



Important Notice
The Depository Trust Company

B #:	00043-15
Date:	January 9, 2015
To:	All Participants
Category:	Dividends
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	Tax Relief – Country: RUSSIAN FEDERATION PHOSAGRO OAO – 144A CUSIP: 71922G100 <u>Record Date: 01/09/2015</u> <u>Payable Date: TBA</u> <u>EDS Cut-Off: 01/14/2015 8:00 P.M. (EST)</u> <u>Quick Refund QR Open Date: TBA QR Cut -Off: TBA</u>

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or Tax Relief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate.

Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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Non-Confidential



PHOSAGRO OAO - 144A has announced a dividend. Citigroup Global Markets Deutschland (Citigroup Deutschland) acts as Depository and Citibank, N.A. acts as Depository Receipt (DR) Servicer for the company's Depository Receipt ("DR") program.

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable rate as per Double Tax Treaty and Russian Tax Rates. Use of EDS will permit entitlement amounts to be paid through DTC. By electing, Participants agree to the Agreements Representations and Indemnification below.

On DR Pay Date, holders **that disclose summary beneficial owner information may be eligible** to receive the applicable rate as per a relevant Double Tax Treaty or Russian Tax Rate. All non-disclosed holders will receive this dividend net of a maximum 15% withholding rate.

There are **changes to withholding rates** for Depository Receipts with a **Russian payable date after January 1, 2015**.

The punitive withholding rate of 30% that existed on Russian DRs with payable dates from January 1, 2014 – December 31, 2014 was abolished and the new statutory rate is 15%.

In order to obtain a more preferential rate than the 15% maximum withholding tax rate, beneficial holder residency disclosure is required on DRs held as of record date. This disclosure includes:

- a) DTT country of residence, entity type by individual or legal, and DRs held

If disclosure is not made, tax will be withheld at the maximum 15% tax rate.

PLEASE NOTE THAT THERE IS THE POTENTIAL FOR AUDIT ON YOUR DRS

Current regulations provide that the Russian authorities may audit the electing participants and their beneficial owner clients who elect a lower withholding rate than the 15% rate for up to three calendar years after the dividend payment.

For beneficial owners (investors having actual right to receive income) electing to invoke the benefits of a Double Tax Treaty, at a minimum, audits are expected to require an original Certificate of Residency ("CoR") with specific language in referencing the double tax treaty between the country of residence and the Russian Federation. These CoRs, will need to be translated into Russian and each will need to be Apostilled, Legalized or notarized (as applicable).

The law provides that the documentation requested under audit to substantiate the claims made is required to be provided to the tax authorities within 90 days of the audit notice. An additional 90 day extension may be requested however, the Russian Tax authorities reserve the right to reject the extension or grant it in whole or in part. Additionally, the Russian authorities reserve the right at any time and from time to time to request additional documentation to substantiate all claims made.

DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	RUSSIAN FEDERATION
ISSUE	PHOSAGRO OAO – 144A
CUSIP#	71922G100
DEPOSITARY	CITIGROUP GLOBAL MARKETS DEUTSCHLAND AG
DR RECORD DATE	JANUARY 9, 2015
DR PAY DATE	TBD
DR GROSS DIVIDEND RATE	TBD
ORD GROSS DIVIDEND RATE	RUB 20.00
RATIO	1 ORD : 3 DRs
NON-DISCLOSURE WHT RATE	15%

FEES & DEADLINES

FILING METHOD	BATCH	PAYMENT METHOD	FEES*	FINAL SUBMISSION AND DTC ELECTION DEADLINE (ALL TIMES 8 PM EST)
RELIEF AT SOURCE	PAYMENT ON DR PAY DATE	VIA DTC/EDS	Up to \$0.005 per DR	JANUARY 14, 2015
QUICK REFUND	IMMEDIATELY FOLLOWING DR PAY DATE	VIA DTC/EDS	Up \$0.005 per DR	TBA

* IN CASE(S) WHERE PER DR FEE EXCEEDS 50% OF THE USD RECLAIM VALUE A CAP OF 40% ON FEES WILL BE IMPLEMENTED*

ESP Electronic Submission Portal

powered by **GLOBETAX**

Citibank, N.A. offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simplified transfer of beneficial owner level data from the Participant to Citibank, N.A. and creates applicable documentation on the Participant's behalf.

