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APPROVED

By the Board of Directors of
PJSC Uralkali

Minutes No. 393 dated 28.05.2021

# REGULATIONS
# ON THE STRATEGY AND INVESTMENT COMMITTEE OF THE BOARD OF DIRECTORS OF PUBLIC JOINT STOCK COMPANY URALKALI

Moscow
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## 1. General Provisions

1.1. These Regulations on the Strategy and Investment Committee (hereinafter, the Regulations) comprise the principal regulatory document for the Strategy and Investment Committee of the Board of Directors of the Public Joint Stock Company Uralkali (hereinafter, the Committee) and set forth the objectives and terms of reference of the Committee as well as the procedure of establishment of the Committee and its membership and area of responsibility.

1.2. The Committee is an advisory body of the Board of Directors established for the purposes of conducting a preliminary review of issues reserved for 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. The Committee is regulated by the applicable laws of the Russian Federation, the Charter of the Company, the 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 Public Joint Stock Company Uralkali; all references to the Charter are references to the current version of the Charter of the Public Joint Stock Company Uralkali, all references to the Board of Directors are references to the Board of Directors of the Public Joint Stock Company Uralkali, and all references to internal documents of the Company are references to the duly approved and implemented current regulations which are mandatory in Public Joint Stock Company Uralkali.

## 2. Purpose and Terms of Reference of the Committee

2.1. The main purpose of the Committee is to review all matters related to setting strategic goals for the Company, including determination of strategic priorities; to prepare proposals and recommendations in relation to developing the plans to achieve such goals; to consider matters related to implementation of major investment projects, and to monitor implementation such projects; and to participate in the budgeting process of the Company.

2.2. The following matters are under the jurisdiction of the Committee:

1) Review of the overall strategy and functional strategies of the Company, as well as certain strategic plans, projects and initiatives (hereinafter Strategic Plans or Strategic Projects);
2) Preparation of recommendations concerning the approval of certain Strategic Plans of the Company including determination of their timelines, legal structures and recommendations to adjust such Strategic Plans;
3) Regular review of reports on the status of the Strategic Plans of the Company;
4) Review of matters related to the entry into transactions for the transfer of title to or control of the shares of the Company in relation to 10% and more votes attached to voting shares of the Company including transfer of the title as a result of share placement in capital markets, and preparation of recommendations for the Board of Directors concerning such transactions;
5) Consideration of participation of the Company in a commercial organisation if after such decision the Company's stake in the authorised (joint) capital of the commercial organisation will be 20 of more per cent of voting shares or stakes (contributions) in the authorised (joint) capital of the commercial organisation, and preparation of corresponding recommendations for the Board of Directors;
6) Review of matters related to the reorganisation of the Company;
7) Review of the criteria and terms of cooperation for persons engaged to work on Strategic Projects (including legal, financial and other consultants), preliminary assessment of candidates and preparation of recommendations regarding such persons;
8) Review of the public relations strategy within the framework of Strategic Plans of the Company and monitoring matters related to disclosure of information on such plans;
9) Monitoring of stakeholders' expectations and coordination with stakeholders when reviewing certain Strategic Plans of the Company and during their implementation;
10) Participation in negotiations regarding certain matters that are under the jurisdiction of the Committee;
11) Organisation and holding of strategic sessions of the Company with participation of Board members and key officers of the Company;
12) Discussion of the feasibility of setting up permanent or temporary advisory bodies (committees, commissions, working groups) at the level of the Board of Directors of the Company, with

consideration of the specific nature of particular projects, preparation of recommendations regarding the personal composition of such bodies;

13) Review of major investment projects and preparation of recommendations to the Board of Directors in connection to their approval;
14) Overview of implementation of investment projects;
15) Preliminary review and preparation of recommendations concerning the adjustment of key budget assumptions;
16) Review of the draft budget and preparation of recommendations to the Board of Directors in relation to approval and adjustment of the draft budget;
17) Preparation of recommendations to the Board of Directors in relation to payment or non-payment of dividends, the amount and procedure of dividend payment;
18) Preparation of recommendations concerning the internal documents of the Company that pertain to the terms of reference of the Committee, if such documents are subject to approval by the Board of Directors of the Company; monitoring of implementation and execution of such documents.

2.3. If under these Regulations a matter is not directly reserved for the Committee, the 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 special character of the matter at hand in order to quickly and efficiently review said issue and to make appropriate recommendations.

