



# ROADSHOW PRESENTATION

February 2013







This presentation does not constitute an offer or invitation to sell, or any solicitation of any offer to subscribe for or purchase any securities, and nothing contained herein shall form the basis of any contract or commitment whatsoever. No reliance may be placed for any purposes whatsoever on the information contained in this presentation or on its completeness, accuracy or fairness.

This document, its presentation and its contents are confidential and are being provided to you solely for your information and may not be copied, recorded, retransmitted, further distributed to any other person or published, in whole or in part, by any medium or in any form for any purpose. The opinions presented herein are based on general information gathered at the time of writing and are subject to change without notice. We rely on information obtained from sources believed to be reliable but do not guarantee its accuracy or completeness.

Investors and prospective investors in securities of the Company are required to make their own independent investigation and appraisal of the business and financial condition of the Company and the nature of the securities. Any decision to purchase securities in the context of the proposed Offering, if any, should be made solely on the basis of information contained in an offering circular or prospectus published in relation to such Offering. No reliance may be placed for any purpose whatsoever on the information contained in this presentation, or any other material discussed verbally, or on its completeness, accuracy or fairness. This presentation does not constitute a recommendation regarding securities of the Company.

Neither this presentation nor any copy of it may be taken or transmitted into, or distributed, directly or indirectly in, the United States of America, its territories or possessions. This presentation is not an offer or solicitation to purchase or subscribe for securities in the United States. The securities proposed in the Offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration under the Securities Act. We do not intend to register any portion of the proposed Offering under the applicable securities laws of the United States or conduct a public offering of any securities in the United States. Subject to certain exceptions, the securities may not be offered or sold within the United States or to U.S. persons as that term is defined in Regulation S of the Securities Act. Any failure to comply with these restrictions may constitute a violation of U.S. securities laws. The distribution of this document in other jurisdictions may also be restricted by law, and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

This document is an advertisement and is not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive is intended to be published, which, if published, can be obtained in accordance with applicable rules of the Prospectus Directive. Investors should not subscribe for any securities referred to in this document except on the basis of the information contained in the prospectus relating to the securities. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in any relevant Member State) and includes any relevant implementing measure in the relevant Member State.

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial promotion) Order 2005 (the "Order") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Any securities described herein are only available to, and any invitation, offer, or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Information in this presentation is not an offer, or an invitation to make offers, sell, purchase, exchange or transfer any securities in Russia or to or for the benefit of any Russian person and does not constitute an advertisement or offering of securities in Russia within the meaning of Russian securities laws and must not be passed on to third parties or otherwise be made publicly available in Russia. The securities have not been and will not be registered in Russia or admitted to "placement" and/or "public circulation" in Russia. The securities are not intended for "placement" or "circulation" in Russia, except and to the extent permitted by Russian law.

Forward-looking statements. Certain statements in this presentation are not historical facts and are "forward-looking". Examples of such forward-looking statements include, but are not limited to:

- projections or expectations of revenues, income (or loss), earnings (or loss) per share, dividends, capital structure or other financial items or ratios;
- statements of our plans, objectives or goals, including those related to products or services;
- · statements of future economic performance; and
- statements of assumptions underlying such statements

Words such as "believes", "anticipates", "expects", "estimates", "intends", "plans", "outlook" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. You should be aware that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements

When relying on forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, especially in light of the political, economic, social and legal environment in which we operate. Such forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. We do not make any representation, warranty or prediction that the results anticipated by such forward-looking statements will be achieved, and 1 such forward-looking statements represent, in each case, only one of many possible scenarios and should not be viewed as the most likely or standard scenario



**Use of Proceeds** 

**Joint Lead Managers** 

## **Transaction Overview**

Borrower	Open Joint Stock Company "PhosAgro"
Issuer	PhosAgro Bond Funding Limited
Corporate Ratings	Baa3 (stable) – Moody's / BB+ (stable) – Fitch
Preliminary Issue Ratings	Baa3 (stable) – Moody's / BB+ (stable) – Fitch
Guarantors	<ul> <li>Limited Liability Company "Balakovo Mineral Fertilizers", Open Joint Stock Company "Apatit" and Open Joint Stock Company "PhosAgro - Cherepovets"</li> </ul>
Ranking of Notes/Loan	Notes/Loan will be senior obligations of the Issuer / Borrower
Currency / Amount	US\$ Benchmark size
Distribution	Rule 144A / Regulation S
Law	• English
Listing	Irish Stock Exchange

minority stakes in Apatit and PhosAgro-Cherepovets

• Citigroup, Raiffeisen Bank International AG, Sberbank CIB, VTB Capital

· General corporate purposes, which may include repayment of existing indebtedness and buying out





### **Slide Number**

1. PhosAgro at a Glance	4
2. Phosphates – An Essential Industry	8
3. PhosAgro – A Leading Global Fertilizer Company	14
4. Superior Financial Performance	24
5. Appendix	31



## PhosAgro at a Glance

### **Key Credit Highlights**

#### World class integrated phosphate-based fertiliser producer

- #1 global producer of high-grade phosphate rock (P<sub>2</sub>O<sub>5</sub>>35.7%) with 7.8 mln tons capacity
- #2 global DAP/MAP producer<sup>(1)</sup> with overall fertilizer, feed phosphate and technical phosphate capacity of 6.2 mln tons
- Leading European producer of MCP feed phosphate and the only one in Russia

#### Large high quality apatite-nepheline resources

- 2.1 bln t of apatite-nepheline ore resources<sup>(2)</sup> (over 75 years of production)
- Al<sub>2</sub>O<sub>3</sub> resource of 283 mln t
- Substantial resources of gallium oxide, TiO<sub>2</sub> and rare earth oxides (41% of Russian resources and 96% of the currently developed<sup>(3)</sup>)

#### Self-sufficiency in key feedstocks provides for low costs

- First quartile cash cost of production globally
- 100% self-sufficient in phosphate rock and 92% self-sufficient in ammonia during 9M 2012 (72%-90% self-sufficiency in ammonia in subsequent periods) (4)
- Local low-cost supplies of sulphur and potash

# Strong position in prime agricultural markets

- Established presence through traders in North and Latin America, Asia and Europe
- Top-3 exporter of DAP/MAP globally
- Leader in the fast-growing Russian market

## Strong financial performance

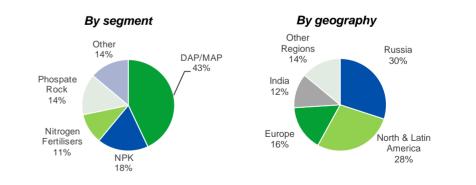
- EBITDA of \$1,204 mn and \$874 mn in 2011 and in 9M 2012, respectively
- Net debt / annualised EBITDA remains at very comfortable level of 0.3x

## Transparent Public Ownership

- 10.7% free float with listing on LSE and MICEX SE since July 2011
- GDRs included in Dow Jones Islamic BRIC Index
- Ordinary shares included in MICEX MC Index

#### **Overview of Key Metrics Consistently Low Leverage DAP Price Dynamics** vs EBITDA margin 50% (FY 2009-9M 2012) 700 1.0x 0.9x650 1.0x 40% 34% 600 30% 550 0.5x500 0.4x20% 0.3x450 0.2x0.0x10% 400 (0.1x)350 (0.5x)2010 9M2012 2009 2011 2010 2011 9M2012 EBTIDA Margin, % (RHS) Total Debt / EBITDA → Net Debt / EBITDA DAP, \$/t, FOB, TAMPA (FMB, Fertecon)