Submit the data online through the web site below, print out the documents on letterhead, sign them, and mail them to: GlobeTax, 90 Broad Street, 16th Floor, New York, NY 10004, Attn: RUSSIAN DEPOSITARY RECEIPTS

These claims should be submitted through the following website. (Requires a one-time registration) <https://www.globetaxesp.com/>

Please contact Ms. Leann Maurice at 1-800-915-3536 if you have any questions about this process.

PROCESS STEPS

- Go to <https://www.globetaxesp.com/> and disclose your ultimate beneficial owners by
 - Country of Tax Residence
 - Entity Type (either legal entity or individual)
- Sign the ESP generated cover letter and summary and mail to GlobeTax
- Use the ESP generated share summary at maximum rate as per treaty to complete your elections at DTC's EDS System

IMPORTANT: TO RECEIVE YOUR DIVIDEND WITH MAXIMUM RATE AS PER TREATY YOU MUST BOTH COMPLETE THE DISCLOSURE TO GLOBETAX AND A CORRESPONDING EDS ELECTION AT DTC.

ELIGIBILITY MATRIX FOR RELIEF AT SOURCE / QUICK REFUND

WITHHOLDING RATE AS PER TREATY	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
NON-DISCLOSURE/ STATUTORY WITHHOLDING RATE- 15%	0%	Non-Disclosed Holders OR Non DTT Countries OR Non eligible holders pursuant to relevant tax treaties	NONE
RUSSIAN TAX RATE - 13%	2%	Disclosed and applying for the tax rate of: Russian Federation	ESP GENERATED COVER LETTER & ESP GENERATED SUMMARY
DTT - 12%	3%	Disclosed and applying for the DTT rate of: Finland	ESP GENERATED COVER LETTER & ESP GENERATED SUMMARY
DTT - 10%	5%	Disclosed and applying for the DTT rate of: Albania, Armenia, Azerbaijan, Belgium, Botswana, Chile, China, Croatia, Cyprus, Czech Republic, Denmark, Egypt, Greece, Hungary, India, Iran, Ireland, Israel, Italy, Kazakhstan, Democratic People's Republic of Korea, Republic of Korea, Kyrgyzstan, Latvia, Lebanon, Lithuania, Macedonia, Mexico, Moldova, Mongolia, Morocco, Namibia, Norway, Poland, Singapore, Slovakia, Slovenia, Tajikistan, Turkey, Turkmenistan, United Kingdom, United States of America, Uzbekistan	ESP GENERATED COVER LETTER & ESP GENERATED SUMMARY
DTT - 5%	10%	Disclosed and applying for the DTT rate of: Kuwait, Malta, Qatar, Saudi Arabia	ESP GENERATED COVER LETTER & ESP GENERATED SUMMARY

NOTE: THERE ARE SOME COUNTRIES WITH DOUBLE TAXATION TREATIES WITH THE RUSSIAN FEDERATION THAT HAVE MULTIPLE WITHHOLDING RATES. THE LOWER RECLAIM RATE APPLIES TO THE RELIEF AT SOURCE AND QUICK REFUND PROCESS. THE HIGHER RECLAIM RATES GENERALLY APPLY TO CONDITIONAL SITUATIONS (I.E. HOLDING A MINIMUM AMOUNT OF OUTSTANDING SHARES OR A SPECIAL ENTITY TYPE). FOR MORE INFORMATION PLEASE CONTACT GLOBETAX.

CONTACT DETAILS

PRIMARY CONTACT	ROMAN SLUDNOV
DOMESTIC PHONE (U.S.)	1-800-628-4646
DOMESTIC FAX (U.S.)	1-800-633-4646
INTERNATIONAL PHONE	1-212-747-9100
INTERNATIONAL FAX	1-212-747-0029
EMAIL ADDRESS	ROMAN_SLUDNOV@GLOBETAX.COM
COMPANY	CITIBANK, N.A./GLOBETAX
STREET ADDRESS	90 BROAD STREET 16 TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	LEANN MAURICE
EMAIL ADDRESS	LEANN_MAUURICE@GLOBETAX.COM

FREQUENTLY ASKED QUESTIONS (FAQs)

