

APPROVED  
by Resolution of the General Meeting of Shareholders  
on 03 October 2016  
(Minutes of the Extraordinary General Meeting of Shareholders  
w/o No. of 06 October 2016)

**REGULATION**  
**on the General Meeting of Shareholders**  
**of Public Joint-Stock Company**  
**PhosAgro**  
(revised version)

## Article 1. General provisions

1.1. This Regulation on the General Meeting of Shareholders (the "Regulation") of Public Joint-Stock Company PhosAgro (the "Company") sets out the procedures for preparing, convening and holding the Company's General Meeting of Shareholders and has been drafted in accordance with the applicable laws of the Russian Federation, the Company's Charter and by-laws, with due regard to requirements set by securities market operators and recommendations of the Corporate Governance Code (approved by the Bank of Russia's Board of Directors on 21 March 2014), and in line with the best corporate governance practices.

1.2. The General Meeting of Shareholders is the Company's supreme governing body.

The scope of authority of the General Meeting of Shareholders is defined by the Company's Charter and the laws of the Russian Federation.

1.3. The General Meeting of Shareholders shall not pass resolutions on matters not included in the agenda of the General Meeting of Shareholders, or amend the agenda.

1.4. The Company shall convene its General Meeting of Shareholders annually.

The Company's Annual General Meeting of Shareholders shall be held not earlier than two (2) months and not later than six (6) months after the end of the financial year. The date of the Annual General Meeting of Shareholders shall be defined by the Company's Board of Directors.

The Annual General Meeting of Shareholders shall elect the Company's Board of Directors and Review Committee (Review Officer), approve the Company's auditor, annual report and annual financial (accounting) statements, and may also decide on other matters within the scope of authority of the General Meeting of Shareholders.

1.5. All shareholder meetings other than the annual one shall be deemed extraordinary. An Extraordinary General Meeting of Shareholders shall be convened by a resolution of the Company's Board of Directors at its sole discretion or at the request of the Company's Review Committee (Review Officer), the Company's auditor or shareholders (shareholder) holding at least ten (10) per cent of the Company's voting shares as at the date of the request. An Extraordinary General Meeting of Shareholders requested by the Company's Review Committee (Review Officer), auditor or shareholders (shareholder) holding at least ten (10) per cent of the Company's voting shares shall be convened by the Company's Board of Directors.

An Extraordinary General Meeting of Shareholders convened at the request of the Company's Review Committee (Review Officer), auditor or shareholders (shareholder) holding at least ten (10) per cent of the Company's voting shares shall be held within forty (40) days after the date of the request.

Should election of the Board of Directors be on the proposed Extraordinary General Meeting's agenda, this General Meeting of Shareholders shall be convened within seventy-five (75) days upon the receipt of the request thereof. In this case, the Company's Board of Directors shall set out a deadline by which shareholders should propose their nominees to the Company's Board of Directors.

Should the Company's Board of Directors fail to resolve on convening an Extraordinary General Meeting of Shareholders within the time frame stipulated by the laws of the Russian Federation or refuse to convene the same, the Company's body or persons requesting an Extraordinary Meeting of Shareholders may apply to a court of law to oblige the Company to hold an Extraordinary General Meeting of Shareholders.

1.6. General Meetings of Shareholders shall be held in the form of meetings (joint presence of the Company's shareholders to discuss the agenda items and pass resolutions on matters put to the vote).

General Meetings of Shareholders may also pass resolutions without holding a meeting by means of absentee voting.

The General Meeting of Shareholders shall not be held in the form of absentee voting, if its agenda includes matters related to the election of the Board of Directors and Review

Committee (Review Officer), approval of the Company's auditor, and approval of the Company's annual report and annual financial (accounting) statements.

The General Meeting's agenda items shall be voted on by ballots.

**Article 2. Shareholders' proposals for items to be included in the agenda of General Meeting of Shareholders and nominations to the Company's bodies elected by the General Meeting of Shareholders, requests of the Company's shareholders and bodies to convene an Extraordinary General Meeting of Shareholders**

2.1. Shareholders (shareholder) jointly holding at least two (2) per cent of the Company's voting shares may propose items for the agenda of the Annual General Meeting of Shareholders and nominees to the Company's Board of Directors and Review Committee (Review Officer), and the number of such nominees shall not exceed the overall number of members in the respective body. Such proposals shall be submitted to the Company within sixty (60) days after the end of the reporting year.

