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APPROVED:

By a resolution of the General Shareholder Meeting of PJSC Uralkali via extraordinary absentee voting
(Minutes 87 dated 28 May 2025)

THE CHARTER
OF PUBLIC JOINT STOCK COMPANY
URALKALI
(new version)

Berezniki, Perm Region, Russia
2025

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The Charter of Public Joint Stock Company Uralkali (hereinafter, the "Charter") is the constituent document of Public Joint Stock Company Uralkali (hereinafter the "Company").

The requirements of the Charter are mandatory for all governing and control bodies of the Company as well as for its shareholders.

The first version of the Charter was approved by the Property Management Committee of the Perm Region on 6 October 1992 and registered by the Berezniki City Administration of the Perm Region on 14 October 1992.

The current version of the Charter was developed in compliance with the Civil Code of the Russian Federation (Part I) No 51-FZ dated 30 November 1994, the Federal Law "On joint stock companies" No 208-FZ dated 26 December 1995 (hereinafter, the Federal Law "On joint stock companies") and other applicable regulations of the Russian Federation.

This Charter takes effect for third parties upon its registration, in compliance with the procedure established by the legislation of the Russian Federation.

All amendments to this Charter may be made only upon adoption of a relevant resolution by the General Shareholder Meeting or by the Board of Directors in accordance with the Federal Law "On joint stock companies" and the procedures set out hereunder. All amendments to this Charter come into effect for third parties upon state registration thereof.

The provisions of this Charter apply only if they do not conflict with applicable law. If, due to changes in legislation, any provisions of this Charter conflict with the law, they cease to be valid until the Charter is amended; until then, such conflicting provisions shall not apply.

In the event of a conflict between the provisions of the Charter and those of any internal documents of the Company, the Charter's provisions shall prevail with respect to third parties and the Company's shareholders.

1. LEGAL STATUS

General provisions

1.1. The Company was founded by the Property Management Committee of Perm Region as a result of the reorganisation of the state enterprise Production Association Uralkali and is the legal successor of the latter.

The Company is the legal successor of Open Joint Stock Company Avtotransportnoye Predpriyatiye, Open Join Stock Company Silvinit, Closed Joint Stock Company SP Kama, Closed Joint Stock Company Investment Company Silvinit-Resource, Open Join Stock Company Kama Mining Company and Joint Stock Company Uralkali-Technology, which were reorganised in the form of their merger with the Company.

1.2. The Company is listed in the Unified State Register of Legal Entities under the main state registration number 1025901702188.

1.3. The Company is a legal entity and owns assets which are booked on the Company's independent balance sheet. The Company can acquire assets on its own behalf, exercise civil rights, bear civil obligations and be a plaintiff and a defendant in a court of law.

1.4. The Company is a corporate commercial organisation. The Company has a public status.

1.5. The Company was created for an unlimited period of time.

1.6. The Company has the right to open bank accounts in the Russian Federation and abroad in accordance with the applicable procedures.

1.7. The Company has round seals.

The list of the round seals of the Company, their description and the procedure of their usage are governed by an internal document as approved by the Chief Executive Officer.

1.8. The Company has stamps and letterheads bearing the Company's name as well as its own trademark

registered in compliance with the procedures set forth under the legislation. The Company has the right to have its own emblem and other means of visual identification.

1.9. The "golden share" rule allowing the Russian Federation, its constituencies or municipalities to participate in the management of the Company does not apply.

Trademark name, location and address of the Company

1.10. Trademark name of the Company:

Full:

In Russian:	Публичное акционерное общество "Уралкалий"
In English:	Public Joint Stock Company Uralkali

Short:

In Russian:	ПАО "Уралкалий"
In English:	PJSC Uralkali

1.11. Location of the Company: Berezniki, Perm Region, Russian Federation.

Address of the Company: 63, Pyatiletki Street, Berezniki, Perm Region, 618426, Russian Federation.

Mission and objectives of the Company

1.12. The main objective of the Company is to make a profit.

1.13. The Company has the right to undertake all kinds of activities which are not explicitly prohibited by the law, including:

1) production and sale of potash fertilisers and other chemical products;
2) mining of potassium and magnesium salts, their treatment, processing and sales;
3) surveying, exploration and mining of diamonds, gold and platinum; mining of other mineral resources;
4) making of products made of associated materials and other production waste;
5) geological prospecting and exploration;
6) surveying;
7) topographic and geodesic activities;
8) disposal of production waste in underground mine workings;
9) transportation, including inter-city and international transportation;
10) loading/unloading works, transportation and logistics works and services;
11) shipping/freight forwarding operations utilising river, sea, auto, air and other types of transport;
12) manufacturing of construction materials, constructions and products;
13) installation, construction and repair work;
14) engineering surveys;
15) planning and design work;
16) standardisation, unification of measurements, certification of products and services;
17) production/generation of electrical and heat power;
18) provision of telecommunication services;
19) leasing of property;

20) foreign trade activities;
21) commercial intermediary/agency services;
22) investment activities;
23) organisation of warehousing and storage;
24) procurement;
25) retail trade;
26) public catering;
27) processing of agricultural products;
28) medical services;
29) healthcare and wellness services;
30) housing and utility services;
31) educational services;
32) organisation of exhibitions, fairs, auctions and bidding procedures in the Russian Federation and abroad;
33) cultural and public awareness activities;
34) publishing, editorial and printing activities; publishing of newspapers and artwork, publishing of advertising and information materials and other printed products.

1.14. The Company possesses the relevant civil rights and obligations to transact all types of business activities which are not prohibited by federal laws.

1.15. The Company has the right to undertake the activities specified under the relevant federal laws only if the Company possesses the relevant permits (licences).

1.16. The Company ensures that the information which constitutes a state secret is protected within its objectives and obligations and within its competence. Protection of state secrets is a core activity of the Company. The Chief Executive Officer is the person responsible for organising the protection of information which constitutes state secret.

Organisational structure of the Company

1.17. The organisational structure of the Company is determined by the Regulations on the Organisational Structure of the Company.

Branches and representative offices of the Company

1.18. The Company may establish branches and open representative offices in the Russian Federation in compliance with the requirements of the Federal Law "On joint stock companies" and other federal laws.

The Company can establish branches and open representative offices outside the Russian Federation in compliance with the legislation of relevant foreign states unless otherwise stipulated under the applicable international agreements of the Russian Federation.

1.19. The branches and representative offices of the Company are not independent legal entities, but act on the basis of the relevant regulations on the branch/representative office as approved by the Board of Directors of the Company. The Company vests its branches and representative office with property which is booked both on the balance sheets of the branches/representative offices and the balance sheet of the Company.

Directors of branches and representative offices are appointed by the Chief Executive Officer of the Company and act on the basis of a power of attorney issued by the Chief Executive Officer of the Company.

1.20. The branches and representative offices of the Company act on behalf of the Company. All responsibility and liability for the actions of the branches and representative offices of the Company is borne by the Company.

1.21. The information about the Company's branches and representative offices is provided in the Unified State Register of Legal Entities.

Shareholder register of the Company

1.22. The Company ensures proper keeping and maintenance of the shareholder register of the Company in compliance with the regulations of the Russian Federation.

1.23. The shareholder register is in the custody of the registrar.

Liability of the Company

1.24. The Company is liable for its obligations with all of its assets and property.

1.25. The Company is not liable for the obligations of its shareholders.

1.26. Shareholders of the Company are not liable for the obligations of the Company and carry the risk of losses connected to the activities of the Company only within the value of the shares belonging to them.

1.27. The state and its bodies are not liable for the obligations of the Company; the Company is not liable for the obligations of the state or its bodies.

