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Substantiation of the terms and the procedure of the reorganization of Public Joint Stock Company in the form of merger with Joint Stock Company Uralkali-Technology

The general shareholders meeting of PJSC Uralkali (**PJSC Uralkali**) is asked to adopt a decision on the reorganization of PJSC Uralkali in the form of merger with Joint Stock Company Uralkali-Technology (**JSC Uralkali-Technology, the Transferring Company**).

1. Brief information on the Transferring Company

JSC Uralkali-Technology was registered on July 27, 2005 as a result of the reorganization of Limited Liability Company Uralkali-Technology in the form of transformation into a closed joint stock company, principal state registration number 1055904534322, location: Russian Federation, 618400, Perm Region, Berezniki, 4 Paris Commune Street, office 409/1.

As at the date of approval of the Merger Agreement, JSC Uralkali-Technology an owner of common shares of PJSC Uralkali.

The Parties to the Merger Agreement presume that PJSC Uralkali will be the sole shareholder of the Transferring Company at the moment when the Merger Agreement is approved. As at the date of approval of this substantiation by the Board of Directors of PJSC Uralkali, one (1) preferred share of JSC Uralkali-Technology belongs to Limited Liability Company Sberbank Investments (LLC Sberbank Investments) (PSRN 1105032007761).

2. Reasons and purposes of the reorganization

2.1 The reorganization in the form of merger of JSC Uralkali-Technology into PJSC Uralkali (hereinafter the **Merger**) is carried out for the purpose of optimizing the share structure and management processes in Uralkali Group and building up the investment appeal of PJSC Uralkali. The Merger will also have a positive effect on how the Group is perceived by rating agencies and creditors.

3. Substantiation of the procedure and the terms of the Merger

3.1 The procedure of the Merger is specified in the Merger Agreement in compliance with Russian law. The rights and legal interests of employees, creditors and other stakeholders are protected.

3.2 The Merger Agreement contains all the necessary provisions required by article 17 of the JSC Law.

3.3 The following shall be cancelled:

- Own shares belonging to the Transferring Company;
- Shares of the Transferring Company owned by PJSC Uralkali; and
- Shares of PJSC Uralkali owned by the Transferring Company.

3.4 The reorganization in relation to JSC Uralkali-Technology shall be deemed completed from the moment when a record of cessation of the activity of JSC Uralkali-Technology is entered in the Unified State Register of Legal Entities (hereinafter USRLE).

PJSC Uralkali shall be considered reorganized in the form of Merger from the moment when a record of cessation of the activity of the Transferring Company is entered in the USRLE.

3.5 As a result of the Merger all property, rights and obligations of the Transferring Company shall be transferred to PJSC Uralkali in compliance with current Russian laws.

3.6 Upon completion of the Merger the charter capital of PJSC Uralkali shall be reduced by the face value of the shares of PJSC Uralkali belonging to the Transferring Company as at the date of the USRLE record of cessation of the activity of the Transferring Company.