruptedly.

15.3. Speakers shall be apportioned with the sufficient time to speak on each question of the agenda.

15.4. Questions to speakers and applications of taking the floor may be directed either in writing or orally. Written notes and applications shall be handed over to the Presidium of the meeting or to the Returning Board.

15.5. In answering questions, the time sufficient for a detailed answer shall be given.

15.6. Meetings may not last overlapping 22.00 pm local time.

15.7. If it is impossible to hold a meeting within one day, an interruption shall be announced until the next business day. The meeting shall be continued on the time specified in the notification of the General Meeting of Shareholders of the Company as the time of holding of such session of the General Meeting of Shareholders

The recommended **Form of Proceedings of the General Meeting of Shareholders Recommended by the Board of Directors to be Approved by the General Meeting of Shareholders** is attached hereto as **Supplement N 8**.

16. VOTING AT THE GENERAL MEETING OF SHAREHOLDERS. COUNTING OF VOTES

Voting

16.1. Voting at sessions of the General Meeting of Shareholders shall be conducted on the principle of ‘one voting share is one vote’ and in case of a cumulative voting it shall be as ‘one voting share is the number of votes equal to the number of members of the Board of Directors of the Company’.

16.2. In voting, no division of votes belonging to a participant of the meeting shall be allowed. It means that if he/she has more than one voting share, he/she may not vote by one part of his/her votes for adoption and by the other part of his/her votes against adoption of a resolution or be abstained.

16.3. Voting at the General Meeting of Shareholders on questions put to voting shall be conducted only with filled out voting papers.

The voting order shall be described in Guidelines of voting at the General Meeting of Shareholders approved by the Board of Directors in the course of preparation for the General Meeting of Shareholders.

The recommended **Form of Guidelines of Voting at the General Meeting of Shareholders** is attached hereto as **Supplement N 9**.

Voting Papers

Requirements to Contents of Voting Papers of the General Meeting of Shareholders

16.4. The form and text of voting papers shall be approved by the Board of Directors. Voting papers may contain either one or several questions put to voting.

16.5. The following details shall be specified in a voting paper:

- the full corporate name of the Company;
- the location of the Company;
- the form of the General Meeting of Shareholders (by attendance or by poll);
- the date, place and time of the General Meeting of Shareholders (for the General Meeting of Shareholders held by attendance);
- the postal address (postal addresses) where filled out voting papers shall be sent to;
- the deadline date and time of voting papers collection;
- the question put to voting;
- wordings of resolutions on each question (name of each candidate) voted with this voting paper;
- voting options to each question of the agenda expressed as ‘for’, ‘against’ or ‘abstained’;
- reminding that the voting paper is to be signed by the shareholder.

In case of a cumulative voting, the voting paper shall contain the reference thereto and explanation of the meaning of the cumulative voting.

The voting paper shall contain other information specified in legal regulations of the federal body of the executive power in charge of the stock market.

16.6. Besides the information stipulated by the Federal Law «On Joint Stock Companies» and legal regulations of the federal body of the executive power in charge of the stock market, a voting paper may contain supplementary information as determined by the Board of Directors in the course of approval of the form and text of the voting paper,

The recommended **Form of a Voting Paper** is attached hereto as **Supplement N 10**.

Nullifying of Voting Papers

16.7. In the course of voting, votes shall be counted only for those questions to which the voter has chosen only one of the possible voting options. Voting papers filled out with violation of the above rule shall be nullified and votes on questions contained therein shall be discounted.

If a voting paper contains several questions put to voting, inobservance of the above rule with respect to one or several questions shall not result in nullification of the entire voting paper.

16.8. Votes on questions included to voting papers shall be discounted in summarizing of voting results if:

- the voting paper is not signed: it is impossible to identify the person (a shareholder or representative of a shareholder) having voted with such voting paper;
- the voting paper does not conform with the form approved by the Board of Directors;
- in cumulative voting, the participant of the meeting has distributed among candidates more votes than he/she actually has or voted for more candidates than the number of members of the Board of Directors designated by the Charter of the Company actually is;
- the voting paper signed by a representative of a shareholder is not accompanied with his/her power of attorney.

Counting of Votes

16.9. In summarizing results of voting at the General Meeting of Shareholders, at which a question of election of the Auditing Commission was included to the agenda, votes represented by shares belonging to members of the valid Board of Directors and Managing Board shall be discounted in calculation of votes in

election of candidates for the Auditing Commission of the Company (shares transferred to members of the valid Board of Directors and Managing Board under a power of attorney by other shareholders shall be counted in calculation of votes).

16.10. Election of a body of the Company shall be deemed productive if the number of the elected members of this body of the Company is not less than the number of this body corresponding to the quorum required for holding of this body meeting.

16.11. To ensure realization of rights of shareholders to request the Company to redeem shares of the Company belonging to him/her, a shareholder having voted 'against' shall be deemed the shareholder in whose voting paper the voting option 'against' has been chosen. Shareholders whose voting papers are filled out with voting option as 'abstained' or are nullified shall not be entitled to request the Company to redeem shares of the Company belonging to them.