### Sales Breakdown, 2011



Source: FERTECON, IFA, companies data, PhosAgro

- (2) PhosAgro, IMC as of 1 June 2011
- (3) Russian Academy of Science
- (4) Self -sufficiency in subsequent periods depends on the composition of the products produced by PhosAgro

Note: (1) Excluding Chinese producers



## Company History: Success Story

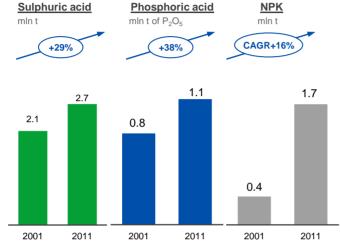
### **Technical modernisation at Ammophos**





Efficiency improvement

Growth of production volume



**Product structure** 

#### **Technical modernisation at BMF**

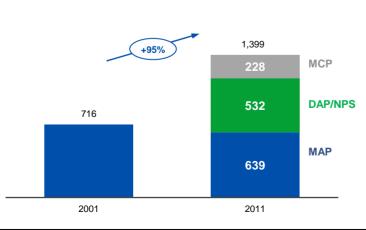


#### **RATIONALE**

Efficiency improvement

Product range expansion

Source: PhosAgro



### **Key Corporate Events**

- Purchase of a further 20% stake in formerly state owned OJSC Apatit, securing the majority stake. Approximately 11.1% of the remaining shareholders have accepted a mandatory buyout offer¹
- Doubling of urea production capacity through the launch of a new urea plant (0.5 mln t p.a.) and increasing electricity generation capacity by 32 mw

2012 • Signing of a memorandum to Develop Rare Earth Technologies

- Merger of Ammophos and Cherepovetsky-Azot to PhosAgro-Cherepovets
- As a result of further modernization and optimization of the production line at PhosAgro-Cherepovets the NPK production capacity increased to 1.8 million tonnes
- Increase of shareholding in CJSC Metachem to 74.76%
- \$564 mn Initial Public Offering on LSE
- Acquisition of a 24% stake in CJSC Metachem as well as a 21% stake in
   2011 CJSC Pikalevskaya Soda in line with vertical integration strategy
  - Completion of a modernisation programme & reaching 4.1 mln t p.a. production capacity in MAP / DAP / NPK / NPS
- 2009 Ammophos becomes the largest sulphuric acid production facility in Europe following the launch of the final four sulphuric acid production lines
  - Acquisition of urea producer PC Agro-Cherepovets LLC ("Agro-Cherepovets")
- Tripling of MCP production volumes since 2007 reaching 0.24 mln t p.a. (from 0.081 t p.a.) while remaining the only MCP producer in Russia
  - Launch of second MCP production line at BMF
- Commencement of capacity expansion and modernisation programme
  - Sale of a stake in Voskresensk Mineral Fertilizers
- 2005 Acquisition of 61.8% stake in JSC Cherepovetsky Azot ("Cherepovetsky Azot")
- **2003** Launch of the first four sulphuric acid production lines at Ammophos
- Launch of the first feed phosphate production line at Balakovo Mineral
   Fertilizers LLC creating the only feed phosphate (MCP) producer in
   Russia
- Initial contribution of stakes in OJSC Apatit ("Apatit"), OJSC Ammophos ("Ammophos"), Balakovo Mineral Fertilizers LLC ("BMF") and JSC Voskresensk Mineral Fertilizers
- 2001 Creation of OJSC PhosAgro



### Company Production Asset Map

#### Apatit Resources<sup>(1)</sup>

Apatite-nepheline ore: 2 060 mt Al<sub>2</sub>O<sub>3</sub>: 283 mln t



#### Capacity by product

REO(2): 7.5 mln t

Phosphate rock: 7.8 mln t Nepheline: 1.7 mln t

#### **Highlights**

- Largest standalone global producer of high grade phosphate rock<sup>(3)</sup>
  - Standard grade P<sub>2</sub>O<sub>5</sub> content of 39%
  - Superior grade P<sub>2</sub>O<sub>5</sub> content of 40%
- Lowest hazardous element content among the major phosphate rock producing regions; benefits from low levels of radioactivity

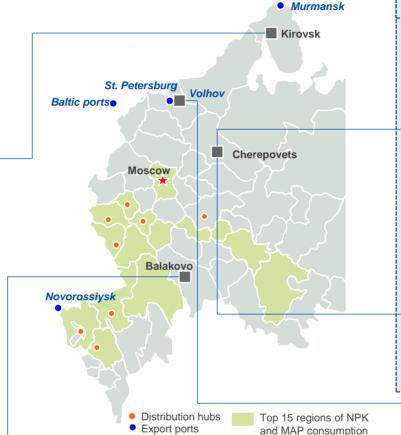
#### **Balakovo Mineral Fertilisers (BMF)**



Capacity by product
MAP/DAP/NPS: 1.2 mln t
Feed phosphate (MCP): 240 kt

#### **Highlights**

- Leading European producer of feed phosphate MCP
- The only Russian producer of MCP



Cherepovets production complex - largest in Europe

#### **PhosAgro Cherepovets**

Capacity by product

MAP/DAP/NPK/NPS: 3.0 mln t Ammonia: 1.100 kt

AN/AN-based: 450 kt

Urea: 500 kt

APP: 140 kt

AIF<sub>2</sub>: 24 kt

- Largest standalone phosphate fertilisers producer in Furone
- Largest standalone producer of sulphuric and phosphoric acids in Europe
- One of the largest standalone producers of urea, ammonia, AN/AN-based fertilisers in Russia

#### **Agro-Cherepovets**



Capacity by product

Urea: 480 kt

#### **Highlights**

One of the most modern urea capacity in Russia

## PhosAgro-Trans (Transportation)

 Operates around 7,000 rail cars, of which the majority are mineral hoppers

### PhosAgro-Region (Domestic distribution)

 Owns and operates seven distribution centres in Russia located in proximity to major agricultural regions of Russia (processed over 1.2mn tonnes in 2012, largest distributor in Russia)

#### Metachem



#### Capacity by product

Sulphuric acid: 215 kt Phosphoric acid: 80 kt of P<sub>2</sub>O<sub>5</sub> Sulphate of potash (SOP): 80 kt

