

APPROVED

By Order of the General Director of 07.08.2014 No. 1001  
“On approval and implementation  
of the “Regulations on access to insider information  
of OJSC “Uralkali”, the rules of its confidentiality and control  
over compliance with Federal Law No. 224-FZ dated 27.07.2010”

**REGULATIONS**  
**On access to insider information of OJSC “Uralkali”, the rules of its confidentiality  
and control over compliance with Federal Law No. 224-FZ dated 27.07.2010**

Edition 4

Berezniki

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**PREAMBLE**

1. DEVELOPED by the Legal and Corporate Affairs Department of OJSC “Uralkali”.
2. IMPLEMENTED by Order of the General Director No. 1001 of 07.08.2014

TO REPLACE: The Regulations on access to insider information of OJSC “Uralkali”, rules of its confidentiality and control over compliance with Federal Law No. 224-FZ dated 27.07.2010, approved by Order of the General Director No. 1219 dated 25.09.2013

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## **1. Application of the Regulations**

- 1.1. These Regulations are implemented in order to comply with the requirements of the legislation of the Russian Federation, the United Kingdom and any other jurisdiction where securities of the Company trade, related to utilization of information in the securities market, prevention of market manipulation, protection of the rights and lawful interests of shareholders and investors conducting transactions involving the securities of the Company, establishment of the rights and obligations of the persons controlling the use of insider information of the Company, control and establishment of a procedure of access and the rules of protection of confidentiality of information from unlawful use.
- 1.2. These Regulations apply to all categories of employees of the divisions (structural subdivisions) of the Company with the exception of personnel involved in production – workers.

## **2. Legal references**

These Regulations refer to the following documents:

- Federal Law No. 224-FZ dated 27.07.2010 “On prevention of illegal use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation” as amended by the Federal Laws Nos. 200-FZ dated 11.07.2011, 327-FZ dated 21.11.2011, 145-FZ dated 28.07.2012, 249-FZ dated 23.07.2013 and 251-FZ dated 23.07.2013;
- Federal Law No. 208-FZ dated 26.12.1995 “On Joint Stock Companies”
- Order of the Federal Service for Financial Markets No. 13-51/pz-n dated 18.06.2013 “On approval of the Regulations concerning the procedure of notification of persons of their listing and
- de-listing as insiders, Regulations on the procedure for transfer of the lists of insiders to the operators of trade through which transactions involving financial instruments, foreign currency and (or) goods are conducted; Regulations on the procedure and terms of notifications of transactions concluded by insiders”;
- Order of the Federal Service for Financial Markets of 12.05.2011 No. 11-18/pz-n “On approval of the List of Information related to insider information of the persons indicated in Clauses 1-4, 11 and 12, Article 4 of the Federal Law “On prevention of illegal use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation”(as amended by the Orders of the FSFM of Russia No-s 12-2/pz-n dated 17.01.2012 and 12-9/pz-n dated 28.02.2012);

## **3. Terms and Definitions**

The following terms and definitions are used in these Regulations

<b>Regulations</b>	Regulations on access to insider information of OJSC “Uralkali”, rules of its confidentiality and control over compliance with the Federal Law No. 224-FZ dated 27.07.2010
<b>The Law</b>	Federal Law No. 224-FZ dated 27.07.2010 “On prevention of illegal use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation”
<b>Insider information</b>	(1) Precise and specific information which was not disclosed or distributed (including information which constitutes commercial, official or bank secret, secrecy of communication (postal money

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transfer forms) and other secrets protected under the law), which, if distributed or disclosed, may have a significant impact on the price of financial instruments, foreign currency and (or) goods and which pertains to the List of Insider Information provided in **Annex # 1** to these Regulations, or (2) to the extent not falling in the scope of (1), information which is precise, not generally available, relates directly or indirectly to the Company or its shares (or the global depository receipts evidencing such shares) and is price sensitive. In determining the price significance of information, an assessment must be made as to whether the information would be likely to be used by a reasonable investor as part of his investment decision

**Person having access to insider information (Insider)**

A person having access to insider information in compliance with the law, another legal act, internal document of the Company or in compliance with a contract with the Company.

The following are considered insiders of the Company:

- 1) members of the Board of Directors of the Company;
- 2) members of the Revision Commission of the Company;
- 3) General Director of the Company (sole executive body);
- 4) members of the Management Board of the Company (collegial executive body);
- 5) employees of the Company and other organizations with the right of access to insider information in accordance with their job description, labor or civil contract with the Company or another type of contract with the Company;
- 6) information agencies which disclose or quote the information provided by the Company;
- 7) persons who are involved in rating the Company or the securities of the Company;
- 8) the auditor (audit organizations) of the Company including their employees and persons providing services to the auditor of the Company in accordance with civil contracts who have the right of access to insider information in accordance with their job functions;
- 9) the appraiser (legal entities with whom the appraiser of the Company has a labor contract) of the Company including their employees and persons providing services to the appraiser in accordance with civil contracts and who have the right of access to insider information in accordance with their job functions;
- 10) persons who hold at least 25% of votes in the higher management body (General Meeting of Shareholders) of the

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Company, as well as persons who on the basis of their shareholdings in the charter capital of the Company have access to insider information under federal laws or foundation documents;

11) other natural persons and legal entities with access to insider information including those who temporarily perform the duties of the persons named above, professional participants of the securities market, insurance companies, legal, financial and other advisors, the depository and other persons.

<b>Transactions involving financial instruments, foreign currency and (or) goods (Operations)</b>	Conclusion of transactions and other actions aimed at acquisition, sale, other change of rights concerning finance instruments, foreign currency and/or goods; as well as actions connected with undertaking acceptance of the commission of such actions, including bidding and instructing.
<b>Trade Operator</b>	Stock, currency, goods exchange; other institution organizing trade in finance instruments, foreign currency and/or goods under the federal legislation
<b>Provision of information Dissemination of information</b>	<b>of</b> Actions aimed at obtaining information by a specific number of persons under the law on securities of the Russian Federation <b>of</b> Actions: a) Aimed at obtaining information by non-specific number of persons or information transfer to a non specific number of persons, including information disclosure under the RF law on securities; b) Connected with publication of the information in mass media - including electronic - in telecommunication networks where access is not limited to a specific number of persons (including the Internet); c) Connected with information dissemination through electronic, telecommunication networks where access is not limited to a specific number of persons (including the Internet).
<b>Goods</b>	Items (excluding securities) permitted for trade at operated bidding in the territory of the Russian Federation; or on which an application is filed for permission to trade.
<b>The following actions considered market manipulations:</b>	1) Intentional dissemination through mass media. including electronic, telecommunication networks where access is not limited to a specific number of persons (including the Internet), by any other means of broadcasting false data causing price, demand, supply or trade volume of a finance instrument, foreign currency and/or goods to deviate from a level or support materially different from that et which would have been formed without such date dissemination; 2) Operations in finance instruments, foreign currency

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and/or goods under a prior arrangement between bidders and/or their employees and/or persons on whose account or in whose interests the above operations are made, thus influencing price, demand, supply or trade volume of a finance instrument, foreign currency and/or goods to deviate from a level or support materially different from that which would have been formed without such data dissemination (for operations on bids addressed to all bidders, when information on bidders and on persons interested is not disclosed to other bidders);

- 3) Transactions where the parties' undertakings are performed on the account or in the interest of a single person causing price, demand, supply or trade volume of a finance instrument, foreign currency and/or goods to deviate from a level or support materially different from that which would have been formed without such data dissemination (for operations on bids addressed to all bidders, when information on bidders and on interested persons is not disclosed to other bidders);
- 4) Bidding on the account or in the interests of the one person when two or more opposite bids appear simultaneously with the purchase price higher or equal to the sale price of the finance instrument, foreign currency and/or goods, in case, when on the bids basis the operations are made causing price, demand, supply or trade volume of a finance instrument, foreign currency and/or goods to deviate from a level or support materially different from that which would have been formed without such data dissemination (for operations on bids addressed to all bidders, when information on bidders and on persons interested is not disclosed to other bidders);
- 5) During trading day, numerous transactions on the account or in the interests of one person on the basis of bids with the highest purchase price or the lowest sale price of finance instrument, foreign currency and/or goods, causing the price to deviate materially from the level that would have been formed without such transactions, with the purpose of furthering opposite transactions on the account or in the interests of the same or another person at such prices and following such actual opposite transactions;
- 6) During trading day, numerous transactions on the account or in the interest of one person with the purpose of misrepresentation regarding the price of finance instrument, foreign currency and/or goods, causing the price support at the level to be materially different from the level that would have been formed without such

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transactions;

7) Numerous failures to perform undertakings on the operations made without intention of its performance, regarding one and the same finance instrument, foreign currency and/or goods, causing price, demand, supply or trade volume of a finance instrument, foreign currency and/or goods to deviate from a level or support materially different from the one that would have been formed without such operations. Such actions will not be considered a market manipulation when undertakings are terminated on the grounds contemplated by the Trade Operator and/or a clearing organization.