Custody of Voting Papers

16.12. Voting papers shall be sealed by the Returning Board and put to the Company's Depository for filing.

17. MINUTES ON THE VOTING RESULTS OF THE GENERAL MEETING OF SHAREHOLDERS

17.1. Upon voting, the Returning Board shall perform minutes on the voting results of the General Meeting of Shareholders reflecting the voting results on each question of the agenda put to voting.

17.2. Minutes on the voting results shall specify:

- the full corporate name of the Company;
- the location of the Company;
- the type of the General Meeting (annual or extraordinary);
- in case of an extraordinary General Meeting of Shareholders: the initiators of its holding;
- the form of the General Meeting (by attendance or by poll);
- the date of the General Meeting of Shareholders;
- the place of the General Meeting held by attendance (address where the meeting was held);
- the agenda of the General Meeting;
- the time of the beginning and the time of the end of the registration of persons authorized to attend the General Meeting held by way of attendance;
- the time of the opening and the time of the closure of the General Meeting held by way of attendance if resolutions passed by the General Meeting and results of voting thereon were announced at the General Meeting, as well as the time of the beginning of the votes counting;
- the number of votes held by persons included in the list of persons authorized to attend the General Meeting on each issue of the agenda of the General Meeting;
- the number of votes held by the persons attended the General Meeting on each issue of the agenda of the General Meeting with a note whether the quorum existed for each issue or not;
- the number of votes cast for each of the variants of voting ("for", "against", and "abstained") for each issue of the agenda of the General Meeting for which the quorum existed;
- the number of votes for each issue of the agenda of the General Meeting put to the vote which were not counted due to recognizing voting papers to be invalid (including with regard to voting on relevant issues);
- the full corporate name, location of the registrar and names of persons authorized by it;
- the date of preparation of the minutes on voting results at the general meeting;

The recommended **Form of Minutes on the Voting Results of the General Meeting of Shareholders Held by Attendance** is attached hereto as the **Supplement N 11**.

The recommended **Form of Minutes on the Voting Results of the General Meeting of Shareholders Held by Poll** is attached hereto as the **Supplement N 12**.

17.3. Minutes on the voting results shall be performed in two originals. Each original shall be signed by all representatives of the Returning Board.

17.4. Minutes on the voting results shall be performed not later than 15 days after closing of the General Meeting of Shareholders or the deadline date of voting papers collection in case of a session of the General Meeting of Shareholders held by poll.

17.5. Minutes on the voting results shall be attached to the minutes of the respective session of the General Meeting of Shareholders.

17.6.A resolution of the General Meeting of Shareholders on the question put to voting shall be admitted as adopted (not adopted) immediately upon performance of the minutes on the voting results.

17.7. Minutes on the voting results shall be attached with written complaints and applications, if any, having been directed to the Returning Board during the General Meeting of Shareholders.

The above complaints and applications shall be submitted by the shareholders in writing to the President of the General Meeting of Shareholders.

Results of complaints and applications processing shall be announced by the President of the General Meeting of Shareholders prior to the announcement of the General Meeting of Shareholders being closed.

18. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

18.1. Minutes of the General Meeting of Shareholders shall be performed in two originals not later than 15 days upon closing of the General Meeting of Shareholders. The both originals shall be signed by the President of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

18.2. In case of a session of the General Meeting of Shareholders held by poll, minutes of the General Meeting of Shareholders on the results of absent voting shall be performed not later than 15 days after the deadline date of voting papers collection by the Company. Minutes of the General Meeting of Shareholders on the results of absent voting shall be performed in two originals and signed by the President of the General Meeting of Shareholders and the Secretary of the General Meeting of Shareholders.

18.3. The following details shall be specified in minutes of the General Meeting of Shareholders:

- the full corporate name of the Company;
- the location of the Company;
- the type of the General Meeting (annual or extraordinary);
- in case of an extraordinary General Meeting of Shareholders: the initiators of the General Meeting of Shareholders;
- the form of the General Meeting (by attendance or by poll);
- the date of holding the General Meeting;
- deadline for the acceptance of voting papers if the General Meeting of Shareholders is held by way of poll;
- the place of the General Meeting held by attendance;
- the agenda of the General Meeting;
- the time of the beginning and the time of the end of the registration of persons authorized to attend the General Meeting held by way of attendance;
- the time of the opening and the time of the closure of the General Meeting held by way of attendance if resolutions passed by the General Meeting and results of voting thereon were announced at the General Meeting, as well as the time of the beginning of the votes counting;
- postal address (addresses) to which completed voting papers were sent for the General Meeting held by absent voting as well as for the General Meeting held by attendance if the voting on issues included into the agenda of the General Meeting could be made by completed voting papers sent to the Company;
- the number of votes held by persons included in the list of persons authorized to attend the General Meeting on each issue of the agenda of the General Meeting;
- the number of votes held by the persons attended the General Meeting on each issue of the agenda of the General Meeting with a note whether the quorum existed for each issue or not;
- the number of votes cast for each of the variants of voting (“for”, “against”, and “abstained”) for each issue of the agenda of the General Meeting for which the quorum existed;
- the wordings of resolutions passed by the General Meeting on each issue of the agenda of the General Meeting;
- basic provisions of speeches and names of speakers on each issue of the agenda of the General Meeting held by meeting;
- the chairperson (presidium) and the secretary of the General Meeting;
- the date of preparation of the minutes of the general meeting.

