



EuroChem

Mineral & Chemical Company, OJSC

APPROVED

by the Board of Directors
EuroChem, MCC, OJSC
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Code of Ethics

EuroChem Mineral & Chemical Company, OJSC

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1. GENERAL PROVISIONS

- 1.1. This Code of Ethics (“Code”) sets out the standards of conduct for all employees of EuroChem Mineral & Chemical Company (“Company”), its branches, managing companies, representatives and subsidiaries, which contribute to the Company’s achievement of its key goals and principles in all of the forms of its business operations.

2. MISSION & VALUES

- 2.1. The Company’s Mission is: ***“To be a leading European manufacturer of agrochemical products and a wide range of services, providing guaranteed quality, continuously improving technologies and the living environment.”***
- 2.2. The foundation of ethical conduct is comprised of the values shared by the Company, its subsidiaries, employees, and all levels of management:
- **Respect** for the personal rights and interests of employees, clients, suppliers, buyers, partners and the terms and conditions of collaboration with them and with the public as a whole;
 - **Openness** in relations, creating the conditions for an open dialogue on any issues concerning Company operations, encouraging innovations and open discussion within the Company;
 - **Honesty** in relations, providing equal rights for professional growth, protection against discrimination, social protection, and fair work assessments in line with one’s level of professionalism and zone of responsibility;
 - **Trust** as a foundation for the delegation of authorities in the decision-making process and responsibilities for their conscientious performance under competent management and production in strict compliance with approved technologies, safety requirements and quality standards.

3. BUSINESS PRINCIPLES

- 3.1. The Company will be governed by the following principles in conducting business in all areas of operations:
- take a proactive stance and competence with strict compliance with the laws regulating anti-trust policies and competition on all markets in which the Company has a presence;
 - take on only those obligations which the Company will perform without fail;
 - never intentionally mislead anyone or tolerate corruption, and never take part in any inappropriate actions;
 - never permit violence or tolerate premeditated harm to anyone;
 - perform operations on a foundation of respect for the culture and local traditions in all regions in which the Company holds a presence;
 - achieve efficiency based on continuous improvements and perfection of Company operations and product quality.

4. EMPLOYEE RELATIONS

- 4.1. The Company will create the conditions for protecting and upholding the rights of each employee to:
- carry out his responsibilities in line with his position and labor standards;
 - receive recognition and an objective evaluation of his contribution to the team and to the Company;
 - constructively discuss the quality and efficiency of his work with managers and receive assistance in developing his abilities, professionalism and career growth;
 - offer suggestions aimed at increasing teamwork efficiency and expect a response to those suggestions.
- 4.2. With respect for each individual’s personal freedom and rights, the Company will not tolerate any form of discrimination or oppression at the workplace or during the hiring process, nor any actions which may be perceived as offensive or inappropriate in terms of freedom of thought and freedom of religion, or as an attack or threat against another’s life.
- 4.3. The Company welcomes and encourages:
- leadership and delegation of authorities among competent employees who hold personal responsibility for carrying out their assignments;
 - efficiency of each employee, and efficiency as a team;

- teamwork with clearly designated authorities and responsibilities;
 - honesty in relations and in providing any information required for planning, accounting, control and analysis of operational results;
 - building long-term relations with employees and establishing any form of feedback, including regular personal discussions with managers of all levels when addressing the employment terms and other employee interests.
- 4.4. The Company aims to remunerate employees for the results of their work based on a clear set of evaluation criteria and expects that each employee will demonstrate initiative and make the maximum contribution in taking on the tasks facing the Company.
- 4.5. There are requirements for all employees, managers and management bodies of the Company restricting their use of insider information and conducting insider operations.
- 4.6. All employees and managers of the Company must use the Company's assets solely for the purpose of strengthening and developing business without aiming to elicit personal benefits via the abuse of office.

