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Public Joint Stock Company
URALKALI

**Extract from Minutes No 396
of the meeting of the Board of Directors of PJSC Uralkali**

Date of the meeting: 27 August 2021

Address for mailing completed ballots: PJSC Uralkali, 6/2 Presnenskaya Naberezhnaya, Floor 34, Moscow 123112, Russia.

Ballot acceptance deadline: 15:00 Moscow time, 27 August 2021.

Agenda of the meeting:

1. Proposal to the EGM of PJSC Uralkali to approve a previously concluded and a proposed major transaction (a series of interconnected transactions).

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Resolutions are to be passed through absentee voting (by polling).

Individual voting ballots have been provided to all members of the Board of Directors prior to voting. By the ballot acceptance deadline, completed ballots have been received from **A. Bazarov, I. Bulantsev, D. Wolfe, D. Konyaev, D. Mazepin, L. Maene, P. Ostling, D. Tatyatin, S. Chemezov** and **E. Eskina**.

The Board of Directors is hereby authorised to pass resolutions on agenda items.

AGENDA ITEM 1. Proposal to the EGM of PJSC Uralkali to approve a previously concluded and a proposed major transaction (a series of interconnected transactions).

1.1. Item put to vote

In accordance with Sub-Item 14, Item 8.5 of the Charter of PJSC Uralkali and Para. 2 of Item 2, Article 79 of Federal Law No 208-FZ dated 26 December 1995 “On joint stock companies”, as the Board of Directors failed to come to a unanimous position on approving a major transaction (Minutes 395 dated 17 August 2021), propose to the extraordinary general meeting of PJSC Uralkali to consider a previously concluded major transaction and a proposed major transaction (series of interconnected transactions):

- Non-Revolving Credit Facility Agreement No 7345 dated 2 March 2020 as amended by Addendum 2 dated 30 November 2020 and subject to Addendum 1 dated 28 August 2020 previously concluded between PJSC Uralkali as the Borrower and PJSC Sberbank as the Creditor (hereinafter, Credit Facility 7345);
- Amendment Agreement to the Revolving Credit Facility Framework Agreement with a total limit of up to \$1,250,000,000 dated 19 April 2017 (as amended as of the date of the Amendment Agreement) proposed for conclusion between, among others, PJSC Uralkali as the Borrower, PJSC Sberbank as the mandated lead arranger, original lender, security agent and joint and several creditor, and Sberbank (Switzerland) AG as the facility agent, creditor and the existing hedge provider (the Credit Facility Framework Agreement),

on the terms and conditions as described in Appendices 1 and 2 to these Minutes, and propose to the extraordinary general meeting of PJSC Uralkali to approve the previously concluded transaction (i.e. Credit Facility 7345) and give consent to enter into the proposed major transaction (i.e. the Credit Facility Framework Agreement) (a series of interconnected transactions).

Voting results: “In favour” unanimously.

The resolution has been passed.

Wording of the resolution:

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In accordance with Sub-Item 14, Item 8.5 of the Charter of PJSC Uralkali and Para. 2 of Item 2, Article 79 of Federal Law No 208-FZ dated 26 December 1995 “On joint stock companies”, as the Board of Directors failed to come to a unanimous position on approving a major transaction (Minutes 395 dated 17 August 2021), propose to the extraordinary general meeting of PJSC Uralkali to consider a previously concluded major transaction and a proposed major transaction (series of interconnected transactions):

- Non-Revolving Credit Facility Agreement No 7345 dated 2 March 2020 as amended by Addendum 2 dated 30 November 2020 and subject to Addendum 1 dated 28 August 2020 previously concluded between PJSC Uralkali as the Borrower and PJSC Sberbank as the Creditor (hereinafter, Credit Facility 7345);
- Amendment Agreement to the Revolving Credit Facility Framework Agreement with a total limit of up to \$1,250,000,000 dated 19 April 2017 (as amended as of the date of the Amendment Agreement) proposed for conclusion between, among others, PJSC Uralkali as the Borrower, PJSC Sberbank as the mandated lead arranger, original lender, security agent and joint and several creditor, and Sberbank (Switzerland) AG as the facility agent, creditor and the existing hedge provider (the Credit Facility Framework Agreement),

on the terms and conditions as described in Appendices 1 and 2 to these Minutes, and propose to the extraordinary general meeting of PJSC Uralkali to approve the previously concluded transaction (i.e. Credit Facility 7345) and give consent to enter into the proposed major transaction (i.e. the Credit Facility Framework Agreement) (a series of interconnected transactions).

1.2. Item put to vote

In accordance with Item 2 of Article 78 of Federal Law “On joint-stock companies”, approve the Opinion on the major transactions (a series of interconnected transactions) which are indicated in Item 1.1 of this agenda item and which will be brought before the extraordinary general meeting of PJSC Uralkali (as attached).

Voting results: “In favour” unanimously.

The resolution has been passed.

Wording of the resolution:

In accordance with Item 2 of Article 78 of Federal Law “On joint-stock companies”, approve the Opinion on the major transactions (a series of interconnected transactions) which are indicated in Item 1.1 of this agenda item and which will be brought before the extraordinary general meeting of PJSC Uralkali (as attached).

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The votes were counted by the secretary of the Board of Directors Elena Eskina.

These minutes were made on **27 August 2021**.

Attachments:

...

Sergey Chemezov
Chairman of the Board of Directors
PJSC Uralkali

Elena Eskina
Secretary of the Board of Directors
PJSC Uralkali

This is a true extract from the Minutes

Elena Eskina
Secretary of the Board of Directors
PJSC Uralkali