GENERAL QUESTIONS

QUESTION	ANSWER
DO I NEED TO PROVIDE A CoR?	FOR RELIEF AT SOURCE AND QUICK REFUND PROCESSES THE ESP GENERATED FORMS WILL BE REQUIRED AT THE TIME OF ELECTION. HOWEVER, CoRs WILL BE REQUIRED BY THE DEPOSITARY BANK IN THE EVENT OF AN AUDIT FOR THOSE DISCLOSING FOR TREATY BENEFITS AND YOU WILL BE LIABLE TO MAINTAIN AND PROVIDE THESE IN THAT EVENT. IT IS EXPECTED THAT CoRs MUST BE TRANSLATED INTO RUSSIAN AND APOSTILLED, LEGALIZED OR NOTARIZED AND THAT THEY MUST BE ISSUED AS OF THE CALENDAR YEAR.
WOULD A FORM W-8BEN OR W-9 SUFFICE IN PLACE OF A CoR AS PROOF OF RESIDENCY IN CASE OF AUDIT?	NO. A W-8BEN OR W-9 FORM WILL NOT BE ACCPETED IN PLACE OF THE CoR.
IS IT REQUIRED TO USE ESP TO DISCLOSE?	IF YOU ARE NOT ABLE TO UTILIZE THE ESP SYSTEM PLEASE CONTACT GLOBETAX TO OBTAIN COPIES OF THE ESP FORMS TO SUBMIT MANUALLY. NOTE YOU WILL STILL NEED TO MAKE AN ELECTION ON YOUR DRs THROUGH THE DTC EDS SYSTEM.

FREQUENTLY ASKED QUESTIONS (FAQs) CONT.

QUESTION	ANSWER
WHY SHOULD I COMPLETE THE ESP DISCLOSURE BEFORE ELECTIONS AT DTC?	THE ESP SYSTEM WILL PROVIDE CLIENTS WITH AN AGGREGATE OF THEIR DISCLOSED DRs BY WITHHOLDING MAXIMUM TAX TREATY AND STATUTORY RATE. THIS INFORMATION SHOULD BE USED TO MAKE YOUR DTC ELECTIONS BY WITHHOLDING RATE AS PER TREATY.
IS THERE A DIFFERENCE BETWEEN THE RELIEF AT SOURCE AND QUICK REFUND?	THE PROCESS STEPS ARE THE SAME FOR BOTH PROCESSES. HOWEVER, THE RELIEF AT SOURCE PERIOD IS SHORTER AND INVOLVES PAYMENT OF YOUR DIVIDEND WITH TAX RELIEF ON PAY DATE. THE QUICK REFUND IS A LONGER PERIOD FOR SUBMISSION AND WILL INVOLVE PAYMENT OF YOUR TAX RELIEF AFTER PAY DATE. BOTH PAYMENTS ARE THROUGH DTC.
IS THERE AN OPPORTUNITY FOR STANDARD REFUND?	AT THIS TIME THERE IS NO DEFINED STANDARD REFUND. PLEASE CONTACT GLOBETAX FOR ADDITIONAL INFORMATION.
IS IT POSSIBLE FOR ME TO DISCLOSE OWNERSHIP OF THE DRs FOR 15% WITHHOLDING EVEN IF THE COUNTRY OF TAX RESIDENCE HAS A DTT?	NO. FOR EVENTS THAT PAID IN 2014 YOU COULD RECEIVE A 15% WITHHOLDING ON THESE COUNTRIES BY SELECTING THE STATUTORY RATE OF 15%. THE MAXIMUM WITHHOLDING RATE IS NOW 15% FOR EVENTS PAYING IN 2015. THEREFORE NO ACTION IS NECESSARY TO RECEIVE THE 15%.
CAN RESIDENTS OF A DTT COUNTRY WITH AN ENTITY TYPE CONSIDERED TRANSPARENT DISCLOSE THEIR DRs TO RECEIVE THE DIVIDEND AT THE DOUBLE TAX TREATY RATE?	THE DRs OF TRANSPARENT ENTITIES SHOULD BE DISCLOSED AT THE ULTIMATE BENEFICIAL HOLDER LEVEL. ALWAYS CHECK THE SPECIFICS OF THE RELEVANT TAX TREATY TO ENSURE YOU ARE PROPERLY DISCLOSING THE DRs OF THE ENTITY AND COUNTRY OF TAX RESIDENCE WITH RESPECT TO THE RUSSIAN FEDERATION
WILL CITIBANK, N.A. /GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS?	CITIBANK, N.A. / GLOBETAX ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO HELD THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID.