2.4. Upon the decision of the Board of Directors, the Committee may be asked to review other matters.

## 3. Membership of the Committee

3.1. The Committee shall be comprised of at least three members. The Committee is established in compliance with the relevant requirements of the law, the financial markets authority and other regulatory requirements.

3.2. The Chairman of the Board of Directors may not serve as the chair of the Committee.

3.3. The Committee may invite experts who are not members of the Committee and who have the necessary knowledge and professional experience to work on the Committee.

3.4. The chair of the Committee and any member of the Committee may apply to the CEO of the Company on behalf of the Committee with a request to engage/appoint a specialist of the Company as an expert on matters that are under Committee review. Members of the Committee are prohibited from having a vested (personal) interest in inviting any particular specialist of the Company invited as an expert.

3.5. The CEO 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 and other persons may be invited to attend the meetings of the Committee by the chair of the Committee provided that they undertake not to disclose any information.

## 4. Establishment of the Committee

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

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

4.3. The education, professional training and work experience in the areas pertaining to the jurisdiction of the Committee as well as any other special knowledge which is necessary for the Committee members to perform their duties must be taken into account when electing the chairperson and the members of the Committee.

## 5. Meetings of the Committee

5.1. The chair of the Committee shall decide how frequently the Committee will meet.

5.2. Meeting agendas are determined by the chair of the Committee. Any member of the Committee has the right to initiate a Committee meeting and/or propose additional items for the agenda. The agenda of a meeting may be amended in cases when all members of the Committee are present at the relevant Committee meeting. Any issue may be removed from the agenda upon mutual agreement of the members of the Committee who are present at the meeting.

5.3. Members of the Board of Directors who are not members of the Committee may submit a formal request to the chair of the Committee to review any matter reserved for the Committee. Such matters may be

reviewed either at the nearest scheduled meeting of the Committee or, if the issues are especially important and urgent, at a special Committee meeting.

5.4. Committee meetings are called by the chair of the Committee at his/her own discretion or at the request of a member of the Committee, at the request of the Chairman of the Board of Directors, or at the request of the CEO of the Company. If such requests to call a Committee meeting made by a member of the Committee or by the CEO of the Company contain issues which pertain to the terms of reference of the Committee and need to be urgently discussed, in the Chairman's opinion, the Chairman of the Committee must call a Committee meeting within two (2) business days. If the issues contained in the requests to call a Committee meeting, in the opinion of the Chairman, do not need to be discussed urgently, these issues shall be included on the agenda of the next scheduled meeting of the Committee.

5.5. The Secretary of the Committee is the Secretary of the Board of Directors, unless another person is appointed to this post in compliance with the applicable procedure.

5.6. The members of the Committee must be notified before the Committee meetings are held and must receive all relevant materials by e-mail not later than three (3) business days prior to the date of the meeting. If the majority of Committee members consent, the indicated timeline may be changed. The Chairman of the Committee must take all necessary action in order to ensure that the members of the Committee have been notified in a timely manner. Invitations to third parties requesting their participation in Committee meetings must allow the invitees a reasonable amount of preparation time for the Committee meeting in question. Committee meetings shall be held in the form of joint presence of the members (meeting) or in the form of absentee voting (by ballot). Meetings held in the form of joint presence of the members (meeting) also include meetings carried out by means of video-conferencing and other accepted methods of telecommunication which make it possible to identify the members of the Committee and to discussion the issues on the agenda in real time.

5.7. The nature and content of information (materials) needed by the members of the Committee to make decisions concerning the agenda items, the form of provision of such information (oral or written) and the persons responsible for the provision of such information (materials) are determined by the CEO of the Company with approval of the Committee Chairman.

5.8. The Secretary of the Committee shall inform the persons responsible for the provision of materials (information) required to make decisions regarding the items of the agenda of the meeting and of the scheduled date of the Committee meeting and its agenda in advance.

5.9. The person responsible for the provision of the information (materials) which must be provided to the members of the Committee to make decisions regarding certain agenda items must obtain the approval of the CEO and the chair of the Committee for such information. If a particular approval procedure is specified by the internal documents of the Company in relation to certain information (materials) prior to its submission for the Committee's review, such information (materials) may be provided to the Committee after the indicated procedure has been completed.

