

**Notice of Essential Fact  
Decisions of the board of directors**

<b>1. General information</b>	
1.1. Full trademark name of the issuer	<i>Public Joint Stock Company Uralkali</i>
1.2. Abbreviated trademark name of the issuer	<i>PJSC Uralkali</i>
1.3. Issuer's address	<i>Russian Federation, 618426, Perm Region, Berezniki, 63 Pyatiletki Street</i>
1.4. Issuer's MSRN	<i>1025901702188</i>
1.5. Issuer's TIN	<i>5911029807</i>
1.6. Issuer's unique code assigned by the registration authority	<i>00296-A</i>
1.7. Address of the webpage utilized by the issuer for information disclosure	<i>1. <a href="http://www.uralkali.com">http://www.uralkali.com</a> 2. <a href="http://www.e-disclosure.ru/portal/company.aspx?id=1233">http://www.e-disclosure.ru/portal/company.aspx?id=1233</a></i>
1.8. Date of the event (essential fact) to which this notice is related (if applicable)	<i>17.05.2019</i>
<b>2. Notice</b>	
2.1. Quorum of the issuer's board of directors and results of voting at the meeting:	
<p><i>The Board of Directors had quorum to decide all issues put to the vote. The decisions were passed by absentee vote (by ballot). Filled out voting ballots were received from nine of nine elected members of the Board of Directors by the required deadline.</i></p> <p><i>All decisions were taken unanimously by all members of the Board of Directors participating in the voting on the indicated items.</i></p>	
2.2. Decisions of the issuer's board of directors:	
<p><b>ITEM 1: Determination of the price of the property which is the subject matter of a major transaction (series of interrelated transactions)</b></p> <p>Resolution:</p> <p>In accordance with p. 29 clause 9.3 of the Charter of PJSC Uralkali and articles 77-79 of the Federal Law On Joint Stock Companies No. 208-FZ dated December 26, 1995 (hereinafter the JSC Law) to determine that the price of the property which is the subject matter of a major transaction (series of interrelated transaction) – Additional Agreement dated December 28, 2018 to the Revolving Credit Facility Agreement dated March 24, 2014 approved by the Annual General Shareholders Meeting of PJSC Uralkali on March 15, 2016 (Minutes of the Annual General Shareholders Meeting No. 50 dated March 16, 2016) (with all amendments and addenda thereto) between PJSC Uralkali as borrower and PJSC Sberbank as creditor, interrelated with the current (and properly approved by the authorized bodies of the Company) non-revolving credit facility agreements between PJSC Uralkali and PJSC Sberbank: #8-NKL dd. July 1, 2013, #5674 dd. December 19, 2013, #5877 dd. March 24, 2016, # 5878 dd. March 24, 2016 and the framework revolving facility agreement dated April 19, 2017 (with amendments and addenda thereto) is based on the market price of the property of PJSC Uralkali and in aggregate exceeds 50% (fifty percent) of the book value of the assets of PJSC Uralkali according to its RAS accounting (financial) statements as of the last reporting date.</p>	
<p><b>ITEM 2: Proposal to the annual general shareholders meeting of PJSC Uralkali to approve a major transaction (series of interrelated transaction)</b></p> <p>Resolution:</p> <p><b>2.1.</b></p> <p>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 submit to the annual general shareholders meeting of PJSC Uralkali the matter of approval of previously concluded major transaction (series of interrelated transactions) – Additional Agreement No. 7 dated December 28, 2018 between PJSC Uralkali (as Borrower) 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) between PJSC Uralkali (as Borrower) and PJSC Sberbank (as Creditor) on the terms indicated in Annex 1 to these Minutes and to propose to the annual general shareholders meeting to approve the indicated transaction (series of interrelated transactions).</p> <p><b>2.2.</b></p> <p>In compliance with p. 2 art. 78 of the Federal Law <i>On Joint Stock Companies</i> to approve the Opinion on the major transaction indicated in p. 2.1 of these Minutes to be submitted to the annual general shareholders meeting of PJSC Uralkali for consideration (attached).</p>	

**ITEM 3: Determination of the price of redemption of PJSC Uralkali's shares from shareholders – owners of voting shares of PJSC Uralkali entitled to demand redemption of all or a portion of the shares belonging to them**

Resolution:

Based on the market price of one common share of PJSC Uralkali (hereinafter PJSC Uralkali, the Company) determined by an independent appraiser – LLC PETERSBURG APPRAISAL COMPANY (Report No. 240519 dated May 13, 2019) to determine the price of one common share of the Company as 88 rubles 85 kopeks per ordinary share of the Company for the purpose of share redemption by the Company in compliance with article 75 of the Federal Law *On joint Stock Companies* from shareholders of the Company entitled to exercise their right to submit their shares for redemption by the Company in cases when they voted against the decision of the annual general shareholders meeting on June 24, 2019 or did not vote on the indicated matter.

