

- Draft of Changes to be introduced into:**
- (1) Regulation on General Meeting of Shareholders of OJSC Uralkali;
 - (2) Regulation on Auditing Commission of OJSC Uralkali;
 - (3) Regulation on the Board of Directors of OJSC Uralkali

LIST OF CHANGES TO BE INTRODUCED INTO NEW EDITION DRAFT OF REGULATION ON GENERAL MEETING OF SHAREHOLDERS OF OJSC URALKALI

№	Cl.№ of current edition	Current edition text	Cl.№ of new edition draft	New edition draft text	Changes justification
1.	16.8.	Votes on issues indicated in bulletins will not be considered at final counting in the cases as follows: - Proxy is not enclosed to the bulletin signed by shareholder's representative.	16.8.	Votes on issues indicated in bulletins will not be considered at final counting in the cases as follows: - bulletins signed by shareholder's representative and sent in the manner contemplated for absentee voting or under Cl.60.3 of Federal Law "On Joint Stock Companies", are not accompanied with a proxy being the ground of representative actions.	To bring to compliance with the RF law in force (under requirement by Regional Office of the Federal Financial Markets Service (FFMS) in Volga-Kama Region.

LIST OF CHANGES TO BE INTRODUCED INTO NEW EDITION DRAFT OF REGULATION ON AUDITING COMMISSION OF OJSC URALKALI

2.	2.1.	Within its competence, Auditing Commission is entitled: - to demand to convene a meeting of the Board of Directors, extraordinary general meeting of shareholders when violations revealed in finance and business performance or a threat to Company's interests can be eliminated only with a decision by Company's competent body;	2.1.	Within its competence, Auditing Commission is entitled: - to demand in the manner contemplated by Federal Law "On Joint Stock Companies" and Company Charter to convene a meeting of the Board of Directors, extraordinary general meeting of shareholders under its competence	To bring to compliance with the RF law in force (under requirement by Regional Office of the Federal Financial Markets Service (FFMS) in Volga-Kama Region.
3.	4.5.	A requirement (a decision) to carry out an audit will include: -a detailed justification of the requirement.	4.5.	A requirement (a decision) to carry out an audit will include: The line is deleted.	To bring to compliance with the RF law in force (under requirement by Regional Office of the Federal Financial Markets Service (FFMS) in Volga-Kama Region.

