

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:
22 December 2009, Russia, Moscow, 53 Dubininskaya 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 possessed by the persons included in the list of persons authorized to participate in the EGM on **Agenda item 3** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the EGM 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 EGM on **Agenda item 4** is amounted to 68,000,000 votes.*

*The number of votes possessed by the persons participated in the EGM 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 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 convening the EuroChem EGM:

- informing shareholders of agenda item details, including speakers/reports - not to exceed 5 minutes per agenda item;
- discussions - up to 10 minutes per speaker for each agenda item;
- responding with questions, reference material or other information - up to 15 minutes per agenda item.

Persons registered to attend the EGM have the right to vote on all Agenda items once the Meeting is opened and until the votes are calculated on the EGM Agenda items. This rule does not apply to voting on procedures for convening the EuroChem 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 on EGM agenda items will be conducted by raising hands (i.e., no voting ballots).

Decisions taken during the meeting will be recorded in the GM minutes.

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

Agenda item 2:

Determining the price of the transaction for D&O liability insurance coverage for Board members, EuroChem officers and EuroChem MCC between EuroChem MCC and Zurich Reliable Insurance: total annual premium of USD 49,500.

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

Agenda item 3:

Approve the transaction between EuroChem MCC and Zurich Reliable Insurance 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 1 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC.

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

Agenda item 4:

Approve amendments № 2 to the Charter of MCC EuroChem OJSC (Appendix 2 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

Agenda item 5:

Approve amendments № 1 to the Regulations on the Board of Directors of MCC EuroChem OJSC (Appendix 3 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

Agenda item 6:

Approve amendments № 1 to the Regulations on the Management Board of MCC EuroChem OJSC (Appendix 4 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

Agenda item 7:

Approve amendments № 1 to the Regulations on the General Director of MCC EuroChem OJSC (Appendix 5 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Voting results:

Shareholder MCC Holding Limited	–	«IN FAVOR»	(67,932,000 votes);
Shareholder Industrial Group Phosphorit, LLC	–	«IN FAVOR»	(68,000 votes).

Voting summary:

«IN FAVOR» – 68,000,000 votes, that is 100% of those in attendance at the Meeting;
«AGAINST» – 0 votes, that is 0% of those in attendance at the Meeting;
«ABSTAIN» – 0 votes, that is 0% of those in attendance at the Meeting.

2.6. Wordings of the decisions taken by the general meeting:**Agenda item 1:**

Approve the following procedures for convening the EuroChem EGM:

- informing shareholders of agenda item details, including speakers/reports - not to exceed 5 minutes per agenda item;
- discussions - up to 10 minutes per speaker for each agenda item;
- responding with questions, reference material or other information - up to 15 minutes per agenda item.

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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:

Determining the price of the transaction for D&O liability insurance coverage for Board members, EuroChem officers and EuroChem MCC between EuroChem MCC and Zurich Reliable Insurance: total annual premium of USD 49,500.

Agenda item 3:

Approve the transaction between EuroChem MCC and Zurich Reliable Insurance 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 1 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC.

Agenda item 4:

Approve amendments № 2 to the Charter of MCC EuroChem OJSC (Appendix 2 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Agenda item 5:

Approve amendments № 1 to the Regulations on the Board of Directors of MCC EuroChem OJSC (Appendix 3 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Agenda item 6:

Approve amendments № 1 to the Regulations on the Management Board of MCC EuroChem OJSC (Appendix 4 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

Agenda item 7:

Approve amendments № 1 to the Regulations on the General Director of MCC EuroChem OJSC (Appendix 5 to Minutes of the Extraordinary General Meeting of Shareholders EuroChem Mineral & Chemical Company, OJSC).

3. Signature

3.1. The General Director

Mr. Strezhnev

(signature)

3.2. Date: 22 December 2009

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