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APPROVED
By a resolution of the Board of Directors of PJSC Uralkali
Minutes No 390 dated 19 March 2021

REGULATIONS
ON THE APPOINTMENTS AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF PJSC URALKALI

Moscow, 2021

1 General provisions

1.1 These Regulations on the Appointments and Remuneration Committee (hereinafter, the Regulations) constitute the main regulatory document governing activities of the Appointments and Remuneration Committee of the Board of Directors of the Public Joint Stock Company Uralkali (hereinafter, the Committee) and define the objectives, mandate, functions and establishment procedure of the Committee.

1.2 The Committee is an advisory body of the Board of Directors and was established for the purpose of reviewing matters within the mandate of the Committee as per these Regulations. The Committee is not a body of the Company; therefore, the Company does not assume any civil rights or obligations through the Committee.

1.3 Activities of the Committee are governed by the current legislation of the Russian Federation, the Charter of the Company, resolutions of the Board of Directors and these Regulations.

1.4 For the purposes of these Regulations, all references to the Company are references to the Public Joint Stock Company Uralkali (hereinafter, Uralkali or the Company); all references to the Charter are references to the current edition of the Charter of the Company; all references to the Board of Directors are references to the Board of Directors of the Company; and all references to internal documents of the Company are references to the duly approved and active regulations, which are mandatory in the Company.

1.5 For the purposes of these Regulations, key officers shall mean the Chief Executive Officer, members of the Management Board and other employees of the Company who hold important positions in the executive management structure and who have a direct influence on efficiency of the Company's financial and economic activities. The Committee may at its own discretion determine the specific list of the key officers in relation to who the Committee may take certain decisions as provided for by these Regulations.

2 Mandate and functions of the Committee

2.1 The mandate (competence) of the Committee includes recruitment of qualified specialists into the Company and creation of necessary incentives for successful performance of members of Company's governance bodies with the aim of implementing its strategic plans and ensuring succession of management.

2.2 **The Committee has the following functions:**

Functions within the Remuneration Policy of the Company:

a) Development and periodic review of the Company's remuneration and compensation policy in relation to members of the Board of Directors, the Chief Executive Officer and other key officers, including the Directors' Remuneration and Compensation Regulations;

b) Development of parameters and monitoring of implementation of long-term and short-term incentive plans for members of governance bodies;

c) Preliminary review of the Company's annual goals, assessment of their efficiency, consideration of execution reports to prepare recommendations for the Board of Directors;

d) Preliminary consideration of the CEO's annual KPIs; development of recommendations for the Board of Directors;

e) Preliminary assessment of the CEO's annual performance and consideration of the CEO's KPI card for the relevant period; development of recommendations for the Board of Directors;

f) Preliminary assessment of annual performance of certain key officers: the CFO and a member of the Management Board of Uralkali Trading SIA; development of recommendations for the Board of Directors;

g) Preliminary assessment of annual performance and consideration of KPI cards for the relevant period of certain key officers: the CFO and a member of the Management Board of Uralkali Trading SIA; development of recommendations for the Board of Directors;

h) Consideration and approval of annual KPIs of certain key officers;

i) Assessment of certain key officers' annual performance; consideration and approval of their KPI cards for the relevant period;

j) Preliminarily review and development of recommendations on issues related to any additional payments (awards, bonuses, compensations) to heads of production and functional subdivisions reporting directly to the Chief Executive Officer of the Company, with the exception of payments and compensations provided by national legislation, employment contracts and internal regulations of the Company.

k) Development of terms and conditions for entry into and early termination of employment contracts with the Chief Executive Officer and other key officers, including all financial obligations of the Company and conditions for such obligations;

l) Development of recommendations for the Board of Directors in relation to the size of remuneration and bonus payment principles for the corporate secretary (or members of a subdivision acting as the corporate secretary);

m) Preliminary consideration of the Corporate Secretary's annual KPIs; development of recommendations for the Board of Directors;

n) Preliminary assessment of the Corporate Secretary's annual performance; consideration and approval of the Corporate Secretary's KPI card for the relevant period; development of recommendations for the Board of Directors;

o) Monitoring of disclosure of information related to remuneration of members of the Board of Directors, the Chief Executive Officer, members of the Management Board in line with requirements of applicable laws and internal documents of the Company;

Functions within succession planning, professionalism and efficiency of the Board of Directors:

a) Annually arrangement of a detailed formalised self-assessment or an external assessment of efficiency of the Board of Directors as a whole, the board committees and individual members of the Board of Directors and its committees; identification of priorities to enhance the composition of the Board of Directors;

b) Planning of new appointments, including appointments to ensure continuity of activities of the Management Board and the Chief Executive Officer;

c) Development of recommendations for the Board of Directors in relation to candidates for the position of the Corporate Secretary (or the head of the structural subdivision performing the Corporate Secretary's functions);

d) Development of recommendations for the Board of Directors in relation to candidates for the position of the Chief Executive Officer, members of the executive body of the Company and other key officers;

e) Liaison with shareholders (not limited by major shareholders) in selecting candidates to the Board of Directors;

f) Review of professional qualifications and independence of all nominated candidates to the Board of Directors on the basis of information available to the Committee;

g) Development of voting recommendations for shareholders for elections of members of the Board of Directors;

h) Preparation of an induction programme for newly elected members of the Board of Directors aimed to introduce new directors to the Company's key assets, strategy, business practices, organisational structure and operating procedures of the Board of Directors;

i) Development of recommendations for the Board of Directors to approve the organisational structure of the Company in terms of making decisions to create and abolish production subdivisions of the Company – mining companies; decisions to create and abolish functional subdivisions of the Company, provided that their manager/director is directly subordinate to the Chief Executive Officer;

j) Development of proposals to create or abolish board committees, and proposals regarding the size and individual members of board committees.

