

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:
25 June 2008, Russia, Moscow, 53 Dubiniskaya St., 6 bldg., 7th 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 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 4** 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 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.*

*The number of votes possessed by the persons included in the list of persons authorized to participate in the AGM on Agenda **item 7** is amounted to 476, 000, 000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 7** is amounted to 476, 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 8** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 8** 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 9** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 9** 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 10** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 10** 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 11** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 11** 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 12** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 12** 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 13** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 13** 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 14** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 14** 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 15** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the AGM on Agenda **item 15** 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.

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.

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 30 minutes to do so.

In case the shareholders shall exercise the right to take decision to cut the dividend relative to the dividend recommended by the Board (the Board of Directors meeting Minutes dd. 30.04.2008 №08.04.30-07/10-9), the voting on the Agenda items № 4 «Allocation of EuroChem's 2007 profits/losses, including the payment (announcement) of dividends» and № 5 «Payment (announcement) of dividends based on 1Q2008 results» shall be executed without voting ballots, i.e. via showing of hands. The approved rulings shall be reflected in the AGM Minutes, the respective voting ballots on the abovementioned Agenda items be adopted non-voting.

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.

Agenda item 2:

2.1. Approve the EuroChem Annual Report for 2007.

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.

Agenda item 3:

3.1. Approve the EuroChem Annual Report for 2007, including P&L statement.

3.2. Approve EuroChem's net 2007 profits at RUR 474564 thous.

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.

Agenda item 4:

4.1. Approve the previously issued dividend payments using unallocated profits for the first nine months of the 2007 fiscal year in the amount of RUR 3 672 000 thous.

4.2. Process payment for (announce) dividends on EuroChem's common registered shares based on 2007 results at 71 (seventy-one) rubles and 24 kopecks per 1 (one) common registered share. Considering paid interim dividends (9M2007) in the amount of 54 (fifty-four) rubles per one common registered share, the final dividend payment will be processed in the amount of 17 (seventeen) rubles and 24 kopecks per one common registered share.

4.3. Define the payment period for the announced 2007 dividends at 60 (sixty) days from the day on which the ruling on dividend payments is passed.

4.4. Dividend payments are to be issued as cash funds.

4.5. Set the following procedures for dividend payments: transfer of monetary funds to the accounts own by the parties included on the list of persons entitled to receive dividends.

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.

Agenda item 5:

5.1. Process payment for (announce) interim dividends on the Company's shares based on 1Q2008 results in the amount of 34 (thirty-four) rubles and 47 kopecks per 1 (one) common registered share.

5.2. Define the payment period for the announced interim 1Q2008 dividends at 60 (sixty) days from the day on which the ruling on dividend payments is passed.

5.3. Dividend payments are to be issued as cash funds.

5.4. Set the following procedures for dividend payments: transfer of monetary funds to the accounts own by the parties included on the list of persons entitled to receive dividends.

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.

Agenda item 6:

6.1. Determine the number of members to sit on the EuroChem Board of Directors at 7 (seven).

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.

Agenda item 7:

7.1. 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 Igorievich
5. Mr. Stolin, Vladimir Viktorovich
6. Mr. Strezhnev, Dmitry Stepanovich
7. Mr. Sheath, Richard Lindsey

The voting results:

№	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 Igorievich	68 000 000
5.	Mr. Stolin, Vladimir Viktorovich	68 000 000
6.	Mr. Strezhnev, Dmitry Stepanovich	68 000 000
7.	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 8:

8.1. 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 9:

9.1. Appoint Financial and Accounting Consultants (FBK) EuroChem's independent auditor for 2008.

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.

Agenda item 10:

10.1. Approve the new revision of the EuroChem Charter.

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.

Agenda item 11:

11.1. Approve the new revision of the EuroChem Board of Directors Regulations.

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.

Agenda item 12:

12.1. Approve the new revision of the EuroChem Management Board Regulations.

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.

Agenda item 13:

13.1. Approve the new revision of the EuroChem General Director Regulations.

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.

Agenda item 14:

Agenda item to be put up to vote:

14.1. MCC EuroChem to enter into the Russian Grain Union (a non-profit organization).

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.

Agenda item 15:

15.1. In accordance with the requirements set out in Articles 78, 79 of Federal Law No. 208-FZ, rule to approve a large transaction involving property valued at over 50% of the book value of the Company's assets, i.e. securing a syndicated loan with the terms and conditions set out in the Appendix 7 to Minutes of AGM.

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:

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Agenda item 2:

2.1. Approve the EuroChem Annual Report for 2007.

Agenda item 3:

3.1. Approve the EuroChem Annual Report for 2007, including P&L statement (Appendix 2 Minutes of AGM).

3.2. Approve EuroChem's net 2007 profits at RUR 474564 thous.

Agenda item 4:

4.1. Approve the previously issued dividend payments using unallocated profits for the first nine months of the 2007 fiscal year in the amount of RUR 3 672 000 thous.

4.2. Process payment for (announce) dividends on EuroChem's common registered shares based on 2007 results at 71 (seventy-one) rubles and 24 kopecks per 1 (one) common registered share. Considering paid interim dividends (9M2007) in the amount of 54 (fifty-four) rubles per one common registered share, the final dividend payment will be processed in the amount of 17 (seventeen) rubles and 24 kopecks per one common registered share.

4.3. Define the payment period for the announced 2007 dividends at 60 (sixty) days from the day on which the ruling on dividend payments is passed.

4.4. Dividend payments are to be issued as cash funds.

4.5. Set the following procedures for dividend payments: transfer of monetary funds to the accounts own by the parties included on the list of persons entitled to receive dividends.

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Agenda item 6:

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

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3. Ms. Khilyuta, Tatyana Ivanovna

Agenda item 9:

9.1. Appoint Financial and Accounting Consultants (FBK) EuroChem's independent auditor for 2008.

Agenda item 10:

10.1. Approve the new revision of the EuroChem Charter (Appendix 3 to Minutes of AGM).

Agenda item 11:

11.1. Approve the new revision of the EuroChem Board of Directors Regulations (Appendix 4 to Minutes of AGM).

Agenda item 12:

12.1. Approve the new revision of the EuroChem Management Board Regulations (Appendix 5 to Minutes of AGM).

Agenda item 13:

13.1. Approve the new revision of the EuroChem General Director Regulations (Appendix 6 to Minutes of AGM).

Agenda item 14:

14.1. MCC EuroChem to enter into the Russian Grain Union (a non-profit organization).

Agenda item 15:

15.1. In accordance with the requirements set out in Articles 78, 79 of Federal Law No. 208-FZ, rule to approve a large transaction involving property valued at over 50% of the book value of the Company's assets, i.e. securing a syndicated loan with the terms and conditions set out in the Appendix 7 to Minutes of AGM.

3. Signature

3.1. The General Director

Mr. Strezhnev

(signature)

3.2. Date: 25 June 2008

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