**ITEM 4: Approval of the terms and procedure of the redemption of the shares of PJSC Uralkali from shareholders-owners of voting shares of PJSC Uralkali who are entitled to demand redemption of all or a portion of the shares belonging to them**

Resolution:

In accordance with Article 76 of the Federal Law *On Joint Stock Companies* to approve the following procedure of submission of share redemption requests to the Company by its shareholders:

1. If the decision regarding the following item of the agenda of the annual general shareholders meeting of the Company on June 24, 2019 “Approval of a major transaction (series of interrelated transactions)” (hereinafter the agenda item) is passed by the annual general shareholders meeting, shareholders – owners of voting shares of the Company – who voted against the decision on item 8 of the agenda or did not take part in the voting on this matter, are entitled to submit share redemption requests to the Company with regard to all or a portion of the shares belonging to them.

Categories (types) of shares whose owners have the right to vote on item 8 of the agenda of the annual general shareholders meeting – common shares of the Company.

2. The list of shareholders entitled to have their shares repurchased by the Company is compiled on the basis of the information contained in the shareholder register of the Company as at May 30, 2019.
3. Shares will be repurchased by the Company at the price of 88 rubles 85 kopeks kopeks per one common share of the Company. The price has been determined by the Board of Directors of the Company based on the market price of one common share of the Company determined by an independent appraiser who was asked to evaluate the price of one common share of the Company and one preferred share of the Company without considering any changes in the price as a result of the actions of the Company which resulted in the occurrence of the right to request share redemption.
4. Written share redemption requests (which must contain the surname, name and patronymic name (full trademark name), passport information (information about registration), place of residency (location), contact telephone number of the shareholders, the number of shares submitted by the shareholder for buyback and the method of payment (bank transfer or mail order), banking details (in case of bank transfer)) must be sent by mail or hand-delivered to the following address: Joint Stock Company VTB Registrar, Russian Federation, 127015, Moscow, 23 Pravdy Street; or Perm Office of Joint Stock Company VTB Registrar, Russian Federation, 614002, Perm Region, 94 Sibirskaya Street, or to another branch of Joint Stock Company VTB Registrar indicated on the Internet at <http://www.vtbreg.com/company/regional/>, and by sending an electronic document signed by a qualified electronic signature to Joint Stock Company VTB Registrar, if the shareholder is registered in the share register of the Company. If the shareholder is not registered in the share register of the Company, they can exercise their right to request share redemption by giving the relevant instructions to a person keeping records of their rights to the shares of the Company.
5. Redemption requests must be submitted not later than 45 days after the date when the annual general shareholders meeting has passed the decisions regarding the indicated agenda item of the annual general shareholders meeting of the Company on June 24, 2019. During this period of time (45 days), shareholders can withdraw previously filed redemption requests in accordance with the same procedure which applies to the submission of redemption requests.
6. Upon expiration of the indicated 45-day period, the Company must repurchase the shares submitted for redemption within 30 days in accordance with the applicable procedure.
7. The Board of Directors shall approve the report on the results of submission of share redemption requests by shareholders of the Company not later than within 50 days of the date of the indicated decision of the annual general shareholders meeting of the Company.

The payment for the shares subject to redemption shall be made by bank transfer to the bank accounts known by the Registrar of the Company. If no information on the details of the relevant bank accounts is available to the Company, or if it is impossible to transfer funds to a bank account for reasons beyond the Company's control, the relevant funds for the repurchased shares shall be deposited with a notary at the location of the Company. Payments for repurchased shares to persons not registered in the share register of the Company shall be made by transfer to the bank account of the nominal holder of shares registered in the share register of the Company.