LIST OF CHANGES TO BE INTRODUCED INTO NEW EDITION DRAFT OF REGULATION ON THE BOARD OF DIRECTORS OF OJSC URALKALI

4.	<p>10.1. Members of the Board of Directors, in the course of fulfillment of their respective duties, shall be remunerated and compensated in the manner and at the amount designated herein.</p> <p>10.2. Remuneration of members of the Board of Directors shall include:</p> <ul style="list-style-type: none"> - remuneration according to results of the Company 's activity for a fiscal year; - remuneration for participation in routine proceedings of the Board of Directors of the Company. <p>10.3. The amount of remuneration of the Board of Directors members shall be determined according to appraisal of their activity.</p> <p>Activity of the Board of Directors members shall be appraised by the Chairman of the Board of Directors (if such is unavailable, it shall be done by a member of the Board of Directors appointed by the majority of votes of elected members of the Board of Directors) on the basis of the following criteria:</p> <ul style="list-style-type: none"> - attendance of sessions of the Board of Directors; - preparedness for sessions of the Board of Directors. <p>10.4. A remuneration according to results of the Company 's activity for a fiscal year shall be calculated as follows:</p> <p><u>Remuneration = Kd x 0.0013 percent x the ChP x (Kpz + Kgz) where</u></p> <p>Kd is a coefficient of the position the member of the Board of Directors holds in the Board of Directors. It shall be as follows:</p> <p>Kd = 1.5 for the Chairman of the Board of Directors; Kd = 1.2 for Vice- Chairmen of the Board of Directors; Kd = 1.0 for members of the Board of Directors.</p> <p>The ChP is the net profit of the Company in the fiscal year.</p> <p>Kpz is a coefficient of attendance of meetings i.e. attendance by the</p>	10.	<p>10.1. The Board members in the course of fulfillment of their respective duties shall be remunerated and compensated in the manner and at the amount established by Regulation on remunerations and reimbursements to the Board members of OJSC Uralkali.</p>	<p>The manner and amount of remunerations and reimbursements to the Board members is established by Regulation on remunerations and reimbursements to the Board members of OJSC Uralkali.</p>
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	<p>member of the Board of Directors of meetings of the Board of Directors during the fiscal year. It shall be calculated as follows:</p> $K_{pz} = \frac{\text{The number of meetings attended by the member of the Board of Directors during the fiscal year}}{\text{The total number of meetings of the Board of Directors held during the fiscal year}}$ <p>Kgz is a coefficient of preparedness to meetings i.e. the extent of preparedness of the member of the Board of Directors to meetings of the Board of Directors during the fiscal year. It shall be calculated as follows:</p> $K_{gz} = \frac{\text{The number of questions in which discussion the member of the Board of Directors participated during the fiscal year}}{\text{The total number of questions considered by the Board of Directors in its meetings during the fiscal year}}$ <p>10.5. Such remuneration shall be paid to members of the Board of Directors in lump sum under recommendation of the Chairman of the Board of Directors, not later than 10 days from the date of approval of the annual statements by the General Meeting of Shareholders.</p> <p>10.6. In case of election of a Board of Directors by an extraordinary General Meeting of Shareholders, remuneration for the newly elected Board of Directors shall be calculated in the proportion to the time worked. The question of remuneration to members of the Board of Directors which has been dismissed ahead of schedule shall be resolved at the same General Meeting of Shareholders where the question of such pre-schedule dismissal of the Board of Directors is considered.</p> <p>10.7 The fiscal year is a financial year during which the members of the Board of Directors were elected.</p> <p>10.8. Remuneration for participation in routine proceedings of the Board of Directors of the Company shall be calculated as follows:</p> <p>Remuneration = $K_d \times 15 \times \text{the MROT} \times (K_{pz} + K_{gz})$ where</p>			
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	<p>Kd is a coefficient of the position the member of the Board of Directors holds in the Board of Directors. It shall be as follows:</p> <p>Kd = 1.5 for the Chairman of the Board of Directors; Kd = 1.2 for Vice- Chairmen of the Board of Directors; Kd = 1.0 for members of the Board of Directors.</p> <p>The MROT is the minimum amount of salary fixed by the federal law regulating remunerations of labor in the Russian Federation, on the date of the remuneration calculation.</p> <p>Kpz is a coefficient of attendance of meetings i.e. attendance by the member of the Board of Directors of meetings of the Board of Directors during the fiscal quarter. It shall be calculated as follows:</p> <p>$K_{pz} = \frac{\text{The number of meetings attended by the member of the Board of Directors during the fiscal quarter}}{\text{The total number of meetings of the Board of Directors held during the fiscal quarter}}$</p> <p>Kgz is a coefficient of preparedness to meetings i.e. the extent of preparedness of the member of the Board of Directors to meetings of the Board of Directors during the fiscal quarter. It shall be calculated as follows:</p> <p>$K_{gz} = \frac{\text{The number of questions in which discussion the member of the Board of Directors participated during the fiscal quarter}}{\text{The total number of questions considered by the Board of Directors at its meetings during the fiscal quarter}}$</p> <p>10.9. Such remuneration shall be paid according to results of work of the Board of Directors during a quarter not later than one month upon expiry of such fiscal quarter.</p> <p>10.10. Remunerations shall be accrued by the accounts department of the Company on the basis of an order of the Chairman of the</p>			
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	<p>Board of Directors, to which order the calculation of remuneration of each member of the Board of Directors shall be attached.</p> <p>10.11. Members of the Board of Directors shall, at the expense of the Company, be compensated against transport (except for taxi) costs and bureaucratic costs incurred by him/her during fulfillment of his/her respective duties. Costs shall be compensated on the basis of documents confirming such costs, within 5 days from the date of such documents submission to the accounts department of the Company.</p> <p>10.12 Remunerations shall be paid and compensations shall be provided through the cash desk of the Company or, at a written request of a member of the Board of Directors, be remitted to his/her bank account.</p>			
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ALL REGULATIONS

Text of all Regulations	Technical changes introduction into the text of Regulation on General Meeting of Shareholders of OJSC Uralkali, text of Regulation on Auditing Commission of OJSC Uralkali, text of Regulation on the Board of Directors of OJSC Uralkali.	Text of all Regulations	Technical changes introduction into the text of Regulation on General Meeting of Shareholders of OJSC Uralkali, text of Regulation on Auditing Commission of OJSC Uralkali, text of Regulation on the Board of Directors of OJSC Uralkali.	Technical changes insertion is caused by developments of the Russian Federation law and application practice of the Regulations in force.
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