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Approved
By the Board of Directors of the
PJSC Uralkali
Minutes No 322 dated 29.08.2016

REGULATIONS

on the Corporate Secretary of PJSC Uralkali

Moscow, 2016

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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 rights and interests of its shareholders, and to support efficiency of the Board of Directors.
1.2. Activities of the Corporate Secretary are governed by the Russian and other applicable legislation, mandatory requirements imposed on the Company due 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.
1.3. For independence purposes, the Corporate Secretary may not hold other posts in the Company with the exception of duties of the Secretary of the Board of Directors and its committees if allowed so by the Board of Directors, and the duties imposed by the Board of Directors as per applicable legal or other mandatory requirements.

2. Requirements to potential candidates

Candidates to become the Corporate Secretary must satisfy the following requirements:

- Higher education;
- At least 2 years of work experience in corporate governance;
- Knowledge of corporate law, securities market laws, rules of information disclosure, 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 labour contract. 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.

5. Functions of the Corporate Secretary

Functions of the Corporate Secretary are:
5.1. Participate in the work to prepare for and hold general shareholder meeting in line with the Russian legislation, the Charter and other internal documents of the Company, including:

- Ensure that general shareholder meetings are prepared and held in line with the requirements of the legislation, the Charter and other internal documents of the Company, and on the basis of a resolution to convene a general meeting;

- Ensure proper notification of persons entitled to participate in a general shareholder meeting about an upcoming general meeting, preparation and mailing of voting ballots, notification about an upcoming meeting of members of the Board of Directors, the General Director, members of the Management Board, members of the Revision Commission, and the auditor of the Company;

- Prepare information materials related to the general meeting, which must be distributed to shareholders of the Company, replace to procedure-related questions from shareholders, take measure to settle potential conflicts which may arise before or during a general meeting.

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

- Organise interaction between Board members and the General Director, and other executive directors of the Company during preparation for Board meetings;

- Develop work plans for the Board of Directors and its Committees;

- Participate in the implementation of the Company's Information Disclosure Policy within his/her mandate, including timely provision of information, which is subject to disclosure and which became known to the Corporate Secretary in the course of performing his/her duties and which is subject to disclosure, to the persons responsible for disclosure of such information as required by the applicable Russian and UK laws and regulations;

- Ensure that meetings of the Board of Directors held both in presentia and absentia are held in line with applicable procedures.

5.3. Participate in the implementation of the Company's Information Disclosure Policy, and ensure storage of corporate documents of the Company, including:

- Participate in information disclosure processes as provided for by internal documents of the Company;

- Provide information, within the mandate of the Corporate Secretary, to persons responsible for preparing announcements, press releases and other public messages and/or reports;

- Provide information, within the mandate of the Corporate Secretary, to persons responsible to uploading corporate information to the Company's official web site;

- Disclose information about corporate governance practices in the Company to be included in public reports of the Company;

- Provide documents prepared by the Corporate Secretary (duly signed minutes of meetings of the Board of Directors, its committees, or other corporate documents of the Company) to persons responsible for centralised storage of such information as required by internal regulations of the Company.

5.4. Organise relations between the Company and its shareholders and participate in preventing corporate conflicts, including:

- Ensure that requests from shareholders that the Corporate Secretary may receive are timely handled by bodies and subdivisions of the Company, in particular, that a shareholder's request is sent to the relevant subdivision in a timely manner and that the shareholder is responded to in the manner and within the timeframe provided for by applicable laws and/or internal documents of the Company;

- Take measures, as provided for by internal documents of the Company, to prevent corporate conflicts and ensure that responsible officers and bodies of the Company are duly informed about such potential conflicts.

5.5. Organise relations between the Company and regulators, operators, registrars, and other professional participants of the securities market within the mandate of the Corporate Secretary, including:

- Inform responsible officers and bodies of the Company of any requests, ordinances, directives and other notices;

- Ensure the Company timely handles and duly responds to requests from regulators, operators, registrars, and other professional participants of the securities market.

5.6. Ensure that procedures set by applicable laws and internal documents of the Company to observe and monitor the observance of rights and lawful interests of shareholders are implemented, including:

- Ensure observance of corporate procedures on matters falling under the mandate of the Corporate Secretary;

- Inquire with responsible persons of the Company from time to time regarding implementation of measures necessary to observe rights and interests of shareholders, including on the basis of resolutions passed by bodies of the Company;

- Include items to agendas of meetings of the Board of Directors from time to time if and when required by applicable laws and internal documents of the Company to observe rights and interests of shareholders, including items related to general meetings.

5.7. Provide support to members of the Board of Directors in performing their duties, including:

- Provide 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;

- Provide organisational support to the Board of Directors;

- Provide necessary comments on agenda items of meetings of the Board of Directors and/or its committees;

- Organise 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.

5.8. Participate in the improvement of the corporate governance system and practices in the Company, including:

- Review best available corporate governance practices, and discuss the feasibility and possibility of adoption of certain practices in the Company with the Board of Directors, the General Director and executive 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 the applicable legislation 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 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;

- Be impartial and independent in his/her work, and take necessary and reasonable measures to settle corporate conflicts should they arise.

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 labour contract 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 legislation 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.