5.10. The information (materials) which must be provided to the members of the Committee to make decisions regarding certain agenda items, which has been properly approved, must be provided by the person responsible for its provision to the Secretary of the Committee not later than three (3) business days prior to the scheduled date of the Committee meeting in Russian and in English. If such information (materials) is provided by the person responsible for its provision only in Russian or only in English, such information (materials) must be provided to the Secretary of the Committee at least five (5) business days prior to the scheduled date of the Committee meeting in order to make sure that the information (materials) is translated into English or Russian, respectively.

5.11. The persons invited to participate in the meetings as well as the members of the Committee may submit their opinions concerning the agenda items in writing.

5.12. The quorum of a Committee meeting is achieved by 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 when finalizing the results of voting and determining whether the meeting has achieved a quorum.

5.13. 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 a tie in the vote; the Chairman of the Committee has the deciding vote.

5.14. All information on possible personal interest of any Committee member in the settlement of any issue reviewed by the Committee must be disclosed at the meeting.

5.15. The Committee may charge the members (member) of the Committee with the task of analyzing a specific issue pertaining to the jurisdiction of the Committee and of informing the Committee of the results obtained.

5.16. The meetings of the Committee are chaired by the Chairman who organizes the keeping of the minutes and signs the minutes of Committee meetings. During Committee meetings, the opinions of the members of the Committee and the invitees are heard and reflected in the minutes of the meeting (enclosed with the minutes of the meeting).

5.17. The minutes of the Committee meetings are prepared in one copy and are kept by the Secretary of the Board of Directors who must provide access to the minutes of the Committee meetings and to the materials reviewed at the Committee meetings to the members of the Board of Directors.

5.18. The minutes of Committee meetings shall be prepared not later than three (3) days after the date of the relevant meeting.

5.19. The minutes of the meeting of the Committee must contain:

- the time and venue of the Committee meeting (deadline for the receipt of voting ballots in cases when the meeting is held in the form of absentee voting (by ballot));
- the list of persons present at the meeting including the invitees (persons who have mailed in their voting ballots, written opinions);
- the list of persons providing written opinions on the agenda items;
- the agenda of the meeting;
- issues put to the vote and the results of voting on these issues;
- adopted resolutions.

5.20. Based on the results of a Committee meeting, the Committee may prepare a recommendation of the Committee (hereinafter the Recommendation). The Recommendation on a particular matter is submitted to the Board of Directors at a meeting where the indicated issue is reviewed. The Recommendation reflects the opinion of the Committee as a whole. If the opinions of the members of the Committee differ, the individual opinions of the Committee members may be separately indicated in the Recommendations.

5.21. The Recommendation is signed by the chair of the Committee. Materials reviewed by the Committee at the meetings may be enclosed with the Recommendation. The chair of the Committee is responsible for timely submission of the Recommendation to the Board of Directors. Recommendations reviewed by the Board of Directors must be enclosed with the minutes of the relevant meetings of the Committee and the Board of Directors.

## 6. Rights and Duties of Committee Members

6.1. The members of the Committee must:

- Fully participate in the work of the Committee;
- Study the 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 the adoption of any decision;
- Avoid taking any actions that may compromise the integrity of the Committee or discredit the professionalism of its members.

6.2. The members of the Committee have the right to:

- Request that the Board of Directors, the Management Board, the CEO, the Revision Commission and the auditor of the Company provide information and documents pertaining to the terms of reference of the Committee.

## 7. Remuneration of Committee Members

7.1. The right to receive remuneration for serving on the Committee is determined in compliance with the Regulations on Remuneration and Reimbursement of Members of the Board of Directors of PJSC Uralkali.

7.2. Members of the Committee who are not members of the Board of Directors shall not receive remuneration, unless decided otherwise by a competent body of the Company.

## 8. Collaboration of the Committee with other bodies of the Company

8.1. The chair of the Committee is responsible for the technical and procedural issues related to the collaboration of the Committee with other bodies of the Company.
8.2. The executive bodies of the Company must inform the Committee in writing of any significant changes related to the issues pertaining to the terms of reference of the Committee.
8.3. The chair of the Committee must report to the Board of Directors on the work/performance of the Committee.

## 9. Final provisions

These Regulations are approved by the Board of Directors. Any changes and amendments to these Regulations must be made on the basis of the relevant resolutions of the Board of Directors.