2. CHARTER CAPITAL

Size of the charter capital of the Company. Outstanding and authorised shares of the Company. Types of shares offered by the Company

2.1. The charter capital of the Company amounts to 642,292,999.5 roubles.

2.2. The charter capital of the Company is comprised of 1,268,585,999 ordinary shares of the Company with the nominal value of 0.5 roubles each purchased by shareholders and 30,000,000 preferred shares of the Company with the nominal value of 0.5 roubles each (hereinafter the issued shares).

2.3. All shares of the Company are registered and issued in non-documentary/uncertificated form.

2.4. The Company has the right to additionally place 1,729,752,095 ordinary shares with the nominal value of 0.5 roubles each (hereinafter the authorised ordinary shares). In addition to the outstanding shares of the Company, the Company has the right to offer 120,000,000 preferred shares with the nominal value of 0.5 roubles each (hereinafter the authorised preferred shares)

2.5. The authorised ordinary shares of the Company vest the shareholders with the same rights as the outstanding shares under this Charter. The authorised preferred shares of the Company vest the shareholders with the same rights as the outstanding preferred shares under this Charter.

2.6. The procedure and the terms of the placement of ordinary shares by the Company are determined under the relevant decision of the Board of Directors to issue ordinary registered uncertificated shares of the Company. The procedure and the terms of the placement of authorised preferred shares are determined by the decision of the Board of Directors to issue preferred registered uncertificated shares of the Company.

Increase of the charter capital of the Company

2.7. The charter capital of the Company may be increased either by increasing the nominal value of the shares or by issuing additional shares.

2.8. The decision to increase the charter capital of the Company by increasing the nominal value of the shares shall be made by the General Shareholder Meeting.

2.9. The decision to increase the charter capital of the Company by issuing additional shares within the limit of authorised shares shall be made by the Board of Directors, except where the Federal Law "On Joint-Stock Companies" requires such decision to be made solely by the General Shareholder

Meeting. Such decision requires a unanimous vote of all serving members of the Board of Directors; votes of former members shall not be counted.

If the Board of Directors fails to reach a unanimous decision on this matter, the matter may be referred to the General Shareholder Meeting for consideration.

Reduction of the charter capital of the Company

2.10. The charter capital of the Company may be reduced by either reducing the nominal value of the shares or by reducing the total number of shares, including through the acquisition of a portion of the shares by the Company in cases provided for under the Federal Law "On joint stock companies".

2.11. The charter capital of the Company may be reduced by purchasing and cancelling a portion of the shares, in compliance with a duly adopted resolution of the General Shareholder Meeting.

2.12. The charter capital of the Company shall be reduced in accordance with the procedure prescribed by the federal legislation of the Russian Federation.

2.13. The Company may not reduce its charter capital if, as a result, the charter capital would fall below the minimum required under the Federal Law "On joint stock companies" as of the date of filing the application to register the relevant amendments to the Charter or (where the Federal Law "On Joint-Stock Companies" mandates such reduction) the date of the Company's state registration.

2.14. The Company must reduce its charter capital in cases specified under the Federal Law "On joint stock companies".

3. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS. PROVISION OF INFORMATION TO SHAREHOLDERS

3.1. In accordance with the Federal Law "On joint stock companies" and this Charter, shareholders–owners of the ordinary shares of the Company have the right to:

3.1.1. participate in the management of the Company, including by:

- Exercising voting rights on resolutions adopted by the General Shareholder Meeting on all matters within its competence;
- Proposing agenda items for an in-person meeting or absentee voting of the General Shareholder Meeting;
- Nominating candidates for election/appointment to various bodies of the Company;

  The requirements to the form and content of proposals for the agenda of the General Shareholder Meeting and for candidate nominations to the Board of Directors and the Revision Commission, as well as the procedure for their review and resolution by the Board of Directors, are governed by the Federal Law "On joint stock companies" and the Regulations on the General Shareholder Meeting as approved by the General Shareholder Meeting.

  Shareholders holding in total at least 2 (two) percent of the voting shares of the Company may propose items for the annual meeting of the General Shareholder Meeting and to nominate candidates for election to the Board of Directors and the Revision Commission, provided the number of nominees does not exceed the relevant body's total membership. Such proposals must be submitted to the Company not earlier than 1 July of the reporting year and not later than 28 February of the following year, as required by law.

- Requesting an extraordinary meeting of the General Shareholder Meeting;

  The requirements to the form and content of such requests to convene an extraordinary meeting of the General Shareholder Meeting or absentee voting, as well as the procedure for their review and resolution by the Board of Directors, are governed by the Federal Law "On joint stock companies" and the Regulations on the General Shareholder Meeting as approved by the General Shareholder Meeting.

3.1.2. receive information about the Company's activities and access its financial statements and other documents in accordance with the Federal Law "On joint stock companies" and this Charter;

3.1.3. receive dividends;

3.1.4. receive a proportionate share of the Company's remaining property (or its monetary equivalent) after settlement with creditors upon the Company's liquidation.

Shareholders also enjoy other rights granted under the Civil Code of the Russian Federation, the Federal Law "On joint stock companies", and this Charter.

3.2. Every ordinary share confers the same rights to its owner.

3.3. Shareholders–owners of preferred shares of the Company have the following rights in accordance with the Federal Law "On joint stock companies":

3.3.1. receive a fixed annual dividend in the amount determined by the General Shareholder Meeting within the size of the dividend recommended by the Board of Directors, but in no case less than 0.1 roubles per preferred share. If the dividend paid per ordinary share in a given year exceeds the amount payable per preferred share, the dividend for preferred shares must be increased to match the ordinary share dividend. Dividends on preferred shares are paid annually under the terms of Item 6.5 of the Charter and, additionally, on the date of ordinary share dividend payments if such an increase is required. The Company may not pay dividends on ordinary shares before paying dividends on preferred shares.

3.3.2. exercise the right to vote on resolutions adopted by the General Shareholder Meeting regarding:

a) reorganisation or liquidation of the Company;

b) amendments to the Charter that restrict the rights of shareholders–owners of preferred shares, or amendments to remove the Company's public status alongside a decision to apply to the Bank of Russia for exemption from mandatory disclosure under Russian securities laws and delisting of shares or convertible securities;

c) applications to the Bank of Russia for exemption from mandatory disclosure under Russian securities laws;

d) applications to list or delist preferred shares;

e) all matters within the competence of the General Shareholder Meeting starting from the first meeting after an annual meeting of the General Shareholder Meeting where, regardless of the reasons, no or partial dividend decision was made for preferred shares. The right of the shareholders–owners of preferred shares to participate in the General Shareholder Meeting terminates upon full first payment of the dividends on such shares.

3.3.3. exercise other rights granted by Russian laws.

3.4. The preferred shares of the Company of the same type confer the same scope of rights to their owners.

3.5. Voting shares of the Company are fully paid-up ordinary shares and also preferred shares where permitted by the Federal Law "On joint stock companies", with the exception of the shares held by the Company.

3.6. Shareholders must:

- Comply with the requirements of this Charter and other internal documents referenced herein;
- Pay for the shares upon placement in accordance with the terms, forms and procedures set by applicable legislation, this Charter and the share issuance decisions;
- Refrain from disclosing confidential information about the Company's activities.

Shareholders of the Company are also subject to other obligations under the Civil Code of the Russian Federation, the Federal Law "On joint stock companies", other regulations of the Russian Federation, regulations and acts of the federal executive authority for the securities market, this Charter, and relevant resolutions of the General Shareholder Meeting.

3.7. Shareholders who have not paid in full for their shares upon issuance are jointly and severally liable for the obligations of the Company up to the unpaid amount of their shares.

3.8. The Company must maintain documents that are required by the Federal Law "On joint stock companies", the Charter, internal regulations, resolutions of the General Shareholder Meeting, the Board of Directors, and other governing bodies, and by other documents mandated by Russian laws and regulations.