**The following actions are not market manipulations with the purpose:**

- 1) To support prices on issuance securities regarding their placement and circulation by traders under an agreement with the issuer;
- 2) To support prices in connection with buy back, shares acquisition, investment units redemption of closed unit investment funds in the cases specified by the federal law;
- 3) To support price, demand, supply or trade volume in finance instrument, foreign currency and/or goods by traders under an agreement where the Trade Operator is a party

**Other issuers**

Company's subsidiaries and dependent companies and also other Russian and foreign legal entities – the Company's current, former and potential contractors and their affiliates whose material confidential operational information became known to Insiders in the course of their functions

**Any of the following seven actions constitute market abuse under UK law:**

1. **Insider dealing.** This occurs where an insider deals or attempts to deal in a qualifying or related investment on the basis of inside information relating to the investment in question.

2. **Improper disclosure of inside information.** This occurs where an insider discloses inside information to another person otherwise than in the proper performance of his employment, profession or duties.

3. **Misuse of information.** This occurs where behaviour (not falling within the market abuse insider dealing or improper disclosure behaviours outlined above) is:

- based on information which is not generally available to those using the market, but which, if available to a regular user of the market, would be, or would be likely to be, regarded by him as relevant when deciding the terms on which transactions in qualifying investments should be effected; and

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- likely to be regarded by a regular user of the market as a failure on the part of the person concerned to observe the standard of behaviour reasonably expected of a person in his position in relation to the market.

**4. Manipulating transactions.** This is where the behaviour consists of effecting transactions or orders to trade (otherwise than for legitimate reasons and in conformity with accepted market practices on the relevant market) which either:

- give, or are likely to give, a false or misleading impression as to the supply of, or demand for, or as to the price of, one or more qualifying investments; or
- secure the price of one or more such investments at an abnormal or artificial level.

**5. Manipulating devices.** This consists of effecting transactions or orders to trade which employ fictitious devices or any other form of deception or contrivance.

**6. Dissemination.** This consists of the dissemination of information by any means which gives, or is likely to give, a false or misleading impression as to a qualifying investment by a person who knew or could reasonably be expected to have known that the information was false or misleading.

**7. Misleading behaviour and market distortion** This occurs where the behaviour (not falling within manipulating transactions, manipulating devices or dissemination) is either:

- likely to give a regular user of the market a false or misleading impression as to the supply of, demand for or price or value of, qualifying investments; or
- would be, or would be likely to be, regarded by a regular user of the market as behaviour that would distort, or would be likely to distort, the market in such an investment, and the behaviour is likely to be regarded by a regular user of the market as a failure on the part of the person concerned to observe the standard of behaviour reasonably expected of a person in his position in relation to the market.

#### **4. General Provisions**

4.1. These Regulations on access to insider information of OJSC “Uralkali”, the rules of its confidentiality and control over compliance with the Federal Law No. 224-FZ dated 27.07.2010 (hereinafter the Regulations) were developed pursuant to the requirements of

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the Federal Law No. 224-FZ dated 27.07.2010 “On prevention of illegal use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation” (hereinafter the Law), other legislative acts of the Russian Federation, the rules of the United Kingdom Financial Conduct Authority (“FCA”) and internal documents of OJSC “Uralkali” in order to regulate the relations connected to establishing, changing and terminating the procedure of access to Insider Information of OJSC “Uralkali” (hereinafter the “Company”).

4.2. The Company approves these Regulations in order:

- To comply with legal requirements regarding the scope of usage of information in the stock market and prevention of market manipulation;
- To protect rights and legal interests of the shareholders and investors operating with the Company’s stock;
- To control the Company’s stock operations by the Company’s insiders;
- To establish the rights and obligations of the persons who control the Company’s Insider Information usage;
- To control dissemination and disclosure of that which is considered to be insiders information under the requirements of the law;
- To control activity of the persons having access to insider information;
- To establish access procedure and confidentiality rules against illegal use.

## **5 Information which constitutes Insider Information**

5.1. In compliance with the requirements of the Law, the Company must compile and approve the list of insider information of OJSC “Uralkali” (**Annex # 1** to these Regulations), which must be subject to disclosure on the website of the Company on the Internet [www.uralkali.com](http://www.uralkali.com).

5.2. The following information **does not constitute** insider information of the Company:

5.2.1. Information that became known to an unlimited number of persons including that which resulted from data dissemination;

5.2.2. Research, predictions and evaluations made on the basis of publicly available information with respect to finance instruments, foreign currency and/or goods; as well as recommendations and/or proposals regarding operations in finance instruments, foreign currency and/or goods.

5.2.3. Illegally discovered or mass media published information is not considered Insider Information after such disclosure.

## **6 Insiders**

6.1. In order to prevent, reveal and bar Insider Information misuse and/or market manipulation, the Company:

6.1.1. Compiles and approves the List of Insider Information of OJSC “Uralkali” in compliance with the law and regulations by the federal executive body in finance markets;

6.1.2. Provides for Insider Information confidentiality, including access control and IT communications security;

6.1.3. Maintains a List of Insiders to be disclosed under the law (**Annex # 3 to these Regulations**);

6.1.4. Includes obligations to observe Insider Information usage procedure regarding internal documents, labor and other contracts; as well as responsibility for a failure to observe the indicated procedure;

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6.1.5. provides the Insiders with conditions necessary for them to observe the indicated procedure;

6.1.6. Applies penalties to those who violate the procedure thus causing damage claims against the Company by such violations;

6.1.7. Provides for all measures aimed at observation of the procedures regarding Insider Information use and respective law compliance control.

6.2. Under the Regulations on the Procedure of Notification of Listing or De-listing as Insiders approved by FSFM on 18.06.2013 No. 13-51/pz-n, the Company notifies its Insiders of their inclusion or exclusion from the List of Insiders in compliance with the procedure set forth in **Annex #3** to these Regulations.

6.3. Insiders must comply with the procedure of operations in securities and notify the Company and the Bank of Russia Financial Markets Service upon its request (demand, instruction) on operations made in Company's securities as described in **Annex # 4** to these Regulations.

6.4. The Company's Corporate Secretary (reporting to the Board of Directors) is in charge of the Law and present Regulations compliance control and is responsible for the following tasks:

6.4.1. To maintain the List of Insiders;

6.4.2. To provide opinion on Insiders' requests and justify the decisions made;

6.4.3. To notify persons of their inclusion on or exclusion from the List of Insiders; and in due course to inform Insiders about law requirements and restrictions in force;

6.4.4. To submit the List of insiders to (1) Trade Operators and to the Bank of Russia Financial Markets Service at its request in accordance with the Regulations on the procedure for transfer of the lists of insiders to the operators of trade through which transactions involving financial instruments, foreign currency and (or) goods are conducted approved by Order of the FSFM of Russia No. 13-51/pz-n dated 18.06.2013 in the form of **Annex # 5** to these Regulations and (2) to the United Kingdom Financial Conduct Authority ("FCA") upon its request.

6.4.5. To ensure proper disclosure of the List of Insider Information on the corporate website

6.4.6. To maintain a list of organizations having the Company on their List of Insiders;

6.4.7. To account for and keep the following documents connected to the present Regulations:

6.4.7.1. The Company's List of Insiders;

6.4.7.2. Notices to persons of their inclusion on or exclusion from the List of Insiders;

6.4.7.3. Confirmations of receipt of the above notices;

6.4.7.4. Copies of Insiders' requests;

6.4.7.5. Communications to the Board of Directors regarding submission/provision of reports and information under the Law and the present Regulations, including data on the Company's employees' actions/failures.

6.4.7.6. Performance of other duties.

6.5. In order to ensure confidentiality of the Company's Insider Information, Insiders must take necessary measures to limit access to it and prevent its disclosure, and Insiders must not disclose such information to any person other than as required in the performance of their duties and in accordance with applicable laws.

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**7. Inclusion and exclusion of Company employees, natural persons and legal entities with access to insider information of the Company on the basis of contracts with the Company from the List of Insiders of the Company.**

This Chapter sets forth the procedure of inclusion and exclusion of employees of the Company, natural persons and legal entities with access to Insider information of the Company on the basis of contracts with the Company of the Company from the List of Insiders of the Company.

**7.1. Procedure of inclusion of Company employees on the List of Insiders of the Company.**

7.1.1.1. In order to include all employees of the Company who have access to insider information in accordance with their job descriptions into the list of insiders of the Company, an authorized employee of the staff movement division of the HR Department must submit to the Corporate Secretary information on all employees hired and dismissed from the following departments of the Company:

- Economics and Finance Department;
- Legal and Corporate Affairs Department.

7.1.1.2. The authorized employee of the staff movement division of the HR Department must also submit to the Corporate Secretary information on all employees hired and dismissed from positions of middle managers and higher of the following departments of the Company:

- Office of the Chief Engineer;
- Production Department;
- HSE Department;
- IT Department;
- Sales and Marketing Department;
- Security Department;
- Purchasing Department;
- HR Department;
- PR Department;
- GR Department;
- Internal Audit Department.

7.1.1.3. For the purpose of these Regulations all employees transferred to different positions within the Company shall also be considered to be employees hired by the Company as their new positions may require them to have access to insider information of the Company.

7.1.1.4. In addition to employees in the departments listed above, any other employee with access to insider information must be entered on the List of Insiders, and an authorized employee of the staff movement division of the HR Department of the relevant department of any such employee must notify the Corporate Secretary in respect of such employee in accordance with this Chapter 7.

7.1.1.5. The following must be included in the information submitted to the Corporate Secretary:

- Full name of employee
- Position to which the employee was hired/transferred and/or position from which the employee was dismissed.

7.1.1.6. The information described hereinabove must be submitted to the Corporate Secretary within two days of the date on which the relevant employee was hired or dismissed.

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7.1.1.7. Within two business days following the date of receipt of information concerning new employees from the authorized employee of the HR department, the Corporate Secretary must request information from the head of the division in which the relevant new staff member is employed or to the direct supervisor of the new employee regarding the new employees status in terms of his/her right to access insider information of the Company in compliance with the form provided in Annex # 6 to these Regulations.

7.1.1.8. Within two business days following the date of receipt of the request for information from the Corporate Secretary, the head of the relevant department and/or the direct supervisor of the new employee must send to the Corporate Secretary information on the new employee's status in terms of access to insider information of the Company.

7.1.1.9. If it is confirmed that a newly hired employee has access to insider information in accordance with his/her job description, the Corporate Secretary must ensure that this employee is included on the List of Insiders of the Company within two business days.

7.1.1.10. Within two business days following the date of receipt of information from the HR Department regarding dismissal of an employee listed as an insider of the Company the Corporate Secretary must ensure that this employee is excluded from the list of insiders of the Company.

## **7.2. Inclusion of natural persons and legal entities having access to insider information of the Company on the list of insiders of the Company.**

7.2.1. If upon execution of a contract it is determined that the person with whom the contract is executed (planned for execution) is or will be:

- an auditor of the Company;
- an information agency which discloses or quotes information provided by the Company;
- a rating agency involved in rating the Company;
- an appraiser or a legal entity with which the appraiser has a labor contract;
- a professional participant of the securities market (brokers, dealers, depositories, securities managers, registrars, trade operators);
- a bank or a credit organization;
- a depository;
- a legal, financial or other type of consultant,
- a translator, interpreter, editor, proofreader;
- any other counterparty with access to insider information.

The details of such persons (full and abbreviated name, MSRN, TIN, location/place of residence, contact persons (full name, telephone, e-mail address)) must be sent to the Corporate Secretary by an employee who has direct contact/directly liaises with the indicated person in order to list this person as an insider of the Company.

7.2.2. Upon receipt of information indicated in paragraph 7.2.1 of these Regulations, the Corporate Secretary must verify the information on the status of the person's right to access insider information on the basis of a contract concluded (planned for conclusion) between the indicated person and the Company. If it is confirmed that the indicated person has or will have access to insider information of the Company regularly or from time to time, the Corporate Secretary must ensure that the indicated person is included on the list of insiders of the Company within two business date of the date of confirmation of the person's right to access insider information.

7.2.3. Within two days following the date of determination that a legal entity has access to insider information of the Company the Corporate Secretary must inform the contractor under

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the agreement or his/her direct supervisor of the requirement to add certain provisions to the contract which will require this person to maintain a list of persons who are employees and/or affiliates of this legal entity and who have access to insider information and to provide the Company with this list upon receipt of the relevant request from the Company provided that this legal entity:

- Acts on behalf of the Company;
- Acts at the expense of the Company.

7.2.4. At least once every quarter the Corporate Secretary must send a letter to the heads of departments informing them of the need to identify the Company's insiders on a regular basis in order to ensure proper access to insider information, protect its confidentiality and ensure compliance with the requirements of the Federal Law N224-FZ dated 27.07.2010 года.

7.2.5. If the head of the Company's structural subdivisions consider it necessary to grant access to insider information of the Company to employees of the Company who are not listed as the Company's insiders for the purpose of proper fulfillment of their job functions, the details of such employees of the Company must be provided to the Corporate Secretary not later than on the date when access to insider information is granted to the indicated employees for the first time. The Corporate Secretary will then list this person as an insider of the Company.

## **8. Insider Information Usage Restrictions**

8.1. It is prohibited to use Insider Information:

- 8.1.1. to make operations in finance instruments, foreign currency and/or goods concerned with Insider Information at their own or third person's cost; to exclude purchase or sale undertakings if such undertakings are caused by an operation made prior to the person becoming aware of Insider Information;
- 8.1.2. by way of its transfer to third persons; except transfers to the person included on the List of Insiders due to functions established by the federal legislation or labor functions or agreement performance;
- 8.1.3. by way of its transfer to third persons, obliging them or encouraging them in some other way to purchase or sell finance instruments, foreign currency and/or goods;
- 8.1.4. with the purpose of market manipulations (the actions are listed in Clause 1.3.7 of these Regulations)
- 8.1.5. in any other way that may constitute market abuse for the purposes of the United Kingdom Financial Services and Markets Act 2000 (as listed in Chapter 3).
- 8.2. When the Company enters into civil contracts with legal entities, and their employees gain access to Insider Information due to the contract undertakings, such contracts must include the following provisions:
  - 8.2.1. Non-disclosure provisions by the legal entity and its employees of Insider Information which they became aware of in the course of contract performance; the obligation not to use Insider Information in breach of Clause 8.1 herein;
  - 8.2.2. Provision on damages incurred by the Company due to Insider Information misuse or market manipulation;
- 8.3. When the Company enters into labor and/or civil contracts with individuals who gain access to the Company's Insider Information in the course of contract performance, such contracts must include the following provisions:
  - 8.3.1. Non-disclosure provision of Insider Information which they become aware of in the course of contract performance; and also the obligation not to use Insider Information in breach of Clause 8.1 herein;

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- 8.3.2. Provision on damages incurred by the Company due to Insider Information misuse or market manipulation;
- 8.3.3. Provision on handing over to the Company any Insider Information carriers they possess upon termination of the labor and/or civil contract with the Company.
- 8.4. Responsibility for compliance with Clauses 8.3 and 8.4 hereinabove is imposed on the Company's managers initiating civil contracts, except when such a contract is made with respect to the Company's employee and where the responsibility rests on the HR Department.

#### **9. Procedure of access to insider information**

9.1. The Company's Insiders access certain Insider Information of the Company in compliance with concluded labor and/or civil contracts, federal laws of the Russian Federation and constituent documents of the Company.

9.2. The employee's access to Insider Information is regulated by these Regulations.

9.3. Access to Insider Information for persons who are not the Company's Insiders may be granted on a written application/request, stating:

- 9.3.1. precise and specific Insider Information required;
- 9.3.2. reasons for requiring this information;
- 9.3.3. need to copy it onto electronic carriers using the Company's equipment;
- 9.3.4. necessity to further disclose it to third persons indicating these persons.

9.4. When received by the Company, the application/request referred to above will be delivered to the Corporate Secretary. Following consideration of the application/request, a decision shall be made to grant or to refuse permission to the person indicated in Clause 9.3 above, and the Corporate Secretary may decide to grant permission subject to such person entering into a non-disclosure agreement on terms satisfactory to the Company prior to the disclosure of insider information to such person.

#### **10. Insider Information protection rules and confidentiality control**

- 10.1. In order to ensure compliance with the Law, the employees of the Company shall observe the requirements of the Order of the FSFM of Russia No. 13-51/pz-n dated 18.06.2013.
- 10.2. Persons other than the Company's employees having access to the Company's Insider Information must comply with the Law and Order of the FSFM of Russia No. 13-51/pz-n dated 18.06.2013.
- 10.3. The Company provides the persons having access to the Company's Insider Information with necessary organizational and technical conditions for them to maintain the confidentiality mode established.
- 10.4. The Company is entitled to introduce special security arrangements aimed at Insider Information confidentiality support and control against misuse for the purpose of compliance with the Law and the present Regulations.
- 10.5. The Company's employees must inform their managers/supervisors of any facts they became aware of:
  - 10.5.1. Concerning Insider Information, including the data received from the Company's Insiders or other persons;
  - 10.5.2. Concerning the Company's Insider Information misuse in their own interests by the Company's employees, the Company's Insiders, or their relatives;

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10.5.3. On attempts to conduct operations in finance instruments, foreign currency and/or goods with the purpose of market manipulation.

### **11. Final provisions**

11.1. The persons committing Insider Information abuse or market manipulation in violation of the present Regulations will be held responsible under the current Russian legislation, the Law and these Regulations.

11.2. In case the Company is notified by the institutions indicated in Article 4 of the Law that the Company has been included on the List of Insiders of these institutions, the information on the Company's operations in these institutions listed as finance instruments shall be provided to these institutions and the Bank of Russia Financial Markets Service upon its request (demand, instruction) under the procedure set forth by the indicated authority.

11.3. The Corporate Secretary prepares the list of institutions which have included the Company on their List of Insiders upon receipt of notices from these institutions by the Company.

11.4. If certain clauses of these Regulations conflict with the Russian legislation due to the fact that changes have been made to the legislation, the affected clauses shall be null and void. Prior to any changes made to the relevant clauses of the present Regulations, the Company's employees and other persons indicated herein must comply with the provisions of the Russian legislation.

11.5. Implementation and/or cancellation of these Regulations as well as amendments hereto are made in compliance with the order of the General Director of the Company.

11.6. Registration, keeping and duplication of these Regulations are the responsibility of the Legal and Corporate Affairs Department of the Company.

11.7. These Regulations are updated by the Legal and Corporate Affairs Department.

11.8. The employees of the Company are informed of the provisions of these Regulations by the heads of the relevant divisions of the Company (heads of structural subdivisions).

Director for Legal and Corporate Affairs

M. Shvetsova

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**Annex # 1**

To the Regulations on Access to Insider Information of OJSC “Uralkali”, the rules of protection of its confidentiality and compliance with Federal Law No. 224-FZ dated 27.07.2010

**List of insider information of OJSC “Uralkali” under Russian law**

The following information constitutes insider information of OJSC “Uralkali” (the “Company”):

1) Convocation and holding of the General Meeting of Shareholders of the Company including the agenda, the date of the meeting, the record date (date of preparation of the list of persons who are entitled to participate in the General Meeting of Shareholders) and the decisions adopted by the General Meeting of Shareholders of the Company.

2) Agenda of the Board of Directors of the Company as well as the decisions adopted by the Board of Directors of the Company.

3) Items which the Board of Directors of the Company has not decided but which must be resolved in compliance with the requirements of the federal legislation:

- convocation of the Annual General Meeting of Shareholders of the Company and other decisions regarding preparation, convocation and holding of the Annual General Meeting of Shareholders of the Company;

- convocation or refusal to convoke an extraordinary General Meeting of Shareholders in compliance with the request of the Revision Commission of the Company, the Auditor of the Company or the shareholder (shareholders) owning at least 10 percent of the voting shares of the Company;

- placement or refusal to place items on the agenda of the General Meeting of Shareholders; listing or refusal to list candidates nominated by the shareholders (shareholder) holding a total of at least two (2) percent of the voting shares of the Company for election to the bodies of the Company;

- establishment of the office of the sole executive body of the Company at two meetings of the Board of Directors of the Company held consecutively or within two months following the date of termination or expiration of the term of powers of the previously established sole executive body of the Company in cases indicated under Clause 6, Article 69 of the Federal Law dated 26.12.1995 No. 208-FZ “On Joint Stock Companies”;

- early termination of the powers of the sole executive body of the Company at two meetings of the Board of Directors held consecutively in cases indicated under Clause 7, Article 69 of the Federal Law “On Joint Stock Companies”;

- convocation (holding) of an extraordinary General Meeting of Shareholders of the Company in cases when the number of members of the Board of Directors of the Company is less than the number required for a quorum of the meeting of the Board of Directors of the Company;

- establishment of a temporary sole executive body of the Company and convocation of an extraordinary General Meeting of Shareholders to decide the issue of early termination of the sole executive body or of a managing organization (managers) and establishment of a new sole

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executive body of the Company or transfer of its authority to a managing organization (manager) in cases when the Board of Directors of the Company takes the decision to suspend the powers of the sole executive body or the powers of the managing organization (manager);

- recommendations regarding a receipt by the Company of a voluntary, competitive or mandatory offer, including evaluation of the offered price of the acquired issuable securities and possible change of their market value upon acquisition, evaluation of the plans of the person submitting a voluntary, competitive or mandatory offer with respect to the Company, including with respect to the Company's employees.

4) Submission by the Company of an application to make amendments to the unified state register of legal entities in connection with reorganization, termination of activities or liquidation of the Company; and information concerning decisions in cases when the authority responsible for state registration of legal entities issues a refusal to make the indicated amendments.

5) Appearance of organizations controlled by the Company that are significant for the Company and the expiration/termination of grounds to control such organizations.

6) Appearance of persons controlling the Company (controller) and the expiration/termination of grounds for such control.

7) Adoption of a decision to reorganize or dissolve (liquidate) itself by the organization controlling the Company or controlled by the Company and having great significance for the Company, or by a person providing security for the bonds of the Company.

8) Entries made to the unified state register of legal entities in connection with reorganization, dissolution or liquidation of the organization controlling the Company or controlled by the Company and having great significance for the Company, or of a person providing security for the bonds of the Company.

9) Failure to satisfy the solvency test by the controller of the Company or an organization controlled by the Company that has great significance for the Company or by a person who provides security for the bonds of the Company in compliance with the requirements of the Russian legislation on insolvency (bankruptcy).

10) Arbitration court rulings declaring the Company, its controller or an organization controlled by the Company that has great significance for the Company, or of a person providing security for the bonds of the Company bankrupt and adoption of a decision by the arbitration court to declare the indicated persons bankrupt or to implement bankruptcy procedures in relation to the indicated persons or to terminate bankruptcy procedures in relation to the indicated persons.

11) Filing of a lawsuit against the Company, its controlling organization, an organization controlled by the Company that has great significance for the Company or against a person providing security for the bonds of the Company which is greater than 10 percent of the balance-sheet value of the assets of the indicated persons as of the date of the end of the reporting period (quarter, year) preceding the date of filing of the lawsuit for which the period of provision of accounting (financial) statements has expired, or any other lawsuit whose settlement may significantly affect the economic status of the Company or the economic status of the indicated person.

12) Date of compilation of the list of the owners of the Company's registered securities or bearer securities with mandatory safekeeping in a securities depository in order for the owners of the Company's registered securities or bearer securities with mandatory safekeeping in a securities depository to exercise (realize) their rights attached to these issuable securities.

13) Adoption of the following decisions by the authorized bodies of the Company:

- placement of securities of the Company;

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- approval of decision to issue securities/issue additional securities of the Company;
- approval of the Securities Prospectus of the Company;
- the date of the beginning of placement of securities of the Company.

14) Date of termination of securities placement by the Company.

15) Application by the Company (submission) to have the issuance (additional issuance) of securities registered by the state, registration of the securities prospectus, registration of changes made to the decision to issue securities/additionally issue securities and/or the changes made to the prospectus, state registration of the report on securities issuance (additional issuance).

16) Submission by the Company of a notification of the results of issuance (additional issuance) of securities.

17) Decision of an arbitration court to recognize the issuance (additional issuance) of the securities of the Company as null and void.

18) Redemption/ cancellation of issuable securities of the Company.

19) Accrued and/or paid profits on issuable securities of the Company.

20) Conclusion by the Company of an agreement with a Russian trade operator on the securities market to have the issuable securities of the Company listed as well as conclusion by a Company of an agreement with the Russian Stock Exchange to have the issuable securities of the Company listed by the Russian Stock Exchange.

21) Conclusion of an agreement by the Company to list the issuable securities of the Company or the securities of the foreign issuer which certify the rights attached to the issuable securities of the Company by a foreign organized (regulated) financial market, as well as the conclusion of an agreement with a foreign stock exchange.

22) Listing of issuable securities of the Company or securities of the foreign issuer, which certify the rights attached to the issuable securities of the Company, on a foreign organized (regulated) financial market, and listing and/or de-listing of the securities indicated by a foreign stock exchange.

23) Conclusion of an agreement by the Company on maintenance (stabilization) of prices of the issuable securities by the Company (securities of the foreign issuer which certify the rights attached to securities of the Company) and terms and termination of such an agreement.

24) Submission of an application by the Company requesting to place/offer its securities overseas and receipt of permission to place/offer its securities overseas from the federal authority for the securities market by the Company.

25) Non-fulfillment of obligations of the Company to the owners of its issuable securities.

26) Acquisition or loss by the person of the right, directly or indirectly (through their controlled persons), independently or together with other persons tied to the Company by a trust management agreement, and/or by a simple partnership agreement, and/or a power of attorney, and/or shareholder agreement, and/or another agreement whose subject matter is the exercise (realization) of rights certified by shares (stakes) of the Company if the number of the indicated votes is 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 70 or 95 percent of the total number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of the Company.

27) Receipt by the Company of a voluntary, competitive or mandatory proposal to acquire the Company's issuable securities in compliance with Chapter XI.1 of the Federal Law "On Joint Stock Companies" and on amendments to the indicated proposals.

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28) Receipt of a notification of the right to demand buyback or receipt of a demand to have the securities of the Company bought back by the Company in compliance with the requirements Chapter XI.1 of the Federal Law “On Joint Stock Companies”.

29) Discovery of errors in previously disclosed or provided financial statements of the Company if these errors may have significant impact on the price of the issuable securities of the Company.

30) Conclusion by the Company or by a person providing security for the bonds of the Company of a transaction whose size (value) is 10 or more percent of the balance-sheet value of the assets of the Company or the assets of the indicated person as of the date of the end of the reporting period (quarter, year) preceding the date of conclusion of the transaction for which the period of provision of accounting (financial) statements has expired.

31) Conclusion of major transactions (as defined by the Russian legislation) by the Company or by an organization controlled by the Company which has great significance for the Company.

32) Conclusion by the Company of an interested-party transaction which must be approved by the authorized executive body of the Company in compliance with the requirements of the legislation of the Russian Federation if the value of such transaction constitutes:

a) if the balance-sheet value of the Company’s assets as of the end-date of the reporting period (quarter, year) preceding the date of approval of the transaction by the authorized body of the Company, and if such transaction had not been approved by the authorized body of the Company prior to its conclusion – as of the end-date of the reporting period (quarter, year) preceding the date of conclusion of the transaction by the Company, in relation to which the period of submission of accounting (financial) reporting has expired, is no more than 100 billion rubles – 500 million rubles or 2 or more percent of the balance-sheet value of the assets of the Company as of the date indicated herein;

b) if the balance-sheet value of the Company’s assets as of the end-date of the reporting period (quarter, year) preceding the date of approval of the transaction by the authorized body of the Company, and if such transaction had not been approved by the authorized body of the Company prior to its conclusion – as of the end-date of the reporting period (quarter, year) preceding the date of conclusion of the transaction by the Company, in relation to which the period of submission of accounting (financial) reporting has expired, exceeds 100 billion rubles – 1 or more percent of the balance-sheet value of the assets of the Company as of the date indicated herein.

33) Alteration of the contents and/or size of the subject of pledge for the bonds of the Company; in cases of alteration of the contents and/or size of the subject of pledge for the bonds of the Company with mortgage security, information on any alterations if they exceed the norm set under the legal acts of the federal authority for the securities market.

34) Change of the value of the assets of the person providing security for the bonds of the Company if it is greater than ten (10) percent and other significant changes in the economic status of this person in the opinion of the Company.

35) Acquisition or loss by the Company of the right, directly or indirectly (through the Company’s controlled persons), independently or together with other persons tied to the Company by a trust management agreement, and/or by a simple partnership agreement, and/or a power of attorney, and/or a shareholder agreement, and/or another agreement whose subject matter is the exercise (realization) of rights certified by shares (stakes) of an organization, whose issuable securities are listed by the operator of securities trading on a securities market, or the value of whose assets exceeds five (5) billion rubles, to hold a particular number of votes

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attached to the voting shares (stakes) forming the charter (authorized) capital of the indicated organization, if the number of the indicated votes is 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 70 or 95 percent of the total number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of this organization.

36) Acquisition or loss by a person of the right, directly or indirectly (through the Company's controlled persons), independently or together with other persons tied to the Company by a trust management agreement, and/or by a simple partnership agreement, and/or a power of attorney, and/or a shareholder agreement, and/or another agreement whose subject matter is the exercise (realization) of rights certified by shares (stakes) of an organization that provided security for the bonds of the Company if the number of the indicated votes is 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 70 or 95 percent of the total number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of this organization.

37) Conclusion of an agreement by the Company, by its controller or by any organization controlled by the Company under which an obligation to acquire the issuable securities of the Company occurs.

38) Receipt, suspension, resumption, re-issuing, revocation (annulment) or expiration of permits (licenses) of the Company enabling the Company to engage in activities which have great significance for the Company's business.

39) Expiration of the term of office of the General Director (sole executive body) and/or members of the Management Board (collegial executive body) of the Company.

40) Changes of the size of participation interests in the charter (authorized) capital of the Company and of organizations controlled by the Company which are significant for the Company:

- persons who are members of the Board of Directors, members of the Management Board (collegial executive body) of the Company and the person who holds the post (discharges the functions) of the General Directors (sole executive body) of the Company;

- persons who are members of the board of directors (supervisory board), members of collegial executive bodies of management organizations as well as persons holding the post (discharging the functions) of the sole executive body of the management organization in cases when the authority of the General Director (sole executive body) of the Company has been transferred to the management organization.

41) Occurrence and/or termination of the right of the owners of the bonds of the Company to demand early redemption of the bonds of the Company owned by them.

42) Recruitment or replacement of organizations providing intermediary services to the Company in relation to the fulfillment of obligations connected to the bonds and other issuable securities of the Company indicating their names, location and amounts of remuneration for the services rendered and any alterations to this information.

43) Nature of a dispute connected with the establishment/founding of the Company, its management or participation in the Company if the decision on such dispute may significantly affect the price of the securities of the Company.

44) Submission of claims/demands to the person providing security for the bonds of the Company which are connected with fulfillment of obligations attached to these bonds.

45) Placement of bonds and other financial instruments which certify borrower's liabilities borne by the Company outside of the Russian Federation.

46) Acquisition (transfer) of the voting shares of the Company or the securities of a foreign issuer certifying the rights attached to the voting shares of the Company by the Company

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and (or) by the organizations controlled by the Company with the exception of the organization which are brokers and (or) trust managers and which have already concluded the transaction on their own behalf but at the expense of the client who is not the Company and (or) an organization controlled by the Company.

47) Information provided or submitted by the Company to the relevant authority (organization) of a foreign state, foreign stock exchange and/or other organizations in compliance with the requirements of the relevant foreign legislation for the purpose of disclosure or submission to foreign investors due to the placement/ offering of issuable securities of the Company overseas (outside the territory of the Russian Federation) including cases when the securities of the Company that are being or have been placed/offered are acquired in compliance with the foreign laws governing the securities of the foreign issuer if such information may significantly affect the price of the securities of the Company.

48) Information contained in the annual or interim (quarterly) accounting (financial) statements of the Company including its annual and interim consolidated accounting (consolidated financial) statements as well as information contained in the auditor's report prepared with regard to the indicated statements.

49) Information on the conditions of placement of issuable securities established under the decision to issue securities (additionally issue securities) approved by the authorized body of the Company in cases of:

- placement of securities for trading organized by trade operators on stock exchanges;
- placement of securities during the course of an additional issuance if the securities of the original issuance were admitted to trading by the trade operator or if an application to admit them to trading by the trade operator has been filed.

50) Information contained in the report (notification) on the results of issuance of securities approved by the authorized body of the Company in the cases of:

- placement of securities at trading sessions organized by the trading operator on the stock exchange;
- placement of securities of the additional issue if the securities of the original issue were admitted to trading by the trading organizer on the stock exchange or if an application to admit them to trading the trade operator has been filed.

51) Information contained in the securities prospectus approved by the authorized body of the Company with the exception of the information which had been previously disclosed or provided in compliance with the requirements of the legislation of the Russian Federation on securities.

52) Information contained in the quarterly reports signed by the authorized officers of the Company with the exception of the information which had been previously disclosed or provided in compliance with the requirements of the legislation of the Russian Federation on securities.

53) Information contained in the annual reports of the Company signed by the authorized officers of the Company, with the exception of the information which had been previously disclosed or provided in compliance with the requirements of the legislation of the Russian Federation on securities.

54) Conclusion of a strategic partnership agreement by the Company or another type of agreement not indicated in paragraphs 20, 21, 23, 30, 32, 37 of the List of Insider Information of the Company if the conclusion of such agreement may significantly affect the price of the securities of the Company.

Director for Legal and Corporate Affairs

M. Shvetsova

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**Annex # 2**

To the Regulations on Access to Insider Information of OJSC “Uralkali”, the rules of protection of its confidentiality and compliance with Federal Law No. 224-FZ dated 27.07.2010

# \_\_\_\_ dated \_\_\_\_\_

*Corporate name (Full name)  
of Insider (individual/legal entity)*

**NOTIFICATION**

**Of inclusion (listing) of a person on the list of insiders (exclusion (delisting) from the list of insiders))**

<b>I. Company information</b>	
	Full corporate name of the Company
	TIN of the Company
	MSRN of the Company
	Address of the Company
	Another address for correspondence
	Full name of contact person responsible for maintaining the Company’s list of insiders
	Telephone number of the Company
	E-mail address of the Company
	Category/ies of insider as set forth in Article 4 of the Law applying to the Company (for each category indicate the relevant paragraph of Article 4 of the Law and a description of the category in accordance with the Law)
<b>II. Information on the person included (listed) on the list of insiders of the Company (excluded (de-listed) from the list of insiders of the Company)</b>	
<b>For insiders – legal entities (foreign organizations that are not legal entities under foreign law)</b>	
	Full corporate name of insider (or name of non-profit organization)
	TIN of insider (information identifying a foreign organization that is an insider in accordance with foreign law)
	MSRN of insider (information identifying a foreign organization that

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	is an insider in accordance with foreign law)	
For insiders – individuals		
	Full name of insider	
	Date of birth	
	Place of birth (if available)	
	Full corporate name of company (or name of non-profit organization), position held by insider in the organization	
III. Grounds for notification		
	Paragraph number(s) of Article 4 of the Law pursuant to which the person is included (listed) in/ deleted (de- listed) from the list of insiders, and the grounds for inclusion in/ deletion from the list of insiders specified in paragraphs 2.8 and 2.9 of the Regulations concerning the procedure of notification of persons of their listing and de-listing as insiders, approved by Order of the FSFM of Russia No. 13-51/pz-n dated 18.06.2013, or the number of the contract with such person included (listed) in / deleted (de-listed) from the list of insiders, the execution of which gave rise to the respective person's inclusion in or deletion from the list of insiders.	
	Type and date of event of which the person is receiving notice (inclusion in or deletion of the person from the list of insiders)	
	Financial Instrument, foreign currency or commodity in respect of which the person included in the list of insiders of the organization must give notice that it has performed operations pursuant to Article 10 of the Law, if the type of event which the person is being notified is the inclusion of persons in the Company's list of insiders.	

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Upon their inclusion (listing) on the list of insiders of OJSC “Uralkali” in compliance with Article 6 of Federal Law No. 224-FZ dated 27 July 2010 “on prevention of illegal use of insider information an market manipulation and on amendments to certain legislative acts of the Russian Federation (hereinafter the “Law”) it is prohibited to use Insider Information:

- 1) To make operations in finance instruments, foreign currency and/or goods concerned with Insider Information at their own or third person’s cost excluding purchase or sale undertakings if such undertakings are caused by an operation made prior to the person becoming aware of Insider Information;
- 2) by way of its transfer to third parties except transfers to the person included on the List of Insiders due to functions established by the Federal Law or labor functions or agreement performance;
- 3) by way of making recommendations to third parties obliging them or encouraging them in some other way to purchase or sell finance instruments, foreign currency and/or goods.

Any person or entity included in the List of Insiders must also observe the market abuse regulations set out in the United Kingdom Financial Services and Markets Act 2000.

Pursuant to Article 10 of the Law, Insiders having concluded transactions involving the securities of the Company must notify OJSC “Uralkali” and the Bank of Russia Financial Markets Service upon its request (demand, instruction) of the concluded transactions involving the securities of the Company and of the concluded agreements which are financial derivatives whose price depends on these securities within ten (10) business days following the date of conclusion of the relevant transaction/operations with financial instruments, foreign currency and (or) goods in compliance with the Regulations on the procedure and terms of notifications of transactions concluded by the FSFM of Russia No. 13-51/pz-n dated 18.06.2013.

The liability of Insiders for illegal use of insider information of OJCS “Uralkali” and (or) market manipulation set forth by the Law.

(title of authorized officer of OJSC “Uralkali”) (signature) (Initial, surname)

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**Annex # 3**

To the Regulations on Access to Insider Information of OJSC “Uralkali”, the rules of protection of its confidentiality and compliance with Federal Law No. 224-FZ dated 27.07.2010

List of Insiders of OJSC “Uralkali”

1. Information on Insiders – legal entities

	<b>Corporate name</b>	<b>Comment</b>
	Full corporate name	
	TIN	
	MSRN	For legal entities – non residents: registration number (number of document issued upon registration) or similar identification number utilized in the relevant jurisdiction
	Location	
	Postal address	
	Contact telephone number	
	E-mail	
	Date of listing (inclusion)	
	Grounds for listing (inclusion)	
	Date of delisting (exclusion)	
	Grounds for delisting (exclusion)	

2. Information on insiders – individuals

	Surname	
	Name	
	Patronymic	
	Date of birth	
	Serial number and number of identification document*, date of issue, issuing authority,	For individuals – residents: series and number of identification document without spaces. For individuals – non-residents: series and number of identification document and 3-digit code of the country of residency in compliance with the All-Russian Classifier of Countries of the World, without spaces
	Address (place of registration)	

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	Postal address	
	Contact telephone	
	E-mail	
	Date of listing (inclusion)	
	Grounds for listing (inclusion)	
	Date of de-listing (exclusion)	
	Grounds for de-listing (exclusion)	

(title of authorized officer of OJSC "Uralkali")

(signature)

(Initial, surname)

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**Annex # 4**

To the Regulations on Access to Insider Information of OJSC “Uralkali”, the rules of protection of its confidentiality and compliance with Federal Law No. 224-FZ dated 27.07.2010

*Name of Insider  
(individual/legal entity, details)*

1. *Open Joint Stock Company “Uralkali”, Russian Federation, Perm Territory, 618426, Berezniki, Pyatiletki Street, 63*
2. *Bank of Russia Financial Markets Service, 119991 GSP-1, Moscow, Leninsky prospekt, 9*

**NOTIFICATION**

**Of conclusion of transactions/operations with financial instruments, foreign currency or goods by an Insider**

1. Full name of insider – individual/Full corporate name of insider – legal entity	
2. Type and details identification document of insider – individual/ TIN, MSRN of insider – legal entity	
3. Place of registration of insider – individual/Location of insider – legal entity	
4. Full corporate name of the legal entity on whose list of insiders the insider is included	
5. Date of transaction/operation	
6. Type of transaction (operation)	
7. Amount of transaction (operation)	
8. Place of conclusion of transaction (name of trade operator or OTC market)	
9. Type, category (kind), serial number of security (to be indicated for transactions with securities)	
10. Full corporate name of issuer of security (to be indicated for transactions with securities)	
11. State registration number of securities issuance (to be indicated for transactions with securities)	
12. Price of one security (to be indicated	

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for all transactions with securities except for REPO transactions)	
13. Purchase price and sale price of one security under REPO agreement (for REPO agreements)	
14. Number of securities (to be indicated for transactions with securities)	
15. Type of agreement which is a financial derivative (to be indicated for transactions with financial derivatives)	
16. Name (identification) of agreement which is a financial derivative as customary for trade operators in the securities markets (to be indicated for transactions with financial derivatives)	
17. Price of one agreement which is a financial derivative (amount of option price) (to be indicated for transactions with financial derivatives)	
18. Number of agreements which are financial derivatives (to be indicated for transactions with financial derivatives)	
19. Strike price of the agreement which is a financial derivative (to be indicated for transactions with financial derivatives)	
20. Type of currency (to be indicated for transactions with foreign currency)	
21. Type of goods (to be indicated for transactions with goods)	
22. Number/amount of goods (to be indicated for transactions with goods)	
23. Price per unit of goods (to be indicated for transactions with goods)	

(title of authorized officer of OJSC "Uralkali")

(signature)

(Initial, surname)

SEAL

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## **Annex # 5**

To the Regulations on Access to Insider Information of OJSC "Uralkali", the rules of protection of its confidentiality and compliance with Federal Law No. 224-FZ dated 27.07.2010

### **Rules**

#### **Of submission of the Lists of Insiders to trade operators**

These Rules set forth the procedure for the submission Lists of Insiders by OJSC "Uralkali" to trade operators .

1. A List of Insiders shall be submitted upon a request in writing to any trade operators through which operations with financial instruments, foreign currency and (or) goods are performed for the purposes of reviewing whether specific transactions / orders have made unlawful use of insider information and/or market manipulation or to the United Kingdom Financial Conduct Authority ("FCA") upon its request.
2. If a written request is received from a trade operator or the FCA specifying a particular person(s) and requesting that information on whether such person(s) is/was included in the List of Insiders of OJSC "Uralkali" as at a certain date(s) or for a particular period be disclosed to the trade operator, OJSC "Uralkali" shall provide the trade operator or the FCA, as the case may be, with an extract from the List of Insiders of OJSC "Uralkali" in respect of the relevant person or a letter stating that such person is/was not included in the List of Insiders of OJSC "Uralkali" as at the date(s) in question or the period in question.
3. The List of Insiders of OJSC "Uralkali" shall be submitted to a trade operator by a method(s) envisaged in the written request of the trade operator or to the FCA upon its request. If the written request envisages the provision of the List of Insiders of OJSC "Uralkali" by electronic media, OJSC "Uralkali" may at its discretion choose one of the formats specified in this request in which to provide the List of Insiders.
4. When forwarding its List of Insiders, OJSC "Uralkali" shall indicate its name, business address, TIN, MSRN, and contact details, including its postal address, telephone number and e-mail address.
5. The deadline for compliance with a request to disclose the List of Insiders of OJSC "Uralkali" to a trade operator may not be less than:
  - 5 business days from receipt by OJSC "Uralkali" of a request in writing from a trade operator for disclosure of its list of insiders, if the trade operator is requesting list of insiders as at 10 days ago or less;
  - 20 business days from receipt by OJSC "Uralkali" of a request in writing from a trade operator for disclosure of its list of insiders, if the trade operator is requesting list of insiders as at more than 10 days ago; or
  - as otherwise required by the trade operator.
6. The deadline for compliance with a request to disclose the List of Insiders of OJSC "Uralkali" to a trade operator may be extended by the trade operator following a substantiated application/request in writing from OJSC "Uralkali" for a period of not more than 15 business days.

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7. In the event that OJSC “Uralkali” is not (or was not as at the date or for the period indicated in the request in writing from the trade operator for disclosure of the list of insiders) an insider pursuant to Federal Law No. 224-FZ dated 27.07.2010, it shall not be required to comply with the relevant request for the purposes of Russian law. In this case OJSC “Uralkali” must send the trade operator notice in writing by the deadline stipulated in the written request that it will not be disclosing its list of insiders, giving reasons why.

8. Until such time as a trade operator adopts regulations establishing the procedure and methods for disclosure of the lists of insiders, OJSC “Uralkali” shall submit its List of Insiders to the trade operator in accordance with the guidelines laid down by the trade operator.

Director for Legal and Corporate Affairs of OJSC “Uralkali”  
M. Shvetsova

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**Annex # 6**

To the Regulations on Access to Insider Information of OJSC “Uralkali”, the rules of protection of its confidentiality and compliance with Federal Law No. 224-FZ dated 27.07.2010

**Information on availability/absence of insider information**

Please inform me whether an employee of your department [full name], employed as [position] has access to insider information of OJSC “Uralkali” in accordance with his/her job duties (job description).

Please indicate to which insider information this employee has access by filling out the form provided.

Please sign the completed information form and send it to the Corporate Secretary.

Corporate Secretary

[Full name]

Attachment:

1. Form for provision of information on employee access to insider information of OJSC “Uralkali”.

[day]/[month]/[year]

**Form for provision of information on employee access to insider information of OJSC “Uralkali”**

I hereby confirm that an employee of OJSC “Uralkali” [full name] has/does not have access to (i) any item of insider information of the Company of the type listed in the following table or (ii) to the extent not listed in the table below, any information which is precise, not generally available, relates directly or indirectly to the Company or its shares (or the global depositary receipts evidencing such shares) and is price sensitive:

List of insider information under Russian law	Has access*	Does not have access
1) Convocation and holding of the General Meeting of Shareholders of the Company including the agenda, the date of the meeting, the record date (date of preparation of the list of persons who are entitled to participate in the General Meeting of Shareholders) and the decisions adopted by the General Meeting of Shareholders of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2) Agenda of the Board of Directors of the Company as well as		

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the decisions adopted by the Board of Directors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
<p>3) Items which the Board of Directors of the Company has not decided but which must be resolved in compliance with the requirements of the federal legislation:</p> <ul style="list-style-type: none"> <li>- convocation of the Annual General Meeting of Shareholders of the Company and other decisions regarding preparation, convocation and holding of the Annual General Meeting of Shareholders of the Company;</li> <li>- convocation or refusal to convoke an extraordinary General Meeting of Shareholders in compliance with the request of the Revision Commission of the Company, the Auditor of the Company or the shareholder (shareholders) owning at least 10 percent of the voting shares of the Company;</li> <li>- placement or refusal to place items on the agenda of the General Meeting of Shareholders; listing or refusal to list candidates nominated by the shareholders (shareholder) holding a total of at least two (2) percent of the voting shares of the Company for election to the bodies of the Company;</li> <li>- establishment of the office of the sole executive body of the Company at two meetings of the Board of Directors of the Company held consecutively or within two months following the date of termination or expiration of the term of powers of the previously established sole executive body of the Company in cases indicated under Clause 6, Article 69 of the Federal Law dated 26.12.1995 No. 208-FZ "On Joint Stock Companies";</li> <li>-early termination of the powers of the sole executive body of the Company at two meetings of the Board of Directors held consecutively in cases indicated under Clause 7, Article 69 of the Federal Law "On Joint Stock Companies";</li> <li>- convocation (holding) of an extraordinary General Meeting of Shareholders of the Company in cases when the number of members of the Board of Directors of the Company is less than the number required for a quorum of the meeting of the Board of Directors of the Company;</li> <li>- establishment of a temporary sole executive body of the Company and convocation of an extraordinary General Meeting of Shareholders to decide the issue of early termination of the sole executive body or of a managing organization (mangers) and establishment of a new sole executive body of the Company or transfer of its authority to a managing organization (manager) in cases when the Board of Directors of the Company takes the decision to suspend the powers of the sole executive body or the powers of the managing organization (manager);</li> <li>- recommendations regarding a receipt by the Company of a voluntary, competitive or mandatory offer, including evaluation of</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>

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the offered price of the acquired issuable securities and possible change of their market value upon acquisition, evaluation of the plans of the person submitting a voluntary, competitive or mandatory offer with respect to the Company, including with respect to the Company's employees.		
4) Submission by the Company of an application to make amendments to the unified state register of legal entities in connection with reorganization, termination of activities or liquidation of the Company; and information concerning decisions in cases when the authority responsible for state registration of legal entities issues a refusal to make the indicated amendments.	<input type="checkbox"/>	<input type="checkbox"/>
5) Appearance of organizations controlled by the Company that are significant for the Company and the expiration/termination of grounds to control such organizations.	<input type="checkbox"/>	<input type="checkbox"/>
6) Appearance of persons controlling the Company (controller) and the expiration/termination of grounds for such control.	<input type="checkbox"/>	<input type="checkbox"/>
7) Adoption of a decision to reorganize or dissolve (liquidate) itself by the organization controlling the Company or controlled by the Company and having great significance for the Company, or by a person providing security for the bonds of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
8) Entries made to the unified state register of legal entities in connection with reorganization, dissolution or liquidation of the organization controlling the Company or controlled by the Company and having great significance for the Company, or of a person providing security for the bonds of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
9) Failure to satisfy the solvency test by the controller of the Company or an organization controlled by the Company that has great significance for the Company or by a person who provides security for the bonds of the Company in compliance with the requirements of the Russian legislation on insolvency (bankruptcy).	<input type="checkbox"/>	<input type="checkbox"/>
10) Arbitration court rulings declaring the Company, its controller or an organization controlled by the Company that has great significance for the Company, or of a person providing security for the bonds of the Company bankrupt and adoption of a decision by the arbitration court to declare the indicated persons bankrupt or to implement bankruptcy procedures in relation to the indicated persons or to terminate bankruptcy procedures in relation to the indicated persons.	<input type="checkbox"/>	<input type="checkbox"/>

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<p>11) Filing of a lawsuit against the Company, its controlling organization, an organization controlled by the Company that has great significance for the Company or against a person providing security for the bonds of the Company which is greater than 10 percent of the balance-sheet value of the assets of the indicated persons as of the date of the end of the reporting period (quarter, year) preceding the date of filing of the lawsuit for which the period of provision of accounting (financial) statements has expired, or any other lawsuit whose settlement may significantly affect the economic status of the Company or the economic status of the indicated person.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>12) Date of compilation of the list of the owners of the Company's registered securities or bearer securities with mandatory safekeeping in a securities depository in order for the owners of the Company's registered securities or bearer securities with mandatory safekeeping in a securities depository to exercise (realize) their rights attached to these issuable securities.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>13) Adoption of the following decisions by the authorized bodies of the Company:</p> <ul style="list-style-type: none"> <li>- placement of securities of the Company;</li> <li>- approval of decision to issue securities/issue additional securities of the Company;</li> <li>- approval of the Securities Prospectus of the Company;</li> <li>- the date of the beginning of placement of securities of the Company.</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>
<p>14) Date of termination of securities placement by the Company.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>15) Application by the Company (submission) to have the issuance (additional issuance) of securities registered by the state, registration of the securities prospectus, registration of changes made to the decision to issue securities/additionally issue securities and/or the changes made to the prospectus, state registration of the report on securities issuance (additional issuance).</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>16) Submission by the Company of a notification of the results of issuance (additional issuance) of securities.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>17) Decision of an arbitration court to recognize the issuance (additional issuance) of the securities of the Company as null and void.</p>	<input type="checkbox"/>	<input type="checkbox"/>

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18) Redemption/ cancellation of issuable securities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
19) Accrued and/or paid profits on issuable securities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
20) Conclusion by the Company of an agreement with a Russian trade operator on the securities market to have the issuable securities of the Company listed as well as conclusion by a Company of an agreement with the Russian Stock Exchange to have the issuable securities of the Company listed by the Russian Stock Exchange.	<input type="checkbox"/>	<input type="checkbox"/>
21) Conclusion of an agreement by the Company to list the issuable securities of the Company or the securities of the foreign issuer which certify the rights attached to the issuable securities of the Company by a foreign organized (regulated) financial market, as well as the conclusion of an agreement with a foreign stock exchange.	<input type="checkbox"/>	<input type="checkbox"/>
22) Listing of issuable securities of the Company or securities of the foreign issuer, which certify the rights attached to the issuable securities of the Company, on a foreign organized (regulated) financial market, and listing and/or de-listing of the securities indicated by a foreign stock exchange.	<input type="checkbox"/>	<input type="checkbox"/>
23) Conclusion of an agreement by the Company on maintenance (stabilization) of prices of the issuable securities by the Company (securities of the foreign issuer which certify the rights attached to securities of the Company) and terms and termination of such an agreement.	<input type="checkbox"/>	<input type="checkbox"/>
24) Submission of an application by the Company requesting to place/offer its securities overseas and receipt of permission to place/offer its securities overseas from the federal authority for the securities market by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
25) Non-fulfillment of obligations of the Company to the owners of its issuable securities.	<input type="checkbox"/>	<input type="checkbox"/>
26) Acquisition or loss by the person of the right, directly or indirectly (through their controlled persons), independently or together with other persons tied to the Company by a trust management agreement, and/or by a simple partnership agreement, and/or a power of attorney, and/or shareholder agreement, and/or	<input type="checkbox"/>	<input type="checkbox"/>

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another agreement whose subject matter is the exercise (realization) of rights certified by shares (stakes) of the Company if the number of the indicated votes is 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 70 or 95 percent of the total number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of the Company.		
27) Receipt by the Company of a voluntary, competitive or mandatory proposal to acquire the Company's issuable securities in compliance with Chapter XI.1 of the Federal Law "On Joint Stock Companies" and on amendments to the indicated proposals.	<input type="checkbox"/>	<input type="checkbox"/>
28) Receipt of a notification of the right to demand buyback or receipt of a demand to have the securities of the Company bought back by the Company in compliance with the requirements Chapter XI.1 of the Federal Law "On Joint Stock Companies".	<input type="checkbox"/>	<input type="checkbox"/>
29) Discovery of errors in previously disclosed or provided financial statements of the Company if these errors may have significant impact on the price of the issuable securities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
30) Conclusion by the Company or by a person providing security for the bonds of the Company of a transaction whose size (value) is 10 or more percent of the balance-sheet value of the assets of the Company or the assets of the indicated person as of the date of the end of the reporting period (quarter, year) preceding the date of conclusion of the transaction for which the period of provision of accounting (financial) statements has expired.	<input type="checkbox"/>	<input type="checkbox"/>
31) Conclusion of major transactions (as defined by the Russian legislation) by the Company or by an organization controlled by the Company which has great significance for the Company.	<input type="checkbox"/>	<input type="checkbox"/>
32) Conclusion by the Company of an interested-party transaction which must be approved by the authorized executive body of the Company in compliance with the requirements of the legislation of the Russian Federation if the value of such transaction constitutes: a) if the balance-sheet value of the Company's assets as of the end-date of the reporting period (quarter, year) preceding the date of approval of the transaction by the authorized body of the Company, and if such transaction had not been approved by the authorized body of the Company prior to its conclusion – as of the end-date of the reporting period (quarter, year) preceding the date of conclusion of the transaction by the Company, in relation to which the period of submission of accounting (financial) reporting has expired, is no more than 100 billion rubles – 500 million rubles or 2 or more percent of the balance-sheet value of the assets of the Company as of the date indicated herein;	<input type="checkbox"/>	<input type="checkbox"/>

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<p>b) if the balance-sheet value of the Company's assets as of the end-date of the reporting period (quarter, year) preceding the date of approval of the transaction by the authorized body of the Company, and if such transaction had not been approved by the authorized body of the Company prior to its conclusion – as of the end-date of the reporting period (quarter, year) preceding the date of conclusion of the transaction by the Company, in relation to which the period of submission of accounting (financial) reporting has expired, exceeds 100 billion rubles – 1 or more percent of the balance-sheet value of the assets of the Company as of the date indicated herein.</p>		
<p>33) Alteration of the contents and/or size of the subject of pledge for the bonds of the Company; in cases of alteration of the contents and/or size of the subject of pledge for the bonds of the Company with mortgage security, information on any alterations if they exceed the norm set under the legal acts of the federal authority for the securities market.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>34) Change of the value of the assets of the person providing security for the bonds of the Company if it is greater than ten (10) percent and other significant changes in the economic status of this person in the opinion of the Company.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>35) Acquisition or loss by the Company of the right, directly or indirectly (through the Company's controlled persons), independently or together with other persons tied to the Company by a trust management agreement, and/or by a simple partnership agreement, and/or a power of attorney, and/or a shareholder agreement, and/or another agreement whose subject matter is the exercise (realization) of rights certified by shares (stakes) of an organization, whose issuable securities are listed by the operator of securities trading on a securities market, or the value of whose assets exceeds five (5) billion rubles, to hold a particular number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of the indicated organization, if the number of the indicated votes is 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 70 or 95 percent of the total number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of this organization.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>36) Acquisition or loss by a person of the right, directly or indirectly (through the Company's controlled persons), independently or together with other persons tied to the Company by a trust management agreement, and/or by a simple partnership agreement, and/or a power of attorney, and/or a shareholder agreement, and/or another agreement whose subject matter is the exercise (realization) of rights certified by shares (stakes) of an organization that provided security for the bonds of the Company if the number of the indicated</p>	<input type="checkbox"/>	<input type="checkbox"/>

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votes is 5 percent or has become more or less than 5, 10, 15, 20, 25, 30, 50, 70 or 95 percent of the total number of votes attached to the voting shares (stakes) forming the charter (authorized) capital of this organization.		
37) Conclusion of an agreement by the Company, by its controller or by any organization controlled by the Company under which an obligation to acquire the issuable securities of the Company occurs.	<input type="checkbox"/>	<input type="checkbox"/>
38) Receipt, suspension, resumption, re-issuing, revocation (annulment) or expiration of permits (licenses) of the Company enabling the Company to engage in activities which have great significance for the Company's business.	<input type="checkbox"/>	<input type="checkbox"/>
39) Expiration of the term of office of the General Director (sole executive body) and/or members of the Management Board (collegial executive body) of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
40) Changes of the size of participation interests in the charter (authorized) capital of the Company and of organizations controlled by the Company which are significant for the Company: - persons who are members of the Board of Directors, members of the Management Board (collegial executive body) of the Company and the person who holds the post (discharges the functions) of the General Directors (sole executive body) of the Company; - persons who are members of the board of directors (supervisory board), members of collegial executive bodies of management organizations as well as persons holding the post (discharging the functions) of the sole executive body of the management organization in cases when the authority of the General Director (sole executive body) of the Company has been transferred to the management organization.	<input type="checkbox"/>	<input type="checkbox"/>
41) Occurrence and/or termination of the right of the owners of the bonds of the Company to demand early redemption of the bonds of the Company owned by them.	<input type="checkbox"/>	<input type="checkbox"/>
42) Recruitment or replacement of organizations providing intermediary services to the Company in relation to the fulfillment of obligations connected to the bonds and other issuable securities of the Company indicating their names, location and amounts of remuneration for the services rendered and any alterations to this information.	<input type="checkbox"/>	<input type="checkbox"/>
43) Nature of a dispute connected with the establishment/founding of the Company, its management or participation in the Company if the decision on such dispute may	<input type="checkbox"/>	<input type="checkbox"/>

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significantly affect the price of the securities of the Company.	<input type="checkbox"/>	
44) Submission of claims/demands to the person providing security for the bonds of the Company which are connected with fulfillment of obligations attached to these bonds.	<input type="checkbox"/>	<input type="checkbox"/>
45) Placement of bonds and other financial instruments which certify borrower's liabilities borne by the Company outside of the Russian Federation.	<input type="checkbox"/>	<input type="checkbox"/>
46) Acquisition (transfer) of the voting shares of the Company or the securities of a foreign issuer certifying the rights attached to the voting shares of the Company by the Company and (or) by the organizations controlled by the Company with the exception of the organization which are brokers and (or) trust managers and which have already concluded the transaction on their own behalf but at the expense of the client who is not the Company and (or) an organization controlled by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
47) Information provided or submitted by the Company to the relevant authority (organization) of a foreign state, foreign stock exchange and/or other organizations in compliance with the requirements of the relevant foreign legislation for the purpose of disclosure or submission to foreign investors due to the placement/offering of issuable securities of the Company overseas (outside the territory of the Russian Federation) including cases when the securities of the Company that are being or have been placed/offered are acquired in compliance with the foreign laws governing the securities of the foreign issuer if such information may significantly affect the price of the securities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
48) Information contained in the annual or interim (quarterly) accounting (financial) statements of the Company including its annual and interim consolidated accounting (consolidated financial) statements as well as information contained in the auditor's report prepared with regard to the indicated statements.	<input type="checkbox"/>	<input type="checkbox"/>
49) Information on the conditions of placement of issuable securities established under the decision to issue securities (additionally issue securities) approved by the authorized body of the Company in cases of: <ul style="list-style-type: none"> <li>- placement of securities for trading organized by trade operators on stock exchanges;</li> <li>- placement of securities during the course of an additional issuance if the securities of the original issuance were admitted to trading by the trade operator or if an application to admit them to trading by the trade operator has been filed.</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>
50) Information contained in the report (notification) on the results of issuance of securities approved by the authorized body of	<input type="checkbox"/>	<input type="checkbox"/>

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<p>the Company in the cases of:</p> <ul style="list-style-type: none"> <li>- placement of securities at trading sessions organized by the trading operator on the stock exchange;</li> <li>- placement of securities of the additional issue if the securities of the original issue were admitted to trading by the trading organizer on the stock exchange or if an application to admit them to trading the trade operator has been filed.</li> </ul>	<input type="checkbox"/>	<input type="checkbox"/>
<p>51) Information contained in the securities prospectus approved by the authorized body of the Company with the exception of the information which had been previously disclosed or provided in compliance with the requirements of the legislation of the Russian Federation on securities.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>52) Information contained in the quarterly reports signed by the authorized officers of the Company with the exception of the information which had been previously disclosed or provided in compliance with the requirements of the legislation of the Russian Federation on securities.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>53) Information contained in the annual reports of the Company signed by the authorized officers of the Company, with the exception of the information which had been previously disclosed or provided in compliance with the requirements of the legislation of the Russian Federation on securities.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>54) Conclusion of a strategic partnership agreement by the Company or another type of agreement not indicated in paragraphs 20, 21, 23, 30, 32, 37 of the List of Insider Information of the Company if the conclusion of such agreement may significantly affect the price of the securities of the Company.</p>	<input type="checkbox"/>	<input type="checkbox"/>

\*Please mark the cells “Has access” “Does not have access” in any way that is convenient for you (tick, cross, color in).