

Schedule 3
Part B

Certification and Agreement of Persons Surrendering
Rule 144A GDRs for the Purpose of Withdrawal
of Rule 144A Deposited Property Pursuant to Clause 3 of
the Rule 144A Deposit Agreement and Condition 2

Citibank, N.A.
GDR Department
111 Wall Street, 15th 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 company organised under the laws of Russia (the "**Company**"), Citigroup Global Markets Deutschland AG (the "**Depository**") and Citibank, N.A. (the "**DR Servicer**"). Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering Rule 144A Global Depository Receipt Certificates (the "**Rule 144A GDR Certificates**") or giving withdrawal instructions through DTC in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Rule 144A Deposited Property represented by the Rule 144A Global Depository Receipts ("Rule 144A GDRs") pursuant to Clause 3 of the Deposit Agreement and Condition 2.
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 and that the Shares and the Rule 144A GDRs may not be offered, sold, pledged or otherwise transferred except in accordance with the restrictions on transfer set forth in the Deposit Agreement.
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 either:

- (a) We are a Qualified Institutional Buyer (as such term is defined in Rule 144A under the Act and hereinafter used as so defined) acting for our own account or for the account of one or more Qualified Institutional Buyers, and either:
 - (i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDRs, the Rule 144A GDR Certificates or the Shares in accordance with Regulation S under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDR Certificates and Rule 144A GDRs, or
 - (ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Rule 144A GDRs, the Rule 144A GDR Certificates or the Shares to another Qualified Institutional Buyer in accordance with Rule 144A and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDR Certificates and Rule 144A GDRs, or
 - (iii) we (or it) will be the beneficial owner of the Shares upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more Qualified Institutional Buyers, each such Qualified Institutional Buyer has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Shares except (A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A under the Act, (B) outside the United States to persons in accordance with Regulation S under the Act, or (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, and (y) we (or it) will not deposit or cause to be deposited such Shares into any depositary receipt facility established or maintained by a depositary bank (including any such facility maintained by the DR Servicer), other than a Rule 144A restricted depositary receipts facility, so long as such Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Act.

OR

- (b) We are a person located outside the United States; we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the Rule 144A GDRs, the Rule 144A GDR Certificates or the Shares outside the United States; and we are, or upon acquisition thereof will be, the beneficial owner of the Rule 144A GDRs, the Rule 144A GDR Certificates or the Shares.
5. If we are a broker dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership) and, if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii).

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Title

Date: _____