The Company must provide shareholders access to the documents listed in Article 91 of the Federal Law "On joint stock companies" upon request and in accordance with statutory procedures.

The Company may require shareholders to pre-pay for document copies, and reimburse postal costs for mailing the documents to their specified address.

Fees for copies must not exceed production costs. Copying fees must be published on the website of the Company.

Access to confidential documents is conditional upon the shareholder signing a non-disclosure agreement (confidentiality agreement). The terms of such agreement must be published on the Company's website.

4. OFFERING OF SHARES, BONDS AND OTHER ISSUE-GRADE SECURITIES; ACQUISITION OF OUTSTANDING SHARES

4.1. The Company may offer additional shares, bonds and other issue-grade securities through subscription or conversion. Where the share capital of the Company is increased using the Company's property, the Company shall place additional shares by distributing them among its shareholders.

4.2. When placing shares and securities convertible into shares by subscription, the Company may conduct either private subscription/offering or public subscription/offering.

4.3. The Company may acquire its outstanding shares pursuant to a resolution of the General Shareholder Meeting to reduce the share capital by purchasing outstanding shares. For other purposes, the Company may acquire shares based on a Board of Directors' decision.

4.4. Payment for the Company's outstanding shares may be made in cash, other securities, property rights having monetary value, or other assets.

4.5. The Company is prohibited from deciding to acquire its outstanding shares in certain circumstances as specified in the Federal Law "On Joint-Stock Companies".

5. RESERVE FUND

5.1. The Company's reserve fund is formed from its net profit.

5.2. The reserve fund shall amount to fifteen (15) percent of the Company's charter capital.

The Company shall make mandatory annual contributions to the reserve fund until this size is reached, with annual payments amounting to five (5) percent of net profit until the required size is achieved.

The reserve fund is designated exclusively for covering Company losses, redeeming bonds and repurchasing Company shares when other funds are unavailable. The reserve fund may not be used for any other purposes.

The reserve fund may not be used for any other purpose.

5.3. The Company's reserve fund is managed by the Board of Directors.

6. DIVIDENDS

6.1. Dividends represent a portion of the Company's net profit distributed among shareholders in proportion to the number, category and type of shares they hold.

6.2. The Company may announce (declare) dividends on outstanding shares based on the results of the first quarter, six months and nine months of the reporting year and/or based on the results of the full reporting year.

The decision to pay dividends for quarterly periods may be taken within three months following the relevant period. The decision to pay annual dividends shall be made when approving the Company's profit distribution for the reporting year.

6.3. The authority to declare dividends rests with the General Shareholder Meeting. Such decisions shall specify dividend amounts per shares category (type), payment form, procedure for non-cash payments, and record date for dividend entitlement.

The record date shall be determined based on the Board of Directors' recommendation.

Dividend amounts may not exceed those recommended by the Board of Directors.

6.4. The Company is prohibited from declaring or paying declared dividends in circumstances specified by the Federal Law "On Joint-Stock Companies".

6.5. Dividend calculation and payment procedures are governed by the Company's Dividend Policy (Dividend Policy Regulations) as approved by the Board of Directors

7. STRUCTURE OF GOVERNING AND CONTROL BODIES; LIABILITY OF THE BOARD OF DIRECTORS, THE MANAGEMENT BOARD AND THE CHIEF EXECUTIVE OFFICER

7.1. The Company's operations are managed by its governing bodies.

7.2. The Company's governing bodies comprise:

- The General Shareholder Meeting;
- The Board of Directors;
- The Management Board (collective executive body);
- The Chief Executive Officer (sole executive body).

7.3. The Revision Commission oversees financial and economic activities of the Company. Additional control bodies may be established in accordance with this Charter and other internal regulations.

7.4. Members of the Board of Directors, members of the Management Board, and the Chief Executive Officer shall act in the best interest of the Company, exercise their rights and fulfil their duties reasonably and in good faith.

Board members, Management Board members and the Chief Executive Officer shall be liable to the Company for losses caused by their wrongful acts or omissions under applicable law.

Members who voted against or abstained from decisions causing losses shall be exempt from liability.

7.5. The Company or any shareholder holding at least 1% of ordinary shares may pursue legal action against any Board member, Management Board member or the Chief Executive Officer for loss compensation in cases specified by Paragraph 2 of Article 71 of the Federal Law "On Joint-Stock Companies

8. GENERAL SHAREHOLDER MEETING

General provisions

8.1. The General Shareholder Meeting is the highest body of the Company.

General Shareholder Meetings may be held at the Company's registered office or in Moscow. The venue shall be determined by the Board of Directors during an in-person meeting or absentee voting of the General Shareholder Meeting.

8.2. The Company shall hold the annual meeting of the General Shareholder Meeting no earlier than 2 (two) months and no later than 6 (six) months after the end of the reporting year in accordance with applicable laws.

8.3. The General Shareholder Meetings held in addition to the annual meeting shall be deemed "extraordinary".

8.4. Resolutions of the General Shareholder Meeting may be adopted either:

- At an in-person meeting where voting is combined with absentee voting;
- Without an in-person meeting (via absentee voting).

Competence of the General Shareholder Meeting

8.5. The following matters fall within the competence of the General Shareholder Meeting:

1) Amendments to the Charter and approval of its revised, except where otherwise provided for by the Federal Law "On joint stock companies";
2) Reorganisation of the Company;
3) Liquidation of the Company, appointment of the liquidation commission, and approval of the interim and final liquidation balance sheets;
4) Determination of the size of the Board of Directors, election of its members and early termination of their mandates;
5) Determination of the number, nominal value, price, category (type) of authorised shares and associated rights;
6) Increase in the charter capital of the Company by raising the nominal value of shares or issuing additional shares, where permitted by federal legislation and this Charter;
7) Reduction of the charter capital of the Company by decreasing the nominal value of shares or through share buybacks to reduce outstanding shares, followed by cancellation of acquired shares;
8) Election of members of the Revision Commission and early termination of their mandates;
9) Appointment of the audit organisation (organisations) of the Company;
10) Distribution of annual profits (including payment (declaration) of dividends, with the exception of the dividends for the first quarter, six months and nine months of the reporting year) and losses of the Company;
10.1) Payment (declaration) of dividends based on the results of the first quarter, six months and nine months of the reporting year;
11) Approval of the procedure of the General Shareholder Meeting;
12) Share splits and consolidations;
13) Decisions to give consent to or ratify transactions specified in Article 83 of the Federal Law "On Joint Stock Companies;
14) Decisions to give consent to or ratify transactions specified in Article 79 of the Federal Law "On joint stock companies";
15) Acquisition of outstanding shares in accordance with the Federal Law "On joint stock companies";
16) Decisions to participate in financial and industrial groups and association and other associations of commercial organisations;
17) Approval of the following internal documents regulating the bodies of the Company: the Regulations on the General Shareholder Meeting, the Regulations on the Board of Directors, Regulations on the Management Board, Regulations on the Revision Commission, Regulations on Remuneration and Compensation of Members of the Board of Directors, and amendments thereto;

18) Decisions to apply for the delisting of the shares and (or) other issue-grade securities which may be converted into the Company's shares;
19) Addressing of other matters specified under the Federal Law "On joint stock companies".

8.6. The General Shareholder Meeting may not consider or resolve matters outside its exclusive competence as defined by the Federal Law "On Joint-Stock Companies".

Adoption of resolutions by the General Shareholder Meeting. Informing shareholders about resolutions of the General Shareholder Meeting

8.7. Resolutions of the General Shareholder Meeting on items put to vote shall be adopted by the majority vote of shareholders–owners of voting shares of the Company who participated in an in-person meeting or absentee voting, unless otherwise required by the Federal Law "On joint stock companies" or this Charter.

