

**Statement of a material fact**  
**Information on decisions adopted by the General Meetings**

**1. General Information**

- 1.1. Full legal name of the issuing company: *Open Joint Stock Company "Mineral and Chemical Company "EuroChem"*.
- 1.2. The abbreviated name of the issuing company: *OJSC MCC "EuroChem"*.
- 1.3. The issuing company's address: *53 Dubininskaya Str., building 6, Moscow, 115054, Russian Federation.*
- 1.4. The issuing company's national state registration number (OGRN): *1027700002659.*
- 1.5. The issuing company's taxpayer ID number (INN): *7721230290.*
- 1.6. The issuing company's unique code assigned by a registration agency: *31153-H.*
- 1.7. The Internet address used by the issuing company to disclose information: *<http://www.eurochem.ru>.*

**2. Content of the Statement**

- 2.1. Type of the general meeting (extraordinary, annual):  
*Annual*
- 2.2. Form of the general meeting:  
*Meeting (a joint-presence meeting of the shareholders to discuss the agenda items and pass the decisions on the items put to vote).*
- 2.3. Date and place of holding the general meeting:  
***18 June 2009, Russia, Moscow, 53 Dubiniskaya St., 6 bldg., 7<sup>th</sup> floor, room 715.***
- 2.4. Quorum of the general meeting:  
*In line with point 1 of article 58 of the Federal Law on the Joint-Stock Companies, the general shareholders meeting of the Company are competent (quorate) if the shareholders possessing a total of more than one half of the distributed voting shares in the Company took part in the meeting.*

*The persons included in the list of persons authorized to participate in the AGM, have **68,000,000 (i.e. 100 %) of votes.***

*The persons participated in the AGM have **68,000,000 (i.e. 100%) of votes.**  
There is a quorum.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 1** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 1** is amounted to 68,000,000 votes.  
There is a quorum.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 2** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 2** is amounted to 68,000,000 votes.  
There is a quorum.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 3** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 3** is amounted to 68,000,000 votes.  
There is a quorum.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 4** is amounted to 544,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 4** is amounted to 544,000,000 votes.  
There is a quorum.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 5** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 5** is amounted to 68,000,000 votes.  
There is a quorum.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 6** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 6** is amounted to 68,000,000 votes.  
There is a quorum.*

2.5. Items put to vote and voting results thereon:

**Agenda item 1:**

1.1. Approve the following procedures for convening the EuroChem AGM:

The Meeting Procedures:

- informing the shareholders of the Agenda items, including the speakers reports - not to exceed 1 hour per Agenda item;
- discussions - up to 10 minutes per each speaker for each Agenda item;
- responding with questions, reference material or other information - up to 30 minutes per each Agenda item.

1.2. Persons registered to attend the AGM have the right to vote on all Agenda items once the Meeting is opened and until the votes are calculated on the AGM Agenda items. This rule does not apply to voting on procedures for convening the EuroChem AGM.

1.3. After discussions are finished on the last Agenda item and before the votes are calculated, any participants who have not yet finished voting will have 20 minutes to do so.

**Voting results:**

“IN FAVOR” – 68 000 000 votes.

“AGAINST” - 0 votes.

“ABSTAINED” - 0 votes.

The number of votes on this EGM agenda item that have not been counted due to an invalid voting ballot (including voting on the appropriate items): 0.

**Agenda item 2:**

Approve the EuroChem Annual Report for 2008.

**Voting results:**

“IN FAVOR” – 68 000 000 votes.

“AGAINST” - 0 votes.

“ABSTAINED” - 0 votes.

The number of votes on this EGM agenda item that have not been counted due to an invalid voting ballot (including voting on the appropriate items): 0.

**Agenda item 3:**

3.1. Approve the EuroChem Annual accounting reports for 2008, including P&L statement (Appendix 2 to these Minutes).

3.2. Distribute EuroChem’s net 2008 profits, amounting to RUB 18,462,526,000, as follows:

- approve previously paid interim dividends based on the results from the first quarter, the first six months, and the first nine months of the 2008 fiscal year, in the amount of RUB 9,294,240,000;
- the company will not distribute the remainder of 2008 net profits.

**The voting results:**

“IN FAVOR” – 68 000 000 votes.

“AGAINST” - 0 votes.

“ABSTAINED” - 0 votes.

The number of votes on this EGM agenda item that have not been counted due to an invalid voting ballot (including voting on the appropriate items): 0.