The recommended **Form of Minutes of the General Meeting of Shareholders Held by Attendance** is attached hereto as **Supplement N 13**.

The recommended **Form of Minutes of the General Meeting of Shareholders Held by Poll** is attached hereto as **Supplement N 14**.

18.4. The minutes of the General Meeting of Shareholders shall be attached with the minutes on the voting results of the General Meeting of Shareholders and documents adopted or approved by resolutions of the General Meeting.

19. FINAL PROVISIONS

19.1. Resolutions of the Board of Directors of the Company which shall be communicated to

shareholders and other persons according to the Federal Law «On Joint Stock Companies», the Charter of the Company and these Regulations shall be sent to such persons by mail (a registered letter) to the address specified in the respective document (a request or proposal), and in case of unavailability of such document, it shall be sent to any known address or be delivered in person not later than three days from the date of such resolution adoption.

19.2. These Regulations shall be approved by the General Meeting of Shareholders of the Company.

19.3. The resolution of approval hereof shall be adopted by the majority of votes of shareholders present at the meeting being holders of voting shares.

19.4. Proposals of amendments hereto or approval hereof in a new version shall be made in the manner stipulated by the provisions of the Charter of the Company concerning proposals to the agenda of General Meeting of Shareholders.

19.5.A resolution of amendments hereto or approval hereof in a new version shall be adopted by the General Meeting of Shareholders by the majority of votes of holders of voting shares participating in the meeting who are entitled to vote on all matters of the competence of the General Meeting of Shareholders.

19.6. If separate paragraphs hereof in view of any amendments made to laws of the Russian Federation become inconsistent therewith, such paragraphs shall be invalid and until the date of the respective amendments hereto concerning the appropriate provisions the respective provisions of laws of the Russian Federation shall be the substitution thereto.

19.7. After the approval of these Regulations by the General Meeting of Shareholders, the Regulations on the General Meeting of Shareholders of Open Joint Stock Company Uralkali approved by resolution of the General Meeting of Shareholders on 28.06.2002 (Minutes N 13 dated 28 June 2002) shall become null and void.

To the Chairman
of the Board of Directors
of Open Joint Stock Company Uralkali

_____

REQUEST
of convocation of an extraordinary General Meeting of Shareholders
of Open Joint Stock Company Uralkali

_____ being a holder of _____
_____
(full name of the body or person requiring the convocation)
(number, class (type) of shares)

voting shares of the Company* represented by _____
(position and full name of the director of the body)

acting under ** _____, according to Article 55 of the Federal Law «On Joint Stock Companies», hereby requests an extraordinary General Meeting of Shareholders to be convened.

Proposed agenda of the extraordinary General Meeting of Shareholders.

Wording of questions of the agenda	Wording of resolutions on questions of the agenda
1.	1.
2.	2.

The recommended form of the extraordinary General Meeting of Shareholders.
_____

Postal address to which the notice of the extraordinary General Meeting of Shareholders to be convened or rejected is to be sent:
_____.

_____ 20 _____

_____ _____
_____ _____
Position signature
Initials, surname

*to be specified only by shareholders of the Company
**to be specified by management authorities of the Company and shareholders being corporations

To the Chairman
of the Board of Directors
of Open Joint Stock Company Uralkali

_____

According to Article 53 of the Federal Law «On Joint Stock Companies», we (I) request to include the following questions to the agenda of the annual General Meeting of Shareholders:

Wording of questions of the agenda	Wording of resolutions on questions of the agenda
1.	1.
2.	2.

____ _____ 20_____

Signatures:

N	Full name (company name) of the shareholder proposing the question (s) to be included to the agenda of the annual General Meeting of	Shares belonging to the shareholder		Signature of the shareholder (authorized representative)	Position (for shareholders being corporations)	Signature decoding
		category (type)	pieces			
1.						
2.						
	Total number of voting shares belonging to the shareholders proposing questions to the agenda of the annual General Meeting of					

To the Chairman
of the Board of Directors
of Open Joint Stock Company Uralkali

_____

According to Article 53 of the Federal Law «On Joint Stock Companies», we/I propose the following candidates for_____ (name of the body of the Company) of the Company:

Full name of the candidate		
Date of birth		
Identity document		
Education	Education institute	
	Graduation date	
	Qualification	
Workplaces and positions for the late five years	Company	
	Position	
	Period	
Positions in management authorities of other companies for the late five years	Company	
	Position	
	Period	
List of companies, of which the candidate is a member, with the specification of the number of shares, portions and holdings belonging to him/her in the authorized (joint) capital of such companies	Company	
	Shares in the authorized (joint) capital	
List of persons to which the candidate is an affiliated person with the specification of the affiliation reasons	Full name of the person	
	Reason of the affiliation	
Criminal records		
Information about the application, with regard to the candidate to bodies of the Company, of the administrative punishment in the form of disqualification		

Note. Specify for each candidate

_____ 20___

Signatures:

N	Full name (company name) of the shareholder proposing the candidate (s) for bodies of the Company	Shares belonging to the shareholder		Signature of the shareholder (authorized representative)	Position of the chief (for shareholders being	Signature decoding
		category (type)	pieces			
1.						
2.						
	Total number of voting shares belonging to the shareholders proposing the candidate (s) for bodies of the					

I, _____ , hereby declare my consent to be appointed
(full name of the candidate)
to _____ of the Company.
(name of the body of the Company)

_____ / Initials and surname of the candidate
(signature)

To the Chairman
of the Board of Directors
of Open Joint Stock Company Uralkali

_____

According to Article 53 of the Federal Law «On Joint Stock Companies», we/I propose the following candidates for auditors of the Company:

- full corporate name;
- location and contact phones;
- name of the self-regulating organization of auditors the auditing organization is a member; number in the register of auditors and auditing organizations.
- .

