

**Schedule 3**  
**Part A**

Certification and Agreement of Persons Acquiring  
**Rule 144A GDRs Upon Deposit of Shares**  
Pursuant to Clause 3 of the Rule 144A  
Deposit Agreement and Condition 1

Citibank, N.A.  
GDR Department  
111 Wall Street, 15<sup>th</sup> Floor  
New York, New York 10013

Fax: 212-825-2029

Re: **OJSC "PhosAgro"**

We refer to the Rule 144A Deposit Agreement, dated 25 April 2011 and as amended and supplemented prior to the date hereof (as so amended and supplemented prior to the date hereof, the "**Deposit Agreement**"), between OJSC "PhosAgro", an open joint stock corporation company organised under the laws of Russia (the "**Company**"), Citigroup Global Markets Deutschland AG (the "**Depositary**"), and Citibank, N.A., (the "**DR Servicer**"). Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement. The terms of this Certification and Agreement shall be governed by the laws of the State of New York.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and request for issuance of Rule 144A Global Depositary Receipts (the "**Rule 144A GDRs**") pursuant to Clause 3 of the Deposit Agreement and Condition 1.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Act**") or with any securities regulatory authority in any state or other jurisdiction of the United States.
3. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDRs and the Shares represented thereby may be offered and sold in Germany only in accordance with the provisions of the German Securities Prospectus Act *Wertpapierprospektgesetz*) and any other applicable German law. No application has been made under German law to publicly market the Regulation S GDRs and the Shares represented thereby in or out of Germany and the Regulation S GDRs and the Shares represented thereby are not registered or authorised for public distribution under the German Securities Prospectus Act. Consequently, Regulation S GDRs and the Shares represented thereby may not be publicly offered, advertised or distributed publicly or by public promotion in Germany. Any resale of the

Regulation S GDRs and the Shares represented thereby in Germany may only be made in accordance with the provisions of the German Securities Prospectus Act and any other laws applicable in Germany governing the sale and offering of securities in Germany.

4. We certify that we are not the Company or an Affiliate (as such term is defined in Regulation S under the Act and hereinafter used as so defined) of the Company and that, if we are acting on behalf of another person, such person is not the Company and has confirmed to us that it is not an Affiliate of the Company and that it is not acting on behalf of the Company or an Affiliate of the Company.
5. We certify that either:
  - (a) We are a Qualified Institutional Buyer (as defined in Rule 144A under the Act and hereinafter used as so defined), and at the time of issuance of the Rule 144A GDRs referred to above, we (or one or more Qualified Institutional Buyers for whose account we are acting) will be the beneficial owner thereof.

OR

- (b) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that it is a Qualified Institutional Buyer and either:
  - (i) at the time of issuance of the Rule 144A GDRs referred to above, it will be the beneficial owner thereof, or
  - (ii) it is acting for the account of a Qualified Institutional Buyer that, at the time of issuance, will be the beneficial owner of the Rule 144A GDRs referred to above.

OR

- (c) At the time of issuance, we will be the beneficial owner of the Rule 144A GDRs; and we are located outside the United States (as such term is defined in Regulation S and hereinafter used as so defined) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States.

OR

- (d) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that either (i) it will be at the time of issuance the beneficial owner of the Rule 144A GDRs, it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States; or (ii) it is located outside the United States and is acting for the account of a person located outside the United States who acquired, or has agreed to acquire

and will have acquired, the Shares to be deposited, outside the United States and who, at the time of issuance, will be the beneficial owner of the Rule 144A GDRs evidenced thereby.

6. As the beneficial owner of the Rule 144A GDRs, we agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDR Certificates, Rule 144A GDRs evidenced thereby or the Shares represented thereby except (a) to a person whom we reasonably believe is a Qualified Institutional Buyer purchasing for its own account or for the account of another Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A, (b) outside the United States in accordance with Regulation S, (c) in accordance with Rule 144 under the Act (if available), or (d) pursuant to an effective registration statement under the Act, in each case in accordance with any applicable securities laws of any state of the United States.
7. We hereby represent and warrant (or if we are a broker dealer, our customer has confirmed to us that it represents and warrants) that (i) the Shares presented for deposit (and the certificates therefor) are duly authorised, validly issued, fully paid, non-assessable and legally obtained by such person, (ii) all pre-emptive (and similar) rights with respect to such Shares have been validly waived or exercised, (iii) the person making such deposit is duly authorised so to do, (iv) the Shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and (v) the Shares presented for deposit have not been stripped of any rights or entitlements.
8. We hereby acknowledge (or if we are a broker dealer, our customer has confirmed to us that it acknowledges) that (i) each person depositing Shares, taking delivery of or transferring Rule 144A GDRs or any beneficial interest therein, or surrendering Rule 144A GDRs or any beneficial interest therein and withdrawing Shares under the Deposit Agreement shall be deemed thereby to acknowledge that the Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the Act, and may not be offered, sold, pledged or otherwise transferred except in accordance with the restrictions on transfer set forth in the Securities Act Legend, and such person shall be deemed thereby to represent and warrant that such deposit, transfer or surrender or withdrawal complies with the foregoing restrictions, (ii) such representations and warranties and those set forth in paragraph 7 above shall survive the deposit and withdrawal of Shares and the issuance and cancellation of Rule 144A GDRs in respect thereof and the transfer of such Rule 144A GDRs, and (iii) if any such representations or warranties are false in any way, the Company, the Depositary and the DR Servicer shall be authorised, at the cost and expense of the person depositing Shares, to take any and all actions necessary to correct the consequences thereof.

Very truly yours,

**[NAME OF CERTIFYING ENTITY]**

By: \_\_\_\_\_

Title:

Date: \_\_\_\_\_