**Agenda item 4:**

4.1. Elect the following membership of the EuroChem Board of Directors:

1. Mr. Adriaenssen, Charles
2. Mr. Jackson, Francis Keith John
3. Mr. Cardona, George Spyridon
4. Mr. Melnichenko, Andrey Igorevich
5. Mr. Pilipenko, Nikolay Nikolaevich
6. Mr. Stolin, Vladimir Viktorovich
7. Mr. Strezhnev, Dmitry Stepanovich
8. Mr. Sheath, Richard Lindsey

**The voting results:**

No	Last, first and middle names of a candidate	Number of votes put «IN FAVOUR»
1.	Mr. Adriaenssen, Charles	68 000 000
2.	Mr. Jackson, Francis Keith John	68 000 000
3.	Mr. Cardona, George Spyridon	68 000 000

4.	Mr. Melnichenko, Andrey Igorevich	68 000 000
5.	Mr. Pilipenko, Nikolay Nikolaevich	68 000 000
6.	Mr. Stolin, Vladimir Viktorovich	68 000 000
7.	Mr. Strezhnev, Dmitry Stepanovich	68 000 000
8.	Mr. Sheath, Richard Lindsey	68 000 000

« AGAINST » - 0 votes.

« ABSTAINED » - 0 votes.

The number of votes on said Agenda item of the Meeting which were not calculated as the ballots were adopted invalid (including, the voting on the respective items) – 0.

#### **Agenda item 5:**

5.1. Elect the following membership of the EuroChem Revision Commission:

1. Mr. Vlasenko, Aleksey Vitalyevich
2. Mr. Ishkayev, Ruslan Fidratovich
3. Ms. Khilyuta, Tatyana Ivanovna

#### **The voting results:**

The voting results on the candidate, Mr. Vlasenko (the number of votes):

«in favour» - 68 000 000 votes;

«against» - 0 votes;

«abstained» - 0 votes.

The number of votes on said Agenda item of the Meeting which were not calculated as the ballots were adopted invalid (including, the voting on the respective items) – 0.

The voting results on the candidate, Mr. Ishkayev (the number of votes):

«in favour» - 68 000 000 votes;

«against» - 0 votes;

«abstained» - 0 votes.

The number of votes on said Agenda item of the Meeting which were not calculated as the ballots were adopted invalid (including, the voting on the respective items) – 0.

The voting results on the candidate, Ms. Khilyuta (the number of votes):

«in favour» - 68 000 000 votes;

«against» - 0 votes;

«abstained» - 0 votes.

The number of votes on said Agenda item of the Meeting which were not calculated as the ballots were adopted invalid (including, the voting on the respective items) – 0.

#### **Agenda item 6:**

6.1. Appoint Financial and Accounting Consultants (FBK) EuroChem's independent auditor for 2009.

#### **The voting results:**

«in favour» - 68 000 000 votes;

«against» - 0 votes;

«abstained» - 0 votes.

The number of votes on said Agenda item of the Meeting which were not calculated as the ballots were adopted invalid (including, the voting on the respective items) – 0.

### **2.6. Wordings of the decisions taken by the general meeting:**

#### **Agenda item 1:**

1.1. Approve the following procedures for convening the EuroChem AGM:

The Meeting Procedures:

- informing the shareholders of the Agenda items, including the speakers reports - not to exceed 1 hour per Agenda item;
- discussions - up to 10 minutes per each speaker for each Agenda item;
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1.2. Persons registered to attend the AGM have the right to vote on all Agenda items once the Meeting is opened and until the votes are calculated on the AGM Agenda items. This rule does not apply to voting on procedures for convening the EuroChem AGM.

1.3. After discussions are finished on the last Agenda item and before the votes are calculated, any participants who have not yet finished voting will have 20 minutes to do so.

**Agenda item 2:**

2.1. Approve the EuroChem Annual Report for 2008.

**Agenda item 3:**

3.1. Approve the EuroChem Annual accounting reports for 2008, including P&L statement.

3.2. Distribute EuroChem's net 2008 profits, amounting to RUB 18,462,526,000, as follows:

- approve previously paid interim dividends based on the results from the first quarter, the first six months, and the first nine months of the 2008 fiscal year, in the amount of RUB 9,294,240,000;
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4.1. Elect the following membership of the EuroChem Board of Directors:

1. Mr. Adriaenssen, Charles
2. Mr. Jackson, Francis Keith John
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4. Mr. Melnichenko, Andrey Igorevich
5. Mr. Pilipenko, Nikolay Nikolaevich
6. Mr. Stolin, Vladimir Viktorovich
7. Mr. Strezhnev, Dmitry Stepanovich
8. Mr. Sheath, Richard Lindsey

**Agenda item 5:**

5.1. Elect the following membership of the EuroChem Revision Commission:

1. Mr. Vlasenko, Aleksey Vitalyevich
2. Mr. Ishkayev, Ruslan Fidratovich
3. Ms. Khilyuta, Tatyana Ivanovna

**Agenda item 6:**

6.1. Appoint Financial and Accounting Consultants (FBK) EuroChem's independent auditor for 2009.

**3. Signature**

3.1. The General Director

Mr. Strezhnev

(signature)

3.2. Date: 23 June 2009

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