

PLEASE NOTE: TEXT OF THIS DOCUMENT IN ENGLISH LANGUAGE IS A TRANSLATION PREPARED FOR INFORMATION PURPOSES ONLY. THE TRANSLATION MAY CONTAIN DISCREPANCIES AND OMISSIONS AND DOES NOT REPLACE THE RUSSIAN TEXT OF THIS DOCUMENT. IN ANY AND ALL CASES THE TEXT OF THIS DOCUMENT IN RUSSIAN LANGUAGE SHALL PREVAIL.

Approved
By the Board of Directors of the
PJSC Uralkali
Minutes No.386 of December 24, 2020

REGULATIONS

on the Corporate Secretary of PJSC Uralkali

Moscow, 2020

Contents

1. GENERAL PROVISIONS3

2. REQUIREMENTS TO POTENTIAL CANDIDATES3

3. APPOINTMENT AND TERMINATION OF THE CORPORATE SECRETARY3

**4. ACCOUNTABILITY AND RELATIONS WITH EXECUTIVE BODIES AND
SUBDIVISIONS OF THE COMPANY3**

5. FUNCTIONS OF THE CORPORATE SECRETARY4

6. RIGHTS AND OBLIGATIONS OF THE CORPORATE SECRETARY6

7. REMUNERATION OF THE CORPORATE SECRETARY7

8. LIABILITY OF THE CORPORATE SECRETARY7

9. FINAL PROVISIONS.....7

1. General provisions

1.1. The Corporate Secretary of PJSC Uralkali (the Company) is appointed to ensure effective relations between the Company and its shareholders, to coordinate the Company's activities to protect the rights and interests of its shareholders, to support efficiency of the Board of Directors and to ensure the Company's compliance with the best practices of corporate governance.

1.2. The activities of the Corporate Secretary are governed by Russian and other applicable laws, mandatory requirements imposed on the Company in connection to its market position, internal documents of the Company, recommendations of the Russian Code of Corporate Governance, as well as by the best corporate governance practices that exist in the market.

1.3. For independence purposes, the Corporate Secretary may not hold other posts in the Company with the exception of duties of Secretary of the Board of Directors and its committees if so permitted by the Board of Directors, and the duties imposed by the Board of Directors as per applicable legal or other mandatory requirements.

With permission of the Appointments and Remuneration Committee of the Board of Directors the Corporate Secretary may simultaneously perform the functions of Secretary of the Board of Directors of other companies that are materially important for the Company.

2. Requirements to potential candidates

Candidates for the position of Corporate Secretary must satisfy the following requirements:

- Higher education (university degree);
- At least 2 years' work experience in corporate governance;
- Knowledge of corporate law, securities market laws, insider information laws, and other mandatory requirements imposed on public companies;
- Ability to engage parties involved in corporate relations, including the Company's employees, management, the Board of Directors and other persons;
- Knowledge of best international corporate governance practices;
- Absence of a criminal record or administrative disqualifications under the Administrative Code of the Russian Federation.

3. Appointment and termination of the Corporate Secretary

3.1. The Corporate Secretary is appointed and terminated by the General Director of the Company based on a resolution by the Board of Directors.

3.2. Upon employment, the appointed Corporate Secretary and the Company sign a contract of employment. The key terms and conditions of this contract are determined by the Board of Directors.

3.3. As an employee of the Company, the Corporate Secretary reports to the General Director of the Company in terms of rules of conduct and other bylaws applicable to all employees of the Company unless contrary to these Regulations.

4. Accountability and relations with executive bodies and subdivisions of the Company

4.1. The Corporate Secretary is accountable to the Board of Directors.

4.2. The Corporate Secretary interacts with any executive body, structural subdivisions, management and employees of the Company to the extent that may be necessary in order for the Corporate Secretary to properly perform his/her functions.

4.3. In order to facilitate the work of the Corporate Secretary a special Service of the Corporate Secretary shall be established. The Service of the Corporate Secretary, its staffing chart and headcount shall be approved by the order of the General Director of the Company.