Name of the candidate	
Location, contact phones	
Name of the self-regulating organization of auditors the auditing organization is a member; number in the register of auditors and auditing organizations.	

___ _____ 20 _____

Signatures:

N	Full name (company name) of the shareholder proposing the candidate (s) for auditors of the Company	Shares belonging to the shareholder		Signature of the shareholder (authorized representative)	Position (for shareholders being corporations)	signature decoding
		category (type)	pieces			
1.						
2.						
	Total number of voting shares belonging to the shareholders proposing the candidate for auditors of the					

To the General Director
of Open Joint Stock Company Uralkali
_____

REQUEST
for an Extract from the List of Persons
entitled to Participate in the General Meeting of Shareholders

_____ (passport: _____, registration address:
(corporate name (full name) of the shareholder),
_____ (for legal entities: certificate of the State registration:
_____, location: _____)), represented by _____,

acting on the grounds of _____,
hereby requests an extract from the list of persons entitled to attend the General Meeting of Shareholders in respect to _____.

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

_____ _____ 20 _____

_____

_____

signature

Initials, surname

To the General Director
of Open Joint Stock Company Uralkali
_____
_____

REQUEST
for the List of Persons entitled to Attend
the General Meeting of Shareholders Required for Examination Purposes

_____ (passport: _____, registration address:
(corporate name (full name) of the shareholder),
_____ (for legal entities: certificate of the State registration:
_____, location: _____)), holding _____

(number, category (type) of shares)
shares in Open Joint Stock Company Uralkali represented by _____
acting of the grounds of _____, hereby request the list of persons entitled to attend the General Meeting of Shareholders for the examination purposes.

_____ _____ 20 _____

_____ _____
signature Initials, surname

Open Joint Stock Company Uralkali
(full corporate name of the Company)
63, Piatiletki Street, Berezniki, 618426 Perm region, Russian Federation
(location of the Company)

Notice of the Annual (Extraordinary) General Meeting of Shareholders of Open Joint Stock Company Uralkali

Dear shareholder:

The Board of Directors of Open Joint Stock Company Uralkali has adopted a resolution of holding of the annual (extraordinary) General Meeting of Shareholders on _____ _____ 20 _____ , in the form of attendance (joint presence of shareholders for discussing issues of the agenda and taking decisions on issues put to the vote) (absent voting).
The list of persons entitled to attend the annual (extraordinary) General Meeting of Shareholders will be made up on: _____ 20 ___.

The agenda of the annual (extraordinary) General Shareholders' Meeting:
1. _____
2. _____

The General Meeting of Shareholders will open at: ____h. _____ m. local time.
Place of the General Meeting of Shareholders: _____ .
The registration of persons attending the General Meeting of Shareholders shall be at the place where the meeting is to be held on _____ 20 ____ from ___ h. ___ m. local time.
Postal address (postal addresses) where filled out voting papers are to be sent to: _____.
Deadline time and date of collection of voting papers on questions of the agenda of the General Meeting of Shareholders: _____20 ____
To participate in the meeting, an individual authorized to attend the General Meeting of Shareholders shall bear his/her passport; representatives of legal entities authorized to attend the General Meeting of Shareholders acting under the law without power of attorney shall have an extract from the minutes (resolution) of election (appointment) to the post, an extract from constituent documents of authorities of such official, a passport; successors or representatives of persons authorized to attend the General Meeting of Shareholders acting on the grounds of powers of attorney shall have documents confirming their authorities (their notarized copies) executed in accordance with the effective legislation, and passports.
Voting papers, when signed by successors or representatives of persons authorized to attend the General Meeting of Shareholders, acting on the grounds of powers of attorney, are to be accompanied with documents confirming their authorities (their notarized copies) executed in accordance with the effective legislation.
The information (materials) to be provided to shareholders for preparation for the General Meeting of Shareholders are available to persons authorized to attend the General Meeting of Shareholders of Open Joint Stock Company Uralkali from _____ 20_____ on working days from ____ h. ____ m. to _____h. _____m. at: _____ (contact phones: _____) and (or) at the corporate website of the Company.
The voting papers sent by registered mail or delivered in person with the acknowledgment of receipt to a person authorized to attend the General Meeting of Shareholders of Open Joint Stock Company Uralkali shall have attached guidelines on the manner of voting at the General Meeting of Shareholders of Open Joint Stock Company Uralkali.