2.3. The Committee, at its own discretion or at an initiative from the Chief Executive Officer, is entitled to exercise authorities specified in items of Section 2.2 of these Regulations (if applicable) in relation to management of key subsidiaries of the Company.

2.4. The Committee also takes part in the development of internal documents of the Company within the mandate of the Committee.

2.5. If under these Regulations an issue does directly fall under the mandate of the Committee, members of the Committee may reasonably interpret the provisions of these Regulations, giving due consideration to the goals and objectives of the Committee and the specifics the issue in question in order to quickly and efficiently review this issue and to make appropriate recommendations.

The Board of Directors, the Chief Executive Officer or members of the Committee may ask the Committee to review other matters.

3 Membership of the Committee

3.1 The Committee has at least three members. The composition of the Committee is determined in line with mandatory requirements of applicable laws, executive authorities governing financial markets, other regulators and/or stock exchanges, where securities of the Company are traded.

3.2 The Chairperson of the Board of Directors of the Company may not be the Chairperson of the Committee.

3.3 The Committee may engage experts who are not members of the Committee and who have the necessary knowledge and professional experience.

3.4 The Chairperson and any member of the Committee have the right to apply on behalf of the Committee to the Chief Executive Officer with a request to engage / appoint an existing specialist of the Company as an expert on issues being reviewed by the Committee. Members of the Committee are prohibited from having a personal interest in engaging any particular specialist of the Company.

3.5 The Chief Executive Officer of the Company, members of the Board of Directors of the Company who are not members of the Committee, members of the Management Board of the Company, other employees of the Company, members of the Revision Commission of the Company, the auditor of the Company and any other employees of the Company may be invited to attend meetings of the Committee.

4 Establishment of the Committee

4.1 The decision to establish the Committee, as well as the decision on its membership and personal composition is adopted by the Board of Directors.

4.2 The Board of Directors may introduce changes to the personal composition of the Committee at any time.

4.3 Level of education, professional training and work experience in areas within the mandate of the Committee, as well as any other special knowledge which is necessary for the Committee members in order to execute their duties, must be taken into account when electing the Chairperson and members of the Committee.

5 Meetings of the Committee

5.1. The meetings of the Committee must be held at least once a year.

5.2. The agenda of the meetings is determined by the Chairperson of the Committee. Any member of the Committee as well as the Chief Executive Officer of the Company have the right to propose additional agenda items provided the proposed matters are within the mandate of the Committee. The agenda of meeting may be amended only if the meeting is attended by all members of the Committee. Any item may be removed from the agenda upon mutual agreement of the members of the Committee present at the meeting.

5.3. The members of the Board of Directors who are not members of the Committee, the Chief Executive Officer of the Company, the members of the Revision Commission, and the auditor of the Company may formally request the Chairperson of the Committee to review any matter within the mandate of the Committee. The proposed matter may be reviewed either at the nearest scheduled meeting of the Committee or, if the matter is especially important and urgent, at an ad hoc meeting of the Committee.

5.4. Committee meetings are called by the Chairperson of the Committee at his/her own initiative or upon a request from a member of the Committee or from the Chief Executive Officer of the Company. If the request involves a matter within the mandate of the Committee and requires, as may be deemed by the Chairperson of the Committee, a prompt review, the Chairperson of the

Committee must call a Committee meeting within five business days. If the Chairperson of the Committee renders the issue not urgent, it will be included in the agenda of the next scheduled meeting of the Committee. The Secretary of the Committee is the Secretary of the Board of Directors unless another person is appointed to this position by the Committee.

5.5. Members of the Committee must be notified that a meeting has been called and receive all relevant information materials by e-mail at least three business days prior to the scheduled date of the meeting. If the majority of the members of the Committee agree, the indicated date may be changed. The Chairperson of the Committee must take all necessary action to ensure that members of the Committee have been notified in a proper and timely manner. Invitations to the Chief Executive Officer of the Company, to members of the Management Board of the Company, to members of the Revision Commission of the Company and to other employees of the Company as well as invitations to experts must allow the invitees a reasonable amount of preparation time for the meeting in question. Committee meetings are held in the form of a joint presence of the members (in praesentia) or by a poll in writing (in absentia). Meetings in praesentia also include meetings where participants connect by video or in another way that makes it possible to identify the remotely connecting members of the Committee and to have real time discussions.

