

**DRAFT DECISIONS  
OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF OJSC "URALKALI"**

**AGENDA OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF OJSC "URALKALI"**

1. On the procedure of the Annual General Meeting of Shareholders of OJSC "Uralkali";
2. On approval of the Annual Report of OJSC "Uralkali" for 2009.
3. On approval of the Annual Accounting Statements of OJSC "Uralkali" for 2009.
4. On OJSC "Uralkali" profit distribution.
5. On election of the Auditing Commission members of OJSC "Uralkali".
6. On approval of the auditor of OJSC "Uralkali".
7. On approval of Regulations on General Meeting of Shareholders of OJSC "Uralkali" in a new version.
8. On approval of Regulations on the Board of Directors of OJSC "Uralkali" in a new version.
9. On approval of Regulations on the Auditing Commission of OJSC "Uralkali" in a new version.
10. On approval of Regulations on Remunerations and Indemnity to OJSC Uralkali Board Members.
11. On election of OJSC "Uralkali" Board of Directors members.
12. On approval of the transactions which may be concluded by OJSC "Uralkali" in the course of its usual business activity (pursuant to Item 6 of Article 83 of the Federal Law "On Joint Stock Companies") and which are interested party transactions.

**AGENDA ITEM No 1. On the procedure of the Annual General Meeting of Shareholders of OJSC "Uralkali"**

**Draft decision:**

To approve the procedure of the Annual General Meeting of Shareholders of OJSC "Uralkali".

**AGENDA ITEM No 2. On approval of the Annual Report of OJSC "Uralkali" for 2009.**

**Draft decision:**

To approve the Annual Report of OJSC "Uralkali" for 2009.

**AGENDA ITEM No 3. On approval of the Annual Accounting Statements of OJSC "Uralkali" for 2009.**

**Draft decision:**

To approve the Annual Accounting Statements of OJSC "Uralkali" for 2009.

**AGENDA ITEM No 4. On OJSC "Uralkali" profit distribution.**

**Draft decision:**

To approve OJSC Uralkali profit distribution on results of 2009 at the amount of 1 153 184,1 thousand rubles; and to recommend that the Annual General Meeting of Shareholders approves the distribution of 2 475 388,1 thousand rubles from undistributed profit for 2008 as follows:

1. To pay dividends on results of 2009 at 1,70 rubles per one ordinary share assigning RUR 3 611 463,0 thousand for dividend payments.
2. Not to pay the remuneration provided by Regulations on the Board of Directors of OJSC Uralkali to the Board members. Pursuant to Regulations on the Board Committees of OJSC Uralkali to assign the amount of RUR 16 821,8 thousand to pay remuneration to the Board members who are independent directors for their activities as the Board Committees members of OJSC Uralkali.
3. Not to pay the remuneration provided by Regulations on the Auditing Commission of OJSC Uralkali to the Auditing Commission members. To pay remuneration at the rate of 287,4 thousand rubles to the Auditing Commission members.

**AGENDA ITEM No 5. On election of the Auditing Commission members of OJSC "Uralkali".**

**Draft decision:**

To elect to the Auditing Commission of OJSC "Uralkali":

**AGENDA ITEM No 6. On approval of the Auditor of OJSC "Uralkali".**

**Draft decision:**

To approve the Limited Liability Company auditing firm "Buhgalterskie Auditorskije Traditsii – audit" (LLC Auditing Firm "BAT-audit") as the Auditor of OJSC "Uralkali" for 2010.

**AGENDA ITEM No 7. On approval of Regulations on General Meeting of Shareholders of OJSC "Uralkali" in a new version.**

**Draft decision:**

To approve the Regulations on General Meeting of Shareholders of OJSC "Uralkali" in a new version.

**AGENDA ITEM No 8. On approval of Regulations on the Board of Directors of OJSC "Uralkali" in a new version.**

**Draft decision:**

To approve the Regulations on the Board of Directors of OJSC "Uralkali" in a new version.

**AGENDA ITEM No 9. On approval of Regulations on the Auditing Commission of OJSC "Uralkali" in a new version.**

**Draft decision:**

To approve the Regulations on the Auditing Commission of OJSC "Uralkali" in a new version.

**AGENDA ITEM No 10. On approval of Regulations on Remunerations and Indemnity to OJSC "Uralkali" Board Members.**

**Draft decision:**

To approve the Regulations on Remunerations and Indemnity to OJSC "Uralkali" Board Members.

**AGENDA ITEM No 11. On election of OJSC "Uralkali" Board of Directors members.**

**Draft decision:**

To elect to the Board of Directors of OJSC "Uralkali":

**AGENDA ITEM No 12. On approval of the transactions which may be concluded by OJSC "Uralkali" in the course of its usual business activity (pursuant to Item 6 of Article 83 of the Federal Law "On Joint Stock Companies") and which are interested party transactions.**

**Draft decision:**

12.1. To approve conclusion of the following contracts between OJSC "Uralkali" (Customer) and OJSC "Galurgia" (Contractor, Performer): work contracts (including work contracts for design and survey works); contracts for research and development works; contracts for engineering development and process design works as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 650 million.

12.2. To approve conclusion of the following contracts between OJSC "Uralkali" (Customer) and the Contractors (Performers): (1) LLC "SMT "BShSU" and (or) (2) CJSC "Novaya Nedvizhimost" and (or) (3) LLC "Vagonoe Depo Balahontsy" and (or) (4) LLC "Satellit-Service" and (or) (5) CJSC "Avtotranskali": work contracts; paid service contracts as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 5700 million.

12.3. To approve conclusion of paid service contracts between OJSC "Uralkali" (Customer) and LLC "Polyclinic Uralkali-Med" (Performer) as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 35 million.

12.4. To approve conclusion of sales contracts between OJSC "Uralkali" (Customer) and the Sellers: (1) LLC "SMT "BShSU" and (or) (2) LLC "Satellit-Service" and (or) (3) CJSC "Avtotranskali" and (or) (4) LLC "Vagonoe Depo Balahontsy" and (or) (5) CJSC "Novaya Nedvizhimost" as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 50 million.

12.5. To approve conclusion of sales contracts between OJSC "Uralkali" (Seller) and the Customers: (1) LLC "SMT "BShSU" and (or) (2) CJSC "Avtotranskali" and (or) (3) LLC "Vagonoe Depo Balahontsy" and (or) (4) CJSC "Novaya Nedvizhimost" as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 1 100 million.

12.6. To approve the conclusion of lease contracts between OJSC "Uralkali" (Lessor) and the Lessees: (1) LLC "SMT "BShSU" and (or) (2) LLC "Vagonoe Depo Balahontsy" and (or) (3) CJSC "Avtotranskali" and (or) (4) LLC "Satellit-Service" and (or) (5) LLC "Polyclinic Uralkali-Med" and (or) (6) CJSC "Novaya Nedvizhimost" and (or) (7) CJSC "Uralkali-Tehnologiya" as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 100 million.

12.7. To approve the conclusion of sublicense contracts between OJSC "Uralkali" (Sublicensee) and LLC "Satellit-Service" (Sublicensor) as interested party transactions; and which may be concluded in the process of OJSC Uralkali's usual business activity in the future. To determine that the ceiling amount to which the specified transactions may be concluded is RUR 20 million.