Should election of the Company's Board of Directors be on the proposed agenda of the Extraordinary General Meeting of Shareholders, shareholders (shareholder) jointly holding at least two (2) per cent of the Company's voting shares may propose their nominees to the Board of Directors, and the number of such nominees shall not exceed the overall number of members in the Company's Board of Directors. Such proposals shall be submitted to the Company no later than thirty (30) days prior to the date of the Extraordinary General Meeting of Shareholders, unless a later date is set forth by the Company's Charter.

2.2. The percentage of voting shares held by shareholders (a shareholder) who submit(s) an item for the agenda of the Annual General Meeting of Shareholders, propose(s) nominees to the Company's Board of Directors and/or Review Committee (Review Officer) or request(s) convention of an Extraordinary General Meeting of Shareholders shall be determined based on the Registrar's data as at the date of the respective proposal (request), and for the shares held in the depositary, as at the date of the account statement.

2.3. Proposals for items to be included in the agenda of the Annual General Meeting of Shareholders or nominations to the Company's Board of Directors and/or Review Committee (Review Officer), as well as requests to hold an Extraordinary General Meeting of Shareholders, can be made by:

- registered mail to the Company's address at 55/1 Leninsky Avenue, Bld. 1, Moscow, 119333, Russian Federation;
- hand delivery, against receipt, to a person acting as the Company's sole executive body, Chair of the Company's Board of Directors, the Company's Corporate Secretary or another person authorised to receive written correspondence for the Company.

2.4. Proposals (requests) listed in clause 2.3 hereof shall be submitted (made) in written form, state the name of the respective shareholder (shareholders) and the amount and class (type) of shares they own, and be signed by the shareholder (shareholders) or their representatives. If the proposal (request) is signed by a shareholder's representative, it shall come with documents that confirm the representative's powers.

Proposals to include items in the agenda of the Annual General Meeting of Shareholders shall contain the wording of each proposed item and may contain the wording of resolutions thereon.

Alongside information required by the applicable laws, proposals on nominees to the Company's Board of Directors and/or Review Committee (Review Officer) shall include the following data:

- name of each nominee,
- data from the nominee's ID (ID name and number, date and place of issue, name of the issuing authority),

- name of the body to which the nominee is proposed,
- nominee education,
- nominee employments during the current year.

Requests to convene an Extraordinary General Meeting of Shareholders shall contain the wording of items for the agenda and may contain the wording of resolutions thereon, as well as the proposed form of holding the General Meeting of Shareholders.

2.5. Shareholders whose title to the shares is accounted for in the register of owners of the Company's registered securities shall have no obligation to provide any documented proof of their rights when submitting a request to hold an Extraordinary General Meeting of Shareholders, proposing an item to the agenda of the Annual General Meeting of Shareholders and/or proposing nominees to the Company's bodies elected by the General Meeting of Shareholders. If a request (proposal) is made by the Company's shareholder whose title to the shares is recorded in the depositary account of the depositary, such request (proposal) shall come with a statement of the shareholder's depositary account in the depositary which keeps records of the respective shares, while the date of the statement shall be no later than three (3) business days following the date of the respective request (proposal).

2.6. The person responsible for keeping records of the incoming requests (proposals) shall be the Company's Corporate Secretary. Record keeping shall be made using a register (logbook) of requests (proposals).

2.7. The Company's Board of Directors shall consider proposals to include items in the agenda of the Annual General Meeting of Shareholders or proposals on nominees to the Company's Board of Directors and/or Review Committee (Review Officer), and shall approve or reject the inclusion of these items in the agenda within five (5) days from the deadline for submitting such proposals as set forth by the laws or the Company's Charter.

The Company's Board of Directors shall review a request to hold an Extraordinary General Meeting of Shareholders within five (5) days from the request date.

The Board of Directors' reasoned refusal to include a proposed item in the agenda of the Annual General Meeting of Shareholders or to approve a nominee to be put on the nominees' list for election to the respective body of the Company, as well as its resolution to approve or reject the convening of an Extraordinary General Meeting of Shareholders, shall be sent by the Company's Corporate Secretary to the shareholders (shareholder) who have (has) proposed the item (nominee) or to the persons who request the convention of an Extraordinary General Meeting of Shareholders, as per the addresses specified in the Company's share register, within three (3) days after the respective approval or refusal is made.

Items proposed by shareholders (a shareholder) shall be included in the agenda of the Company's General Meeting of Shareholders, and nominees shall be put on the nominees' list for election to the respective body of the Company, except for the following cases:

- the shareholders (shareholder) failed to comply with the time limits imposed by clause 2.1 hereof;
- the shareholders (shareholder) do not hold the sufficient amount of the Company's voting shares as required by clause 2.1 hereof;
- the proposal does not meet the requirements set forth in clause 2.4 hereof;
- the item proposed for the agenda of the Company's General Meeting of Shareholders is not related to its remit and/or violates the Federal Law *On Joint-Stock Companies* or other laws and regulations of the Russian Federation.

