

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OJSC
“URALKALI”**

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OJSC “URALKALI”:

1. On distribution of the profits of OJSC “Uralkali” as dividends.
2. On ratification of the new edition of the Charter of OJSC “Uralkali”
3. On establishment of the price of insurance services to provide insurance from liability for the directors and officers of OJSC “Uralkali”
4. On approval of the transactions to provide insurance from liability for the directors and officers of OJSC “Uralkali” as interested-party transactions.

Agenda item No 1. On distribution of profits of OJSC “Uralkali” as dividends

Wording of the resolution:

To approve the distribution of 12,378,066.3 thousand rubles from the undistributed profits of past periods as follows: to pay dividends in the amount of 4.00 rubles per each ordinary share of OJSC “Uralkali”.

Agenda item No 2. On ratification of the new edition of the Charter of OJSC “Uralkali”

Wording of the resolution:

To approve the amendments to the Charter of OJSC “Uralkali” by ratifying the new edition of the Charter of the Open Joint Stock Company “Uralkali”.

Agenda item No 3. On establishment of the price of insurance services to provide insurance from liability for the directors and officers of OJSC “Uralkali”

Wording of the resolution:

3.1. To establish the price of services under the agreement for liability insurance of the directors and officers of the Company due to the public offering of securities, with the total limit of liability being 100,000,000 (one hundred million) US dollars, as 450,000 (four hundred and fifty thousand) US dollars.

3.2. To establish the price of services under the insurance agreement – a corporate guard directors and officers liability insurance - with the total limit of liability being 100,000,000 (one hundred million) US dollars – as 250,000 (two hundred and fifty thousand) US dollars.

Agenda item No 4. On approval of the transactions to provide insurance from liability for the directors and officers of OJSC “Uralkali” as interested-party transactions

Wording of the resolution:

4.1. To approve the interested-party transaction - agreement for liability insurance of directors and officers due to the public offering of securities between OJSC “Uralkali” (Policy Holder) and CJSC “Chartis” (Insurer) for the term from 21 June 2011 until 21 July 2017, with the total limit of liability being 100,000,000 (one hundred million) US dollars and with the payment of an insurance premium in the amount of 450,000 (four hundred and fifty thousand) US dollars, whose subject matter is property and liability insurance of the directors and officers of OJSC “Uralkali” and its subsidiaries (Beneficiaries under this transaction), namely: individuals (including non-residents of the Russian Federation) elected or appointed as past, present or future directors, officers, administrators or managers of OJSC “Uralkali” and its subsidiaries, the sole executive body, members of the Management Board, members of the Board of Directors, Supervisory Board or Advisory Board of OJSC “Uralkali” or any of its subsidiaries, as well as past, present or future Chief Legal Counsels, Financial Directors, Chief Accountants, Corporate Secretaries, Secretaries of the Board of Directors and Heads of the Risk Management Department (or analogous posts) of OJSC “Uralkali” or its subsidiaries and other individuals holding posts in OJSC “Uralkali” or its subsidiaries whose duties and area of competence are analogous to the posts/job titles indicated above or any analogous posts in compliance with foreign legislation, and other individuals named as potential directors or officers of the Company in the Application for Admission to Listing on the Official List and to Trading on the London Stock Exchange of Global Depository Receipts, including the financial information and the appendices included therein (hereinafter the Prospectus), connected with losses incurred due to failure of the indicated directors and officer to perform their official duties including the costs of representation (legal defense), amounts of awarded damages, amounts of settlements and losses, for which the insured are liable under the law, incurred due to claims against the Prospectus, costs of investigations and any other payments made by the insured under any extensions allowing for insurance coverage under the present agreement for liability insurance of directors and officers due to the public offering of securities.

4.2. To approve the interested-party transaction - the insurance agreement – a corporate guard directors and officers liability insurance - concluded by OJSC “Uralkali” (Policy Holder) and CJSC “Chartis” (Insurer) for the period from 25 July 2011 until 24 July 2012 with the total limit of liability being 100,000,000 (one hundred million) US dollars and with the payment of an insurance premium in the amount of 250,000 (two hundred and fifty thousand) US dollars and an additional limit of 5,000,000 (five million) US dollars for non-executive directors without payment of additional insurance premiums whose subject matter is property and liability insurance of directors and officers of OJSC “Uralkali” and its subsidiaries (Beneficiaries under this transaction), namely: individuals (including non-residents of the Russian Federation) elected or appointed as past, present or future directors, officers, administrators or managers of OJSC “Uralkali” and its subsidiaries, the sole executive body, members of the Management Board, members of the Board of Directors, Supervisory Board or Advisory Board of OJSC “Uralkali” or any of its subsidiaries as well as past, present or future Chief Legal Counsels, Financial Directors, Chief Accountants, Corporate Secretaries, Secretaries of the Board of Directors and Heads of the Risk Management Department (or analogous posts) of OJSC “Uralkali” or its subsidiaries and other individuals holding posts in OJSC “Uralkali” or its subsidiaries whose duties and area of competence are analogous to the posts/job titles indicated above or any analogous posts in compliance with any legislation connected with incurrance of losses due to the failure to perform their official duties by the indicated directors and officers, including costs of representation (legal defense), costs of investigations, amounts of awarded damages or payments under out-of-court settlements, for which the insured are liable under the law, as the result of claims against the insured in relation to any wrongful act.