Sodium tripolyphosphate (STPP): 130 kt

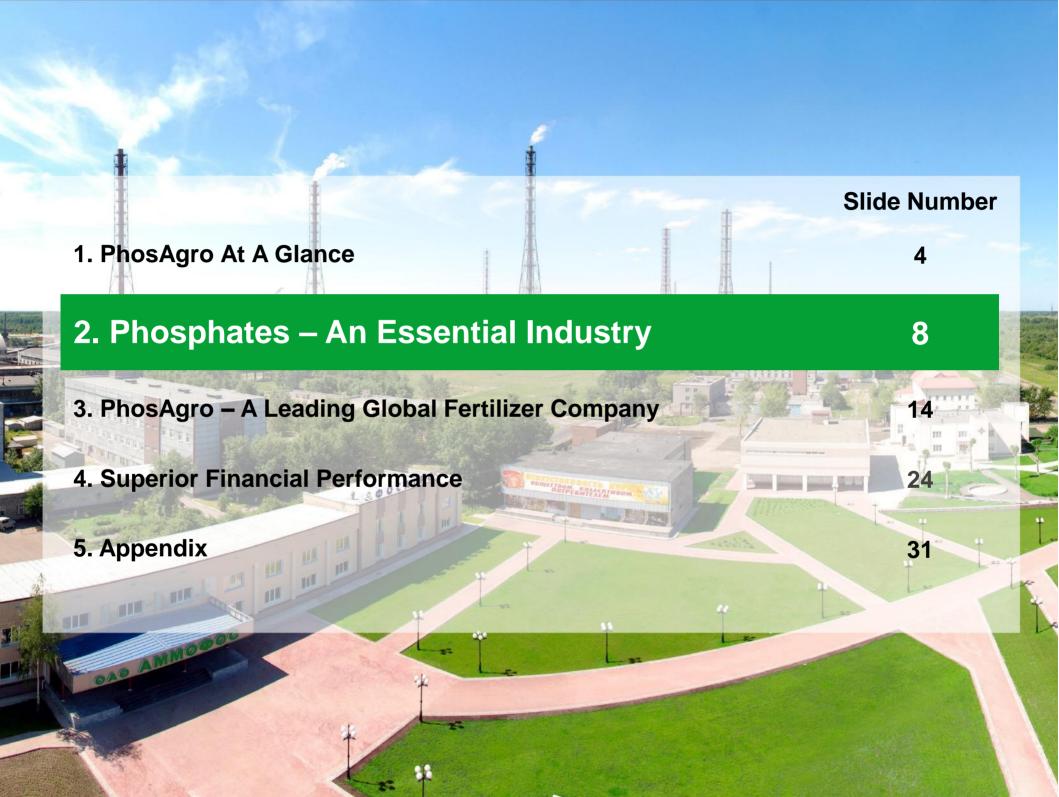
#### **Highlights**

- Unique SOP granulating technology in Russia
- Close proximity to Saint-Petersburg sea port

Source: PhosAgro (capacity as of December 31, 2011), FERTECON, European Commission

Note: (1) Measured and indicated, PhosAgro, IMC, JORC report June 2011

- (2) Rare earth oxides
- (3) Defined as phosphate rock with P<sub>2</sub>O<sub>5</sub> content over 35.7%

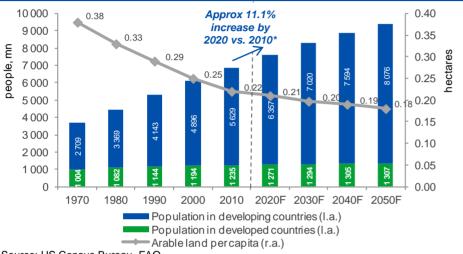






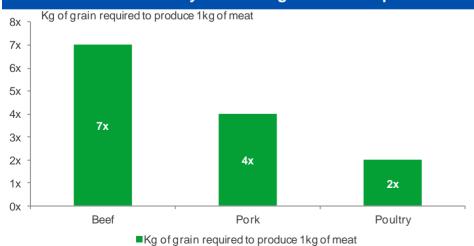


#### World's fast-growing population and arable land per capita



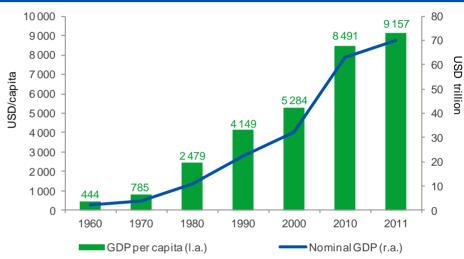
Source: US Census Bureau, FAO \*United Nations

#### Animal feed a key driver for grain consumption



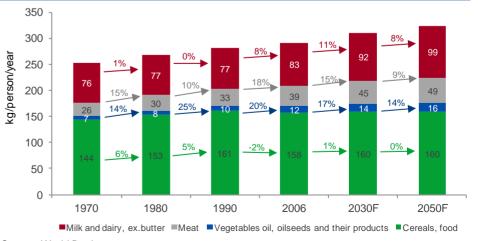
■Kg of grain required to produce 1kg of mea Source: IFA

#### World GDP and GDP per Capita



Source: World Bank

## Higher incomes lead to better diets and in turn ups demand for fertilisers



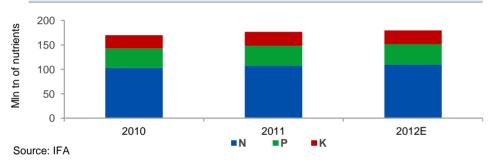
Source: World Bank



## Phosphorus in a Global Context

### **Dynamics of Global Fertilizer Consumption**

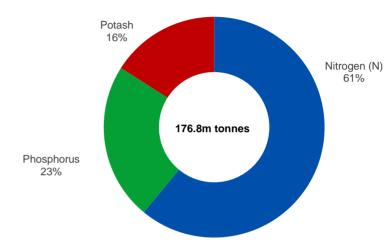
Calendar Year	2010	2011	2012E	2012E vs. 2011
N	102.9	107.4	109.5	2.0%
$P_2O_5$	39.6	40.9	41.9	2.4%
K <sub>2</sub> O	27.3	28.5	28.4	(0.4%)
Total	169.8	176.8	179.8	1.7%



### **World Consumption of Phosphate Fertilizers**



### **Structure of Global Fertilizer Consumption 2012E**



Source: IFA

#### **Comments**

- Phosphorus, as an element vital for plant development, is replaced in soil by the application of phosphate fertilizers
- Phosphate fertilizers constituted 23% of world fertilizer consumption in 2011, and have been stable at that level for the last couple of decades
- The consumption of phosphate fertilizers in 2012 is estimated at 42mn tonnes of P<sub>2</sub>O<sub>5</sub>, which is a 2.4% YoY increase
- Since 1960, global phosphate fertilizer consumption has grown at 2.7% CAGR

## Rarity of Phosphate Assets:

Need for a combination of feedstocks and complexity of production process act as barriers to entry

### Overview of integrated phosphate-based production model based on PhosAgro's consumption ratios



15.1 mln t (12.9% P2O5)



4.38 mln t (39% P2O5)



1.32 mln t



4.0 mln t



1.62 mln t



746 mln m<sup>3</sup>



0.75 mln t

0.68 mln t



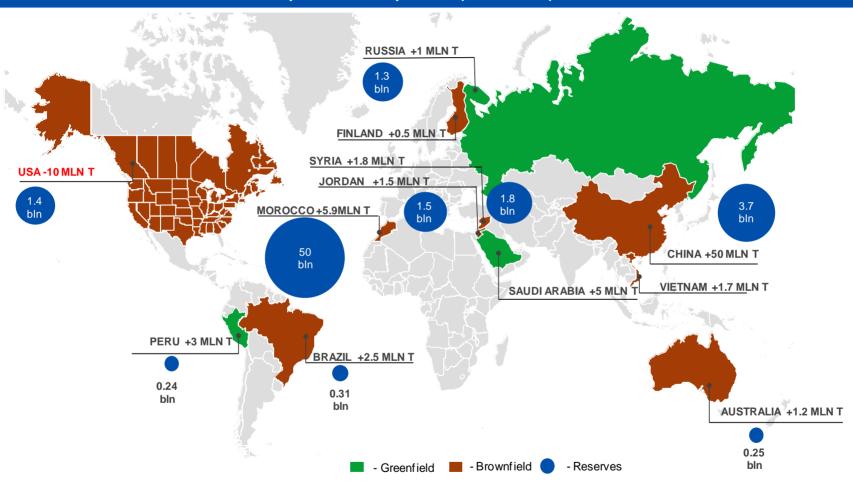
**Outbound Logistics** 





## Growth in phosphate rock production capacities 2000-2011

#### Net addition to feedstock production capacities (excl. China) of 14 mn t with 0.8% CAGR



- 1. Morocco controls the majority of the global phosphate supply
  - 2. China is self-sufficient in phosphate rock
  - 3. US is becoming less integrated in phosphate rock