8. The Registrar of the Company shall make records of transfer of the title to the shares repurchased by the Company on the basis of a report on the result of submission of share redemption requests by shareholders approved by the Board of Directors and on the basis of shareholder redemption requests and other documents confirming that the Company has fulfilled its obligation to pay shareholders who submitted share redemption request for shares repurchased from them. In this case, it is not necessary to prepare and submit transfer orders from shareholders of the Company.

If the record of title to shares is kept by a nominal shareholder, the record of transfer of title to the shares repurchased by the Company shall be made by the Registrar of the Company in compliance with the order of the nominal holder of shares registered in the share register of the Company. The nominal holder of shares shall submit such an order to the Registrar of the Company within two business days from the date of receipt of the payment for the repurchased shares and provision of an extract from the report on the results of the submission of share redemption requests by shareholders of the Company approved by the Board of Directors of the Company.

9. In accordance with Article 76 of the Federal Law *On Joint Stock Companies*, the total amount of funds appropriated by the Company for share redemption cannot exceed 10% of the value of the net assets of the Company as of the date when the general shareholders meeting of the Company adopts decisions regarding item 8 of the agenda of the annual general shareholders meeting of the Company. If the total number of shares submitted for redemption exceeds the number of shares which can be repurchased in compliance with the limitation indicated above, shares will be repurchased from shareholders in proportion to their requests using mathematical rounding rules, whereby whole numbers (whole shares) are not changed if the first digit following the number being rounded is from 0 to 4 and is increased by 1, if the next digit is from 5 to 9. Fractions of shares are not accepted for redemption.
10. For information regarding share redemption shareholders can contact the Corporate Relations Department on work days at: PJSC Uralkali, Russian Federation, 618426, Perm Region, Berezniki, 63 Pyatiletki Street, Engineering building 1, office 308. Corporate Relations Department. Contact telephone number: (3424) 29-62-66, 29-66-56).
11. To insert information regarding the right to request share redemption and information on the price of share redemption and the procedure of share redemption into the text of the announcement of convocation of an annual general shareholders meeting of the Company on June 24, 2019 to be published on the website of the Company at: [www.uralkali.com](http://www.uralkali.com)

#### **ITEM 5: Approval of a new version of the Regulations on the Dividend Policy of PJSC Uralkali**

Resolution:

To approve the new version of the Regulations on the Dividend Policy of PJSC Uralkali (attached).

#### **ITEM 6: Approval of recommendations for the annual general shareholders meeting of PJSC Uralkali regarding the matter of profit distribution**

Resolution:

##### **6.1.**

To recommend to the annual general shareholders meeting to adopt the following decisions concerning the distribution of profit, including the payment of dividends 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 cash form in the amount of 0.1 rubles (10 kopeks) per preferred share of PJSC Uralkali from the undistributed profit of past periods.

##### **6.2.**

To propose to the annual general shareholders meeting of PJSC Uralkali to indicate July 8, 2019 as the date of identification of persons entitled to receive dividends.

#### **ITEM 7: Preparation of a proposal for the annual general shareholders meeting of PJSC Uralkali regarding the Company's participation in a non-commercial organization**

Resolution:

To submit the matter of terminating the Company's membership in the Non-Commercial Partnership "Council of Directors of the Companies of Solikamsk City and Solikamsk District" (PSRN 102590197600) to the annual general shareholders meeting, and to propose to the annual general shareholders of PJSC Uralkali to adopt the indicated decision.

#### **ITEM 8: Convocation and holding of the annual general shareholders meeting of PJSC Uralkali**

Resolution:

##### **8.1.**

1. To convene an annual general shareholders meeting of PJSC Uralkali (PJSC Uralkali, Company) in the form of a meeting (joint presence of shareholders to discuss matters on the agenda and to adopt decisions on issues put to the vote with a preliminary provision of voting ballots) (hereinafter the AGM).
2. To set:
  - The date of the AGM – June 24, 2019;
  - Opening time of the AGM – 10:00
  - Opening of the registration of persons participation in the AGM: 9:00.