5.5.1. The content of information (materials) required by members of the Committee to form an informed decision on agenda items, the form of the information (verbal or written) and the persons responsible for provision of this information (materials) are determined by the Chief Executive Officer of the Company.

5.5.2. The Secretary of the Committee must inform in advance the persons responsible for provision of information (materials) which is required by members of the Committee in order to make informed decisions on agenda items of the proposed date and agenda of the meeting.

5.5.3. The information (materials) which must be provided to members of the Committee in order to make informed decisions on agenda items must be approved by the Chief Executive Officer for the Company. If internal documents of the Company provide for a special approval procedure for certain information (materials), then this information (materials) may be provided to the Committee only after the special approval procedure has been properly completed.

5.5.4. The duly approved information (materials) which must be provided to Committee members in order to make informed decisions on agenda items must be provided by the responsible person to the Secretary of the Committee at least three business days prior to the date of the meeting in Russian and English. If the information (materials) is provided only in English or Russian, this information (materials) must be provided to the Secretary of the Committee at least five business days prior to the scheduled date of the meeting to give sufficient time to arrange for translation of the information.

5.6. Persons invited to participate in a meeting as well as the members of the Committee may submit their written opinion on agenda items.

5.7. The quorum for a Committee meeting is at least half of the elected members of the Committee. Written opinions of the members of the Committee who are absent at the meeting are taken into account during counting of votes and determining the presence of the quorum.

5.8. All decisions of the Committee are adopted by a majority vote of the members of the Committee taking part in the meeting; each member of the Committee has one vote. Should there be an equality of votes; the Chairperson of the Committee has the deciding vote.

5.9. At a meeting of the Committee, all members of the Committee must declare their interest (if any) in the matters to be discussed at the meeting.

5.10. The Committee may instruct its members to conduct a detailed review a specific matter within the mandate of the Committee and inform the Committee of the results of such detailed review.

5.11. Meetings of the Committee are conducted by the Chairperson who organises minuting of the meeting and signs the minutes. During a meeting, opinions from members of the Committee and invitees are heard and reflected in the minutes of the meeting (or are attached to the minutes).

5.12. The minutes of the meeting are prepared in one counterpart and are kept by the Secretary of the Board of Directors who must provide access to the minutes and the materials reviewed at the meeting to members of the Board of Directors.

5.13. The minutes of the meeting are prepared not later than within three days after the meeting.

5.14. The minutes of the meeting must contain:
- -the time and venue of the meeting (the date and time of receipt of voting ballots if the meeting was held in absentia);
- the list of persons present at the meeting including the invitees (persons who have mailed in their voting ballots);
- the list of persons providing written opinions on items of the agenda;
- the agenda of the meeting;
- items put to the vote and the results of voting on these items;
- resolutions passed by the Committee.

5.15. Following the meeting, the Committee may issue its recommendation (hereinafter, the Recommendation). The Recommendation on a particular item is submitted at the meeting of the Board of Directors reviewing this particular item. The Recommendation reflects the opinion of the Committee as a whole. If the opinions of the members of the Committee differ, individual opinions of the Committee members may be separately indicated in the Recommendation.

5.16. The Recommendation is signed by the Chairperson of the Committee. Materials reviewed by the Committee at the meeting may be attached to the Recommendation. The Chairperson of the Committee is responsible for timely submission of the Recommendation to the Board of Directors. Recommendations reviewed by the Board of Directors may be attached to the minutes of the relevant meetings of the Committee and the Board of Directors.

6 Rights and duties of the members of the Committee

6.1. Members of the Committee must:
- Fully participate in the work of the Committee;
- Analyse documents provided in preparation for the meetings of the Committee and at the meetings of the Committee;
- Promptly inform the Committee of any personal interest in any decision to be taken by the Committee;
- Avoid actions that may compromise the integrity of the Committee or question the professionalism of its members.

6.2. Members of the Committee have the right:
- To request information and documents within the mandate of the Committee from the Board of Directors, the Management Board, the Chief Executive Officer, the Revision Commission, and the Auditor of the Company.

7 Remuneration of Committee members

7.1. Members of the Committee may receive remuneration for their service on the Committee, if so provided for by the Directors' Remuneration and Compensation Regulations, which is approved by the general shareholders meeting of the Company.

8 Committee's relations with other bodies of the Company

8.1. The Chairperson of the Committee is responsible for technical and procedural aspects of the Committee's relations with other bodies of the Company.

8.2. Executive bodies of the Company must inform the Committee of all significant changes concerning the terms of reference of the Committee. The decisions on additional payments to managers/directors of functional and production subdivisions that are directly subordinate to the Chief Executive Officer shall be made by the Chief Executive Officer after such matters have been preliminarily reviewed by the Committee in compliance with sub-paragraph "d" p. 2.2. of these Regulations in compliance with the Committee's recommendations.

8.3. The Chairperson of the Committee must inform the Board of Directors of the work/performance of the Committee.

9 Final provisions

9.1. These Regulations are approved by the Board of Directors. Any changes and amendments to these Regulations must be made on the basis of a respective resolution by the Board of Directors.