Board of Directors of
Open Joint Stock Company Uralkali

PROCEEDINGS
of the Annual (Extraordinary) General Meeting of Shareholders
of Open Joint Stock Company Uralkali

Date and time of the General Meeting of Shareholders: ___ _____ 20 ___, ____h. ___ m.
Place of the Meeting: _____ .

1. Consideration of the first question of the agenda.
   Time for the speech and answers to questions: min.

2. Voting on question N 1 of the agenda.
Time for voting and the voting results summarizing: ____ min.

3. Announcement of the voting results on the first question of the agenda.
   Time for announcement: _ min.

4. Consideration of the second question of the agenda.
   Time for the speech and answers to questions: min.

5. Voting on the question N 2 of the agenda.
   Time for voting and the voting results summarizing : min.

____. A break for summarizing the preliminary voting results: _____ min.

____. Announcement of the voting results on questions N ___ - ____ of the agenda.
Time for announcement: _____ min.

Total time of the meeting : _____h. ___ m.

GUIDELINES
of Voting at the General Meeting of Shareholders of Open Joint Stock Company Uralkali (OJSC Uralkali)

Voting at the General Meeting of Shareholders is conducted on the principle 'one voting share is one vote' unless a cumulative voting is conducted on the election of members of the Board of Directors of Open Joint Stock Company Uralkali.
Voting shares at the annual General Meeting of Shareholders are ordinary shares of Open Joint Stock Company Uralkali.
Voting is conducted with registered voting papers.
A voting paper shall be filled out smartly with a ball-point pen or ink pen.
Voting is conducted by striking out of inapplicable options of the answer and leaving of the chosen option of the answer.
In case of cumulative voting, 9 votes (which is equal to the number of members of the Board of Directors of the Company) fall on each voting share of the Company.
In case of cumulative voting, a person authorized to attend the General Meeting of Shareholders shall be entitled to cast all of his/her/its votes in favor of any candidate or distribute his/her/its votes among several candidates.
The voter shall be entitled to select only one voting variant, except in cases of voting in accordance with instructions of persons which acquired shares after the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders or in accordance with instructions of holders of deposited securities.
If the voting paper has more than one voting variant remained, the number of votes cast in favor of each voting variant shall be specified on the margin for specifying votes; it is also necessary to make a mark that the voting is made in accordance with instructions of the buyer of shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders and (or) in accordance with instructions of holders of depositary securities. The said comment shall be made in the field "Place for voter's comments".

If after the date of the preparation of the list of persons authorized to attend the General Meeting not all the shares were transferred, the vote shall specify, in the field for specifying votes opposite the relevant voting variant, the number of votes cast for the specific voting variant and make a comment that some shares have been transferred after the date of the preparation of the list of persons authorized to attend the General Meeting. Such comment shall be made in the field "Place for voter's comments". If, with regard to shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting, instructions from buyers of such shares have been received and such instructions coincide with the remained voting variant, the relevant votes shall be summed up.
The completed voting paper shall be signed by a shareholder (representative/successor of a shareholder) (a voting paper is invalid without signature of a shareholder or his/her/its representative or successor!). If the voting paper is signed by a representative or successor of the shareholder, the voting paper(s) shall have attached thereto a document confirming its authorities (its notarized copy) made in accordance with requirements of the effective legislation. During the completion of the voting paper:
1. A shareholder being an individual shall specifying his/her surname and initials. A shareholder being a legal entity shall specify its full name as well as a position, surname, and initials of a person who signed the voting paper if the paper is signed by the manager of the legal entity.
2. A representative or successor of a shareholder shall specify the surname and initials (if a representative or successor is a legal entity: full corporate name) as well as details of the document confirming authorities and made in accordance with requirements of the effective legislation (in the event of a power of attorney: please specify No of the power of attorney, date of its issue and full information about the principal) on the grounds of which it acts.
Filled out voting papers shall be sent to: _____.
The deadline for accepting voting papers shall be: _____ 20_____.

Votes on questions contained in voting papers are discounted in summarizing of voting results in cases provided by the effective legislation of the Russian Federation, as well as in the following cases:

- the voting paper does not conform with the form approved by the Board of Directors of Open Joint Stock Company Uralkali;
- the voting paper is not signed: it is impossible to identify the person (a shareholder or representative/successor of a shareholder) having voted with this voting paper;
- if no document confirming relevant authorities (its notarized copy) made in accordance with requirements of the effective legislation is attached to voting papers signed by a representative/successor of a shareholder.

Open Joint Stock Company Uralkali
(full corporate name of the Company)
63, Piatiletki Street, Berezniki, 618426 Perm region, Russian Federation
(location of the Company)

VOTING PAPER N ____
for Voting at the Annual (Extraordinary) General Meeting of Shareholders

Form of the General Meeting of Shareholders: attendance (absent voting)
Date and time of the General Meeting of Shareholders: ___ ____ 20 ____ , ____ h. _ m.
Place of the General Meeting of Shareholders: _____
Postal addresses where filled out voting papers may be sent to: _____.
Deadline date and time of voting papers collection : ___ ____ 20 ___
Shareholder: _____
Personal account: _____ Number of votes

Prior to selecting the voting variant, please read carefully the guidelines on voting at the General Meeting of Shareholders of Open Joint Stock Company Uralkali.