Source: Fertecon, USGS



## Significant Cost Advantage for Integrated Producers

Integrated

### Raw material integration in the Global Phosphate Industry<sup>1,2</sup> Estimated DAP production cash costs<sup>1</sup> FOB, US\$ per tonne DAP 600 Phosphate DAP FOB tampa: US\$ 496/t rock+ammonia+local sulphur 15% 500 = Full integrated 400 Phosphate rock and 25% 300 ammonia integration 200 Phosphate rock integration 75% 100 India USA China USA PhosAgro 0% 20% 40% 60% 80% 100% (non integrated) (non integrated) (integrated) (integrated)

Note: (1) Estimation as of December 2012

Source: companies' data, Fertecon, China Fert Market Weekly, PhosAgro

■Non-integrated

<sup>(2)</sup> By phosphoric acid capacities, excluding China

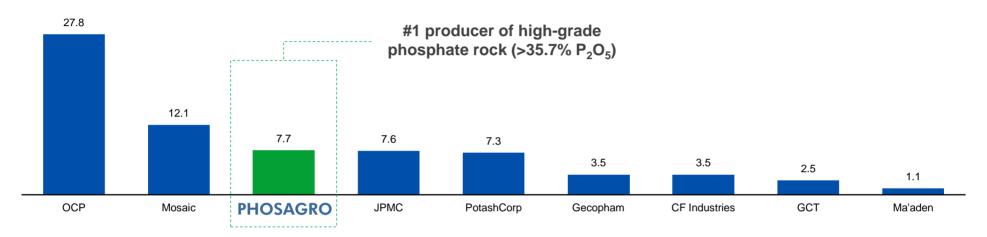




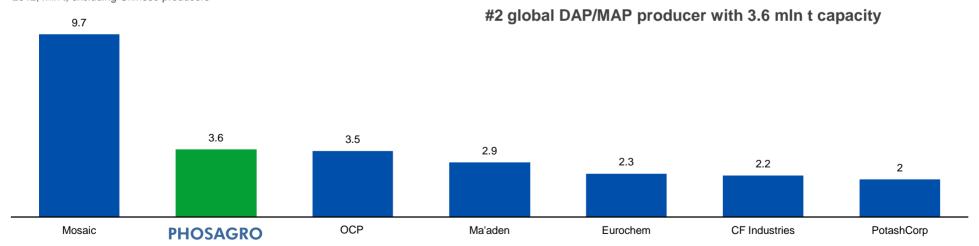
## Pure Play Phosphate Strategy

### A leading global phosphate rock producer with over 2.1 bln t of apatite-nepheline ore resources (over 75 years of production)

2011, mln t, excluding Chinese producers







Source: Fertecon, IFA, companies' data



## High Quality Reserve Base:

Control of world's premium phosphate resource base

Mosaic

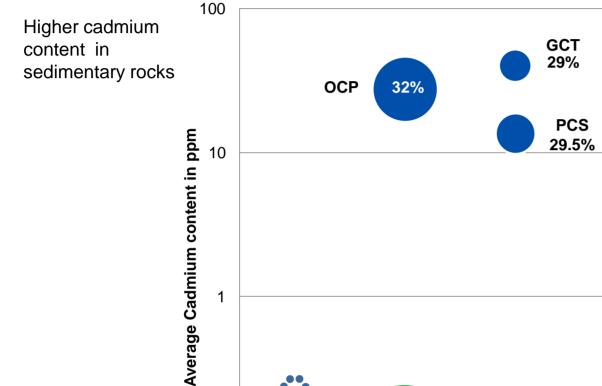
28.5%

**CF Industries** 

29%

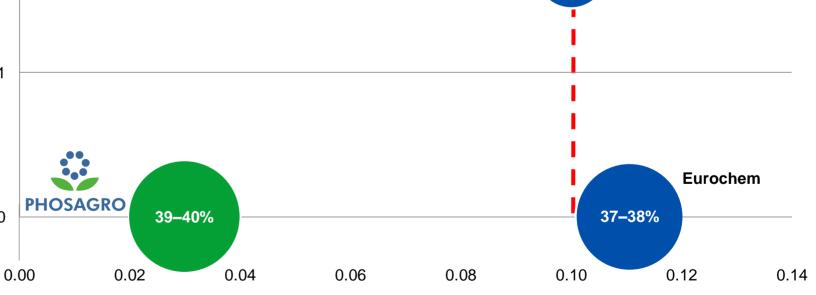
Agrium

33%



0

Phosphate rock with MER > 0.10significantly increases costs for production of DAP



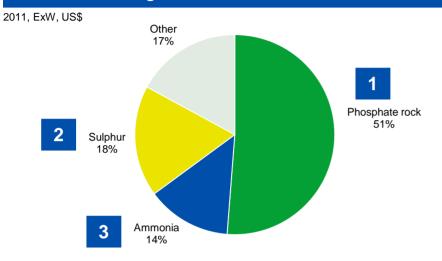
**Average Minor Element Ratio (MER)** 

Note: Size of the bubble represents P<sub>2</sub>O<sub>5</sub> content in phosphate rock in excess of 28%, which is recognized as a minimum for production of high quality phosphate fertilisers Source: FERTECON, PhosAgro, companies' data



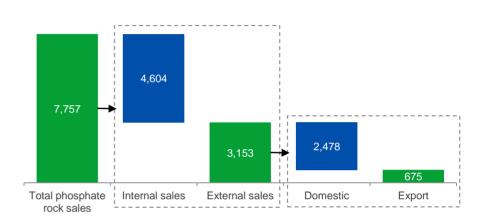
## Self-sufficiency in Key Feedstocks

### **PhosAgro DAP Production Cash Costs**

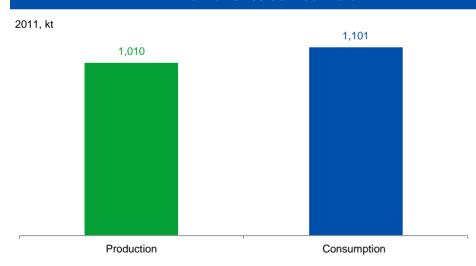


### 1. Phosphate Rock: 100% self-sufficient

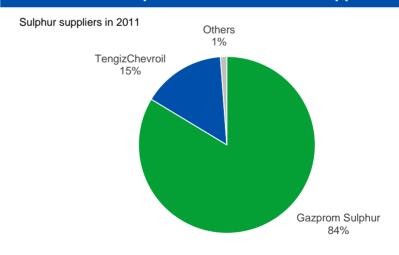




#### 2. Ammonia: 92% self-sufficient



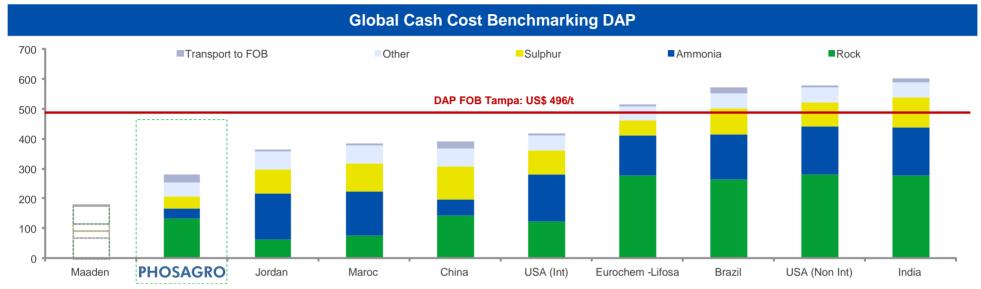
### 3. Sulphur: Access to Local Supplies





