

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):
Extraordinary.
- 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:
17 September 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 EGM, have **68,000,000 (i.e. 100 %) of votes.***

*The persons participated in the EGM 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 EGM on **Agenda item 1** is amounted to 68,000,000 votes.*

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

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

There is a quorum.

*The number of votes held by parties included on the list of parties entitled to take part in the EGM for **Agenda Item 3**: 68 000 000 votes.*

*The number of votes held by those in attendance for consideration of EGM **Agenda Item 3**: 0 votes.*

A quorum is absent.

***Agenda item 3**: Determining the number of members to sit on the EuroChem Board of Directors. Due to the absence of a quorum for this agenda item, the item was not considered, no voting took place and no ruling was passed.*

*The number of votes held by parties included on the list of parties entitled to take part in the EGM for **Agenda Item 4**: 476 000 000 votes.*

*The number of votes held by those in attendance for consideration of EGM **Agenda Item 4**: 0 votes.*

A quorum is absent.

***Agenda item 4**: Election of the members of the EuroChem Board of Directors. **Due to the absence of a quorum** for this agenda item, the item was not considered, no voting took place and no ruling was passed.*

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

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

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

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

There is a quorum.

2.5. Items put to vote and voting results thereon:

Agenda item 1:

Approve the following procedures for conducting the EGM:

- Inform the shareholders of the agenda, including speakers/reports, which are not to exceed 20 minutes per agenda item.
- Discussions up to 10 minutes per speaker for each agenda item.
- Responses with questions, reference material or other information may take up to 15 minutes per agenda item.

The parties that have registered to participate in the EGM may vote on items 4–7 of the agenda upon opening of the EGM and until the vote counting begins.

This rule does not apply to the following agenda items:

1. Defining the procedures for conducting the EuroChem MCC EGM.
2. Early dismissal of the authorities of the EuroChem MCC Board of Directors members.
3. Determining the number of members to sit on the EuroChem Board of Directors.

Rulings on agenda items 1–3 will come into force as they are announced at the EGM.

After discussions are finished on the last agenda item and before voting is closed, any participants who have not yet finished voting will have 10 minutes to do so.

Voting results:

“IN FAVOR” – 68 000 000 votes:

“AGAINST” - 0 votes:

“ABSTAIN” - 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:

Dismiss the authorities of the members of the EuroChem MCC Board of Directors elected by the AGM on 25.06.2008: Charles Adriaenssen, Keith Jackson, George Cardona, Andrey Melnichenko, Vladimir Stolin, Dmitry Strezhnev, and Richard Sheath.

Voting results:

“IN FAVOR” - 0 votes:

“AGAINST” – 68 000 000 votes:

“ABSTAIN” - 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 5:

Announce interim dividends for 1H2008 in the amount of RUB 86.18 (eighty-six rubles and eighteen kopecks) per 1 (one) common registered share. Considering previously paid dividends for 1Q2008 in the amount of RUB 34.47 (thirty-four rubles and forty-seven kopecks) per 1 (one) common registered share, send the payment of interim dividends for 1H2008 in the amount of RUB 51.71 (fifty-one rubles and seventy-one kopecks) per 1 (one) common registered share.

Define the payment period for the announced interim 1H2008 dividends - 60 (sixty) days from the day on which the corresponding ruling was passed on dividend payments.

Dividend payments are to be issued as cash funds.

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.

Voting results:

“IN FAVOR” – 68 000 000 votes:

“AGAINST” - 0 votes:

“ABSTAIN” - 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 6:

Set the cost of D&O liability insurance coverage for the members of the Board of Directors and officers of EuroChem MCC, as well as liability coverage for EuroChem MCC, between EuroChem MCC and AIG

Insurance and Reinsurance Company at USD 94 590 (ninety-four thousand five hundred and ninety) for one full year.

Voting results:

“IN FAVOR” – 68 000 000 votes.

“AGAINST” - 0 votes.

“ABSTAIN” - 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 7:

Approve the transaction between EuroChem MCC and AIG Insurance and Reinsurance Company for D&O liability coverage of the members of the Board of Directors, company officers, and EuroChem MCC. This is a transaction with interest: interest is held by the members of the Board of Directors, the General Director and the members of the EuroChem MCC Management Board. The terms and conditions of this transaction are set out in Appendix No. 1 to these Minutes.

Voting results:

“IN FAVOR” – 68 000 000 votes.

“AGAINST” - 0 votes.

“ABSTAIN” - 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.

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

Agenda item 1:

Approve the following procedures for conducting the EGM:

- Inform the shareholders of the agenda, including speakers/reports, which are not to exceed 20 minutes per agenda item.
- Discussions may take up to 10 minutes per speaker for each agenda item.
- Responses with questions, reference material or other information may take up to 15 minutes per agenda item.

The parties that have registered to participate in the EGM may vote on items 4–7 of the agenda upon opening of the EGM and until the vote counting begins.

This rule does not apply to the following agenda items:

1. Defining the procedures for conducting the EuroChem MCC EGM.
2. Early dismissal of the authorities of the EuroChem MCC Board of Directors members.
3. Determining the number of members to sit on the EuroChem Board of Directors.

Rulings on agenda items 1–3 will come into force as they are announced at the EGM.

After discussions are finished on the last agenda item and before voting is closed, any participants who have not yet finished voting will have 10 minutes to do so.

Agenda item 2:

The dismissal of the authorities of the members of the EuroChem MCC Board of Directors elected by the AGM on 25.06.2008: Charles Adriaenssen, Keith Jackson, George Cardona, Andrey Melnichenko, Vladimir Stolin, Dmitry Strezhnev, and Richard Sheath **is NOT PASSED**.

Agenda item 5:

Announce interim dividends for 1H2008 in the amount of RUB 86.18 (eighty-six rubles and eighteen kopecks) per 1 (one) common registered share. Considering previously paid dividends for 1Q2008 in the amount of RUB 34.47 (thirty-four rubles and forty-seven kopecks) per 1 (one) common registered share, send the payment of interim dividends for 1H2008 in the amount of RUB 51.71 (fifty-one rubles and seventy-one kopecks) per 1 (one) common registered share.

Define the payment period for the announced interim 1H2008 dividends - 60 (sixty) days from the day on which the corresponding ruling was passed on dividend payments.

Dividend payments are to be issued as cash funds.

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.

Agenda item 6:

Set the cost of D&O liability insurance coverage for the members of the Board of Directors and officers of EuroChem MCC, as well as liability coverage for EuroChem MCC, between EuroChem MCC and AIG Insurance and Reinsurance Company at USD 94 590 (ninety-four thousand five hundred and ninety) for one full year.

Agenda item 7:

Approve the transaction between EuroChem MCC and AIG Insurance and Reinsurance Company for D&O liability coverage of the members of the Board of Directors, company officers, and EuroChem MCC. This is a transaction with interest: interest is held by the members of the Board of Directors, the General Director and the members of the EuroChem MCC Management Board. The terms and conditions of this transaction are set out in Appendix No. 1 to Minutes of EGM.

3. Signature

3.1. The General Director

Mr. Strezhnev

(signature)

3.2. Date: 19 September 2008

[official seal here]