

Draft resolutions for the General Meeting of AB "Lifosa"

The Agenda and the draft resolutions proposed by the Management Board to the General Meeting of AB "Lifosa" to be held on April 30, 2010:

1. The Company's Auditor's Report.

Heard.

2. The Annual Report of the Company for the year 2009.

To assent to the Company's Annual Report for the year 2009.

3. The approval of the Company's Annual Financial Statements for the year 2009.

To approve the audited Annual Financial Statements for the year 2009.

4. Company's profit appropriation for the year 2009.

To approve the Company's net audited profit (acc.to IFRS) appropriation as follows:

- 1) the unappropriated profit of the preceding year at the end of the accounting financial year – 618 808 thou. LTL (179 219 thou. EUR);
- 2) net loss of the accounting financial year – 25 907 thou. LTL (7 503 thou. EUR);
- 3) total profit available for appropriation - 592 901 thou. LTL (171 716 thou. EUR).
- 4) the share of profit allocated to the legal reserve - 0 LTL (0 EUR);
- 5) the share of profit allocated to the reserve for acquiring own shares – 0 LTL (0 EUR);
- 6) the share of profit allocated to other reserves – 0 LTL (0 EUR);
- 7) the share of profit for the payment of dividends - 0 LTL (0 EUR) ;
- 8) the share of profit for the payment of annual bonuses to Board members, payment of incentives to employees and other allocations - 0 LTL (0 EUR);
- 9) the unappropriated profit at the end of the accounting financial year brought forward to the next financial year - 592 901 thou. LTL (171 716 thou. EUR).

5. Selection of the firm of Auditors and establishment of the terms of remuneration for audit services.

- 5.1. To approve the firm UAB "PricewaterhouseCoopers" as auditing company for the year 2010.
- 5.2. To authorize Mr. Jonas Dastikas, the General Director of the Company to enter into the Service Agreement with the auditing company under the following remuneration terms for the services offered: the payment amount agreed between the Parties should not exceed 145 thou. LTL (42 thou. EUR) VAT excluded.

6. Approval of the resignation of the Board member and election of a new Board member.

- 6.1. To approve the resignation of the Board member Mr. Andrey Popov.
- 6.2. To elect Mr. Valery Sidnev, the Chief of the Legal Department of OAO „MCC "EuroChem" as a Board Member.
- 6.3. To assign that authorization of the Board Member Mr. V. Sidnev validates after the General Meeting.