## Leadership In Cost Position

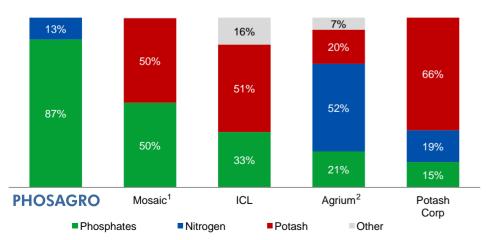
PhoAgro benefits from low raw materials, logistics and transportation costs vs. competitors



Source: PhosAgro data and estimates as of December 2012

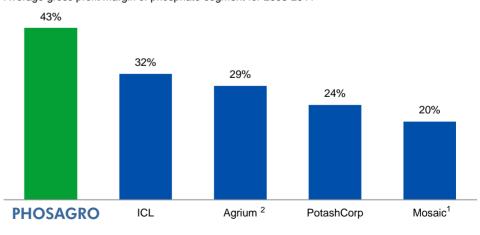
### **Gross Profit Breakdown by Segment**

Average gross profit breakdown by segment for 2008-2011



### Phosphate segment gross profit margin

Average gross profit margin of phosphate segment for 2008-2011



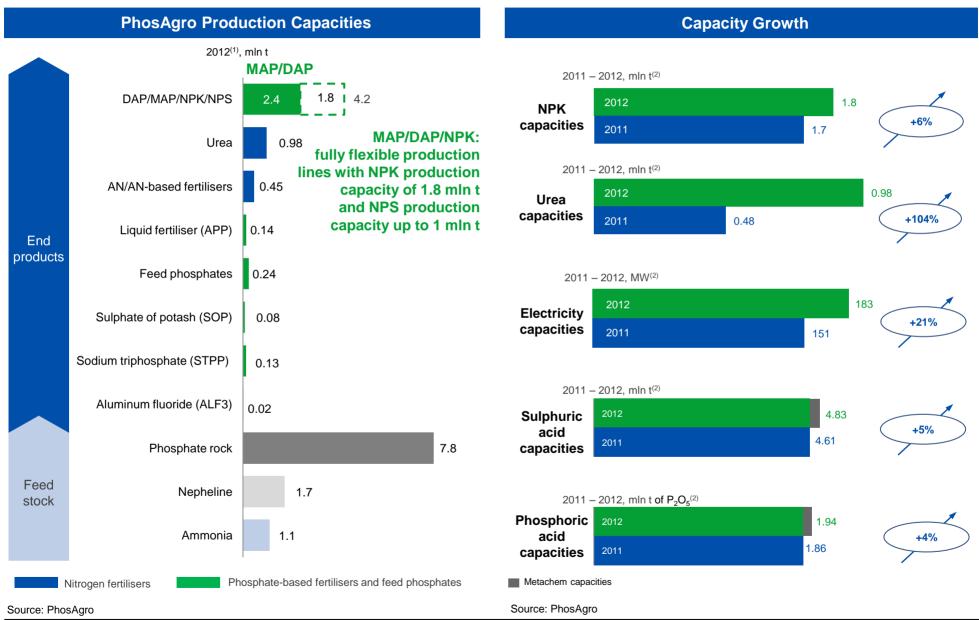
Source: Companies' reports Source: Companies' reports

Note: (1) Calendarised (2) Excluding resale, retail and advanced technologies Note: (1) Calendarised

(2) Wholesale



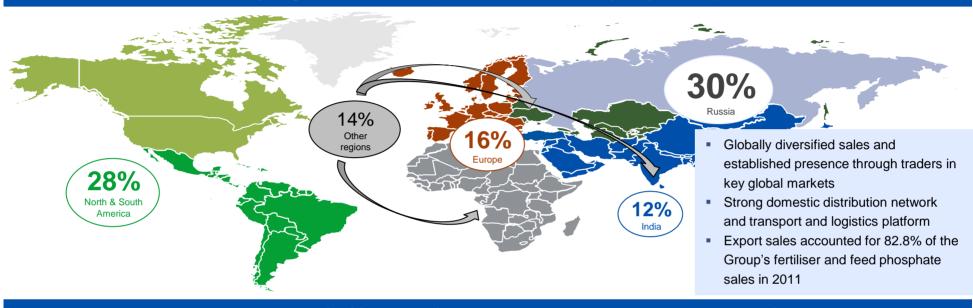
## Flexible Production Capacity



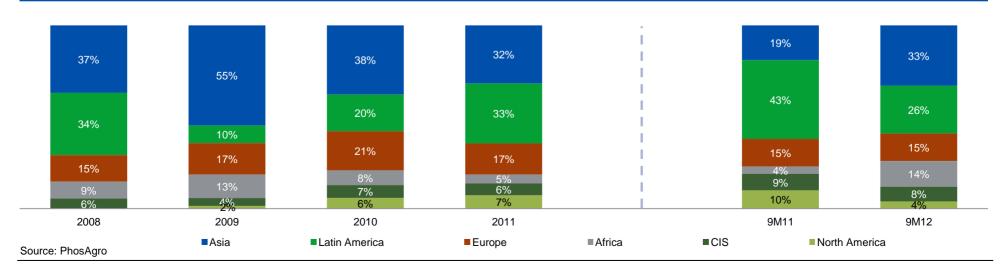


## Margin Driven Sales with Global Reach

Breakdown of Sales Revenue by Region in 2011 - Group's fertilisers and feed phosphate exported to more than 60 countries



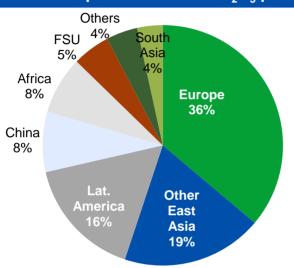
### Phosphate-based fertilisers and feed phosphate export sales volumes by region



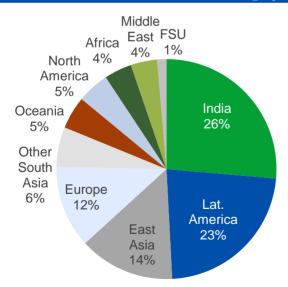


## PhosAgro's Flexible Model Meets Global Demand for NPK

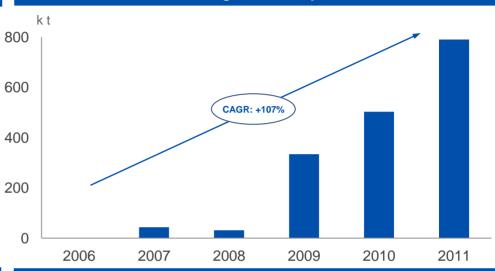
### World NPK Imports: ~2 mln t of P<sub>2</sub>O<sub>5</sub> per annum<sup>(1)</sup>



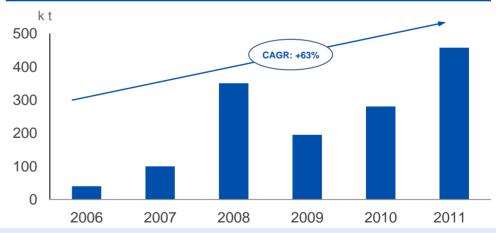
### World DAP/MAP Imports: ~8.5 mln t of P<sub>2</sub>O<sub>5</sub> per annum<sup>(1)</sup>