5. Functions of the Corporate Secretary

The Corporate Secretary has the following functions:

5.1. Organization of preparation for and holding of general shareholders meetings of the Company in compliance with the requirements of the laws of the Russian Federation, the Charter and other internal documents of the Company, specifically:

- Ensuring proper notification of persons entitled to participate general shareholder meetings about upcoming general meetings, preparing and mailing voting ballots by liaising with the registrar of the Company and the divisions of the Company that are in charge of information disclosure by the Company;
- Receiving and processing requests to convene general shareholders meetings from authorized persons, receiving proposals for the agenda of the general shareholders meeting, and proposals to nominate candidates to the governance and control bodies of the Company;
- Obtaining the necessary information from the divisions of the Company, preparing and organizing information materials related to the general meeting, which must be disseminated to shareholders of the Company, provision of information and materials for the general shareholders meeting to the registrar of the Company and to the division of the Company that is in charge of information disclosure;
- Preparing responses to questions from shareholders related to the procedure of general shareholders meetings, taking measures to settle potential conflicts which may arise before or during a general meeting;
- Preparing drafts of the minutes of general shareholders meetings in cases indicated by the Regulations on the General Shareholders Meeting of the Company; keeping, compilation and signing of the minutes, organization of the issuance of copies of minutes or extracts from minutes, and authentication of such copies.

5.2. Ensure that the Board of Directors and its committees work in line with the requirements of Russian laws, the Charter and other internal documents of the Company, including:

- Organize interaction between Board members and the General Director and functional directors of the Company during preparation for Board meetings;
- Develop work plans for the Board of Directors and its Committees;
- Ensure that the meetings of the Board of Directors and the meetings of Board Committees both in presentia and absentia and the keeping and compilation of the minutes of the Board comply with applicable procedures;
- Ensure that the minutes of Board meetings and the minutes of Board Committees as well as other relevant information materials are translated into a foreign language in order to be provided to Board members who are foreign nationals; monitor execution of the decisions of the Board of Directors while combining the functions of Corporate Secretary with the functions of Secretary of the Board of Directors.

5.3. Participate in the implementation of the information policy of the Company including the procedure to grant access to insider information and to protect confidentiality of such information in line with internal regulations of the Company, specifically:

- Keeping of the list of organizations that included the Company into their lists of persons with access to insider information;
- Keeping of the list of insiders of the Company in compliance with the requirements of the law and the relevant internal documents of the Company;
- Updating the List of insider information in a timely fashion and ensuring its timely disclosure;
- Notification of the persons included in the list of insiders that they were included in or excluded from this list;
- Provision of information, within the mandate of the Corporate Secretary, to persons responsible for preparing announcements, press releases and other public messages and/or reports in compliance with the terms and the procedure required by the law and internal documents of the Company;

- Provision of information, within the mandate of the Corporate Secretary, to persons responsible for uploading corporate information to the Company's official web site;
 - Preparation of information, within the mandate of the Corporate Secretary, that is required for preparation of the annual report or other public reports of the Company in compliance with the requirements of the law and other internal documents of the Company;
 - Collection and periodic updating of information on the members of the Board of Directors and Board Committees that is required for public information disclosure and control over interested-party transactions;
- 5.4. Organize interaction between the Company and its shareholders and participate in preventing corporate conflicts, specifically:
- Timely provision of shareholders' requests received by the Corporate Secretary to the division of the Company responsible for reviewing the relevant requests;
 - Taking measures prescribed by the internal documents of the Company that are required for timely identification and prevention of corporate conflicts, and ensuring that the relevant officers and bodies of the Company are duly informed about such potential conflicts.
- 5.5. Organize interaction between the Company and regulators, operators, registrars, and other professional participants in the securities market within the mandate of the Corporate Secretary, including:
- Inform officers in charge and bodies of the Company of any requests, ordinances, directives and other notices received by the Corporate Secretary;
 - Timely preparation of responses to requests from regulators, organizers of trading, other professional participants in the securities market that fall within the terms of reference of the Corporate Secretary;
- 5.6. Ensure that the procedures established under applicable laws and internal documents of the Company in order to observe and monitor the observance of rights and lawful interests of shareholders are implemented, including:
- Monitoring compliance with the requirements of the law that determine the rights of shareholders during implementation of corporate procedures prescribed by the law and the relevant internal documents of the Company;
 - Periodically inquire with responsible persons of the Company regarding the implementation of measures necessary to observe the rights and interests of shareholders, including on the basis of resolutions passed by bodies of the Company;
 - Timely inclusion of mandatory items required by the law and internal documents of the Company that are related to the implementation of shareholders rights, (including issues related to the holding of annual general shareholders meetings) on the agenda of the meeting of the Board of Directors;
 - Monitor the implementation of the decisions of the general shareholders meeting.
- 5.7. Support members of the Board of Directors in performing their duties, including:
- Provision of explanations and clarifications on the requirements of the Russian legislation, the Charter and other internal documents of the Company related to procedural aspects of general shareholder meetings and meetings of the Board of Directors;
 - Organization of the annual assessment of the performance of the Board of Directors (self-assessment/external assessment);
 - Provision of organizational support to the Board of Directors;
 - Provision of the necessary comments on agenda items of meetings of the Board of Directors and/or its committees;
 - Organization of meetings between members of the Board of Directors and shareholders and management, ensuring their effective interaction and engagement;

