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Approved
By the Board of Directors of the
Open Joint Stock Company "Uralkali"
Minutes N
282 dated 23.10.2013

REGULATIONS ON THE CORPORATE SECRETARY

Open Joint Stock Company "Uralkali"

Berezniki, 2013

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1. General provisions

1.1. The Corporate Secretary is an officer of the company who ensures compliance with the legislation, the charter and internal documents of the company which guarantee the rights and lawful interests of the shareholders of the company.

1.2. The Corporate Secretary of OJSC "Uralkali" (*Company*) is appointed for the purpose of compliance with the following procedures:

- Procedure of preparation and organization of the general shareholder meeting;
- Activities of the Board of Directors;
- Interaction between executive directors and members of the Board of Directors;
- Interaction between shareholders and members of the Board of Directors.

1.3. The Corporate Secretary must rely on the provisions of the Russian law and other applicable legislations, mandatory requirements imposed on the Company due to its market position, internal documents of the Company, recommendations of the Code of Corporate Governance (Conduct) of the Russian Federation and the best corporate governance practices.

1.4. In order to ensure independence of the Corporate Secretary, the Corporate Secretary of the Company must not hold other posts in the Company with the exception of the duties of the Secretary of the Board of Directors and the duties assigned to the Corporate Secretary by the Board of Directors in compliance with the provisions of the applicable legislation or other mandatory requirements.

2. Corporate Secretary candidature requirements

The person appointed as Corporate Secretary must satisfy the following requirements:

- Higher education (university degree);
- Minimum 2 years experience in the sphere of corporate governance;
- Knowledge of corporate legislation, legislation on the securities market, rules of information disclosure, provisions on insider information, mandatory requirements imposed on public companies;
- Ability to organize productive interaction of the parties involved in corporate relations, including the Company's employees, management, the Board of Directors and other persons;
- Knowledge of best international corporate governance practices;
- Absence of a criminal record or administrative disqualifications in compliance with the Administrative Code of the Russian Federation.

3. Procedure of appointment and termination of the Corporate Secretary

3.1. The Corporate Secretary is appointed and terminated by the Board of Directors upon the recommendation of the Chairman of the Board of Directors.

3.2. A labor contract shall be executed between the Company and the person appointed as Corporate Secretary. The key terms and conditions of this contract shall be determined by the Board of Directors of the Company.

4. Accountability of the Corporate Secretary and procedure of their interaction with executive bodies and departments of the company

4.1. The Corporate Secretary of the Company is accountable to the Board of Directors of the Company.

4.2. The Corporate Secretary interacts with all executive bodies of the Company, structural subdivisions, management and employees of the Company to the extent that may be necessary in order for the Corporate Secretary to properly perform his/her functions.

5. Functions of the Corporate Secretary:

The Corporate Secretary has the following functions:

5.1. Ensuring preparation and organization of the general shareholder meeting in compliance with the requirements of the Russian legislation, the Charter and other internal documents of the Company, including:

- Ensuring proper preparation and organization of the general shareholder meeting in compliance with the requirements of the legislation, the Charter and other internal documents of the Company and based on the Company's decision to convoke a general meeting;

- Ensuring proper notification of the persons entitled to participate in the general shareholder meeting of an upcoming general meeting, preparation and mailing of voting ballots, notification of the members of the Board of Directors of an upcoming general shareholders meeting, notification of the General Director (CEO) (managing organization, manager), members of the Management Board, members of the Revision Commission and the auditor of the Company;
- Preparation of materials which must be provided to the general shareholders meeting, responses to the questions of the shareholders related to the procedure of the general meetings, settlement of conflicts which may arise during preparation and organization of the general shareholder meeting.

5.2. Ensuring timely review of shareholder requests by the relevant bodies and departments of the Company in cases when such requests are received by the Corporate Secretary, including:
- Timely submission of shareholders' requests to the relevant department of the Company;
- Notification of the shareholder of the decision made with respect to their request in compliance with the terms and procedure established by the relevant internal documents of the Company.