### PhosAgro NPK Exports



#### **Brazil NPK Imports**



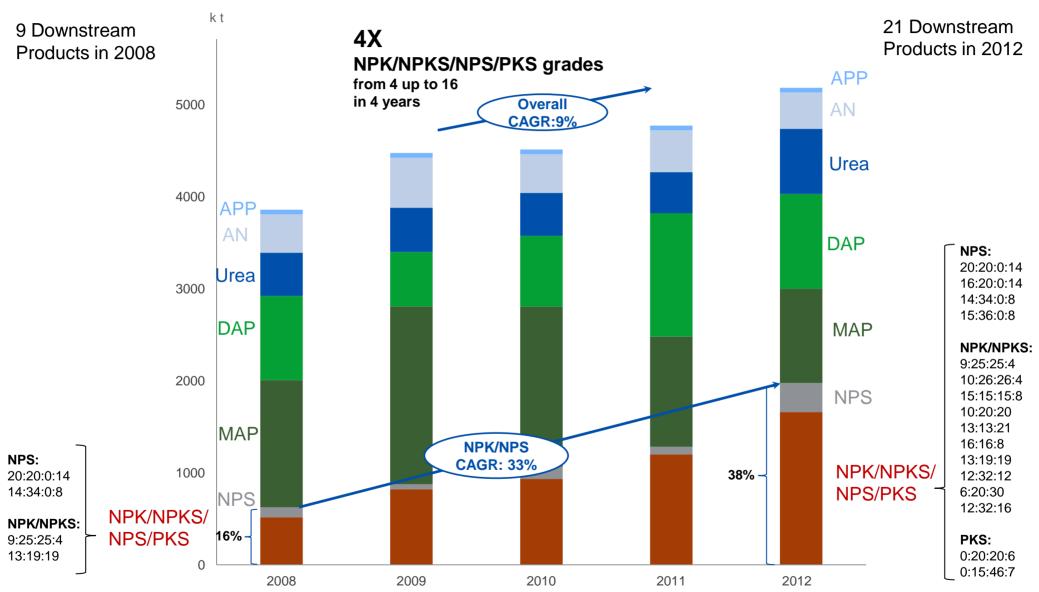
- Reliable sources of nitrogen and phosphates are critical in the economics of granular NPKs. They are rarely found in the same place.
- PhosAgro exports NPK fertilisers to developed as well as to fast growing markets

Source: IFA, FCC, PhosAgro

Note: (1) Average figures for 2005-2010



## NPK High Margin Demand Drives PhosAgro's production mix







#### **Strategic objectives**

### **Key initiatives**

- 1 Improve efficiency
- Construction of shaft No. 2 at Kirovsky Underground Mine, which is expected to increase annual apatite-nepheline ore production from 12 to 14 mln t by 2016

- 2 Expand fertiliser production capacity and enter higher value segments
- Construction of a new ammonia plant with 760 k tonnes per annum capacity at Cherepovets site
- Enter the technical phosphates, SOP (sulphate of potash) and PK/PKS fertilizers markets through the integration of Metachem products (acquired 74.76% stake in the company in 2011-2012)
- Modernization of Metachem's facilities to expand production of PK/PKS up to 1 mln tonnes per annum capacity
- Modernization of BMF's facilities to enable production of NPK with 450 k tonnes per annum capacity

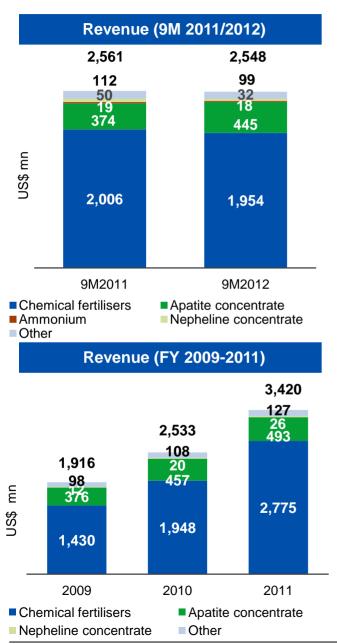
Realize full potential of ore

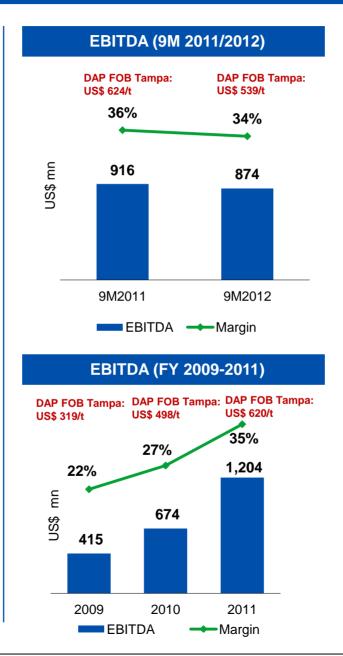
		Development -	Production	
Mineral	Application	Stage	Today	Future
Apatit				
• Rare Earth Oxides	<ul><li>Autocatalysts, fuel cells</li><li>High strength magnets, ceramics</li><li>Fiber optics, lasers</li></ul>		-	7k t
Nepheline				
Aluminium Oxide	Alumina, Cement, Catalysts		1.0 mln t	6.0 mln t



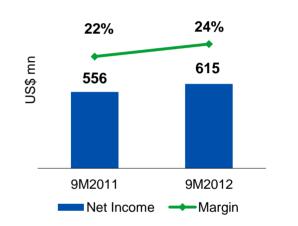


## Key Financial Highlights

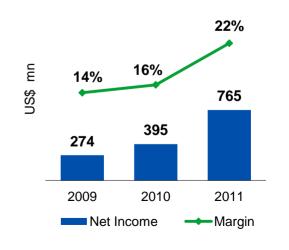




#### Net Income (9M 2011/2012)



#### **Net Income (FY 2009-2011)**



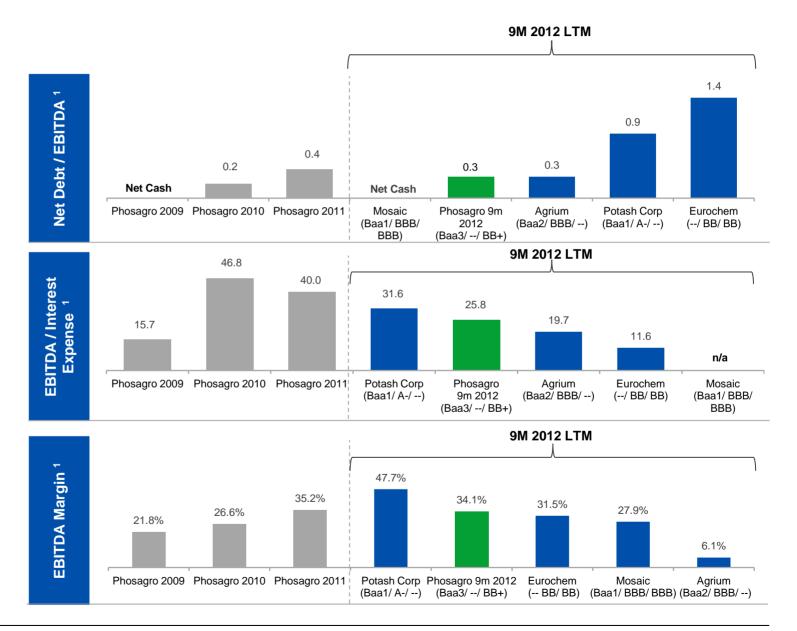


## Strong Financial Position Globally:

Favourable Benchmarking Against Key Peers With Outstanding Eurobonds

PhosAgro strongly
 outperformed majority
 of global peers with
 outstanding
 Eurobonds in terms of
 Net Debt / EBITDA
 and EBITDA / Interest
 Expense metrics