8.8. The General Shareholder Meeting may only adopt resolutions on matters specified in Sub-Items 1-3, 6, 11-16 and 18 of Item 8.5 hereof upon proposal from the Board of Directors.

8.9. Resolutions of the General Shareholder Meeting on matters indicated under Sub-Items 1-3, 5, 14, 15, 18 of Item 8.5 of this Charter require approval by at least three-quarters of voting shareholders who participated in the meeting or absentee voting.

8.10. The General Shareholder Meeting may not consider matters not included in the meeting agenda or modify the published agenda.

8.11. The resolutions adopted by the General Shareholder Meeting and the results of voting may be announced at the General Shareholder Meeting which voted for the indicated matters and shall be made known to the persons entitled to vote on resolutions adopted by the General Shareholder Meeting in the form of a report on the results of voting in compliance with the procedure given in the notice of an in-person meeting or absentee voting not later than four business days after the closing date of the meeting or ballot admission deadline (in case of absentee voting).

If on the date of identification of persons entitled to vote on resolutions adopted by the General Shareholder Meeting a nominal holder is registered in the shareholder register of the company, the information contained in the report on the results of voting shall be provided to the nominal holder of shares in compliance with the requirements of the legislation of the Russian Federation on securities with respect to the provision of information and materials to persons exercising their rights to securities.

Notice of an in-person meeting or absentee voting of the General Shareholder Meeting

8.12. A notice to convene an in-person meeting or absentee voting for the purposes of passing resolutions by the general meeting of shareholders of the Company shall be made no later than 30 (thirty) days before the date of the meeting or ballot admission deadline unless Russian law requires a longer period.

If the proposed agenda of the extraordinary meeting of the General Shareholder Meeting contains the issue of election of members the Board of Directors or reorganisation of the Company in the form of merger, demerger or division, the notice of the in-person meeting or absentee voting shall be made not later than 50 (fifty) days before the date of the meeting or ballot admission deadline.

The information about the date of identification of persons entitled to participate in the General Shareholder Meeting shall be disclosed at least 7 (seven) days prior to such date.

8.13. A notice to convene an in-person meeting or absentee voting of the General Shareholder Meeting is delivered to the persons entitled to vote on resolutions adopted by the General Shareholder Meeting and who are registered in the shareholder register of the Company by one of the following means, which the Board of Directors determines in its preparation for the meeting or absentee voting:

1) sent by registered mail or personal delivery with written acknowledgement;
2) e-mailed to the corresponding person's address specified in the shareholder register of the

Company;

3) published on the Company's website at www.uralkali.com.

If the person registered in the shareholder register of the Company is a nominal holder of shares, a notice of the meeting or absentee voting as well as the information (materials) provided for by this item shall be sent to nominal holders of shares in electronic form (as electronic documents).

8.14. The list of information (materials) which shall be provided to the shareholders in preparation for an in-person meeting or absentee voting for the purposes of passing resolutions by the General Shareholder Meeting and the procedure according to which the shareholders can peruse this information, are determined by the Board of Directors in compliance with the Federal Law "On joint stock companies", other regulations of the Russian Federation and the Regulations on the General Shareholder Meeting.

8.15. The information (materials) that shall be provided to the shareholders in preparation for an in-person meeting or absentee voting of the General Shareholder Meeting within 20 (twenty) days, and — if the agenda includes a matter of reorganisation of the Company — within 30 (thirty) days prior to the date of the meeting or the ballot admission deadline (in case of absentee voting) shall be made available for review by the persons entitled to vote on resolutions adopted by the General Shareholder Meeting at the location of the executive body of the Company and other locations as per the notice of the meeting or absentee voting. This information (materials) may be fully or partially published on the website of the Company at www.uralkali.com, if so determined by the Board of Directors during the preparation for the meeting or absentee voting of the General Shareholder Meeting.

All meeting materials shall be available to participants during the General Shareholder Meeting. Upon request, any person entitled to vote shall be provided copies of materials at cost, with payment invoice issued within 2 business days of the request.

Preparation for and organisation of an in-person meeting or absentee voting of the General Shareholder Meeting

8.16. While preparing for a meeting or absentee voting of the General Shareholder Meeting, the Board of Directors:

Determines:

- The format for passing of resolutions by the General Shareholder Meeting (in-person meeting or absentee voting);
- The date and time of the meeting, the ballot admission deadline (if voting at the meeting is combined with absentee voting), place of the meeting, the time of the beginning of registration of the persons taking part in the meeting (except when resolutions are adopted by absentee voting) or the ballot admission deadline (in case of absentee voting);
- The period of delivery of voting ballots to shareholders;
- The postal address (addresses) to which completed ballots may be sent and the ways for their signing as per Article 60 of the Federal Law "On joint stock companies";
- The date of identification of persons entitled to vote on resolutions adopted by the General Shareholder Meeting;
- The agenda;
- The list of information (materials) to be provided to the shareholders in preparation for the meeting or absentee voting the procedure for its (their) provision;
- The procedure for notifying the shareholders about the meeting or absentee voting;

- The form and text of voting ballots (in case of voting by ballot) and the wording of the resolutions on addenda items, which shall be sent in electronic form (as electronic documents) to nominal holders of shares registered in the shareholder register of the Company;
- Draft resolutions for voting at the meeting of the General Shareholder Meeting or for absentee voting (which shall match the wording of the resolutions of the General Shareholder Meeting which shall be sent in electronic form to nominal holders of shares registered in the shareholder register of the Company);
- The method and procedure of submission of shareholders' proposals to nominate candidates for election to the Board of Directors and the Revision Commission;
- The method and procedure of submission of shareholders' proposals regarding the agenda of the General Shareholder Meeting and the final date of receipt of shareholder's proposals to add items to the agenda of the general meeting;
- Other data (information) at the discretion of the Board of Directors or information subject to determination by the Board of Directors as per applicable laws and/or the Charter.

Approves/appoints:

- The personal composition of the organising committee of the General Shareholder Meeting;
- The chairperson of the organising committee of the General Shareholder Meeting and his/her deputy (deputies);
- The presiding chairperson (or chairperson) and secretary of the in-person General Shareholder Meeting;
- The speakers on agenda items;
- The wording of the notice of the in-person meeting or absentee voting of the General Shareholder Meeting;
- Instructions for the procedure of voting at the General Shareholder Meeting;
- Information about the candidates nominated for election to the bodies of the Company and candidates for appointment as audit organisation (organisations) of the Company presented to the General Shareholder Meeting;
- Other information (data) at the discretion of the Board of Directors.

Recommends for approval/appointment by the General Shareholder Meeting:

- The procedure of the in-person meeting of the General Shareholder Meeting;
- Amendments to and revised versions of the Charter;
- Amendments to and revised versions of certain internal documents of the Company that require approval by the General Shareholder Meeting;
- Distribution of profits;
- Amount and procedure of dividend payment;
- Audit organisation (organisations) of the Company;
- Other draft resolutions in compliance with the Federal Law "On joint stock companies" and this Charter.

The agenda of the annual meeting of the General Shareholder Meeting shall include the matter of election of members the Board of Directors, members of the Revision Commission, appointment of an audit organisation (organisations) of the Company and other matters provided for by Sub-Item 10 of Item 8.5 hereof.

8.17. The procedure of an in-person meeting of the General Shareholder Meeting is proposed by the Board of Directors and is approved by the General Shareholder Meeting at the beginning of each

in-person meeting in compliance with the procedure indicated under Item 8.7 hereof.

