

**Corporate Action Notice**  
**Decisions taken by the issuer's board of directors**

<b>1. General information</b>	
1.1. Full trademark name of the issuer	<i>Public Joint Stock Company Uralkali</i>
1.2. Abbreviated trademark name of the issuer	<i>PJSC Uralkali</i>
1.3. Issuer's address	<i>Russian Federation, 618426, Perm Region, Berezniki, Pyatiletki Street, 63</i>
1.4. Issuer's MSRN	<i>1025901702188</i>
1.5. Issuer's TIN	<i>5911029807</i>
1.6. Issuer's unique code assigned by the registration authority	<i>00296-A</i>
1.7. Address of the webpage utilized by the issuer for information disclosure	<i>1. <a href="http://www.uralkali.com">http://www.uralkali.com</a> 2. <a href="http://www.e-disclosure.ru/portal/company.aspx?id=1233">http://www.e-disclosure.ru/portal/company.aspx?id=1233</a></i>
<b>2. Notice</b>	
<p>2.1. Quorum of the issuer's board of directors – <i>8 of 9 elected members of the Board of Directors took part in the meeting. 7 of 9 elected members of the Board of Directors were present. Accordingly, the board of directors had quorum as more than a half of the elected members of the Board were present.</i></p> <p>Voting results:</p> <ul style="list-style-type: none"> <li>- <i>The decisions concerning items 1-11 of the agenda of the meeting were passed unanimously by all Board members taking part in the meeting, with the exception of the decisions concerning p. 6.2 (item 6), 7.2 (item 7), 10.2 (item 10) which were passed by the majority vote of the members of the Board of Directors present at the meeting;;</i></li> <li>- <i>The decisions concerning items 4-6 were passed by the majority vote of the members of the Board taking part in the meeting;</i></li> <li>- <i>The decision concerning item 12 was passed by the majority vote of the independent Board members with no stake in the indicated transactions.</i></li> </ul> <p>2.2. Decisions of the issuer's board of directors -</p> <p><b>ITEM 1. Results of the tender offer to purchase shares and global depository receipts of PJSC Uralkali</b></p> <p>Resolution:</p> <p>To note the information regarding the results of the tender offer to purchase shares and global depository receipts of PJSC Uralkali.</p> <p><b>ITEM 2. Changes in the organizational structure of PJSC Uralkali</b></p> <p>Resolution:</p> <p>As of 01 November:</p> <ol style="list-style-type: none"> <li>1. To abolish the functional subdivision – Sales and Marketing Directorate;</li> <li>2. To create a functional subdivision – Domestic Sales Directorate, whereby the head of the functional subdivision will be a direct subordinate of the General Director of the Company.</li> </ol> <p><b>ITEM 3. Approval of the appointment of heads of functional subdivisions – direct subordinates of the General Director of PJSC Uralkali</b></p> <p>Resolution:</p> <p>As of 23 October 2015:</p> <ul style="list-style-type: none"> <li>– To approve the appointment of Mr. Nikolai Ivanov as Director for Internal Audit of PJSC Uralkali;</li> </ul> <p>As of 01 November 2015:</p> <ul style="list-style-type: none"> <li>– To approve the appointment of Mr. Alexei Strakhov as Domestic Sales Director of PJSC Uralkali.</li> </ul> <p><b>ITEM 4. Management Board of PJSC Uralkali</b></p> <p>Resolution:</p> <p>4.1. Pursuant to p. 9 Article 65 of the Federal Law “On Joint Stock Companies” and p. 9.3 (13) and p. 10.5 of the Charter of the Company to relieve the following members of the Management Board of PJSC Uralkali of their duties pre-term:</p> <ul style="list-style-type: none"> <li>– Nikolai Morozov as of 22 October 2015,</li> <li>– Oleg Petrov as of 31 October 2015.</li> </ul> <p>4.2. Pursuant to sp.9 p. 1 article 65 of the Federal Law “On Joint Stock Companies” and p. 9.3 (13) and 10.7 of the Charter of the Company, to elect Mr. Nikolai Ivanov to the Management Board of PJSC Uralkali as of 23 October 2015.</p> <p>4.3. To determine that as of 01 November 2015 the Management Board of PJSC Uralkali shall have 9 (nine) members.</p>	

## **ITEM 5. Participation in commercial organizations**

Resolution:

5.1.

1. To approve the change of the number of common registered uncertificated shares of Joint Stock Company Uralkali Technologiya (hereinafter **JSC Uralkali-Technologiya**) (MSRN 1055904534322) belonging to the Company by acquiring common registered uncertificated shares of the additional issuance (hereinafter the **Shares**) under the Share placement agreement (agreements).
2. To approve the following terms and conditions as principal terms and conditions of the Share placement:
  - 1) Issuer – JSC Uralkali-Technologiya
  - 2) Number of Shares place – no more than 31 060 286 shares
  - 3) Face value of each Share – 100 rubles each
  - 4) Type of placement – private subscription
  - 5) Price of Share placement – 7,083 rubles per 1 (one) Share
  - 6) Form of payment for the placed Shares – cash in Russian rubles with the option of setting off receivables from JSC Uralkali-Technologiya
  - 7) Potential buyers of the Shares: Public Joint Stock Company Uralkali (PJSC Uralkali), MSRN 1025901702188.

Parties to the Share placement agreement (agreements): Company (Buyer); JSC Uralkali-Technologiya (Issuer).

Subject matter of the Share placement agreement (agreements): The Issuer shall transfer to the Buyer common registered uncertificated shares of JSC Uralkali-Technologiya by offering them in a private share placement at the face value of 100 rubles each, and the Buyer undertakes to accept and pay for the Shares in cash or by fully or partially setting off receivables from the Issuer.

Total value of acquired Shares – no more than 220,000,005,738 rubles (inclusive).

Number of common registered uncertificated shares of JSC Uralkali-Technologiya belonging to PJSC Uralkali prior to the transaction: 20 358 952 shares.

Number of common registered uncertificated shares of JSC Uralkali-Technologiya belonging to PJSC Uralkali after the transaction: no more than 51 419 238 shares (inclusive)

Purpose of Share acquisition: provision of financing to JSC Uralkali-Technologiya to purchase securities of PJSC Uralkali and to finance the operations of the company which is part of the same group as PJSC Uralkali.

5.2. To terminate the participation of PJSC Uralkali in JSC Registrar Intrako by selling the shares of JSC Registrar Intrako belonging to PJSC Uralkali - 3 023 946 shares or 33.75% of the charter capital of JSC Registrar Intrako, at a price not lower than the price determined by an independent appraiser.

5.3. To terminate the participation of PJSC Uralkali in LLC Media-Sphere by withdrawing as a participant from LLC Media-Sphere.

5.4. To terminate the participation of PJSC Uralkali in CJSC Solikamsk Construction Trust by adopting the decision to liquidate CJSC Solikamsk Construction Trust.

## **ITEM 6. Determination of the price of property (services) which may be acquired (transferred) as a result of major interested party transactions (series of interrelated transactions) of PJSC Uralkali**

Resolution:

6.1. The price of the property (services) which may be acquired (transferred) as a result of a major interested-party transaction between PJSC Uralkali and JSC Uralkali-Technologiya, whereby no more than 31 060 286 common shares of JSC Uralkali-Technologiya for a total amount of up to 220,000,005,738 rubles at the price of 7,083 (seven thousand eighty-three) rubles per share will be purchased within the framework of an additional issuance of common shares of JSC Uralkali-Technologiya, which is related to a major transaction – sale and purchase agreement № 8696/2015 dated 11.08.2015 – between PJSC Uralkali and JSC Uralkali-Technologiya whereby PJSC Uralkali purchases 20 358 852 common shares of JSC Uralkali-Technologiya place by JSC Uralkali-Technologiya within the framework of an additional issuance of common shares at the price of 7,130 (seven thousand one hundred and three) rubles per common share for a total amount of 145,158,614,760 rubles approved by the resolution of the extraordinary general shareholders meeting of PJSC Uralkali (Minutes # 46 dated 10.08.2015), is based on the market price of the property and is more than 50% (fifty percent) of the balance-sheet value of the assets of the Company according to its RAS accounting statements as of the last reporting date.

6.2. The price of the property (services) which may be acquired (transferred) as a result of a major interested-party transaction (series of interrelated transactions) - *Indemnity Deed* – between PJSC Uralkali and Barclays Bank PLC and VTB Capital plc (hereinafter the Banks) approved by the Board of Directors on 24 August 2015 and executed on 25 August 2015, including the *First Deed of Amendment*, approved by the Board of Directors on 24 September 2015 and

executed on 25 September 2015 between PJSC Uralkali and the Banks, and the *Second Deed of Amendment to the Indemnity Deed*, which are to be executed between PJSC Uralkali and the Banks and which are related to the following transactions:

- Services agreements between the Company and each of the Banks whereby the Banks render financial consulting services to the Company in connection with the tender offer to purchase the securities of the Company approved by the Board of Directors on 24 August 2015 and to render securities appraisal services to the Board of Directors of the Company (hereinafter Service Agreements);
- Surety agreement between the Company as Guarantor and Joint Stock Company VTBC Capital (VTBC) as Creditor, whereby the Company guarantees the obligations of Joint Stock Company Uralkali-Technologiya (UKT) under a REPO transaction (transactions) between UKT and VTBC in compliance with the Model Terms of REPO agreements in the Russian financial market (2<sup>nd</sup> edition) approved by the Council of the Self-Regulating Organization National Securities Market Association on 23 November 2012 (Minutes # 12) and approved by the FCSM of Russia (Decision of 09 April 2013) (hereinafter the Model Terms), the Master Agreement on the general terms and conditions of REPO Agreements on the securities market dated 17 September 2015 (Master Agreement) between UKT as Party B and VTBC as Party A and REPO Agreements executed on the basis of the Model Terms and the Master Agreement between UKT as Party B and VTBC as Party A, including the REPO Agreement dated 17 September 2015 (with amendments in compliance with the letter dated 23 September 2015), whereby the amount of the purchase is 800,000,000 (eight hundred million) US dollars (without interest or other payments under the REPO Agreement), in relation to common shares of the Company (hereinafter the Surety Agreement). Pursuant to the Surety Agreement, the Company acts as Guarantor to VTBC for all cash obligations under the REPO Agreement (agreements) in the same amount as UKT, including the obligation to pay interest, compensate litigation expenses incurred in relation to debt recovery and recovery of other losses of VTBC in connection with UKT's failure to comply or UKT's improper compliance with its obligations. The maximum amount of guaranteed obligations is up to 1,020,000,000 US dollars; and
- Loan Agreement between the Company as Lender and Enterpro Services Limited as Borrower for a total amount of up to 709,000,000 (seven hundred and nine million) US dollars including loan interest and other fees and commissions payable,

is based on the market price of the property and is more than 50% (fifty percent) of the balance-sheet value of the assets of the Company according to its RAS accounting statements as of the last reporting date.

6.3. The price of the property (services) which may be acquired (transferred) as a result of a major interested-party transaction (series of interrelated transactions) – Additional Agreements and Annexes (where the range (type, brand), quantity and price of goods in each shipment, the term of delivery and the procedure of delivery in compliance with each applicable condition of supply (FOB, DAF, CPT or other) and other supply terms and conditions are indicated) to the framework supply agreements for the supply of potash fertilizers executed between PJSC Uralkali (Supplier) and LLC Uralkali Trading (Latvia) (Buyer) on 25 September 2015 in the course of normal business, whereby the Supplier may supply up to 11 400 000 metric tons of product for a total amount of up to 215,000,000,000 rubles, is based on the market price of the property and is more than 2%, but less than 50% of the balance-sheet value of assets of PJSC Uralkali in accordance with its RAS accounting statements as of the last reporting date.

6.4. The price of the property (services) which may be acquired (transferred) as a result of a major transaction (series of interrelated transactions) for the raising of finance from PJSC Sberbank by PJSC Uralkali pursuant to the Non-Revolving Credit Facility Agreement N 8-NKL dated 01.07.2013 between OJSC Uralkali and OJSC Sberbank of Russia (hereinafter Agreement N 8-NKL), the Non-Revolving Credit Facility Agreement N5674-NKL dated 19.12.2013 between OJSC Uralkali and OJSC Sberbank of Russia (hereinafter Agreement N5674-NKL) and the Non-Revolving Credit Facility Agreement N 29-NKL dated 15.09.2011 between OJSC Uralkali and OJSC Sberbank of Russia (hereinafter Agreement N29-NKL) is determined in accordance with the limit under the Agreement N 8-NKL (400,000,000 US dollars), including the Additional Agreement N 1 dated 09.10.2013, Additional Agreement N2 dated 26.12.2014 and Additional Agreement N 3 dated 16 October 2015, the limit under the Agreement N 29-NKL (9,000,000,000 rubles), including the Additional Agreement N 1 dated 03.02.2012, Additional Agreement N 2 dated 29.03.2013, Additional Agreement N 3 dated 20.09.2013, Additional Agreement N 4 dated 09.10.2013, Additional Agreement N 5 dated 25.11.2013, Additional Agreement N 6 dated 20.06.2014, Additional Agreement N 7 dated 26.12.2014, Additional Agreement N 8 dated 16.10.015 and the limit under the Agreement N 5674-NKL (2,000,000,000 US dollars), including the Additional Agreement N 1 dated 24.12.2014 and Additional Agreement N 2 dated 16 October 2015, and is more than 25% (twenty-five percent), but less than 50% (fifty percent) of the balance-sheet value of the assets of PJSC Uralkali according to its RAS accounting statements as of the last reporting date.

**ITEM 7. Submission of major interested-party transactions (series of interrelated transactions) for approval by the extraordinary general shareholders meeting of PJSC Uralkali and proposal to the extraordinary general**

**shareholders meeting of PJSC Uralkali to approve the indicated transactions (series of interrelated transactions)**

Resolution:

7.1. To submit for review by the extraordinary general shareholders meeting of PJSC Uralkali a major interested-party transaction (series of interrelated transactions), whereby PJSC Uralkali shall purchase no more than 31 060 286 common shares of JSC Uralkali-Technologiya for a total amount of up to 220,000,005,738 rubles, at a price of 7,083 (seven thousand eighty-three) rubles per share within the framework of an additional issuance of common shares of JSC Uralkali-Technologiya – sale and purchase agreement # 8696/2015 dated 11.08.2015 – between PJSC Uralkali and JSC Uralkali-Technologiya, whereby PJSC Uralkali shall purchase 20 358 852 common shares of JSC Uralkali-Technologiya, placed by JSC Uralkali-Technologiya within the framework of the additional issuance of common shares at the price of 7,130 (seven thousand one hundred and thirty) rubles per common share, for a total amount of 145,158,614,760 rubles, which was approved by the decision of the extraordinary general shareholders meeting of PJSC Uralkali (Minutes # 46 dated 10.08.2015), and to propose to the extraordinary general shareholders meeting of PJSC Uralkali to approve the indicated transaction (series of interrelated transactions).

7.2. To submit for review of the extraordinary general shareholders meeting of PJSC Uralkali a major interested-party transaction (series of interrelated transactions) - *Indemnity Deed* – between PJSC Uralkali and Barclays Bank PLC and VTB Capital plc (hereinafter the Banks) approved by the Board of Directors on 24 August 2015, including the *First Deed of Amendment*, approved by the Board of Directors on 24 September 2015 and executed on 25 September 2015 between PJSC Uralkali and the Banks, and the *Second Deed of Amendment* to the *Indemnity Deed*, which are to be executed between PJSC Uralkali and the Banks and which are related to the following transactions:

- Services agreements between the Company and each of the Banks whereby the Banks render financial consulting services to the Company in connection with the tender offer to purchase the securities of the Company approved by the Board of Directors on 24 August 2015 and to render securities appraisal services to the Board of Directors of the Company (hereinafter Service Agreements);
- Surety agreement executed between the Company as Guarantor and Joint Stock Company VTB Capital (VTBC) as Creditor on 28 September 2015, whereby the Company guarantees the obligations of Joint Stock Company Uralkali-Technologiya (UKT) under a REPO transaction (transactions) between UKT and VTBC in compliance with the Model Terms of REPO agreements in the Russian financial market (2<sup>nd</sup> edition) approved by the Council of the Self-Regulating Organization National Securities Market Association on 23 November 2012 (Minutes # 12) and approved by the FCSM of Russia (Decision of 09 April 2013) (hereinafter the Model Terms), the Master Agreement on the general terms and conditions of REPO Agreements on the securities market dated 17 September 2015 (Master Agreement) between UKT as Party B and VTBC as Party A and REPO Agreements executed on the basis of the Model Terms and the Master Agreement between UKT as Party B and VTBC as Party A, including the REPO Agreement dated 17 September 2015 (with amendments in compliance with the letter dated 23 September 2015), whereby the amount of the purchase is 800,000,000 (eight hundred million) US dollars (without interest or other payments under the REPO Agreement), in relation to common shares of the Company (hereinafter the Surety Agreement). Pursuant to the Surety Agreement, the Company acts as Guarantor to VTBC for all cash obligations under the REPO Agreement (agreements) in the same amount as UKT, including the obligation to pay interest, compensate litigation expenses incurred in relation to debt recovery and recovery of other losses of VTBC in connection with UKT's failure to comply or UKT's improper compliance with its obligations. The maximum amount of guaranteed obligations is up to 1,020,000,000 US dollars; and
- Loan Agreement executed on 28 September 2015 between the Company as Lender and Enterpro Services Limited as Borrower for a total amount of up to 709,000,000 (seven hundred and nine million) US dollars including loan interest and other fees and commissions payable,

and to propose to the extraordinary general shareholders meeting of PJSC Uralkali to approve the indicated transaction (series of interrelated transactions).

7.3. To submit for review by the extraordinary general shareholders meeting of PJSC Uralkali a major interested-party transaction (series of interrelated transactions) – Additional Agreements and Annexes (where the range (type, brand), quantity and price of goods in each shipment, the term of delivery and the procedure of delivery in compliance with each applicable condition of supply (FOB, DAF, CPT or other) and other supply terms and conditions are indicated) to the framework supply agreements for the supply of potash fertilizers executed between PJSC Uralkali (Supplier) and LLC Uralkali Trading (Latvia) (Buyer) on 25 September 2015 in the course of normal business, whereby the Supplier may supply up to 11 400 000 metric tons of product for a total amount of up to 215,000,000,000 rubles, and to propose to the extraordinary general shareholders meeting of PJSC Uralkali to approve the indicated transaction (series of interrelated transactions).

7.4. Pursuant to p. 2 paragraph 2 Article 79 of the Federal Law “On Joint Stock Companies” N 208-FZ dated 26.12.1995, to submit for review by the extraordinary general shareholders meeting of PJSC Uralkali a major transaction (series of interrelated transactions) -- amendments to the terms of a major transaction (series of interrelated transactions) related to the raising of finance by PJSC Uralkali from PJSC Sberbank, in compliance with the Additional Agreement N 3 dated 16 October 2014 to the Non-Revolving Credit Facility Agreement N 8-NKL, Additional Agreement N2 dated 16 October

2015 to the Non-Revolving Credit Facility Agreement N 5674-NKL and Additional Agreement N 8 dated 16 October 2015 to the Non-Revolving Credit Facility Agreement N 29-NKL – in accordance with the terms and conditions described in Annex 7 to these Minutes, and to propose to the extraordinary general shareholders meeting of PJSC Uralkali to approve the indicated major transaction (series of interrelated transactions).

**ITEM 8. Determination of the price of buyback of shares of PJSC Uralkali from shareholders owners of voting shares of PJSC Uralkali who are entitled to claim buyback of all or a portion of their shares**

Resolution:

Based on the market price of one common registered uncertificated share of PJSC Uralkali (PJSC Uralkali, Company) determined by an independent appraiser – LLC LAIR (Evaluation Report # A-20519/15 dated 20 October 2015), to determine the price of one common registered uncertificated share as 158 rubles 63 kopeks per one common uncertificated share of the Company for the purpose of buyback by the Company in compliance with Article 75 of the Federal Law “On Joint Stock Companies” from the shareholders of the Company in cases when the Company’s shareholders are entitled to have their shares repurchased by the Company in cases when such shareholders have voted against the decisions on parts 1 and 2 of item 2 and item 3 of the agenda of the extraordinary general shareholders meeting on 9 December 2015 or have not taken part in voting on these matters.

**ITEM 9. Approval of the conditions and procedure of buyback of shares of PJSC Uralkali from shareholders owners of voting shares of PJSC Uralkali who are entitled to claim buyback of all or a portion of their shares**

Resolution:

Pursuant to Article 76 of the Federal Law “On Joint Stock Companies”, to approve the following procedure of submitting buyback claims to the Company by shareholders:

1. If the decisions regarding parts 1 and 2 of item 2 and item 3 of the agenda of the extraordinary general shareholders meeting of the Company on 9 December 2015 are passed by the extraordinary general shareholders meeting, shareholders – owners of voting shares of the Company – who voted against the indicated decisions or who have not taken part in voting on these matters, are entitled to submit buyback claims to the Company with regard to all or a portion of the shares belonging to them.
2. The list of shareholders entitled to have their shares repurchased by the Company is compiled on the basis of the information contained in the shareholder register of the Company on 6 November 2015.
3. The shares shall be repurchased by the Company at the price of 158 rubles 63 kopeks per one common uncertificated share of the Company. The price has been determined by the Board of Directors of the Company based on the market value of one common uncertificated share of the Company determined by an independent appraiser who was asked to evaluate the value of one registered uncertificated share of the Company without considering any changes in the price as a result of actions of the Company which resulted in the occurrence of the right to claim buyback.
4. Written buyback claims (which must contain the surname, name and patronymic name (full trademark name), passport information (information about registration), place of residency (location), contact telephone number of the shareholders, the number of shares submitted by the shareholder for buyback and the method of payment (bank transfer or mail order), banking details (in case of bank transfer)) must be sent to Joint Stock Company Independent Registrar Company, Moscow, Ivana Franco Street, 8; or the Perm Office of New Registrar Company, 614000, Perm, Monastyrskaya Street, 61, office 524

The signature of the Company’s shareholder – individual (the same applies to the signature of their representative) on the written buyback claim and/or on the claim withdrawal form must be certified by a notary or the registrar of the Company. Claims submitted on behalf of a shareholder-legal entity must be signed by an authorized representative of the legal entity and bear the corporate seal of the indicated legal entity.

5. Buyback claims must be submitted not later than 45 days after the date when the extraordinary general shareholders meeting has passed the decisions regarding parts 1 and 2 of item 2 and item 3 of the agenda of the extraordinary general shareholders meeting of the Company. During this period of time (45 days), shareholders can withdraw previously filed buyback claims in accordance with the same procedure which applies to claim submission.

Pursuant to the agreement with Joint Stock Company Independent Registrar Company, the registrar will accept buyback claims and withdrawals on behalf of the Company in compliance with Articles 75 and 76 of the Federal Law “On Joint Stock Companies”.

6. Upon expiration of the indicated 45-day period, the Company must repurchase the shares submitted for buyback within 30 days in accordance with the applicable procedure.

7. The Board of Directors shall approve the report on the results of submission of buyback claims by the shareholders of the Company not later than within 50 days of the date of the indicated decision of the extraordinary general shareholders meeting of the Company.

8. Pursuant to Article 76 of the Federal Law “On Joint Stock Companies”, the total amount of funds appropriated by the Company for share buyback cannot exceed 10% of the value of the net assets of the Company as of the date when the general shareholders meeting of the Company adopts decisions regarding items 2 and 3 of the agenda of the extraordinary general shareholders meeting of the Company. If the total number of shares submitted for buyback exceeds the number of

shares which can be bought back in compliance with the limitation indicated above, shares will be repurchased from shareholders in proportion to their claims using mathematical rounding rules, whereby whole numbers (whole shares) are not changed if the first digit following the number being rounded is from 0 to 4 and is increased by 1, if the next digit is from 5 to 9. Fractions of shares are not accepted for buyback.

9. For information regarding share buyback shareholders can contact the Corporate Department at: PJSC Uralkali, Russian Federation, 618426, Perm Region, Berezniki, Pyatiletki Street, 63, administrative building 1, office 104 (closed on Saturdays, Sundays and holidays). Contact telephone numbers: (3424) 29-62-66, (3424) 29-66-56.

10. To insert information regarding the right to claim buyback into the text of the announcement of convocation of an extraordinary general shareholders meeting of the Company to be published in the periodical Rossiyskaya Gazeta (founded by the Government of the Russian Federation, registration number 302), and on the website of the Company at: [www.uralkali.com](http://www.uralkali.com)

**ITEM 10. Preparation of recommendations for the extraordinary general shareholders meeting of PJSC Uralkali regarding certain agenda items**

Resolution:

10.1. To recommend approval of the new version of the Charter of PJSC Uralkali (attached) by the extraordinary general shareholders meeting of PJSC Uralkali.

10.2. To recommend approval of the new version of the Regulations on Remuneration and Reimbursement of the Members of the Boards of Directors of PJSC Uralkali (attached) by the extraordinary general shareholders meeting of PJSC Uralkali.

**ITEM 11. Convocation of an extraordinary general shareholders meeting of PJSC Uralkali and setting its agenda**

Resolution:

11.1.

1. To convene an extraordinary general shareholders meeting of PJSC Uralkali (PJSC Uralkali, Company) in the form of absentee voting (EGM).

2. To set 6 November 2015 as the date of compilation of the list of persons entitled to participate in the EGM (record date).

3. To determine the following procedure of notification of the Company's shareholders of EGM convocation: to publish an announcement in the periodical Rossiyskaya Gazeta (founded by the Government of the Russian Federation, registration number 302), and on the website of the Company at [www.uralkali.com](http://www.uralkali.com) not later than on 06 November 2015.

4. To approve the following list of materials (information) which must be provided to shareholders in preparation for the EGM:

- Draft resolutions of the EGM;
- Extract from the minutes of the meeting of the Board of Directors regarding a major interested-party transaction;
- Extract from the minutes of the meeting of the Board of Directors regarding a major transaction;
- Draft of the new version of the Charter of PJSC Uralkali;
- Draft of the new version of the Regulations on Remuneration and Reimbursement of the Members of the Board of Directors of PJSC Uralkali;
- Extract from the minutes of the meeting of the Board of Directors with a recommendation to approve the new versions of the Charter and Regulations on Remuneration and Reimbursement of the Members of the Board of Directors of PJSC Uralkali;
- Report of an independent appraiser (executive summary) regarding the market price of 1 common share of the Company for the purposes of buyback;
- Calculation of the value of net assets of the Company according to the accounting statements of the Company for 9M 2015;
- Extract from the minutes of the meeting of the Board of Directors of PJSC Uralkali regarding the determination of the price of share buyback indicating the price of share buyback.

To determine that the materials which must be provided to shareholders in preparation for the EGM can be perused by shareholders (and their copies can be provided to shareholders at a fee which does not exceed the cost of their production) starting from 16 November 2015 from 09:00 am until 05:00 pm local time at: Corporate Department, Russian Federation, Perm Region, Pyatiletki Street, 63, administrative building 1, office 104 (telephone numbers for enquiries: (3424) 29-66-56) and/or on the corporate website of the Company at: <http://www.uralkali.com>.

5. To determine that completed voting ballots must be received at the indicated address by 9 December 2015 (inclusive of this date).

11.2. To set the following agenda for the EGM:

1. Approval of a major transaction (series of interrelated transactions)
2. Approval of major interested-party transactions (interrelated transactions)
3. Approval of a new version of the Charter of PJSC Uralkali

4. Approval of a new version of the Regulations on Remuneration and Reimbursement of the Members of the Board of Directors of PJSC Uralkali

11.3.

1. To determine that instructions for the procedure of voting at the EGM will be enclosed with voting ballots will be sent to the persons entitled to participate in the EGM by registered mail or hand delivered.
2. To determine that voting ballots and instructions for voting at the EGM will be hand delivered or sent to the persons entitled to participate in the EGM by registered mail not later than on 18 November 2015.
3. To determine that completed voting ballots must be sent to the following addresses:
  - Public Joint Stock Company Uralkali, Russian Federation, 618426, Perm Region, Berezniki, 63, Pyatiletki Street; or
  - Joint Stock Company Independent Registrar Company, Russian Federation, 121108, Moscow, 8, Ivana Franko Street; or
  - Perm Office of Joint Stock Company Independent Registrar Company, Russian Federation, 614000, Perm Region, Perm, 61, Monastyrskaya Street, office 524
4. To approve the instructions for the procedure of voting at the EGM (attached).
5. To approve the draft resolutions of the EGM (attached).
6. To approve the form and text of voting ballots for the EGM (attached).
7. To approve the text of the announcement for the EGM (attached).
8. To appoint Mr. Dmitry Osipov as presiding chairperson of the EGM and Ms. Marina Shvetsova as Secretary of the EGM.
9. To appoint the following individuals to the organizational committee of the EGM in compliance with p. 8.16 of the Charter of the Company: K. Timofeeva, M. Shvetsova, Y. Lykosova, T. Pologova. To appoint Mr. Dmitry Osipov as Chair and Ms. Marina Shvetsova as Deputy Chair of the organizational committee of the EGM.

**ITEM 12. Interested-party transactions**

Resolution:

Contractor agreement (Section 1 Annex 5).

1. The price of the property (services) which may be acquired (transferred) as a result of an interested-party transaction with LLC SMT BSHSU described in Section 1 Annex 5 is based on the market price of the property and is less than 2% of the balance-sheet value of the assets of PJSC Uralkali as of the last reporting date.
2. To approve the interested-party transaction between PJSC Uralkali and LLC SMT BSHSU on the terms and conditions described in Section 1 Annex 5.
- 2.3. Date of the meeting of the issuer's board of directors where the indicated resolutions were adopted – **22 October 2015**
- 2.4. Date of compilation and number of the minutes of the meeting of the issuer's board of directors where the indicated resolutions were adopted – **22 October 2015; N 308**

**3. Signature**

3.1. Director for Legal and Corporate Affairs

PJSC Uralkali

\_\_\_\_\_ M. Shvetsova

(signature)

3.2. Date: 22 October 2015

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