A request to convene an Extraordinary General Meeting of Shareholders made by the Company's Review Committee (Review Officer), auditor or shareholders (a shareholder) holding at least ten (10) per cent of the Company's voting shares may be rejected in the following cases:

- the procedure for making a request to convene an Extraordinary General Meeting of Shareholders does not comply with this article and/or clause 1 of article 84.3 of the Federal Law *On Joint-Stock Companies*;

- shareholders (a shareholder) who request(s) to convene an Extraordinary General Meeting of Shareholders do(es) not hold the sufficient amount of the Company's voting shares as required by clause 2.1 hereof;
- none of the items proposed for the agenda of the Company's Extraordinary General Meeting of Shareholders is related to its remit and/or complies with the Federal Law *On Joint-Stock Companies* or other laws and regulations of the Russian Federation.

2.8. In addition to the items proposed for the agenda of the General Meeting of Shareholders by shareholders, or if there are no items or nominees proposed, or the number of the nominees proposed is insufficient to form the respective body of the Company, the Company's Board of Directors may include in the agenda and put on the nominees' list such items and nominees as it deems necessary.

### **Article 3. Preparation for the General Meeting of Shareholders**

3.1. While preparing for the General Meeting of Shareholders, the Company's Board of Directors shall determine:

- the form of the General Meeting of Shareholders (meeting in person or absentee voting);
- venue, date and time of the General Meeting of Shareholders, or the final date for submitting voting ballots in case of a General Meeting of Shareholders held in the form of absentee voting;
- starting time for the registration of persons entitled to participate in the General Meeting of Shareholders;
- postal address used for submitting completed voting ballots;
- record date for the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- final date for the shareholders to propose nominees to the Company's Board of Directors, if election of the Board of Directors is on the agenda of the Extraordinary General Meeting of Shareholders;
- rules of procedure for notifying shareholders of the General Meeting of Shareholders;
- the list of information items (materials) to be provided to the shareholders in the run-up to the General Meeting of Shareholders, and rules of procedure for making the same available;
- form and wording of voting ballot(s).

3.2. Shareholders or their representatives shall have unrestricted access to the premises where the General Meeting of Shareholders is held. The General Meeting of Shareholders shall be held in the period between nine (9:00) a.m. and ten (10:00) p.m. local time.

Participants of the General Meeting of Shareholders shall be registered on the date of the meeting at the address of the meeting venue.

A notice of the General Meeting shall be sent to each person listed as entitled to participate in such General Meeting of Shareholders by registered mail or delivered by hand against receipt.

In addition, the following information shall be posted at the Company's corporate website on the Internet (global information and telecommunications network):

- notice of the upcoming General Meeting of Shareholders;
- materials for the relevant General Meeting;
- driving instructions to find the venue of the General Meeting of Shareholders (in case of a General Meeting of Shareholders held in the form of joint presence);
- model form for the power of attorney which the Company's shareholders may issue for their representatives to participate in the General Meeting of Shareholders, and information about certification of such power of attorney.

Information on the General Meeting of Shareholders shall be provided in the Russian and English languages.

The General Meeting of Shareholders shall be announced:

- no later than thirty (30) days prior to the meeting date, if the Company's reorganisation is on the agenda of the General Meeting;
- no later than fifty (50) days prior to the meeting date, if so required by clauses 2 and 8 of article 53 of the Federal Law *On Joint-Stock Companies*;
- no later than twenty (20) days prior to the meeting date in all other cases, unless an earlier date is stipulated by the applicable laws.

3.3. A notice of the General Meeting of Shareholders shall contain the following:

- full corporate name and registered address of the Company;
- form of the General Meeting of Shareholders;
- venue (postal address), date and time of the General Meeting of Shareholders, information about the premises hosting the General Meeting of Shareholders;
- information about the documents required to be admitted to the premises where the General Meeting of Shareholders is to be held;
- postal address to which completed voting ballots may (shall) be sent;
- final date for submitting completed voting ballots;
- record date for the General Meeting of Shareholders;
- agenda of the General Meeting of Shareholders;
- starting time for the registration of persons entitled to participate in the General Meeting of Shareholders (for meetings held in the form of joint presence);
- rules of procedure for making the required information (materials) available to shareholders in the run-up to the General Meeting of Shareholders, and address(es) where they can review the same;
- class (type) of shares whose holders are entitled to vote on all or some of the items on the agenda of the General Meeting of Shareholders.