- Immediately inform the Board of Directors of any breach of laws or internal documents of the Company, where compliance is a responsibility of the Corporate Secretary.
 - Rendering organizational and technical support during the procedure of assumption of duties of the elected members of the Board of Directors;
 - Ensuring that the relevant compensations and remuneration are paid to members of the Board of Directors;
 - Ensuring attendance of members of the Board of Directors at meeting locations of the Board of Directors and Board Committees including planning, scheduling and making accommodation and travel provisions for members of the Board of Directors.
- 5.8. Participate in the improvement of the corporate governance system and practices in the Company, including:
- Review best available corporate governance practices, develop proposals for improvement of corporate governance in the Company, and discuss the feasibility and possibility of adoption of certain practices in the Company with the Board of Directors, the General Director and functional directors of the Company;
 - Participate in the preparation of documents related to corporate governance.
- 5.9. The Corporate Secretary shall also perform other functions as required by applicable laws and internal documents of the Company.

6. Rights and obligations of the Corporate Secretary

- 6.1. In order to perform his/her functions, the Corporate Secretary has the right to:
- Approach any officer or subdivision of the Company to seek information and materials that may be required by the Corporate Secretary in his/her work;
 - Initiate that matters within the mandate of the Corporate Secretary are raised to governance bodies of the Company, where necessary;
 - Supervise compliance by officials and employees of the Company with the Charter and other internal documents of the Company within the mandate of the Corporate Secretary;
 - Liaise with the Chairperson of the Board of Directors and Chairpersons of Board committees;
 - Initiate development of internal documents and/or implementation of certain controls to ensure compliance of the Company's activities with corporate governance requirements of applicable laws.
- 6.2. The Corporate Secretary has the following obligations:
- In his/her work, comply fully with the requirements of the applicable laws and internal documents of the Company;
 - Make a formal performance report to the Board of Directors at least once a year;
 - Promptly respond to the queries and requests from the Board of Directors, management, shareholders and other stakeholders of the Company on matters within the mandate of the Corporate Secretary;
 - Ensure that materials for meetings of the Board of Directors and its committees are prepared and distributed in the manner and within the timeframe set by applicable laws and internal documents of the Company;
 - Inform the Chairman of the Board of Directors, the General Director and the functional directors of the Company of all facts impeding the Company's compliance with the procedures that are within the mandate of the Corporate Secretary;
 - Be impartial and independent in his/her work, and take necessary and reasonable measures to settle corporate conflicts should they arise.
 - Systematically upgrade his/her qualifications and liaise with professional corporate governance associations and communities.

7. Remuneration of the Corporate Secretary

7.1. The terms of remuneration of the Corporate Secretary are established by the Board of Directors and indicated in the contract of employment signed between the Company and the Corporate Secretary.

7.2. Remuneration is paid to the Corporate Secretary in accordance with the salary payment schedule adopted by the Company.

7.3. The amount of the annual bonus of the Corporate Secretary is determined by the Board of Directors based on a recommendation from the Appointments and Remuneration Committee against annual appraisals of the Corporate Secretary's performance.

8. Liability of the Corporate Secretary

8.1. The Corporate Secretary is liable for violation of the requirements imposed by the current law including liability for disclosure of confidential information (commercial secrets) of the Company.

8.2. The Corporate Secretary of the Company is an insider person of the Company and bears liability for failure to comply with the requirements of insider information laws and/or to fulfil duties of corporate insiders.

9. Final provisions

9.1. These Regulations are approved, amended or supplemented by the Board of Directors.

9.2. These Regulations shall become effective upon their approval by the Board of Directors.