VOTING VARIANTS ARE SELECTED BY STRIKING OUT UNNECESSARY VOTING VARIANTS.

Question of the agenda N ___- _____

Voting variants	FOR	AGAINST	ABSTAINED
Number of votes cast for each voting variant*			

The voting paper shall be necessarily signed by a shareholder or its representative or successor (the voting paper is invalid without signature of the shareholder or its representative or successor).

Signature of the shareholder (representative/successor)
_____ / _____

Details of the document confirming authorities and made in accordance with requirements of the effective legislation, _____

IMPORTANT INFORMATION:
The voter shall be entitled to select only one voting variant, except in cases of voting in accordance with instructions of persons which acquired shares after the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders or in accordance with instructions of holders of depositary securities.
*** For cases of voting in accordance with instructions of persons who acquired shares after the preparation of the list of persons authorized to attend the General Meeting or in accordance with instructions of holders of depositary securities.**
If the voting paper has more than one voting variant remained, the number of votes cast in favor of each voting variant shall be specified on the margin for specifying votes; it is also necessary to make a mark that the voting is made in accordance with instructions of the buyers of shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders and (or) in accordance with instructions of holders of depositary securities. The said comment shall be made in the field “Place for voter’s comments”.
The voter under the power of attorney issued with regard to shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting shall specify, in the field for specifying votes opposite the relevant voting variant, the number of votes cast for the specific voting variant and make a comment that the voting is made under power of attorney issued with regard to shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting. The said comment shall be made in the field “Place for voter’s comments”.
If after the date of the preparation of the list of persons authorized to attend the General Meeting not all the shares were transferred, the vote shall specify, in the field for specifying votes opposite the relevant voting

variant, the number of votes cast for the specific voting variant and make a comment that some shares have been transferred after the date of the preparation of the list of persons authorized to attend the General Meeting. Such comment shall be made in the field “Place for voter’s comments”. If, with regard to shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting, instructions from buyers of such shares have been received and such instructions coincide with the remained voting variant, the relevant votes shall be summed up.

Place for the voters comment
| voting is made in accordance with instructions of buyers of shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting | voting is made under the power of attorney issued with regard to shares transferred after the date of the preparation of the list of persons authorized to attend the General Meeting | some shares are transferred after the date of the preparation of the list of persons authorized to attend the General Meeting | voting is made in accordance with instructions of holders of depositary securities

A shareholder being an individual shall specifying his/her surname and initials. A shareholder being a legal entity shall specify its full name as well as a position, surname, and initials of a person who signed the voting paper if the paper is signed by the manager of the legal entity.

A representative or successor of a shareholder shall specify the surname and initials (if a representative or successor is a legal entity: full corporate name) as well as details of the document confirming authorities and made in accordance with requirements of the effective legislation (in the event of a power of attorney: please specify No of the power of attorney, date of its issue and full information about the principal) on the grounds of which it acts.

If the voting paper is signed by a representative or successor of the shareholders, it is necessary to attach to the voting paper(s) a document confirming its authorities (its notarized copy) and made in accordance with requirements of the effective legislation.

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

Full corporate name of the Company: Open Joint Stock Company Uralkali
Location of the Company: 63, Piatiletki Street, 618426 Berezniki, Perm Region, Russian Federation.
Type of the General Meeting: annual or extraordinary
Form of the General Meeting: attendance (joint presence of shareholders for discussing issues of the agenda and passing resolutions on issues put to the vote).
Date of holding the General Meeting: ___ _____ 20 ____
Pace of holding the General Meeting by attendance (address where the meeting is held): _____
Postal address to which the completed voting papers were sent: _____
Time of opening of the General Meeting: ____ h. ____ m.
Time of closure of the General Meeting: ____ h. ____ m.
Time of the beginning of the registration of persons authorized to attend the General Meeting held by attendance: ____ h. ____ m.
Time for the end of the registration of persons authorized to attend the General Meeting held by attendance:
____ h. ____ m.
Time when counting the votes cast on the first issue of the agenda was started: ____ h. ____ m.
Time when counting the votes cast on issues №№____ of the agenda was started: ____ h. ____ m.

The list of persons authorized to attend the General Meeting of Shareholders is made based on the register of holders of registered securities of the Company as of _____ 20 ___.

Agenda of the General Meeting:
1. _____
2. _____

Voting Shares of the Company Taken into Account to Determine the Quorum Presence Required for the Issue of the Agenda

Category (type) of allocated shares of the Company	Shares of the Company owned by the Company as of the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders (pieces)	Voting shares in the Company taken into account upon the determination whether the quorum exists for the issue of the agenda (pieces)
TOTAL		

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

Number of persons registered as participants of the General Meeting of Shareholders	Voting shares of the Company belonging to persons registered as participants of the General Meeting of Shareholders (pieces)

Quorum of the General Meeting of Shareholders

Voting shares in the Company taken into account upon the determination of the quorum of the General Meeting of Shareholders	Total number of voting shares in the Company represented by voting bulletins received by the Company at least two days before holding the General Meeting of Shareholders and voting shares of the Company held by persons registered for the participation in the General Meeting of Shareholders

(pieces)	(pieces)	% against column 1
1	2	3

The General Meeting of Shareholders is legitimate to consider and take decision on all the issues of the agenda.
No written complaints and applications related to the registration procedure have been received.
Counting of votes was started at: ____ h. ___ m.

