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Draft resolutions of the extraordinary general shareholders meeting of PJSC Uralkali on 29 August 2016

1. Approval of a major interested-party transaction (series of interrelated transactions).
2. Approval of transactions between PJSC Uralkali and an interested party which may be concluded in the future in the course of normal business operations of PJSC Uralkali (in accordance with p. 6 Article 83 of the Federal Law “On Joint Stock Companies”).

ITEM 1: Approval of a major interested-party transaction (series of interrelated transactions).

Issue put to the vote:

In accordance with p. 14 and p. 8.5 of the Charter of PJSC Uralkali and p. 3 Article 79 of the Federal Law # 208-FZ “On Joint Stock Companies” dated 26 December 1995, to approve a major interested party transaction (series of interrelated transactions),

- Transaction, whereby the Company places (sells) in favor of JSC Uralkali-Technologiya (UKT) exchange-traded documentary interest-bearing non-convertible bearer bonds with mandatory centralized storage with the total face value of all issuances of the exchange-traded bonds (hereinafter bonds) placed within the framework of the Exchange-Traded Bonds Program approved by the Board of Directors of the Company (Minutes # 305 dated 23.06.2015 with amendments approved by the Board of Directors (Minutes # 321 dated 20.07.2016, item 1 of the agenda)), on the following principal terms and conditions:
 - Face value of one bond – US\$ 1,000 (one thousand US dollars);
 - Total face value of the bonds – up to US\$ 800,000,000 (eight hundred million US dollars);
 - The offering price is the same as the face value of the bonds;
 - The offering is conducted on a one-time basis of in several portions (issuances);
 - Date of redemption for the last issuance of bonds – not later than on 23 March 2023;
 - The coupon amount is determined in compliance with the Exchange-Traded Bonds Program and the following transaction related to the Program.
- Loan Agreement between the Company as lender and UKT as borrower for a total amount of up to US\$ 1,000,000,000 (one billion US dollars) including interest for the entire term of the loan and other payments and fees, related to the transactions approved by the Board of Directors of the Company (Minutes # 306 dated 24.08.2015, item 7 of the agenda; Minutes # 307 dated 25.09.2015, p. 1.3, item 1 of the agenda) and by the extraordinary general shareholders meeting of the Company (Minutes # 48 dated 10.12.2015, p. 2 item 2 of the agenda).

ITEM 2: Approval of transactions between PJSC Uralkali and an interested party which may be concluded in the future in the course of normal business operations of PJSC Uralkali (in accordance with p. 6 Article 83 of the Federal Law “On Joint Stock Companies”).

Issue put to the vote:

1. To approve sale and purchase agreements and supply agreements between PJSC Uralkali (seller, supplier) and Joint Stock Company United Chemical Company URALCHEM (buyer) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 820,000,000 rubles.
2. To approve sale and purchase agreements and supply agreements between PJSC Uralkali (seller, supplier) and Joint Stock Company Voskresensk Mineral Fertilizers (buyer) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 1,200,000,000 rubles
3. To approve sale and purchase agreements and supply agreements between PJSC Uralkali (seller, supplier) and Public Joint Stock Company Corporation VSMPO-AVISMA (buyer) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 600,000,000 rubles.
4. To approve sale and purchase agreements and supply agreements between PJSC Uralkali (buyer) and Joint Stock Company Voskresensk Mineral Fertilizers (seller, supplier) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 310,000,000 rubles.
5. To approve sale and purchase agreements and supply agreements between PJSC Uralkali (buyer) and Joint Stock Company United Chemical Company URALCHEM (seller, supplier) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 1,000,000,000 rubles.

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6. To approve sale and purchase agreements and supply agreements between PJSC Uralkali (buyer) and Public Joint Stock Company Corporation VSMPO-AVISMA (seller, supplier) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 500,000,000 rubles.

7. To approve insurance agreements between PJSC Uralkali (policy holder) and Limited Liability Company Insurance Company Soglasiye (insurer) as interested-party transactions which may be concluded in the future in the course of normal business operations of PJSC Uralkali and to determine that the maximum price of the indicated transactions cannot exceed 18,000,000 rubles.