3. To determine the venue of the AGM and the place of registration of the persons participating in the AGM: Perm Region, Berezniki, 63 Pyatiletki Street, Administrative Building 1, office 206, conference hall.
4. To determine that filled out voting ballots may be sent to the following addresses:
  - Public Joint Stock Company Uralkali, Russian Federation, 618426, Perm Region, Berezniki, 63 Pyatiletki Street; OR
  - Joint Stock Company VTB Registrar, Russian Federation, 127015, Moscow, 23 Pravdy Street, building 10; OR
  - Perm Office of Joint Stock Company VTB Registrar, Russian Federation, Perm Region, Perm, 94 Sibirskaya Street.
5. To set the date of identification of persons entitled to participate in the AGM – May 30, 2019.
6. To determine the following procedure of notification of the Company's shareholders of AGM convocation: to publish an announcement on the website of the Company at [www.uralkali.com](http://www.uralkali.com) not later than on June 03, 2019.
7. To set the final date of receipt of voting ballots – June 21, 2019.
  8. To establish an organizational committee for the AGM that will be comprised of 7 people: D. Osipov, M. Shvetsova, Y. Lyksova, T. Pologova, M. Klimashevskaya, R. Kusov and A. Teslenok. To appoint Dmitry Osipov as chairman of the organizational committee and Marina Shvetsova – as his deputy.

## 8.2.

To set the following agenda for 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 accounting (financial) statements of PJSC 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 Members of the Board of Directors of PJSC Uralkali
10. Participation of the Company in financial and industrial groups and other associations of commercial organizations

To appoint the following individuals as speakers on the agenda items of the annual general shareholders meeting of PJSC Uralkali:

Item 1, 3-10 – M. Shvetsova, Director for Legal and Corporate Affairs of PJSC Uralkali;

Item 2 – E. Kalinina, Chief Accountant of PJSC Uralkali.

## 8.3.

To approve the following list of materials (information) which must be provided to shareholders in preparation for the AGM:

- AGM Announcement;
- Procedure of the annual general shareholder meeting of PJSC Uralkali;
- Draft resolutions of the AGM;
- Information on the candidates nominated for election to the Board of Directors of the Company;
- Information on the candidates nominated for election to the Revision Commission of the Company;
- Information on the candidates nominated for appointment as auditors of the Company;
- Evaluation of the quality of the audits and auditors' reports in relation to the financial (accounting) statements in accordance with RAS and IFRS;
- Annual accounting (financial) statements of PJSC Uralkali in compliance with RAS for 2018 with an auditor's report;
- Annual consolidated financial statements of PJSC Uralkali in accordance with IFRS for 2018 with an auditor's report;
- Audit Committee's assessment of the auditor's reports in relation to the accounting (financial) statements prepared in compliance with RAS and the consolidated financial statements prepared in compliance with the requirements of the Federal Law *On Consolidated Financial Statements* for 2018;
- Annual Report of PJSC Uralkali for 2018;
- Extract from the minutes of the meeting of the Board of Directors regarding the submission of a major transaction (series of interrelated transactions) to the AGM for consideration;
- Opinion of the Revision Commission of the Company based on the results of a revision audit of the annual accounting (financial) statements of PJSC Uralkali according to RAS for 2018, of the annual report of PJSC Uralkali for 2018, and of the report on interested-party transactions concluded by PJSC Uralkali in 2018;
- Recommendation of the Board of Directors regarding the matter of profit distribution and payment of dividends based on the results of 2018;
- Recommendation of the Board of Directors regarding the matter of auditor selection;
- Extract from the minutes of the meeting of the Board of Directors of PJSC Uralkali regarding the submission of a major transaction (series of interrelated transactions) for approval by the AGM;

- Opinion on a major transaction;
- Report of an independent appraiser (executive summary, cover letter) regarding the market price of one common and one preferred share of the Company for the purposes of share redemption;
- Extract from the minutes of the meeting of the Board of Directors of PJSC Uralkali regarding the determination of the price of share redemption indicating the price of share redemption;
- Calculation of the value of PJSC Uralkali's net assets according to its accounting statements for 3m 2019;
- Memorandum regarding the Company's membership (termination of membership) in a non-commercial organization;
- Report on interested-party transactions concluded by the Company in 2018;
- Instructions for the procedure of voting at the AGM.