Issue of the agenda	Wording of the resolution on the issue put to the vote
1.	

Number of votes held by the persons attending the General Meeting of Shareholders

Number of votes held by persons included in the list of persons authorized to attend the General Meeting of Shareholders	Number of votes held by persons who attended the General Meeting of Shareholders on the given issue	Quorum

The quorum required for taking a decision on the given issue exists.

The number of votes held by persons authorized to vote on the given issue

Total number of voting papers held by persons participating in voting		Including:					
		voting papers recognized to be invalid during the determination of voting results on the issue put to the vote		voting papers taken into account during the determination of voting results on the issue put to the vote		voting papers not taken into account during the determination of voting results on the issue put to the vote *	
pieces	Number of votes represented by such voting papers	pieces	Number of votes represented by such voting papers	pieces	Number of votes represented by such voting papers	pieces	Number of votes represented by such voting papers

* Reasons due to which not all voting shares held by persons attending the General Meeting of Shareholders are taken into account: _____.

Voting Results on the Issue Put to the Vote

Number of votes cast for voting variants:					
"For"		"Against"		"Abstained"	
Number of votes	% of the total number of votes held by persons attending the General Meeting of Shareholders	Number of votes	% of the total number of votes held by persons attending the General Meeting of Shareholders	Number of votes	% of the total number of votes held by persons attending the General Meeting of Shareholders

Voting results are announced to the shareholders at the meeting.
The time of the closure of the general meeting held by attendance: ____ h.___ m.
These minutes is made in two copies.
Date of the preparation of the minutes of the returning board: _____ 20__
Person performing functions of the returning board:_____
Persons authorized by the registrar: _____
Location: _____

№	Full name of each member of the returning board	Signature
1.		
2.		

MINUTES ON THE VOTING RESULTS AT EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Full corporate name of the Company: Open Joint Stock Company Uralkali
Location of the Company: 63, Piatiletki Street, 618426 Berezniki, Perm Region, Russian Federation.
Type of the General Meeting: extraordinary
Form of the General Meeting of Shareholders: absent voting (voting in writing)
Date of holding the General Meeting: ___ _____ 20 ____
Deadline for acceptance of voting papers: _____ _____ 20___
Postal address to which the completed voting papers were sent: _____

The list of persons authorized to attend the General Meeting of Shareholders is made based on the register of holders of registered securities of the Company as of _____ 20 ___.

Agenda of the General Meeting:
1. _____
2. _____

Voting Shares of the Company Taken into Account to Determine the Quorum Presence Required for the Issue of the Agenda

Category (type) of allocated shares of the Company	Shares of the Company owned by the Company as of the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders (pieces)	Voting shares in the Company taken into account upon the determination whether the quorum exists for the issue of the agenda (pieces)
TOTAL		

Issue of the agenda	Wording of the resolution on the issue put to the vote
1.	

The number of Votes Held by Persons Authorized to Vote on the Given Issue

Total number of voting papers held by persons participating in voting		Including:					
		voting papers recognized to be invalid during the determination of voting results on the issue put to the vote		voting papers taken into account during the determination of voting results on the issue put to the vote		voting papers not taken into account during the determination of voting results on the issue put to the vote	
pieces	Number of votes represented by such voting papers	pieces	Number of votes represented by such voting papers	pieces	Number of votes represented by such voting papers	pieces	Number of votes represented by such voting papers

Voting Results on the Issue Put to the Vote:

Number of votes cast for voting variants:					
"For"		"Against"		"Abstained"	
Number of votes	% of the total number of votes held by persons attending the	Number of votes	% of the total number of votes held by persons attending the	Number of votes	% of the total number of votes held by persons attending the General

	General Meeting of Shareholders		General Meeting of Shareholders		Meeting of Shareholders

These minutes is made in two copies.
Date of the preparation of the minutes: _____ 20__
Person performing functions of the returning board:_____
Persons authorized by the registrar: _____
Location: _____

№	Full name of each member of the returning board	Signature
1.		
2.		

MINUTES № ____
OF THE ANNUAL (EXTRAORDINARY) GENERAL MEETING OF SHAREHOLDERS

Full corporate name of the Company: Open Joint Stock Company Uralkali
Location of the Company: 63, Piatiletki Street, 618426 Berezniki, Perm Region, Russian Federation.
Type of the General Meeting: annual or extraordinary
Initiator of holding the General Meeting of Shareholders (only for the extraordinary meeting): _____
Form of the General Meeting: attendance (joint presence of shareholders for discussing issues of the agenda and passing resolutions on issues put to the vote).
Date of holding the General Meeting: ___ _____ 20 ____
Pace of holding the General Meeting by attendance (address where the meeting is held): _____
Time of opening of the General Meeting: ____ h. ____ m.
Time of closure of the General Meeting: ____ h. ____ m.
Time of the beginning of the registration of persons authorized to attend the General Meeting held by attendance: ____ h. ____ m.
Time for the end of the registration of persons authorized to attend the General Meeting held by attendance: ____ h. ____ m.
Time when counting the votes cast on the first issue of the agenda was started: ____ h. ____ m.
Time when counting the votes cast on issues №№____ of the agenda was started: ____ h. ____ m.
Postal address to which completed voting papers have been sent: _____
Chairperson of the General Meeting of Shareholders: _____
Secretary of the General Meeting of Shareholders: _____
The list of persons authorized to attend the General Meeting of Shareholders is made based on the register of holders of registered securities of the Company as of _____ 20 ___.
Agenda of the General Meeting:
1. _____
2. _____