DISCLAIMER

The tax relief service is being made available to owners of Depositary Receipts (DRs) on a voluntary and discretionary basis outside the terms and conditions of any applicable deposit agreement. Nothing contained herein or in any accompanying documents is intended to constitute any guarantee of entitlement to any tax relief, nor legal, tax, accounting or other professional advice on the referenced matters. Citigroup Global Markets Deutschland AG in its capacity as depositary for the DRs (Depositary) and Citibank, N.A. as DR Servicer disclaims any liability for the failure to secure any tax relief and for any loss that may be incurred in connection with the tax relief service. By submitting a request for tax relief you certify that you have obtained (and have directed each of the beneficial owners of DRs that you represent to seek) independent tax advice, that each of the beneficial owners identified is eligible for the stated preferential rates, that you have performed all requisite diligence to verify the accuracy of the information submitted on behalf of the beneficial owners of the DRs, that you have obtained the requisite supporting documentation, including certificates of tax residency (translated to Russian, duly notarized and apostilled or legalized), and that you (and the beneficial owners of DRs that you represent) understand that the tax relief process is subject to review, approval and audit, that you (and the beneficial owners of DRs that you represent) will cooperate with the Depositary and DR Servicer the fullest extent permitted by applicable law with any requests for information or proof as a result of any review, approval or audit by any tax authority, tax withholding agent (including, without limitation, any custodian or paying agent), and that you (and the beneficial owners of DRs that you represent) are fully liable for any and all claims, penalties and/or interest associated with the tax relief process, including without limitation, any foreign exchange fluctuations associated therewith. By submitting a request for tax relief you expressly agree on behalf of yourself (and on behalf of each beneficial owner of DRs that you represent) to indemnify the Depositary, DR Servicer and their agents and affiliates, and to defend and hold each of them harmless, from and against any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including, without limitation, fees and expenses of defending itself or enforcing the terms hereof) arising out of, or in connection with, the tax relief service made available to you and each beneficial owner that you represent (including, without limitation, as a result of the reliance by the Depositary, DR Servicer and their agents and affiliates on the information and certifications provided to it). By submitting a request for tax relief you accept and agree to pay the fees, charges (including VAT) and expenses of, or incurred by, the Depositary, DR Servicer, its agents (including any custodian) and the tax authorities in connection with the tax relief service, that such fees, charges and expenses may be billed to you or deducted from any distribution made by the Depositary and DR Servicer (in their discretion), that such fees, charges and expenses are due and payable whether or not the tax relief is obtained in full or in part, and that any fees paid to the Depositary and DR Servicer may be shared with its agents and affiliates.

EXHIBIT A - COVER LETTER THIS DOCUMENT MUST BE PREPARED ON THE LETTERHEAD
OF THE APPLICANT

Date:

GlobeTax/ CITIBANK, N.A.
90 Broad Street - 16th Floor
New York, NY 10004-2205
Attn: Depository Services - Russian Federation

We, the representative agent/custodian/broker/trustee/clearing system (Representative) of the beneficial owner(s), (investors having actual right to receive income) of the referenced Depository Receipts (DRs), hereby state the below respective amount of referenced DRs (**PHOSAGRO OAO – 144 A**) were held on the DR record date (**01/09/2015**) for the referenced security. The ratio is **(3)** DRs to **(1)** Ordinary Share. The relevant information is in the attached disclosure summary.

SEE ATTACHED SUMMARY - EXHIBIT B

The Representative has determined that the beneficial owner(s) of the DRs and the Ordinary Shares represented thereby (individual or legal entity) is(are) eligible for the preferential tax withholding rates as stated herein and has performed all the necessary due diligence to satisfy itself as to the accuracy of the information submitted to it by (or on behalf of) the beneficial owners of the DRs and the Ordinary Shares represented thereby.

The tax relief service is being made available to owners of DRs on a voluntary and discretionary basis outside the terms and conditions of any applicable deposit agreement. Nothing contained herein or in any accompanying documents is intended to constitute any guarantee of entitlement to any tax relief, nor legal, tax, accounting or other professional advice on the referenced matters. Citigroup Global Markets Deutschland AG in its capacity as depository for the DRs (Depository) and Citibank, N.A. as DR Servicer disclaims any liability for the failure to secure any tax relief and for any loss that may be incurred in connection with the tax relief service.