8.18. Voting at an in-person meeting of the General Shareholder Meeting on agenda items shall be conducted by means of voting ballots. The submission of expressed will to the Company's registrar by persons entitled to vote at the General Shareholder Meeting but not registered in the Company's shareholder register — where such persons have, in accordance with the requirements of the Russian Federation's securities legislation, provided instructions on voting to the persons maintaining records of their shareholding rights — shall be deemed equivalent to voting by ballot.

A voting ballot shall be issued against signature to each person entitled to vote on resolutions adopted by the general the General Shareholder Meeting (or his/her representative) who has registered to attend the meeting, except in cases provided for under this Article.

A voting ballot shall be sent or delivered against signature to each person registered in the Company's shareholder register and entitled to vote on resolutions adopted by the General Shareholder Meeting at least 20 days before the date of the in-person General Shareholder Meeting where voting is combined with absentee voting, or the ballot admission deadline in case of absentee voting. The dispatch of voting ballots in such cases shall be carried out by one of the following methods, as determined by the Board of Directors when preparing for an in-person meeting or absentee voting:

- by registered mail;
- as an electronic message sent to the email address specified in the Company's shareholder register.

Where persons entitled to vote on resolutions adopted by the General Shareholder Meeting but not registered in the Company's shareholder register cast their votes by submitting expressions of will to the persons maintaining records of their shareholding rights, the wording of the resolutions on the agenda items of the General Shareholder Meeting shall be sent in electronic form (as electronic documents) to the nominal holders of shares registered in the Company's shareholder register.

8.19. Only one voting option will be counted while counting the votes. Voting ballots filled out incorrectly with regard to this rule shall be considered invalid, and the votes contained in them will not be counted.

In cases when voting ballots contain several voting items, the fact that the above rule is not observed with regard to one or several voting items does not result in the invalidation of the entire voting ballot.

Persons that filled out voting ballots have the right to request that the tabulation commission (representative of the registrar performing the functions of the tabulation commission) certify their copy of the voting ballot. In this case, a copy shall be made at the expense of the requesting party. The payment for the production of the indicated copy shall be made in compliance with the provisions of Item 8.15 of this Charter.

8.20. Following the voting, a counting commission shall draw up a report on the voting results, to be signed by members of the counting commission or by the person performing its functions. The report on the voting results shall be drawn up no later than 3 (three) working days after the closing of the in-person General Shareholder Meeting or the ballot admission deadline in case of absentee voting.

After preparing the minutes of the in-person General Shareholder Meeting (or absentee voting proceedings) and the report on the voting results, the voting ballots completed in paper form shall be sealed by the counting commission and deposited in the Company's archive for storage. The Company shall ensure storage of the information about expressions of will by persons who are not registered in the Company's shareholder register and who, in accordance with the requirements of the Russian Federation's securities legislation, have provided voting instructions to the persons maintaining records of their shareholding rights; and about the voting ballots received in electronic form or electronic images of completed voting ballots.

8.21. The report on the voting results shall be attached to the minutes of the in-person meeting of the General Shareholder Meeting.

8.22. The conduct of an in-person General Shareholder Meeting and the voting results at the meeting, including voting combined with absentee voting, as well as the results of absentee voting, shall be confirmed by the minutes of the General Shareholder Meeting. The minutes of the General Shareholder Meeting shall be prepared no later than 3 (three) working days after the closing of the General Shareholder Meeting or the ballot admission deadline in case of absentee voting, in hard copy in two counterparts. Both counterparts shall be signed by the presiding chairperson and the secretary of the General Shareholder Meeting. The minutes of the General Shareholder Meeting specifying the results of absentee voting shall be signed by the chairperson of the Board of Directors and the secretary of the General Shareholder Meeting.

8.23. The counting commission shall verify the authority of persons participating in the meeting or absentee voting, register persons participating in such meeting, determine a quorum for decision-making by the General Shareholder Meeting, clarify issues arising in connection with shareholders (or their representatives) exercising their voting rights on agenda items, explain the voting procedure for matters put to vote, ensure the established voting procedure and shareholders' rights to participate in voting, count votes and summarise voting results, prepare a report on voting results, and transfer voting ballots to the Company's archive.

8.24. The functions of the Company's counting commission shall be performed by the Company's registrar. The adoption of a resolution by the General Shareholder Meeting and the composition of the Company's shareholders present at its adoption shall be confirmed by the person maintaining the register of the Company's shareholders and performing the functions of the counting commission.

8.25. Other matters concerning the procedure for preparing and conducting a General Shareholder Meeting or absentee voting shall be established by the Federal Law "On joint stock companies" and the Regulations on the General Shareholder Meeting.

9. THE BOARD OF DIRECTORS

General provisions

9.1. The Board of Directors exercises general oversight of the Company's activities, except for matters reserved to the General Shareholder Meeting under the Federal Law "On Joint-Stock Companies".

9.2. The Board of Directors is elected by the General Shareholder Meeting.

Members of the Board of Directors receive remuneration and expense reimbursements for their services, with amounts, terms and payment procedures specified in the Regulations on Remuneration and Compensation of Members of the Board of Directors as approved by the General Shareholder Meeting.

Competence of the Board of Directors

9.3. The following matters fall within the competence reference of the Board of Directors:

1) Approval of the Company's development strategy, principles, strategic plans and objectives, including key performance indicators and annual operational goals, with subsequent performance evaluation and review of related reports;

2) Determination the Company's priority business areas;

3) Approval/amendment of the annual consolidated budget of the Company and budget execution reports;

4) Utilisation of the reserve fund of the Company;

5) Conduct of annual and extraordinary meetings of the General Shareholder Meeting or absentee voting, except as provided in Item 9 of Article 55 of the Federal Law "On joint stock companies";

6) Setting the agenda of an in-person General Shareholder Meetings or absentee voting;

7) Establishment of the date for identifying (recording) persons entitled to vote on resolutions adopted by the General Shareholder Meeting, and other matters concerning preparation for an in-person General Shareholder Meeting or absentee voting;

8) Approval of the annual report of the Company, annual accounting (financial) statements of the Company, including those prepared under Russian Accounting Standards and International Financial Reporting Standards;

9) Recommendations for the General Shareholder Meeting regarding the amount of remuneration and compensation of the members of the Revision Commission;

10) Recommendations for General Shareholder Meeting regarding the procedure of profit and loss distribution based on the results of the reporting year; recommendation for the General Shareholder Meeting regarding distribution of profits as dividends based on the results of the first quarter, six months and nine months of the reporting year.

11) Recommendations for the General Shareholder Meeting regarding the size of dividends on the shares of the Company and the procedure of their payment;

12) Election of the Chairperson of the Board of Directors and his/her deputy (deputies);

13) Approval of the sustainability report of the Company;

14) Determination of the size and personal composition of the Management Board;

15) Appointing and removing the Chief Executive Officer; approving the terms of the Chief Executive Officer's contract, any amendments thereto, and termination conditions; authorising individuals to sign contracts or other documents relating to the amendment or termination of the Chief Executive Officer's contract on the Company's behalf;

16) Determination of the goals and priority areas of work for the Chief Executive Officer and monitoring of the Chief Executive Officer's performance; exercising other employer rights in relation to the Chief Executive Officer. These employer rights and obligations shall be exercised by the Chairperson of the Board of Directors or by a person so authorised by the Board of Directors;

17) Approval of appointments of heads of functional and production subdivisions reporting directly to the Chief Executive Officer;

18) Increasing the charter capital of the Company by raising the nominal value of shares or issuing additional shares, provided the number of additional shares does not exceed the authorised amount specified in Clause 2.9 of this Charter;

19) Issuance/placement of bonds and other issue-grade securities by the Company (excluding shares);

20) Decision to issue securities, approval of prospectus, issuance results reports and amendments thereto;

21) Acquisition of outstanding shares of the Company and other securities in circumstances permitted by the Federal Law "On joint stock companies";