Voting Shares of the Company Taken into Account to Determine
the Quorum Presence Required for the Issue of the Agenda

Category (type) of allocated shares of the Company	Shares of the Company owned by the Company as of the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders (pieces)	Voting shares in the Company taken into account upon the determination whether the quorum exists for the issue of the agenda (pieces)
TOTAL		

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

Number of persons registered as participants of the General Meeting of Shareholders	Voting shares of the Company belonging to persons registered as participants of the General Meeting of Shareholders (pieces)

Quorum of the General Meeting of Shareholders

Voting shares in the Company taken into account upon the determination of the quorum of the General Meeting of Shareholders	Total number of voting shares in the Company represented by voting bulletins received by the Company at least two days before holding the General Meeting of Shareholders and voting shares of the Company held by persons registered for the participation in the General Meeting of Shareholders	
(pieces)	(pieces)	% against column 1
1	2	3

The General Meeting of Shareholders is legitimate to consider and take decision on all the issues of the agenda.
No written complaints and applications related to the registration procedure have been received.
Basic provisions of speeches:
On the first issue of the agenda:
Speaker _____: _____

Issue of the agenda	Wording of the resolution on the issue put to the vote
1.	

Number of votes held by the persons attending the General Meeting of Shareholders

Number of votes held by persons included in the list of persons authorized to attend the General Meeting of Shareholders	Number of votes held by persons who attended the General Meeting of Shareholders on the given issue	Quorum

The quorum required for taking a decision on the given issue exists.

Voting Results on the Issue Put to the Vote

Number of votes cast for voting variants:					
"For"		"Against"		"Abstained"	
Number of votes	% of the total number of votes held by persons attending the General Meeting of Shareholders	Number of votes	% of the total number of votes held by persons attending the General Meeting of Shareholders	Number of votes	% of the total number of votes held by persons attending the General Meeting of Shareholders

The resolution is passed

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

All voting papers after sealing were passed to archives of the Company.
These minutes is made in two copies.
Date of the preparation of the minutes of the returning board: _____ 20__

Chairperson of the General Meeting of Shareholders: _____ _____
signature initials, surname

Secretary of the General Meeting of Shareholders: _____ _____
signature initials, surname

MINUTES №____
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Full corporate name of the Company: Open Joint Stock Company Uralkali
Location of the Company: 63, Piatiletki Street, 618426 Berezniki, Perm Region, Russian Federation.
Type of the General Meeting: extraordinary
Initiator of holding the General Meeting of Shareholders (only for the extraordinary meeting): _____
Form of the General Meeting of Shareholders: absent voting (voting in writing)
Date of holding the General Meeting: ___ _____ 20 ____
Deadline for acceptance of voting papers: _____ _____ 20___
Postal address to which the completed voting papers were sent: _____
Chairperson of the General Meeting of Shareholders: _____
Secretary of the General Meeting of Shareholders: _____
The list of persons authorized to attend the General Meeting of Shareholders is made based on the register of holders of registered securities of the Company as of _____ 20 ___.

Agenda of the General Meeting:
1. _____
2. _____

Voting shares of the Company Taken into Account to Determine the Quorum Presence Required for the Issue of the Agenda

Category (type) of allocated shares of the Company	Shares of the Company owned by the Company as of the date of the preparation of the list of persons authorized to attend the General Meeting of Shareholders (pieces)	Voting shares in the Company taken into account upon the determination whether the quorum exists for the issue of the agenda (pieces)
TOTAL		

Issue of the agenda	Wording of the resolution on the issue put to the vote

The number of Votes Held by Persons Authorized to Attend the General Meeting of Shareholders

Number of votes held by persons included in the list of persons authorized to attend the General Meeting of Shareholders	Number of votes held by persons who attended the General Meeting of Shareholders on the given issue	Quorum

The quorum required for taking a decision on the given issue exists.

Voting Results on the Issue Put to the Vote:

Number of votes cast for voting variants:					
"For"		"Against"		"Abstained"	
Number of votes	% of the total number of votes held by persons attending the General Meeting of	Number of votes	% of the total number of votes held by persons attending the General Meeting of	Number of votes	% of the total number of votes held by persons attending the General Meeting of

	Shareholders		Shareholders		Shareholders

The resolution is passed

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

All voting papers after sealing were passed to archives of the Company.

These minutes is made in two copies.

Date of the preparation of the minutes of the returning board: _____ 20__

Chairperson of the General Meeting of Shareholders: _____ _____
signature initials, surname

Secretary of the General Meeting of Shareholders: _____ _____
signature initials, surname