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Draft resolutions of the annual general shareholders meeting of PJSC Uralkali

Agenda of the annual general shareholders meeting of PJSC Uralkali

1. Procedure of the annual general shareholders meeting of PJSC Uralkali.
2. Distribution of the profit of PJSC Uralkali.
3. Election of members of the Board of Directors of PJSC Uralkali.
4. Election of members of the Revision Commission of PJSC Uralkali.
5. Approval of the auditor of the consolidated financial statements of PJSC Uralkali for 2019 prepared in compliance with International Financial Reporting Standards (IFRS).
6. Approval of the auditor of the consolidated financial statements of PJSC Uralkali for 2019 prepared in compliance with the Federal Law *On Consolidated Financial Statements* No. 208-FZ.
7. Approval of the auditor of the statements of PSJC Uralkali for 2019 prepared in compliance with Russian Accounting Standards (RAS).
8. Approval of a major transaction (series of interrelated transactions).
9. Approval of a new version of the Regulations on Remuneration and Reimbursement of the Members of the Board of Directors of PJSC Uralkali.
10. Participation in financial and industrial groups and other associations of commercial organizations.

Item 1: Procedure of the annual general shareholders meeting of PJSC Uralkali.

Wording of the resolution:

To approve the procedure of the annual general shareholders meeting of PJSC Uralkali.

Item 2: Distribution of the profit of PJSC Uralkali.

Wording of the resolution:

To adopt the following decision in respect of the distribution of the profit of PJSC Uralkali (hereinafter PJSC Uralkali, Company) based on the results of 2018:

1. Not to pay dividends on the outstanding common registered shares of PJSC Uralkali for 2018.
2. To pay dividends on the outstanding preferred shares of PJSC Uralkali in the amount of 0.1 rubles (10 kopeks) per preferred share of PJSC Uralkali from the undistributed profit of past periods.. To set the date of identification of persons entitled to receive dividends - July 8, 2019.

Item 3: Election of members of the Board of Directors of PJSC Uralkali:

Wording of the resolution:

To elect the following individuals to the Board of Directors of PJSC Uralkali:

1. Igor V. Bulantsev,
2. Daniel L. Wolfe,
3. Dmitry A. Lobyak,
4. Dmitry A. Mazepin,
5. Luc Marc J. Maene,
6. Dmitry V. Osipov,
7. Paul James Ostling,
8. Dmitry V. Tatyandin,
9. Sergei V. Chemezov

Item 4: Election of members of the Revision Commission of PJSC Uralkali

Wording of the resolution:

To elect the following individuals to the Revision Commission of PJSC Uralkali:

1. Irina A. Grinkevich,
2. Andrei V. Ermizin,
3. Maria A. Kuzmina,
4. Yulia V. Lykosova,
5. Irina V. Razumova.

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Item 5: Approval of the auditor of the consolidated financial statements of PJSC Uralkali for 2019 prepared in compliance with International Financial Reporting Standards (IFRS).

Wording of the resolution:

To approve CJSC Deloitte and Touche CIS as auditor of the consolidated financial statements of PJSC Uralkali for 2019 prepared in compliance with International Financial Reporting Standards (IFRS).

Item 6: Approval of the auditor of the consolidated financial statements of PJSC Uralkali for 2019 prepared in compliance with the Federal Law *On Consolidated Financial Statements* No. 208-FZ.

Wording of the resolution:

To approve CJSC Deloitte and Touche CIS as auditor of the consolidated financial statements of PJSC Uralkali for 2019 prepared in compliance with IFRS as required by the Federal Law *On Consolidated Financial Statements* No. 208-FZ.

Item 7: Approval of the auditor of the statements of PSJC Uralkali for 2019 prepared in compliance with Russian Accounting Standards (RAS).

Wording of the resolution:

To approve JSC Energy Consulting as auditor of the statements of PJSC Uralkali for 2019 prepared in compliance with Russian Accounting Standards (RAS).

ITEM 8: Approval of a major transaction (series of interrelated transactions).

Wording of the resolution:

In compliance with p. 14 clause 8.5 of the Charter of PJSC Uralkali and p. 3 article 79 of the Federal Law *On Joint Stock Companies* No. 208-FZ dated December 26, 1995, to approve a previously concluded major transaction (series of interrelated transactions) – Additional Agreement No. 7 dated December 28, 2018 between PJSC Uralkali (as Borrower) (represented by Anton Vischanenko, Director for Economics and Finance, acting on the basis of a power of attorney No. 423 dated December 19, 2018) and PJSC Sberbank (as Creditor) (hereinafter **Additional Agreement**) to the Non-Revolving Credit Facility Agreement No. 5878 dated March 24, 2016 with the total limit in the amount of up to US\$2,000,000,000 (inclusive) (hereinafter **Credit Facility 2**) between PJSC Uralkali (as Borrower) and PJSC Sberbank (as Creditor). Pursuant to the terms of the Additional Agreement, the previously approved principal terms of Credit Facility 2 were amended as follows:

1. Availability period	From 01.01.2020 until 31.12.2020 (inclusive).							
2. Schedule of limit change (increase)	<p>The amount of the limit is increased during the availability period in accordance with the following schedule:</p> <table border="1" data-bbox="619 1384 1385 1693"> <thead> <tr> <th data-bbox="619 1384 995 1487">Date of limit opening/change</th> <th data-bbox="995 1384 1385 1487">Amount of the limit including the limit of the previous period</th> </tr> </thead> <tbody> <tr> <td data-bbox="619 1487 995 1590">From 01.01.2020 until 30.06.2020 (inclusive of both dates)</td> <td data-bbox="995 1487 1385 1590">US\$1,000,000,000</td> </tr> <tr> <td data-bbox="619 1590 995 1693">From 01.07.2020 until 31.12.2020 (inclusive of both dates)</td> <td data-bbox="995 1590 1385 1693">US\$2,000,000,000</td> </tr> </tbody> </table> <p>The amounts of the limit are reduced by previously provided credit limits under Credit Facility 2.</p> <p>The Borrower has the right to unilaterally decide not to use the limit under the Credit Facility 2 fully or partially (in the amount of up to US\$1,000,000,000 (one billion US dollars) (inclusive)), opened from 01.01.2020, if the Creditor receives a properly executed notice of the Borrower within the period from 01.02.2019 until 15.12.2019 (inclusive of both dates). In this case, the amount of the limit opened from 01.07.2020 shall be reduced by the amount indicated in the relevant written notice of the Borrower notifying the Creditor of the Borrower's unilateral decision not to use the limit (fully or partially) under the Credit</p>		Date of limit opening/change	Amount of the limit including the limit of the previous period	From 01.01.2020 until 30.06.2020 (inclusive of both dates)	US\$1,000,000,000	From 01.07.2020 until 31.12.2020 (inclusive of both dates)	US\$2,000,000,000
Date of limit opening/change	Amount of the limit including the limit of the previous period							
From 01.01.2020 until 30.06.2020 (inclusive of both dates)	US\$1,000,000,000							
From 01.07.2020 until 31.12.2020 (inclusive of both dates)	US\$2,000,000,000							

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	Facility 2 (in the amount of up to US\$1,000,000,000 (one billion US dollars (inclusive)) opened from 01.01.2020. In this case, the Parties shall conclude the relevant additional agreement to Credit Facility 2 not later than by 01.01.2020 (inclusive).	
3. Credit fees	Amount and calculation base	Payment procedure
Commitment fee including an additional payment (payment in compliance with Additional Agreement No. 7 dated December 28, 2018 to Credit Facility 2)	The commitment fee, including the indicated additional payment, amounts to at least 1 (one) percent (inclusive), but shall not exceed 3 (three) percent (inclusive) of the maximum limit under Credit Facility 2.	The commitment fee shall be paid in compliance with the terms of Credit Facility 2 (terms of Additional Agreement No. 7 dated December 28, 2018 to Credit Facility 2) in the currency of the credit, not later than on December 31, 2019 (inclusive) (with consideration of the provisions of p. 1 above), and the additional payment (in compliance with Additional Agreement No. 7 dated December 28, 2018 to Credit Facility 2) shall be paid in 3 equal installments in the currency of the credit not later than by June 28, 2019, December 27, 2019, and June 30, 2020, respectively (inclusive of all these dates).

The Additional Agreement is interrelated with the following transactions:

Non-Revolving Credit Facility Agreement No. 8-NKL dated July 1, 2013 (with amendments and addenda thereto) between PJSC Uralkali (Borrower) and PJSC Sberbank (Creditor), approved by (i) the Board of Directors of PJSC Uralkali on September 10, 2013 (Minutes No. 281 dated September 10, 2013), (ii) extraordinary general shareholders meeting of PJSC Uralkali on October 22, 2013 (Minutes No. 35 dated October 22, 2013), (iii) extraordinary general shareholders meeting of PJSC Uralkali on December 18, 2013 (Minutes No. 38 dated December 18, 2013) and (iv) extraordinary general shareholders meeting of PJSC Uralkali on December 9, 2015 (Minutes No. 48 dated December 10, 2015);

Non-Revolving Credit Facility Agreement No. 5674 dated December 19, 2013 (with amendments and addenda thereto) between PJSC Uralkali (Borrower) and PJSC Sberbank (Creditor), approved by (i) the extraordinary general shareholders meeting of PJSC Uralkali on April 7, 2014 (Minutes No. 40 dated October April 7, 2014), (ii) extraordinary general shareholders meeting of PJSC Uralkali on December 9, 2015 (Minutes No. 48 dated December 10, 2015) and (iii) extraordinary general shareholders meeting of PJSC Uralkali on March 15, 2016 (Minutes No. 50 dated March 16, 2016);

Non-Revolving Credit Facility Agreement No. 5877 dated March 24, 2016 (with amendments and addenda thereto) between PJSC Uralkali (Borrower) and PJSC Sberbank (Creditor), approved by the extraordinary general shareholders meeting of PJSC on March 15, 2016 (Minutes No. 50 dated March 16, 2016);

Framework Revolving Credit Facility Agreement dated April 19, 2017 (with amendments and addenda thereto) between PJSC Uralkali (Borrower) and PJSC Sberbank (Creditor), approved by the annual general shareholders meeting of PJSC Uralkali on June 20, 2017 (Minutes No. 55 dated June 20, 2017).

Item 9: Approval of a new version of the Regulations on Remuneration and Reimbursement of the Members of the Board of Directors of PJSC Uralkali.

Wording of the resolution:

To approve the new version of the Regulations on Remuneration and Reimbursement of the Members of the Board of Directors of PJSC Uralkali.

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Item 10: Participation in financial and industrial groups and other associations of commercial organizations.

Wording of the resolution:

To terminate PJSC Uralkali's membership in the Non-Commercial Partnership "Council of Directors of the Companies of Solikamsk City and Solikamsk District" (PSRN 102590197600).