 PhosAgro is also wellplaced against its global peers on EBITDA margin basis



Source: Companies' reports, Bloomberg



## Strong Position vs. Russian Peers

	Phosagro	Uralkali	Eurochem
Ratings	Baa3// BB+	Baa3 /BBB-/ BBB-	/BB/ BB
Geographic location of assets	Russia (Kirovsk, Cherepovets, Balakovo, Volkhov)	Russia (Verkhnekamskoye)	Russia and Europe
Self-sufficiency	Posphate rock – 100% Ammonia – 92% <sup>1</sup>	Potash – 100%	Phosphate Rock – 80%
Production cash cost	Low	Low	Average
Demand flexibility	High	Low	High
M&A Strategy	Conservative	Conservative	Aggressive
Sales diversification, 2011	Russia – 30%, North and South America – 28%, Europe – 16%	China – 22%, South East Asia – 20%, India -16%, Russia – 17%	Russia – 24%, Asia – 23%, LatAm – 15%, Europe -14%, CIS – 12%
Product diversification	Phosphate Rock, MAP, DAP, NPK, NPS, Urea and MCP	KCI	MAP, DAP, NPK
Free Float	11% (LSE, MICEX SE)	45% (LSE, MICEX SE)	Privately owned
EBITDA margin, 2011	35%	60%	37%
Net Debt / EBITDA, 2011	0.4x	1.2x	1.4x
EBITDA / Interest Expense, 2011	40.0x	15.2x	14.9x

Ranking 1st

1st 2nd

3rd

The ranking was made based on 2011 figures

Source: Companies' reports, Rating Agencies' reports



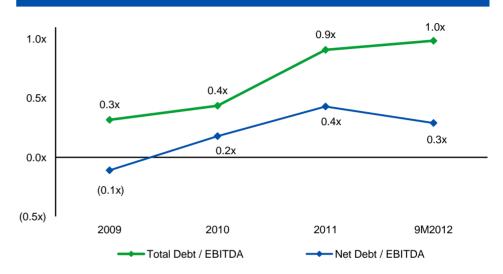


#### **Comments**

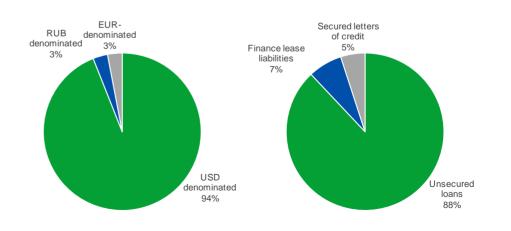
- Net debt / annualised EBITDA remains at very comfortable level of 0.3x
- PhosAgro is well positioned to access debt financing for planned acquisitions of additional stakes in its production subsidiaries while maintaining strong balance sheet
- Almost all outstanding debt has floating interest rates tied to LIBOR/EURIBOR

Net Debt	
Actual Net Debt as of 30 September 2012	(USD in millions)
Total Debt, incl.:	1,156
Short-term debt	697
Long-term debt	459
Cash and cash equivalents	(815)
Net Debt	341

#### Total Debt / EBITDA and Net Debt (1) / EBITDA



### Types of debt instruments (2)

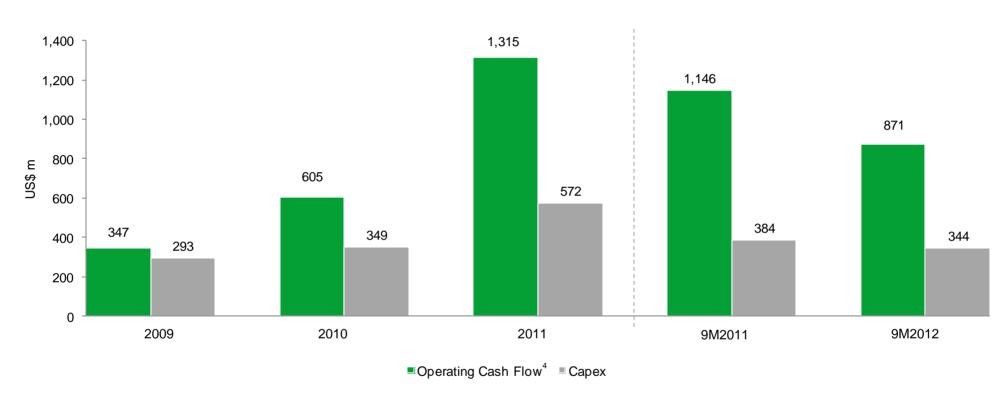


<sup>(1)</sup> Net debt is calculated as total loans and borrowings minus cash and cash equivalents

<sup>(2)</sup> As of September 30, 2012. Includes secured bank loans, unsecured bank loans, letters of credit and finance lease liabilities



### Operating Cash Flow vs Capex<sup>1</sup>



Key development projects in the pipeline <sup>2</sup>							
Entity	Project type	Completion	CAPEX (USD, mln)	Description			
PhosAgro-Cherepovets	Development	2016 - 2017	785 <sup>5</sup>	New ammonia production plant with capacity of 760 kt/year and gas consumption less than 900 m <sup>3</sup> /ton			

Source: PhosAgro

Note: (1) Additions to Cash from Investment Activities (not Balance Sheet Capex)

- (2) Subject to Investment Committee, Management Board and Board of Directors approval
- (3) Applied average USD/RUB exchange rates: 31.77 (2009), 30.38 (2010), 29.39 (2011), 31.10 (9M2012)
- (4) Cash flows used in operations before income taxes and interest paid
- (5) Excluding expenses on cisterns for liquid ammonia transportation



## Summary of PhosAgro's Financial Policies

#### **Superior Financial Performance**

- Organic growth and superior profitability
- One of the lowest cost producer
- Significant and sustainable cash generation

- Commitment to best corporate governance practice
- Transparent disclosure and regular quarterly reporting
- Commitment to a robust capital structure

Focus on robust capital structure keeping an appropriate balance between maintaining strong balance sheet, robust liquidity, meeting investment needs and shareholder returns

Debt

- Net Debt to EBITDA target ratio of 1.0x not to be exceeded under normal business circumstances
- Focus on maintaining strong liquidity and comfortable debt maturity profile through using the most effective instruments

Cash return to shareholders

 Dividend payout target is in the range of 20-40% of Net Income attributable to PhosAgro shareholders

Investments

• Disciplined approach to new investments and projects with focus on organic growth





## Key Historical Financial Metrics

Units: USD mln <sup>1,2</sup>	FY2009	FY2010	FY2011	9M2011 <sup>7</sup>	9M2012
Key Metrics					
Revenue	1 916	2 534	3 420	2 561	2 548
EBITDA	415	674	1 204	916	874
Funds From Operations (FFO) <sup>3</sup>	421	572	989	738	699
Free Operating Cash Flow (FOCF) <sup>4</sup>	-110	69	662	637	387
Gross Debt	138	293	999		1 156
Net Debt / (Net Cash)	-48	120	472		341
Key Ratios				 	
EBITDA margin	22%	27%	35%	36% <sup>6</sup>	34% <sup>6</sup>
Gross Debt/EBITDA	0.3x	0.4x	0.9x		1.0x <sup>6</sup>
Net Debt/EBITDA	Net Cash	0.2x	0.4x		0.3x <sup>6</sup>
EBITDA/Interest expense	15.7x	46.8x	40.1x	43.6x <sup>6</sup>	25.8x <sup>6</sup>
FFO/Gross Debt	305%	279%	99%		60%
FFO/Net Debt	Net Cash	477%	210%		205%
Free Operating Cash Flow/Gross Debt	-80%	24%	66%		33%
Free Operating Cash Flow/Net Debt	229%	58%	140%		113%