5. PARTNER & PUBLIC RELATIONS

- 5.1. Long-term and stable relations with shareholders, clients, creditors, suppliers and other partners based on trust and mutual benefit play a key role in achieving success; thus, the Company strives to:
- adhere to the principle of mutual benefit and develop business relations in alignment with the interests of all of the Company's partners in mind, and with an understanding for their needs and expectations;
 - strictly carry out its obligations as a responsible legal entity in the regions in which the Company holds a presence;
 - demonstrate openness and flexibility in collaboration with the Company's partners, encouraging programs for exchanging experience and measures aimed at mutual support;
 - strictly comply with all requirements set out in the Company's Code of Corporate Conduct.
- 5.2. Relations with government bodies and agencies of self-government are to be built in accordance with laws and other current statutory acts without any unlawful attempts to exert any influence on said bodies and agencies. The Company is to process timely and full payment of taxes and other payments envisaged by law.
- 5.3. In its operations, the Company will focus on client demand and guarantee the high quality of its products and services, valuing its reputation and strictly complying with the standards of business ethics and law.
- 5.4. The Company gives preference to business partners and suppliers with impeccable reputations. The Company is dedicated to strict compliance with anti-money laundering legislation. The Company does not accept unlawful payments in any form and will not apply unethical or unfair means of influencing its partners or competitors.
- 5.5. The Company shall avoid entering into an agreement with any of its clients concerning the terms and conditions of product sales to Company's other clients.
- 5.6. The Company's primary goal in terms of safety, health and environmental protection is reducing the risk of accidents and breakdowns during production and acting with caution for the environment. The Company continuously strives to:
- manufacture a quality product which is safe for use, and comply with the storage and transport safety standards;
 - reduce any harmful impact of production operations on the environment, employee health and the health of the local population;
 - identify the requisite resources for ensuring safety, health and environmental protection.

6. COMPETITOR RELATIONS

- 6.1. The Company shall strive to refrain from entering into any kind of agreement, arrangement or understanding concerning actions with competitors which will or may result in:
- establishing or maintaining prices, discounts, extra fees (payments) or extra charges;
 - increases, decreases or maintenance of trading prices;
 - market divisions based on territorial location, sales volumes or commodity purchases, assortment or the composition of vendors or consumers;
 - economically or technologically unfounded refusal to enter into a contract with certain vendors or consumers;

- imposing contractual terms onto a counter party which are not beneficial for the counter party or which are irrelevant to the contract provisions;
- economically, technologically or otherwise unfounded establishment of different prices for the same product;
- reduction or cessation of production of a commodity for which there is demand, or shipment of a commodity for which orders have been placed given that said commodity may be produced at a profit;
- creating a barrier to market entry or exit for other market players.

As exceptions, the Company shall allow agreements, arrangements and understandings exclusively if they may result in:

- improved production, product sales or improved product competition for the Company;
 - advantages (benefits) gained by the consumer commensurate to the advantages (benefits) gained by the vendor and other market players as a result of an agreement, arrangement or understanding.
- 6.2. The Company shall independently determine prices for products and use exclusively information about market conditions received from public or open sources, which excludes the receipt of information directly from competitors.
- 6.3. The Company shall strive to participate in industry and professional associations and shall recognize collaboration with its competitors beneficial for the Company's business combined with strict compliance with the association's legal operations, goals and tasks and refrain from engaging in discussions on price levels, sales markets, production volumes and other similar terms and conditions for running business with representatives of competing companies within association activities.

7. ENFORCING THE CODE OF ETHICS

- 7.1. All employees must follow the rules set out in this Code. Any employee who has a suggestion or statement on any of the issues envisaged in this Code must immediately submit such to his direct supervisor. The Company will not apply disciplinary measures against any persons who appeal to their managers in accordance with this Code.
- 7.2. The Company will ensure the investigation of any breaches of this Code and will take measures to prevent any similar violations in the future.
- 7.3. Any amendments or addenda to the provisions of this Code must be approved by a ruling passed by the Company's Board of Directors and made known to all employees and stakeholders in line with current legislation.