To determine that the materials which must be provided to shareholders in preparation for the AGM can be perused by shareholders (and their copies can be provided to shareholders at a fee which does not exceed the cost of their production) starting from June 03, 2019 from 09:00 am until 05:00 pm local time at: Corporate Relations Department, Russian Federation, Perm Region, 63 Pyatiletki Street, Engineering Building 1, office 308 (telephone numbers for enquiries: ((3424) 29-66-56) and/or on the corporate website of the Company at: <http://www.uralkali.com>.

If the person registered in the share register of the Company is a nominal holder of shares, the announcement of the AGM and the information (materials) which must be provided to persons entitled to participate in the AGM shall be provided to them in compliance with the rules set forth by Russian laws on securities concerning the provision of information and materials to persons exercising their rights to securities.

#### 8.4.

1. To determine that instructions for the procedure of voting at the AGM will be enclosed with the voting ballots that will be sent to the persons entitled to participate in the AGM by registered mail or hand delivered.  
To determine that voting ballots and instructions for voting at the AGM will be hand delivered or sent to the persons entitled to participate in the AGM by registered mail not later than on June 03, 2019.  
To send the wording of the approved draft resolutions of the AGM on June 24, 2019 in electronic form to nominal holders of shares registered in the share register of the Company within the required period of time.
2. To appoint Mr. Dmitry Osipov as presiding chair, Mr. Vitaly Lauk as deputy chair, and Ms. Marina Shvetsova as secretary of the AGM.

#### 8.5.

As part of the preparation for the annual general shareholders meeting of PJSC Uralkali to approve:

1. Draft procedure of the annual general shareholders meeting of PJSC Uralkali (attached);
2. Text of the Announcement of the annual general shareholders meeting of PJSC Uralkali (attached);
3. Text of the instructions for voting at the annual general shareholders meeting of PJSC Uralkali (attached);
4. Form and text of ballots for voting at the annual general shareholders meeting of PJSC Uralkali (attached);
5. Draft resolutions on the items on the agenda of the annual general shareholders meeting of PJSC Uralkali (attached);
6. Information on the candidates nominated for election to the Board of Directors and the Revision Commission of PJSC Uralkali that are subject to provision to shareholders at the annual general shareholders meeting of PJSC Uralkali on June 24, 2019 (attached);
7. Information on the candidates nominated for appointment as auditors of PJSC Uralkali that are subject to provision to shareholders at the annual general shareholders meeting of PJSC Uralkali on June 24, 2019 (attached).
8. The wording of the draft resolutions that are subject to provision to nominal holders of shares registered in the share register of PJSC Uralkali in electronic form (as electronic documents) (attached).

#### **ITEM 9: Approval of recommendations in relation to the amendments to the mandatory tender offer to purchase securities of PJSC Uralkali received by PJSC Uralkali**

Resolution:

To approve the recommendations in relation to the amendments to the mandatory tender offer to purchase securities of PJSC Uralkali received by the Company (attached).

#### **ITEM 10: Approval of the appointment of a director of a functional subdivision directly subordinate to the General Director of PJSC Uralkali**

Resolution:

To approve the appointment of Mr. Dmitry N. Boyarkin as Purchasing Director of PJSC Uralkali from May 20, 2019.

#### **ITEM 11: Changes in the organizational structure of PJSC Uralkali concerning the adoption of decisions to establish a functional subdivision of PJSC Uralkali**

Resolution:

To change the organizational structure of PJSC Uralkali from May 20, 2019 as follows:

- To establish a functional subdivision – a Directorate for Health, Safety and Environment (HSE Directorate) of PJSC Uralkali
- To create a post of Director for Health, Safety and Environment (HSE Director) that is directly subordinate to the General Director of PJSC Uralkali.

2.3. Date of the meeting of the issuer’s board of directors where the indicated decisions were adopted: **May 17, 2019**

2.4. Date of compilation and number of the minutes of the meeting of the issuer’s board of directors: **May 17, 2019, No. 362**

2.5. Type (category), series and other identification properties of the issuer’s securities:

**Common registered uncertificated shares, 1-01-00296-A dd. 16.01.2004, ISIN RU0007661302;**

**Preferred registered uncertificated shares, 2-03-00296-A dd. 15.01.2018, ISIN RU0007661294.**

### **3. Signature**

3.1. Director for Legal and Corporate Affairs  
PJSC Uralkali

\_\_\_\_\_ M. Shvetsova  
(signature)

3.2. Date: 17 May 2019

CORPORATE SEAL