<sup>(1)</sup> Applied average USD/RUB exchange rates: 31.72 (2009), 30.37 (2010), 29.39 (2011), 28.8 (9M2011), 31.1 (9M2012)

<sup>(2)</sup> Applied end of period USD/RUB exchange rates: 30.24 (2009), 30.48 (2010), 32.20 (2011), 31.9 (9M2011), 30.9 (9M2012) (3) Funds from Operations are defines as Operating Cash Flow before changes in Working Capital less Interest and Income Tax

<sup>(4)</sup> Free Operating Cash Flow defined as Operating Cash Flow - Capex

<sup>(5)</sup> Free Cash Flow defined as Operating Cash Flow - Capex - Other Investing Cash Flow - Dividends

<sup>(6)</sup> Annualised



## Debt Portfolio Structure

Company's Borrowings Structure (as of 30-Sep-2012)								
Lender	Original Loan Currency	Amount (mln)	Average Interest Rate	Type of Debt	Covenants			
Sberbank ¹	DUD	84 417	1.5%-2.15%	Dortich Cooured	None			
Sperbank	RUR	199 836	EURIBOR(6M)+0.9%	Partially Secured	None			
Promsvyazbank <sup>2</sup>	RUR	1 500	1%	Unsecured	None			
VTB	RUR	632 700	8-10%	Unsecured	None			
Total RUR Debt		918 453						
Citi bank	USD	160 000	LIBOR(1M)+1.9%-2.35%	Unsecured	None			
		350 000	LIBOR(1M)+2.55%-2.9%	Lineaninad	Net debt/EBITDA ≤ 3			
Sberbank	USD	250 000	LIBOR(3M)+2.55%	Unsecured				
		11 054	EURIBOR(6M)+2%	Secured				
Natixis	USD	50 000	LIBOR(1M)+2.7%	Unsecured	Net debt/EBITDA ≤ 3 EBITDA/Interest Expense ≥ Net debt/Capital 1,5			
Nordea bank	USD	186 000	LIBOR(1M)+2.75%-3.2%	Unsecured	Debt / EBITDA ≤ 3 Interest Coverage ≥ 3			
Total USD Debt		1 007 054						
		6 219	LIBOR(6M)+0.95%-2.05%					
Sberbank	EUR	5 808	EURIBOR(3M)+1.95%	Secured	None			
		15 091	EURIBOR(6M)+2.1%-3.25%					
Total EUR Debt		27 118						
Total Debt	USD mln <sup>3</sup>	1 156						

Note: (1) Sberbank has also extended a secured committed credit line to the Company in the amount of RUR 900 mln

<sup>(2)</sup> Promsvyazbank has also extended an unsecured committed credit line to the Company in the amount of RUR 240 mln

<sup>(3)</sup> RUB:USD exchange rate used 31:1

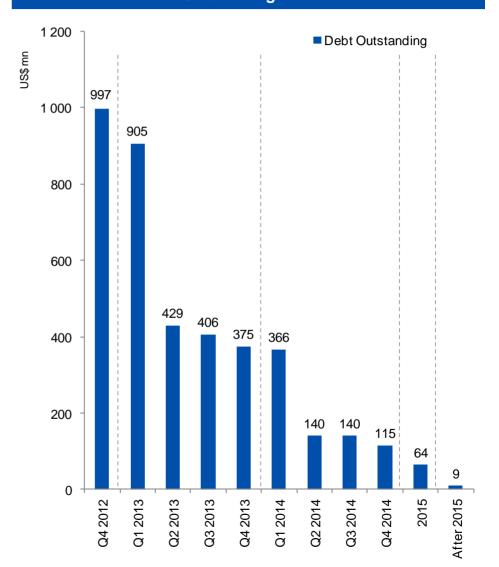




### **Payment Schedule**

### 600 ■ Repayment of principle US\$ mn 500 476 400 300 226 200 92 84 100 55 50 31 23 26 8 Q4 2012 Q1 2013 Q2 2013 Q3 2013 Q4 2013 Q1 2014 Q2 2014 Q3 2014 Q4 2014 2015 After 2015

### **Outstanding Debt**





## Commitment to high corporate governance standards

#### **General Shareholder Meeting**

- Corporate governance at PhosAgro complies with the requirements of Russian legislation and is based on the generally accepted standards and practices stipulated by the Russian Code of Corporate Conduct and the UK Corporate Governance Code
- The Company's corporate governance principles, structure, procedures and practices are set out in its Charter and Corporate Governance Code

#### **Board of Directors**

#### **Sven Ombudstvedt (Chairman)**

Chairman - Independent Non-executive Director

#### **Marcus Rhodes**

Independent Non-executive Director Chairman of the Audit Committee

#### **Ivan Rodionov**

Independent Non-executive Director
Chairman of Remuneration and Human
Resources Committee

#### **Roman Osipov**

Non-executive Director

### **Igor Antoshin (Deputy Chairman)**

Non-executive Director
Chairman of the Environmental, Health and
Safety Committee

#### Vladimir Litvinenko

Non-executive Director Chairman of the Strategy Committee

### **Vasily Loginov**

Non-executive Director

#### **Maxim Volkov**

**Executive Director** 

Management Board

#### **Maxim Volkov**

Chief Executive Officer

#### **Audit Committee**

- Marcus Rhodes (Chairman)
- Sven Ombudstvedt
- Ivan Rodionov

#### Remuneration and Human Resources Committee

- Ivan Rodionov (Chairman)
- Sven Ombudstvedt
- Igor Antoshin

#### **Strategy Committee**

- Vladimir Litvinenko (Chairman)
- > Igor Antoshin
- Maxim Volkov
- Roman Osipov

## **Environmental, Health and Safety Committee**

- Igor Antoshin (Chairman)
- Maxim Volkov
- Vladimir Litvinenko
- Vasily Loginov

#### **Management Board**

- Maxim Volkov
- Mikhail Rybnikov
- Andrey Guryev
- Roman Osipov
- > Alexander Sharabaiko

Independent Non-executive Director

Non-executive Director

PhosAgro is Committed to Continuous Improvement in its Leading Corporate Governance Practices



## Rarity of Phosphate Assets:

Only few countries have domestic resource base which is significant enough to produce phosphate fertilisers

### Production/resources of phosphate rock, natural gas and sulphur

	Bagian	Phosphate Rock, mln t		Natural Gas, bln cm		Sulphur, k t	
	Region	Production	Resources	Production	Resources	Production	Import
	World	180.7	65,000	3,276	208,400	77,184	28,600
1	Russia	10	4,300	607	44,600	7,305	0
2	USA	27.6	1,400	651	8,500	9,091	3,066
3	Saudi Arabia	5*	7,690	100	8,200	3,200	0
4	Canada	1.0	2.0	161	2,000	7,091	0
5	China	75.1	3,700	103	3,100	15,626	10,085
6	Kazakhstan	1.5	3,100	19	1,900	2,857	0
7	Mexico	1.4	1,000	53	400	1,374	368
8	Iraq	-	5,800	2	3,600	125	0
9	Australia	2.0	250	45	3,800	991	513
10	Peru	2.2	1,453	11	400	490	0
11	Brazil	6.1	310	17	500	522	1,952
12	India	2.1	85	46	1,200	2,776	1,807

Source: USGS, IFDC, BP, PhosAgro