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Public Joint Stock Company
URALKALI

MINUTES # 303
Meeting of the Board of Directors of PJSC Uralkali

Date: 23 April 2015; 11:00 Moscow time.

Venue: Moscow, 10, Presnenskaya Embankment, 29th floor, Naberezhnaya Tower Complex, block C.

In attendance were:

1. Sergei Chemezov – Chairman of the Board of Directors,
2. Dmitry Konyaev – member of the Board of Directors,
3. Robert John Margetts – member of the Board of Directors,
4. Dmitry Mazepin – member of the Board of Directors,
5. Dmitry Osipov – member of the Board of Directors,
6. Paul James Ostling – member of the Board of Directors,
7. Dmitry Razumov – member of the Board of Directors,
8. Valery Senko – member of the Board of Directors.

8 of 9 members of the Board of Directors are present. Pursuant to Clause 7.8 of the Regulations on the Board of Directors of OJSC Uralkali, the Board of Directors is legally qualified to pass resolutions concerning all agenda items.

Before the start of the meeting the Secretary of the Board of Directors received a written opinion concerning agenda items 1-19 from Mr. Chen Jian – elected member of the Board of Directors. In accordance with Clause 7.8 of the Regulations on the Board of Directors of OJSC Uralkali, written opinions of Board members are counted to determine the presence of quorum and are included in voting results if they reflect the opinion of the Board member in question clearly and unequivocally.

The written opinion submitted by Mr. Chen Jian clearly and unequivocally reflects his opinion concerning the matters put to the vote.

Presiding chairperson: Sergei Chemezov – Chairman of the Board of Directors of PJSC Uralkali.

Secretary: Maria Klimashevskaya – Secretary of the Board of Directors of PJSC Uralkali.

Invitees:

Anton Vischanenko – Director for Economics and Finance of PJSC Uralkali;

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Agenda of the meeting:

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11. Preparation of recommendations for the annual general shareholders meeting of PJSC Uralkali regarding the distribution of the profit of PJSC Uralkali.

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ITEM # 11. Preparation of recommendations for the annual general shareholders meeting of PJSC Uralkali regarding the distribution of the profit of PJSC Uralkali.

Speaker: Anton Vischanenko – Director for Economics and Finance of PJSC Uralkali.

Issue put to the vote:

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To recommend to the annual general shareholders meeting of PJSC Uralkali to approve the following distribution of the profit of PJSC Uralkali for 2014: not to pay dividends on the common registered shares of PJSC Uralkali for 2014.

Voting results: IN SUPPORT - unanimous.

The resolution passes.

Resolution:

To recommend to the annual general shareholders meeting of PJSC Uralkali to approve the following distribution of the profit of PJSC Uralkali for 2014: not to pay dividends on the common registered shares of PJSC Uralkali for 2014.

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These Minutes were compiled on **23 April 2015**.

Enclosures:

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**Chairman of the Board of Directors
PJSC Uralkali**

S. Chemezov

**Secretary of the Board of Directors
PJSC Uralkali**

M. Klimashevskaya

ВЫПИСКА ВЕРНА.
СЕКРЕТАРЬ СОВЕТА ДИРЕКТОРОВ
ПАО «УРАЛКАЛИЙ»

М. М. КЛИМАСHEVСКАЯ

29. 04 2015 г.