22) Approval of the report on share acquisitions made under Item 1 of Article 72 of the Federal Law "On joint stock companies";

23) Decision to transfer outstanding shares owned by the Company;

24) Establishment and liquidation of branches and representative offices; approval and amendment of their regulations;

25) Decisions to consent to or ratify major transactions where permitted by Chapter X of the Federal Law "On joint stock companies";

26) Decisions to consent to or ratify related party transactions where permitted Chapter XI of the Federal Law "On joint stock companies";

27) Authorising the Chief Executive Officer and Management Board members to hold positions in other organisations' management/control bodies or undertake other remunerated activities while employed by the Company;

28) Establishment and organisation of committees of the Board of Directors (Board Committees), including:

    a) Creation and dissolution of the Board Committees;

    b) Approval of regulations on the Board Committees, regulation of the Board Committees' activities;

    c) Determination of the size and personal composition of the Board Committees;

    d) Election of Board Committee Chairpersons;

    e) Early termination of Board Committee members' appointments;

    f) Consideration of Board Committees' recommendations;

    g) Approval of Board Committees' work plans as part of the Board of Directors' annual work plan;

    h) Review of Board Committees' reports;

    i) Evaluation of the Board Committees' performance within the overall assessment of the Board of Directors' performance;

29) Amendments to the Charter necessitated by charter capital increases through additional share issuances;

30) Determination of the price (cash value) of property and services or establishment of valuation methodologies, including pricing for securities offerings or buybacks as permitted under the Federal Law "On Joint-Stock Companies";

31) Determination of fees of the audit organisation (organisations);

32) Appointment of the Company's registrar and approval of registrar contract terms, including amendments and termination provisions;

33) Approval of key internal policies including: the Dividend Policy Regulations; Information Policy Regulations; Code of Corporate Governance; Corporate Secretary Regulations; Internal Audit Policy; and other governance documents requiring Board of Directors' approval under applicable legislation or this Charter;

34) Approval of the risk management and internal control framework, identification of the key risks for the Company and establishment of a risk management system in the Company;

35) Approval of the internal audit policy framework including approval of internal audit function's work plan, establishment of the internal audit function within the annual consolidated budget of the Company, and review of material constraints affecting audit effectiveness. Appointment and removal of the head of the internal audit function;

36) Appointment and removal of the corporate secretary and the Secretary of the Board of Directors including approval of their contract terms and amendments, key performance indicators, and actual performance for the relevant period;

37) Application for listing Company shares and/or convertible securities;

38) Approval of the Company's organisational structure in the part related to the creation and dissolution of mine administrations as production subdivisions; creation and dissolution of functional divisions reporting directly to the Chief Executive Officer;

39) Approval of the long-term investment model of the Company, and review annual compliance reports;

40) Approval of investment projects where total budgets meet or exceed the rouble equivalents of 80 million US dollars, or annual budgets exceed the rouble equivalents of 16 million US dollars;

41) Review of quarterly and annual performance reports from the Chief Executive Officer;

42) Approval of the Chief Executive Officer's key performance indicators and actual performance for the relevant period;

43) Approval of the certain key officers' key performance indicators and actual performance for the relevant period;

44) Approval of amendments to the long-term incentive programme for the senior management;

45) Approval of the Board of Directors' annual work plan and annual performance reports;

46) Decisions concerning the participation of the Company in commercial organisations where such participation would reach or exceed 20 (twenty) percent of voting shares or capital stakes (contributions);

47) Decisions to increase the Company's participation in the charter capital of commercial organisations by acquiring voting shares and capital stakes (contributions) of commercial organisations where following such increase the Company's participation would reach or exceed 20 (twenty) percent of voting shares or capital stakes (contributions);

48) Decisions to decrease the Company's participation in the charter capital of commercial organisations if the Company's participation was or exceeded 20 (twenty) percent of voting shares or capital stakes (contributions prior to such decision;

49) Decisions to terminate the Company's participation in the charter capital of commercial organisations if the Company's participation was or exceeded 20 (twenty) percent of voting shares or capital stakes (contributions prior to such decision;

50) Review of ordinary share and global depositary receipt acquisition programmes;

51) Other matters specified in the Federal Law "On joint stock companies" and this Charter.

9.4. The Board of Directors shall be authorised to consider any matter not falling exclusively within the competence of the General Shareholder Meeting, including matters within the executive bodies' remit (whether upon request from the Chief Executive Officer or the Management Board or otherwise), and may adopt decisions reflecting its position on such matters. Such decisions shall be advisory rather than binding. The Board of Directors may not delegate matters within its exclusive competence to the Company's executive bodies.

Election of the Board of Directors

9.5. Members of the Board of Directors shall be elected by the General Shareholder Meeting to serve until the annual meeting of the General Shareholder Meeting.

9.6. The Board of Directors shall consist of 6 (six) members.

9.7. The Chief Executive Officer and members of the Management Board serving on the Board of Directors may not constitute more than one quarter of the Board of Directors' total membership, nor may they be appointment the Chairperson of the Board of Directors.

There shall be no restriction on the number of times an individual may be re-elected to the Board of Directors.

9.8. Members of the Board of Directors shall be elected through cumulative voting. Each shareholder's votes shall be multiplied by the number of directors to be elected, with shareholders entitled to cast all votes for a single candidate or distribute them among multiple candidates. Candidates receiving the highest number of votes shall be deemed elected.

9.9. The General Shareholder Meeting may not remove individual members but may only dismiss the entire Board of Directors.

Requirements to members of the Board of Directors

9.10. Members of the Board of Directors need not be shareholders of the Company. Only natural persons may serve on the Board of Directors.

9.11. No individual disqualified under applicable law may be elected to the Board of Directors.

Chairperson of the Board of Directors

9.12. The Chairperson and no more than two Deputy Chairpersons shall be elected from among Board of Directors members by majority vote of the total membership (excluding votes of former members).

The Chief Executive Officer may not simultaneously serve as the Chairperson of the Board.

9.13. The Board may at any time re-elect its Chairperson and Deputy Chairpersons by majority vote of Board of Directors' total membership (excluding votes of former members).

9.14. The Chairperson of the Board of Directors shall organise the work of the Board of Directors, convene in-person meetings or absentee voting of the Board of Directors, chair meetings of the Board of Directors, arranges the preparation for in-person minutes or absentee voting and chair meetings of the General Shareholder Meeting, and exercises other powers specified in the Regulations on the Board of Directors.

9.15. In the Chairperson's absence from an in-person meeting, a Deputy Chairperson shall preside over the meeting as determined by majority vote of attending members. Should both Chairperson and Deputy Chairpersons be absent, any Board of Directors member may be appointed to preside by majority vote of attending members. The procedure for electing a presiding chairperson in such circumstances shall be set out in the Regulations of the Board of Directors.

Resolutions of the Board of Directors

9.16. The Board of Directors may adopt decisions either at in-person meetings or through absentee voting. When decisions are taken at meetings, voting may be combined with absentee voting procedures. Where such combined voting occurs, documents containing voting instructions from Board of Directors members participating by absentee ballot must be received by the time specified in the meeting notice on the meeting date, unless an earlier deadline for receipt is specified in the notice.

The decision to convene a meeting or conduct absentee voting shall be made by the Chairperson of the Board of Directors or, in their absence for valid reasons, by any Deputy Chairperson, either on their own initiative or at the request of a Board of Directors member; the Revision Commission; the head of the internal audit function; the Company's audit organisation; the Management Board; or the Chief Executive Officer.

Following election at an annual or extraordinary General Shareholder Meeting, the first Board of Directors meeting shall be convened by the Chief Executive Officer within 5 (five) working days after the preparation of the voting results report and signing of the General Shareholder Meeting minutes; or (where resolutions and voting results were announced at the meeting) after such announcement. Should the Chief Executive Officer fail to convene the meeting within this period, any Board of Directors member may do so. This first meeting shall address, inter alia, the election of the Chairperson of the Board of Directors and other matters within the Board's competence.

9.17. A notice of an in-person meeting or absentee voting of the Board of Directors shall be sent to all members of the Board of Directors at least 3 (three) business days prior to the meeting (absentee voting) date unless Russian legislation requires earlier notification. In exceptional circumstances, the notice may be given one business in advance.

9.18. A quorum for meetings of the Board of Directors shall be at least half of the elected members.

9.19. All decisions shall be adopted by majority vote of the members participating in the in the meeting

and/or absentee voting, unless otherwise stipulated by the Federal Law "On joint stock companies" and this Charter.

9.20. Resolutions of the Board of Directors may be adopted through absentee voting using voting ballots.

Absentee voting shall be considered quorate if, by the voting deadline, completed and signed ballots have been received by the Secretary of the Board of Directors from at least half of the elected Board of Directors members.

Decisions adopted through absentee voting shall be deemed adopted if approved by a majority of Board of Directors members who voted in favour of the decision and submitted their ballots, unless otherwise required by the Federal Law "On joint stock companies" and this Charter.

9.21. Each Board of Directors member shall have one vote in decision-making.

Voting rights may not be transferred to any other party, including fellow Board of Directors members. In the event of a tied vote, the Chairperson shall have the casting vote.

9.22. The procedure of preparation for and organisation of an in-person meeting or absentee voting of the Board of Directors shall be governed by the Regulations on the Board of Directors as approved by the General Shareholder Meeting.

10. EXECUTIVE BODIES

General provisions

10.1. The Management Board and the Chief Executive Officer manage the Company's day-to-day operations.

The executive bodies of the Company are subordinate to and report to the Board of Directors and the General Shareholder Meeting.

10.2. The Chief Executive Officer is also the Chairperson of the Management Board.

10.3. The rights and obligations of the Management Board members and the Chief Executive Officer the Company's operational management shall be governed by the Federal Law "On Joint-Stock Companies" and other Russian Federation regulations.

The employment contract with the Chief Executive Officer shall be executed on the Company's behalf by either the Chairman of the Board of Directors or an individual authorised by the Board of Directors.

The terms of such employment contract, including the employer's rights and obligations in relation to the Chief Executive Officer, shall be determined on the Company's behalf by the Board of Directors or its authorised representative for negotiation and execution purposes.

The employer's rights and obligations in relation to the Chief Executive Officer shall be exercised on the Company's behalf by the Board of Directors or an individual authorised by the Board of Directors

10.4. The Chief Executive Officer and members of the Management Board may hold positions in other organisations during their tenure with the Company, subject to prior approval by the Board of Directors.

10.5. The Board of Directors may terminate the appointments of the Chief Executive Officer and any Management Board members at any time.

10.6. The Management Board and Chief Executive Officer are prohibited from making decisions on matters falling within the competence of the Board of Directors and the General Shareholder Meeting. They shall ensure proper implementation of all resolutions adopted by both the General Shareholder Meeting and the Board of Directors.

Management Board

10.7. The Management Board shall be constituted by the Board of Directors, which shall determine both

its size and personal composition.

Members of the Management Board are appointed for the same period as the Board of Directors that has appointed them. Members shall be appointed for terms coinciding with the tenure of the appointing Board of Directors. Each member must provide written consent to their appointment.

The Board of Directors retains the right to modify the Management Board's size and composition at any time.

10.8. Management Board members need not be Company shareholders. Only natural persons may serve, and no individual disqualified under applicable legislation shall be eligible for appointment.

10.9. The following matters are reserved for the Management Board:

1) Determination of short-term objectives of the Company;
2) Preliminary approval of the budget of the Company and its submission to the Board of Directors for review;
3) Approval of the terms and conditions of the collective agreement on behalf of the Company;
4) Monitoring of the budget performance in the Company;
5) Appointment of the secretary of the Management Board; determination of his/her remuneration terms;
6) Decisions to participate or increase the Company's participation in the charter capital of commercial organisations by acquiring voting shares and capital stakes (contributions) of commercial organisations where following such increase the Company's participation would be below 20 (twenty) percent of voting shares or capital stakes (contributions);
7) Decisions to decrease the Company's participation in the charter capital of commercial organisations if the Company's participation was below 20 (twenty) percent of voting shares or capital stakes (contributions prior to such decision;
8) Nomination of Company representatives as candidates for election/appointment to governing and control bodies of organisations in which the Company is a shareholder (participant);
9) Nomination of Company representatives as candidates for election/appointment to governing and control bodies of non-commercial organisations in which the Company is a participant;
10) Other matters referred to the Management Board by the Chief Executive Officer;

10.10. Resolutions of the Management Board may be adopted at an in-person meeting or by absentee voting. Voting at a Management Board meeting may be combined with absentee voting.

The conduct of a Management Board meeting and the voting results at the meeting, including voting combined with absentee voting, as well as the results of absentee voting, shall be confirmed by the minutes of the meeting or absentee voting proceedings.

A meeting and/or absentee voting of the Management Board shall be convened by the Chairperson of the Management Board, either on their own initiative or upon request from a member of the Board of Directors or Management Board.

10.11. A quorum for resolutions to be adopted by the Management Board shall be at least half of the total number of elected (appointed) members of the Management Board.

10.12. Resolutions shall be adopted by simple majority of participating members.

10.13. Each Management Board member shall have one vote in decision-making.

Voting rights may not be transferred to any other party, including fellow Management Board members. In the event of a tied vote, the Chairperson shall have the casting vote.

10.14. The procedure of preparation for and organisation of an in-person meeting or absentee voting of the Management Board shall be governed by this Charter and the Regulations on the

Management Board as approved by the General Shareholder Meeting.

Chief Executive Officer

10.15. The Chief Executive Officer shall be appointed by the Board of Directors for a term specified in the employment contract, not exceeding 5 (five) years.

10.16. The Chief Executive Officer must hold a university degree.

No individual disqualified under applicable legislation may be appointed to this position.

10.17. The Chief Executive Officer shall represent the Company without requirement for power of attorney, acting on its behalf in all organisations and relationships, both within the Russian Federation and internationally.

10.18. The Chief Executive Officer:

1) Executes transactions on behalf of the Company in compliance with the Federal Law "On joint stock companies" and the Charter;
2) Manages day-to-day operations of the Company excluding matters reserved for the General Shareholder Meeting, the Board of Directors, or the Management Board;
3) Opens bank accounts in credit institutions in Russian roubles and foreign currencies; opens settlement and other accounts in banks for the Company subject to restrictions imposed by applicable laws of the Russian Federation;
4) Approves the organisational structure of the Company in relation to the creation and dissolution of subdivisions not indicated in Sub-Item 37 of Item 9.3 of this Charter;
5) Approves organisational charts;
6) Issues binding orders and instructions to all employees of the Company;
7) Executes the collective agreement with employees on behalf of the Company on terms approved by the Management Board;
8) Executes employment contracts with employees, and administers employee incentive and disciplinary measures;
9) Appoints branch managers and heads of representative offices;
10) Grants powers of attorney;
11) Approves internal documents of the Company except those reserved for the General Shareholder Meeting, the Board of Directors or the Management Board by the Charter and the Federal Law "On joint stock companies";
12) Resolves other matters not exclusively reserved for the General Shareholder Meeting, the Board of Directors or the Management Board by the Charter;
13) Is responsible for and ensures proper safeguards allowing the Company to protect information that constitutes a state secret.

10.19. The Chief Executive Officer shall exercise sole discretion in matters within their competence, while being bound by all valid resolutions of the General Shareholder Meeting, Board of Directors and Management Board within their respective competences.

11. CONTROL OVER FINANCIAL AND ECONOMIC ACTIVITIES

REVISION COMMISSION

General provisions

11.1. The Revision Commission shall oversee financial and economic activities of the Company.

11.2. The Revision Commission shall consist of 5 (five) members elected by the General Shareholder Meeting to serve until the next annual meeting of the General Shareholder Meeting.

Should the number of Commission members fall below three, the Board of Directors shall convene an extraordinary meeting of the General Shareholder Meeting to elect new members. The remaining members shall continue in office until such election occurs.

11.3. Shares held by members of the Board of Directors, the Chief Executive Officer, or Management Board members shall carry no voting rights in electing the Revision Commission.

11.4. Termination of individual members or the entire Revision Commission shall be governed by the Regulations on the Revision Commission.

Competence of the Revision Commission

11.5. The following maters fall within the competence of the Revision Commission:

1) Verification of information contained in the Company's annual reports, annual and periodic financial statements, and reports submitted to statistical authorities and other government bodies;

2) Examination of profit utilisation in accordance with General Shareholder Meeting resolutions on profit distribution;

3) Examination of dividend calculations and verification of timely dividend payments on Company shares, as well as interest payments on bonds;

4) Examination of the timeliness and accuracy of the Company's contractual and financial obligations;

5) Analysis of causes and consequences of budget variances within the Company.

11.6. The Revision Commission shall conduct financial and economic activity reviews annually, at its own discretion or by decision of the General Shareholder Meeting or the Board of Directors or upon request by shareholders holding more than 10% of voting shares.

11.7. All Company officers and employees shall provide requested financial documentation to the Revision Commission within five (5) business days of receiving a written request.

11.8. The Revision Commission shall have authority to convene an in-person meeting or absentee voting of the General Shareholder Meeting in accordance with Article 55 of the Federal Law "On joint stock companies".

The Revision Commission shall also have the right to call an in-person meeting or absentee voting of the Board of Directors.

11.9. Members of the Revision Commission shall receive remuneration and expense reimbursements during their term of service, with amounts and payment procedures specified in the Regulations on the Revision Commission as approved by the General Shareholder Meeting.

11.10. The Revision Commission's activities shall be governed by its Regulations as approved by the General Shareholder Meeting.

Requirements to members of the Revision Commission

11.11. Members of the Revision Commission need not be Company shareholders. They may not simultaneously serve on the Board of Directors, the Management Board, or as the Chief Executive Officer. Only natural persons may be appointed to the Revision Commission.

11.12. Members of the Revision Commission should ordinarily possess an economics or law degree and/or minimum two years' experience in audit or regulatory bodies.

Adoption of decisions by the Revision Commission

11.13. Decisions of the Revision Commission may be adopted at an in-person meeting or by absentee voting. Voting at a meeting of the Revision Commission may be combined with absentee voting.

The conduct of a meeting of the Revision Commission and the voting results at the meeting,

including voting combined with absentee voting, as well as the results of absentee voting, shall be confirmed by the minutes of the meeting or absentee voting proceedings.

The Chairperson of the Revision Commission shall have the right to call for an in-person meeting or absentee voting of the Revision Commission.

A member of the Revision Commission shall have the right to call for an in-person meeting or absentee voting of the Revision Commission if violations requiring immediate action by the Revision Commission have been identified.

11.14. A quorum requires at least three members 3 (three) members of the Revision Commission.

Should membership fall below three, all remaining members shall constitute a quorum until new elections occur.

11.15. Absentee voting shall be conducted using voting ballots.

11.16. Members shall elect a Chairperson from among themselves by majority vote of attending members. The Chairperson may be re-elected at any time through the same procedure.

11.17. The Chairperson of the Revision Commission shall convene and chair meetings of the Commission, coordinate the work of the Revision Commission, represent the Revision Commission before the General Shareholder Meeting and the Board of Directors, signs documents (including reports and conclusions) on behalf of the Revision Commission, maintain minutes of meetings and absentee voting proceedings, and ensure that the reports and conclusions of the Revision Commission reach its intended recipients.

11.18. Each Revision Commission member shall have one vote in decision-making. The decisions/resolutions of the Revision Commission are adopted by a simple majority vote of the members of the Committee who were present at the meeting or took part in absentee voting.

In the event of a tied vote, the Chairperson shall have the casting vote.

Dissenting members may record their objections in the minutes and notify the General Shareholder Meeting and/or the Board of Directors.

AUDIT ORGANISATION OF THE COMPANY

11.19. The Company's audit organisation shall examine the financial and economic activities of the Company in accordance with Russian Federation regulations and the terms specified in the relevant agreement with the Company.

11.20. The Company's audit organisation shall be approved by the General Shareholder Meeting. The Board of Directors shall determine the remuneration of the audit organisation. The Company may engage one or two audit organisations to conduct separate audits of the accounting and financial statements.

11.21. Following each audit of the Company's financial and economic activities, the audit organisation shall prepare a report to be submitted to the Board of Directors during the approval process of the Company's annual report for the relevant reporting period.

INTERNAL AUDIT DIRECTORATE

11.22. The Internal Audit Directorate was established as a functional subdivision to assess the reliability and effectiveness of risk management and internal control within the Company.

11.23. The Board of Directors shall approve internal documents governing the Company's policy on the organisation and performance of internal audit. The Director for Internal Audit, being the officer responsible for organising and performing internal audit, shall be appointed to and removed from their position by the Board of Directors.

12. ACCOUNTING AND REPORTING

12.1. The reporting year in the Company shall run from 1 January to 31 December of each calendar year.

12.2. The Company shall maintain accounting records and prepare financial statements in accordance with the Federal Law "On joint stock companies", the Federal Law "On accounting records", the Federal Law "On consolidated financial statements", and other regulations of the Russia Federation.

12.3. In accordance with the Federal Law "On joint stock companies", this Charter and other regulations of the Russian Federation, the Chief Executive Officer shall be responsible for the development, status and reliability of accounting records, for timely submission of financial statements to relevant authorities, and for timely submission of information about the Company to its shareholders, creditors and the mass media.

12.4. The Revision Commission shall verify the reliability and accuracy of information contained in the Company's annual report and annual financial statements.

12.5. The Company's annual financial statements shall be submitted to the Board of Directors together with a report of the Revision Commission and a report of an audit organisation, which must not have any ownership interest in the Company or its shareholders.

12.6. The Company's annual report must be approved by the Board of Directors at least 30 (thirty) days prior to the date of the annual meeting of the General Shareholder Meeting, subject to applicable legal requirements.

13. REORGANISATION AND LIQUIDATION

13.1. The Company may be reorganised as provided for by the Civil Code of the Russian Federation, the Federal Law "On joint stock companies", and other federal laws.

13.2. The Company shall be considered reorganised (except in case of a merger) upon state registration of the newly created legal entities.

Should the Company be reorganised by consolidating another entity, the Company shall be considered reorganised once the entry of a record of termination of all activities of the merged entity is made in the Unified State Register of Legal Entities.

13.3. The Company may be liquidated:

- voluntarily, as per the procedure specified by the Civil Code of the Russian Federation, the Federal Law "On joint stock companies", and this Charter;
- by court order in circumstances specified by the Civil Code of the Russian Federation.

Liquidation shall result in the Company's termination without succession of rights or obligations to any third-party legal successors.

13.4. The liquidation process shall be considered complete and the Company dissolved upon entry of the relevant record in the Unified State Register of Legal Entities by the competent state authority.

13.5. In cases involving changes to the Company's functions or ownership structure, liquidation (dissolution), or discontinuation of handling of classified information (state secrets), the Company shall implement appropriate measures to protect such information and its storage media.