5.3. Ensuring proper preparation and organization of the meetings of the Board of Directors and Board Committees in compliance with the requirements of the Russian legislation, the Charter and other internal documents of the Company, including:
- Organization of cooperation and productive interaction between Board members and the General Director (CEO) and other executive directors of the Company during preparation for Board meetings;
- Preparation of work plans for the Board of Directors and Board Committees;
- Provision of information, which is known to the Corporate Secretary and which is subject to disclosure, to the persons responsible for information disclosure in compliance with the requirements of the current Russian legislation and the applicable requirements of UK law in compliance with the required terms and procedures;
- Ensuring compliance with the procedure of Board meetings held in presentia and in absentia.

5.4. Provision of support to the members of the Board of Directors, including:
- Explanation and clarification of the requirements of the Russian legislation, the Charter and other internal documents of the Company related to procedural issues relevant to preparation and organization of general shareholders meetings, meetings of the Board of Directors;
- Provision of organizational support to the Board of Directors;
- Provision of necessary comments on issues put on the meeting agenda of the Board of Directors and (or) Board Committees;
- Organization of meetings between Board members, shareholders and management, ensuring effective interaction between the indicated parties.

5.5. Monitoring and implementation of best corporate governance practices and participation in preparation of the Company's public reports, including:
- Analysis of best corporate governance practices, discussion of the relevance and possibility of implementation of best practices in the Company with Board members, the General Director and executive directors of the Company;
- Participation in preparation of documents related to corporate governance;
- Disclosure of information related to the Company's corporate governance in the public reports of the Company, participation in the process of approval of disclosure notices related to corporate governance.

5.6. Ensuring cooperation and liaisoning with regulatory authorities, securities market operators, the registrar and other professional participants of the securities market within the mandate of the Corporate Secretary.

5.7. The Corporate Secretary shall also perform other functions in compliance with the requirements of the applicable legislation and the internal documents of the Company.

6. Rights and duties of the Corporate Secretary

6.1. In order to properly perform the functions assigned to the Corporate Secretary, the Corporate Secretary has the right to:
- Request information and materials which may be required by the Corporate Secretary from any officers and departments of the Company;

- Initiate development of internal documents and/or implementation of certain control procedures aimed at ensuring compliance of the Company with applicable corporate governance requirements;
- Inform the Chairman of the Board of Directors, the General Director and executive directors of the Company of any facts/events which hinder compliance with the required procedures which must be ensured by the Corporate Secretary.

6.2. The Corporate Secretary must:

- Abide by the requirements of the applicable legislation and internal documents of the Company;
- Present a formal report on the results of the Corporate Secretary's work to the Board of Directors at least twice a year;
- Promptly respond to the queries and requests of the Board of Directors, the management, shareholders and other stakeholders of the Company regarding the issues which fall within the area of responsibility of the Corporate Secretary;
- Ensure compliance with the terms and procedure of provision of materials for Board meetings in compliance with the requirements of the legislation and internal documents of the Company;
- Be objective and independent in their work; take necessary action in order to settle corporate conflicts.

7. Terms and procedure of payment of remuneration of the Corporate Secretary

7.1. The terms of remuneration of the Corporate Secretary are established by the Board of Directors and indicated in the labor contract which is executed with the Corporate Secretary.

7.2. Remuneration must be paid to the Corporate Secretary in compliance with the terms established in the Company with regard to salary payment.

7.3. The amount of the annual bonus of the Corporate Secretary is determined by the Board of Directors based on a recommendation of the Appointments and Remuneration Committee in accordance with the results of the annual performance evaluation of the Corporate Secretary.

8. Liability of the Corporate Secretary

8.1. The Corporate Secretary is liable for violation of the requirements imposed by the current legislation including liability for discourse of proprietary information of the Company.

8.3. The Corporate Secretary of the Company is an insider of the Company and bears liability for non-compliance with the requirements of the law related to insider information and the duties of corporate insiders.

9. Final provisions

9.1. These Regulations are approved by the Board of Directors of the Company. No addenda or amendments may be made to these Regulations without Board approval.

9.2. These Regulations take effect on the date of their approval by the Board of Directors of the Company.