The Representative certifies that the Representative has all requisite power and authority to provide this certification and any related information on behalf of itself and on behalf of the applicable beneficial owner(s) of DRs, that the Representative has obtained (and has directed each of the beneficial owners of DRs that it represents to seek) independent tax advice, that each of the beneficial owners identified is eligible for the stated preferential withholding tax rates, that the Representative has performed all requisite due diligence to verify the accuracy of the information submitted on behalf of the beneficial owners of the DRs, that the Representative has obtained the requisite supporting documentation, including certificates of tax residency (translated to Russian, duly notarized and apostilled or legalized), that the beneficial owners of DRs (and their agents) have unconditionally consented to the disclosure of such information and documentation to the Depository, DR Servicer, its agents and affiliates (including, without limitation, the custodian of the ordinary shares represented by DRs), any paying agent, any tax withholding agent and the applicable tax authorities, that the Representative (and the beneficial owners of DRs that it represents) understand(s) that the tax relief process is subject to review, approval and audit, that the Representative (and the beneficial owners of DRs that it represents) will cooperate with the Depository, DR Servicer and its agents to the fullest extent not prohibited by applicable law with any requests for information or proof as a result of any review, approval or audit by any tax authority, tax withholding agent (including, without limitation, any custodian or paying agent), that the Representative (and the beneficial owners of DRs that it represents) are fully liable for any and all claims, penalties and/or interest associated with the tax relief process, including without limitation, any foreign exchange fluctuations associated therewith, that the benefits of the preferential withholding tax rates may be reversed at any time by the the applicable tax authorities, the paying agents, tax withholding agents and the Depository, DR Servicer and its agents, and that, upon issuance by the Depository of a notice of such reversal, all amounts applicable to such reversal are due and payable will be remitted to the Depository upon demand, may be debited from the applicable Representative's accounts (and any beneficial owner accounts that the Representative may designate to the Depository from time to time), and may be deducted from any distribution made by the Depository (in the Depository's discretion).

The Representative expressly and irrevocably agrees, on behalf of itself and on behalf of each beneficial owner of DRs that it represents, to indemnify the Depository, DR Servicer and its agents and affiliates, and to defend and hold each of them harmless, from and against any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including, without limitation, fees and expenses of investigation, defending itself and enforcing the terms hereof) arising out of, or in connection with, the tax relief service made available to the Representative and each beneficial owner that the Representative represents (including, without limitation, as a result of the reliance by the Depository, DR Servicer and its agents and affiliates on the information and certifications provided to them). The Representative further agrees, on behalf of itself and on behalf of each beneficial owner of DRs that it represents, that any payments due to the Depository,

DR Servicer and its agents and affiliates in satisfaction of such indemnity, and defend and hold harmless obligations are payable immediately when billed and that such amounts may be debited from the applicable Representative's accounts (and any beneficial owner accounts that the Representative may designate to the Depository from time to time) and deducted from any distribution made by the Depository (in the Depository's discretion).

The Representative accepts and agrees, on behalf of itself and the beneficial owners of the DRs that it represents, to pay the fees, charges (including VAT) and expenses of, or incurred by, the Depository, DR Servicer, its agents (including any custodian) and the tax authorities in connection with the tax relief service, that such fees, charges and expenses may be billed to you, debited from the applicable Representative's participant account (and any beneficial owner accounts that the Representative may designate to the Depository from time to time) and deducted from any distribution made by the Depository (in the Depository's discretion), that such fees, charges and expenses are due and payable whether or not the tax relief is obtained in full or in part, and that any fees paid to the Depository may be shared with its agents and affiliates.

Sincerely,

(Authorized Signature of Representative)

Name
Institution
Address
Phone number
Email

EXHIBIT B - DISCLOSURE SUMMARY
(THIS FORM MUST BE POPULATED WITH DRs NOT ORDs)

Issue: PHOSAGRO OAO - 144A Cusip: 71922G100
Record Date: 01/09/2015

Country of Residence	Treaty Rate Legal Entity	DRs disclosed Legal Entity	Treaty Rate Individual	DRs disclosed Individual	Total DRs

DRs claimed by rate:

5%:

10%

12%:

13%

TOTAL: