

**Notice of Significant Fact
Decisions of the Board of Directors**

1. General information	
1.1. Full trademark name of the issuer	<i>Public Joint Stock Company Uralkali</i>
1.2. Abbreviated trademark name of the issuer	<i>PJSC Uralkali</i>
1.3. Issuer's address	<i>Russian Federation, 618426, Perm Region, Berezniki, 63 Pyatiletki Street</i>
1.4. Issuer's MSRN	<i>1025901702188</i>
1.5. Issuer's TIN	<i>5911029807</i>
1.6. Issuer's unique code assigned by the registration authority	<i>00296-A</i>
1.7. Address of the webpage utilized by the issuer for information disclosure	<i>1. http://www.uralkali.com 2. http://www.e-disclosure.ru/portal/company.aspx?id=1233</i>

2. Notice	
<p>2.1. Quorum of the board of directors – <i>Nine of nine elected members of the Board of Directors participated in the meeting.</i> <i>- The resolution concerning items 1-8, and 11 of the agenda were passed unanimously by all Board members participating in the meeting.</i> <i>- The decision concerning item 9 of the agenda was passed unanimously by all Board members who voted on this matter (a total of 5 members of the Board of Directors voted on this matter).</i> <i>The decision concerning item 10 of the agenda was passed unanimously by all Board members who voted on this matter (a total of 8 members of the Board of Directors voted on this matter).</i> <i>The Board of Directors had quorum to decide all issues put to the vote.</i></p>	
<p>2.2. Decisions of the issuer's board of directors - Item 1: Report of the General Director on the performance results of PJSC Uralkali for 9m 2017 Resolution: To note the report of the General Director on the performance results of PJSC Uralkali for 9m 2017 (attached).</p> <p>Item 2: Submission of the matter of increasing the charter capital of the Company by placing preferred shares for review by the extraordinary general shareholders meeting of PJSC Uralkali and proposal to the extraordinary general shareholders meeting to approve the indicated increase Resolution: To propose to the extraordinary general shareholders meeting of the Company to adopt the following decisions:</p>	
<p>1. To increase the charter capital of Public Joint Stock Company Uralkali (hereinafter the Company) by placing preferred registered uncertificated shares of the Company (hereinafter the Shares) on the following terms:</p> <ol style="list-style-type: none"> 1. Number of placed Shares: 150 000 000 (one hundred fifty million) preferred registered uncertificated shares. 2. Face value of each Share: 0.5 rubles. 3. Type of Share placement: private subscription. 4. Placement price of Shares: the price of the placement of one Share shall be determined by the Board of Directors after the state registration of the issuance of the Shares, but not later than the date of commencement of the Share placement. 5. Form of payment for placed Shares: cash in Russian rubles with a possibility of setting off charges against the Company. 6. Group of persons to whom it is proposed to place Shares (potential buyers of Shares): shareholders of the Company who, as at the date of identification of the persons entitled to participate in the extraordinary general shareholders meeting held on December 18, 2017 own more than 10% of the outstanding common shares of the Company 	

2. Based on the results of the Share placement to amend the Charter of the Company and to approve the amendments related to the increase of the number of placed preferred shares and the amount of the charter capital of the Company and the reduction of the number of authorized preferred shares of the Company.

Item 3: Amending the Charter of PJSC Uralkali by amending the provisions on authorized shares and the rights of the owners of preferred shares and proposal to the extraordinary general shareholders meeting to approve the new version of the Charter of PJSC Uralkali

Resolution:

In compliance with paragraph 19 clause 1 article 48 of the Federal Law *On Joint Stock Companies* and p. 8.8 of the Charter of the Company, to propose to the extraordinary general shareholders meeting to approve the new version of the Charter of the Company.

Item 4: Proposal to the extraordinary general shareholders meeting of PJSC Uralkali to take the decision to file an application to delist the shares of PJSC Uralkali

Resolution:

In compliance with p. 8.8 of the Charter of the Company, to propose to the extraordinary general shareholders meeting of the Company to adopt the decision to file an application to delist the shares of PJSC Uralkali from PJSC Moscow Exchange.

Item 5: Proposal to the extraordinary general shareholders meeting of PJSC Uralkali to cancel certain previous decisions of an extraordinary general shareholders meeting of PJSC Uralkali

Resolution:

In compliance with p. 7.3 of the Merger Agreement between JSC Uralkali-Technologiya and PJSC Uralkali (hereinafter the Merger Agreement, the Agreement), the Agreement shall be terminated if prior to the date of the entry of a record of cessation of the transferring company in the Unified State Register of Legal Entities the parties have not reached a mutual agreement to terminate the Agreement on the condition that the terms of such agreement of the parties are approved by the authorized bodies of all parties.

In view of the above, to propose to the extraordinary general shareholders meeting of PJSC Uralkali to cancel the previous decision of the extraordinary general shareholders meeting of PJSC Uralkali on August 1, 2014 (Minutes #42 dated 01.08.2014) to reorganize the company in the form of merger with JSC Uralkali-Technologiya (Item 1 of the agenda) and to reduce the charter capital of PJSC Uralkali by reducing the total number of shares of PJSC Uralkali as a result of cancellation of the common shares of PJSC Uralkali belonging to JSC Uralkali-Technologiya at the moment when a record of cessation of the transferring company entered in the Unified State Register of Legal Entities (Item 2 of the agenda) and to approve the agreement on the termination of the Merger Agreement (attached).

Item 6: Convocation of an extraordinary general shareholders meeting of PJSC Uralkali in the form of absentee voting and setting its agenda

Resolution:

6.1. To convene an extraordinary general shareholders meeting of PJSC Uralkali (PJSC Uralkali, Company) in the form of absentee voting on December 18, 2017 (hereinafter the EGM).

2. To determine that November 23, 2017 shall be the date of the identification of the persons entitled to participate in the EGM (record date).

3. To determine the following procedure of notification of the Company's shareholders of EGM convocation: to publish an announcement on the website of the Company at www.uralkali.com not later than on November 17, 2017.

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

7. EGM Announcement;

8. Draft resolutions of the EGM;

9. Extract from the Minutes of the Board of Directors regarding the submission of the increase of the charter capital of the Company by issuing preferred shares and approval of the new version of the Charter of PJSC Uralkali for consideration by the EGM;

10. Draft of the new version of the Charter of PJSC Uralkali;

11. Extract from the Minutes of the Board of Directors regarding the submission of the application to delist the shares of PJSC Uralkali for consideration by the EGM;

12. Report of an independent appraiser (Executive summary – covering letter) regarding the market price of 1 (one) common share of PJSC Uralkali for the purpose of share redemption;
13. Information letter from PJSC Moscow Exchange of November 7, 2017 regarding the volume-weighted average price of one common share of PJSC Uralkali based on the results of trading in the 6-month period preceding the date of the decision of the Board of Directors to convene an EGM;
14. Extract from the Minutes of the Board of Directors of PJSC Uralkali where the decision to determine the redemption price of PJSC Uralkali's shares was taken including the indication of the redemption price;
15. Calculation of the value of the net assets of PJSC Uralkali according to the Company's RAS accounting statements for 9m 2017;
16. Copies of annual reports and annual accounting statements of the Company for 2014, 2015 and 2016, copy of the quarterly accounting statements of the Company for 3Q 2017;
17. Copies of annual reports, annual accounting statements of JSC Uralkali-Technologiya for 2014, 2015 and 2016;
18. Copy of the quarterly accounting statements of Joint Stock Company Uralkali-Technologiya for 3Q 2017;
19. Instructions for the voting procedure at the EGM.

To determine that the materials which must be provided to shareholders in preparation for the EGM can be perused by shareholders (and their copies can be provided to shareholders at a fee which does not exceed the cost of their production) starting from November 17, 2017 from 09:00 am until 05:00 pm local time at: Corporate Department, Russian Federation, Perm Region, 63 Pyatiletki Street, administrative building 1, office 104 (telephone numbers for enquiries: (3424) 29-66-56)) and/or on the corporate website of the Company at: <http://www.uralkali.com>.

If a nominal holder of shares is registered in the share register of the Company, the EGM Announcement and the information (materials) which must be provided to persons entitled to participate in the EGM in preparation for the EGM will be provided to persons exercising rights represented by securities in compliance with the rules prescribed by the laws of the Russian Federation on securities.

To determine that filled out voting ballots must be received at the indicated address by December 18, 2017 (inclusive of this date).

6.2.

To set the following agenda for the EGM:

20. Determination of the number, face value, category (type) of authorized shares and rights attached to such shares
21. Approval of the new version of the Charter of PJSC Uralkali
22. Increase of the charter capital of PJSC Uralkali
23. Application to delist the shares of PJSC Uralkali from PJSC Moscow Exchange
24. Cancellation of previous decisions of an extraordinary general shareholders meeting of PJSC Uralkali to reorganize PJSC Uralkali in the form of merger with JSC Uralkali-Technologiya and to reduce the charter capital of PJSC Uralkali

6.3.

25. To determine that instructions for the procedure of voting at the EGM will be enclosed with voting ballots will be sent to the persons entitled to participate in the EGM by registered mail or hand-delivered to them.

To determine that voting ballots and instructions for voting at the EGM will be hand-delivered or sent to the persons entitled to participate in the EGM by registered mail not later than on November 27, 2017.

To send the wording of the approved resolutions of the EGM on December 18, 2017 in electronic form to the nominal holders of shares registered in the share register of the Company not later than within the term prescribed for the delivery of voting ballots.

26. To determine that filled out voting ballots must be sent to the following addresses:
27. Public Joint Stock Company Uralkali, Russian Federation, 618426, Perm Region, Berezniki, 63 Pyatiletki Street; OR
28. Joint Stock Company VTB Registrar, Russian Federation, 127015, Moscow, 23 Pravdy Street, OR
29. Perm Office of Joint Stock Company VTB Registrar, Russian Federation, Perm Region, Perm, 94 Sibirskaya Street.

30. To approve the text of the EGM Announcement (attached).
31. To approve the text of the instructions for the procedure of voting at the EGM (attached).
32. To approve the draft resolutions of the EGM (attached).
33. To approve the form and text of the voting ballots for the EGM and the wording of the resolutions of the EGM which must be sent in electronic form (as electronic documents) to nominal holders of shares registered in the share register of the Company (attached).
34. To appoint Mr. Dmitry Osipov as presiding chair and Ms. Marina Shvetsova as secretary of the EGM.
35. To appoint the following individuals to the organizational committee of the EGM in compliance with p. 8.16 of the Charter of the Company: R. Kusov, M. Shvetsova, Y. Lykosova, and T. Pologova. To appoint Mr. Dmitry Osipov as Chair and Ms. Marina Shvetsova as Deputy Chair of the organizational committee of the EGM.

Item 7: Determination of the redemption price of the shares of PJSC Uralkali from shareholders – owners of voting shares of PJSC Uralkali entitled to demand that all or a portion of the shares belonging to them be redeemed by the company

Issue put to the vote:

According to the report of an independent appraiser (Report # 25497/17 dd. October 30, 2017), the market price of one common uncertificated share of PJSC Uralkali (hereinafter PJSC Uralkali, Company) for the purpose of share redemption in compliance with Article 75 of the Federal Law *On Joint Stock Companies* was determined as 135 rubles 30 kopeks per common uncertificated share of the Company.

According to paragraph 2 clause 3 article 75 of the Federal Law *On Joint Stock Companies*, the price of the shares redeemed by the company in cases when the general shareholders meeting votes in support of a resolution indicated in paragraph 4 clause 1 article 75 of the indicated Federal Law, specifically – on a resolution to file an application to delist the shares of the Company – if they voted against the indicated resolution or did not vote, may not be lower than (1) the price determined by an independent appraiser, and (2) lower than the volume-weighted average price determined based on the results of organized trading over a six-month period preceding the date of the decision to convene a general shareholders meeting whose agenda includes an application to delist the shares of the company.

According to the information letter provided by PJSC Moscow Exchange # 75-06/1043 dated November 7, 2017, the volume-weighted average price determined based on the results of organized trading over a six-month period (from May 6, 2017 until November 6, 2017) is 135 rubles 95 kopeks per common ordinary share of the Company.

In accordance with clause 3 article 75 of the Federal Law *On Joint Stock Companies* the redemption of shares shall be effected by the company at a price determined by the board of directors (supervisory board) of the company but not below the market price which is to be assessed by an independent appraiser with no account taken of its variation resulting from the actions of the company which caused the occurrence of a right to claim share valuation and redemption.

In accordance with the above, to determine the price of one common uncertificated share of the Company for the purpose of share redemption in compliance with article 75 of the Federal Law *On Joint Stock Companies* in cases when shareholders did not vote or voted against the resolution on the agenda of the extraordinary general shareholders meeting as 135 rubles 95 kopeks per common uncertificated share of the Company.

Item 8: Approval of the terms and procedure of the redemption of the shares of PJSC Uralkali from shareholders – owners of voting shares of PJSC Uralkali entitled to demand that all or a portion of the shares belonging to them be redeemed by the company

Resolution:

In accordance with Article 76 of the Federal Law *On Joint Stock Companies* to approve the following procedure of submission of share redemption requests to the Company by shareholders:

1. If the extraordinary general shareholders meeting of the Company votes in support of the resolutions on item 2 “Approval of the new version of the Charter of PJSC Uralkali” (hereinafter “Item 2”), and/or item 4 of the agenda of the extraordinary general shareholders meeting of the Company “Application to delist the share of PJSC Uralkali from PJSC Moscow Exchange” (hereinafter referred to as “Item 4”), and/or item 5 “Reorganization of Public Joint Stock Company Uralkali in the form of merger with Joint

- Stock Company Uralkali-Technologiya, including the approval of the agreement on termination of the merger agreement between JSC Uralkali-Technologiya and PJSC Uralkali (hereinafter referred to as "Item 5") of the agenda of the extraordinary general shareholders meeting of the Company held on December 18, 2017, shareholders – owners of voting shares of the Company who did not vote or voted against the resolution on Item 2 and/or Item 4 and/or Item 5 of the agenda are entitled to demand that all or a portion of the shares of the Company belonging to them be redeemed by the Company.
2. The shares of the Company shall be redeemed from shareholders who voted against the resolutions on Item 2 and/or Item 4 and/or Item 5 of the agenda at the price of 135 rubles 95 kopeks per common uncertificated share of the Company. The price was determined by the Board of Directors based on the weighted average price determined in accordance with the results of organized trading over a 6-month period (from May 6, 2017 until November 6, 2017).
 3. The list of shareholders entitled to demand that the shares of the Company belonging to them be redeemed by the Company is compiled on the basis of the information contained in the list of persons who had the right to participate in the general shareholders meeting of the Company compiled on November 23, 2017.
 4. Written share redemption requests (which must contain the surname, name and patronymic name (full trademark name), passport information (information about registration), place of residency (location), contact telephone number of the shareholders, the number of shares submitted by the shareholder for buyback and the method of payment (bank transfer or mail order), banking details (in case of bank transfer)) must be sent by mail or hand-delivered to the following address: Joint Stock Company VTB Registrar, Russian Federation, 127015, Moscow, 23 Pravdy Street; or Perm Office of Joint Stock Company VTB Registrar, Russian Federation, 614002, Perm Region, 94 Sibirskaya Street, if the shareholder is registered in the share register of the Company. If the shareholder is not registered in the share register of the Company, they can exercise their right to request share redemption by giving relevant instructions to a person keeping records of their rights to the shares of the Company.
 5. Redemption requests must be submitted within 45 days from the date when the extraordinary general shareholders meeting has voted in support of the resolutions on Item 2 and/or Item 4 and/or Item 5 of the agenda of the extraordinary general shareholders meeting of the Company on December 18, 2017. During this period of time (45 days), shareholders can withdraw previously filed redemption requests in accordance with the same procedure which applies to the submission of redemption requests.
 6. Upon expiration of the indicated 45-day period, the Company must redeem the shares submitted for redemption within 30 days in accordance with the applicable procedure.
 7. The Board of Directors shall approve the report on the results of submission of share redemption requests by the shareholders of the Company not later than within 50 days of the date of the indicated decision of the extraordinary general shareholders meeting of the Company.
 8. The payment for the shares subject to redemption shall be made by bank transfer to the bank accounts whose numbers are known by the Registrar of the Company. If no information on the details of the bank accounts is available or it is impossible to transfer funds to known bank accounts for reasons beyond the Company's control, the relevant funds for the redeemed shares shall be transferred into a notary deposit at the location of the Company. The payment for the redeemed shares to persons not registered in the share register of the Company shall be made by bank transfer to the bank account of the nominal holder of shares registered in the share register of the Company.
 9. The Registrar of the Company shall enter a record of the transfer of the title to the redeemed shares of the Company on the basis of the report on the results of the submission of share redemption requests by shareholders of the Company approved by the Board of Directors and on the basis of documents confirming the performance of the Company's obligation to pay the shareholders who submitted share redemption requests in relation to the shares of the Company belonging to them. In this case, no share transfer order is required from shareholders of the Company.
 10. If records of the rights to shares are kept by a nominal holder of shares, records of transfer of title to the redeemed shares to the Company shall be entered by the Registrar of the Company in compliance with the instructions of nominal holders of shares registered in the share register of the Company. Nominal holders of shares shall issue such instructions to the Registrar of the Company within two business days from the date of receipt of monetary funds in payment for the redeemed shares and provision of an extract from the report on the results of the submission of share redemption requests by shareholders of the Company by the Board of Directors of the Company.
 11. In accordance with Article 76 of the Federal Law On Joint Stock Companies, the total amount of funds directed by the Company for share redemption cannot exceed 10% of the value of the net assets of the

Company as of the date when the general shareholders meeting of the Company votes in support of the resolutions on Item 2 and/or Item 4 and/or Item 5 of the agenda of the extraordinary general shareholders meeting of the Company. If the total number of shares submitted for redemption exceeds the number of shares which can be redeemed in compliance with the limitation indicated above, shares will be repurchased from shareholders in proportion to their requests using mathematical rounding rules, whereby whole numbers (whole shares) are not changed if the first digit following the number being rounded is from 0 to 4 and is increased by 1, if the next digit is from 5 to 9. Fractions of shares are not accepted for redemption.

12. If the total number of shares submitted for redemption by shareholders who voted against or did not vote on the proposed resolution on Item 4 of the agenda exceeds the number of shares which may be redeemed by the Company in compliance with the limitation set by the Federal Law On Joint Stock Companies, the resolution on Item 4 of the agenda of the extraordinary general meeting shall not take effect.
13. The cost of entry of records in the share register of PJSC Uralkali in connection with the transfer of the title to the redeemed shares to the Company shall be borne by the seller – shareholder of PJSC Uralkali.
14. For information regarding share redemption shareholders can contact the Corporate Relations Department at: PJSC Uralkali, Russian Federation, 618426, Perm Region, Berezniki, 63 Pyatiletki Street, administrative building 1, office 104 (closed on Saturdays, Sundays and holidays). Contact telephone number: (3424) 29-66-56.
15. To insert information regarding the right to request share redemption into the text of the announcement of convocation of an extraordinary general shareholders meeting of the Company on December 18, 2017 to be published on the website of the Company at: www.uralkali.com.

Item 9: Disposal of the shares of PJSC Uralkali controlled by JSC Uralkali-Technologiya

Resolution:

To approve the sale of common shares of PJSC Uralkali controlled by JSC Uralkali-Technologiya to JSC UCC URALCHEM in the amount not exceeding 10% of the charter capital of PJSC Uralkali under a sale and purchase agreement at a price which cannot be lower than the market price of the indicated shares.

Item 10: An interested-party transaction

Loan agreement

The description of the transaction is contained in Supplement 14 to these Minutes of the Board of Directors

Resolution:

1. The price of the property (services) which is the subject matter of the interested-party transaction between PJSC Uralkali and JSC Uralkali-Technologiya is based on the market price of the property and represents less than 10% of the book value of the assets of PJSC Uralkali as of the last reporting date preceding the date of the transaction.
2. To permit the conclusion of the interested-party transaction between PJSC Uralkali and JSC Uralkali-Technologiya on the terms and conditions described in Supplement 14 to these Minutes.

Item 11: Participation in a commercial organization

Resolution:

1. To determine the position of a subsidiary company of PJSC Uralkali – JSC Uralkali-Technologiya for voting at the extraordinary general shareholders meeting of PJSC Uralkali on December 18, 2017 in compliance with Supplement 15.
2. To instruct the General Director to take the action necessary to amend the Charter of JSC Uralkali-Technologiya in terms of the limitation of the powers of the General Director of PJSC Uralkali-Technologiya to exercise the rights of a shareholder attached to common uncertificated shares of PJSC Uralkali controlled by JSC Uralkali-Technologiya.

Identification properties of the issuer's voting shares: *common registered uncertificated shares, 1-01-00296-A dd. 16.01.2004, ISIN RU0007661302*

- 2.3. Date of the meeting of the issuer's board of directors where the indicated resolutions were passed: **November 7, 2017.**

2.4. Date of compilation and number of the minutes of the indicated meeting of the issuer's board of directors:
November 7, 2017/ # 339

3. Signature

3.1. Director for Legal and Corporate Affairs
PJSC Uralkali

_____ M. Shvetsova
(signature)

3.2. Date: 8 November 2017

CORPORATE SEAL