If the agenda of the General Meeting of Shareholders contains items, the approval of which would enable the shareholders who voted against such items or did not participate in the respective voting to claim repurchase of their shares by the Company, the notice of the upcoming General Meeting of Shareholders shall additionally provide information about:

- the possibility of such a right;
- share repurchase price as determined by the Board of Directors based on the opinion of an independent appraiser;
- the repurchase procedure.

If election of a new Board of Directors is on the agenda of the Extraordinary General Meeting of Shareholders, the notice shall provide additional information about:

- the right of the shareholders holding at least two (2) per cent of the Company's voting shares to propose nominees to the Board of Directors;
- the deadline for submitting such proposals and the respective mailing address.

3.4. Should a person on the Company's share register be a nominee shareholder, a notice of the General Meeting of Shareholders and information (materials) to be made available to the persons entitled to participate in the Company's General Meeting of Shareholders shall be sent by the Company's registrar (the "Registrar") to such a nominee shareholder electronically (as a soft copy with an electronic signature). The nominee shareholder shall notify the respective beneficial owners of the upcoming General Meeting of Shareholders, and provide them with the information (materials) received hereunder as and when prescribed by the applicable laws and regulations of the Russian Federation and/or agreements with the beneficial owners.

3.5. Information to be made available to the shareholders in the run-up to and during the Annual General Meeting of Shareholders shall include:

- the Company's annual report and a report of the Company's Review Committee (Review Officer) on the reliability of data contained therein;
- annual financial statements, including the auditor's opinion and a report of the Company's Review Committee (Review Officer) following an audit of the annual financial statements;
- information on the nominees to the Company's Board of Directors and Review Committee (position of a Review Officer), sufficient to pass a well-informed judgement on their professional qualifications and personal qualities;
- information from the Board of Directors' Remuneration and Human Resources Committee on the professional qualifications of the nominees to the Board of Directors and their compliance with the independence criteria;
- information on candidates to the position of the Company's auditor, sufficient to pass a well-informed judgement on their professional qualifications and independence;
- draft resolutions of the Annual General Meeting.

If the agenda of a General Meeting of Shareholders includes items, the voting on which may enable shareholders to claim the repurchase of their shares by the Company, the following additional information shall be provided in the run-up to such General Meeting of Shareholders:

- the report of an independent appraiser on the market value of the Company's shares that the Company may be required to repurchase;
- calculations of the net asset value as per the Company's financial statements for the last completed reporting period;
- minutes (extract from the minutes) of the meeting of the Board of Directors, which adopted a resolution determining the Company's share repurchase price (with the statement of the said share repurchase price).

If the agenda of a General Meeting of Shareholders includes the Company's reorganisation, the following additional information shall be provided in the run-up to such General Meeting of Shareholders:

- rationale for the terms and procedure of the Company's reorganisation contained in the resolution on the split-up, spin-off or transformation, or in the merger or acquisition agreement;
- a draft resolution of the General Meeting of Shareholders on the split-up, spin-off or transformation, or the (draft) merger or acquisition agreement;
- a draft deed of transfer (spin-off balance sheet);
- the opinion of the Company's independent directors on the terms of the Company's reorganisation;
- annual reports and annual financial statements for three completed financial years preceding the date of the General Meeting of Shareholders from all companies involved in the reorganisation;
- quarterly financial statements for the last completed quarter preceding the date of the General Meeting of Shareholders from all companies involved in the reorganisation.

3.6. The information (materials) to be made available to the persons entitled to participate in the Company's General Meeting of Shareholders in the run-up to such General Meeting shall be provided to them during the meeting and within twenty (20) days, or, with the Company's reorganisation on the meeting agenda, within thirty (30) days before the date of such General Meeting. Shareholders may ask the Company to provide such information by e-mail sending their requests to the e-mail address of the Company's Corporate Secretary as stated at the Company's corporate website. The Company shall also maintain a dedicated telephone line for the shareholders.

3.7. A ballot for voting at the Company's General Meeting of Shareholders shall include:

- full corporate name and registered address of the Company;
- name of the shareholder;
- number of voting shares held by the shareholder;
- form of the General Meeting of Shareholders (meeting in person or absentee voting);
- venue, date and time of the General Meeting of Shareholders;

- postal address to which completed voting ballots may (shall) be sent;
- final date for submitting completed voting ballots;
- wording of resolutions on each agenda item (name of each nominee) voted on by means of the said ballot;
- voting options for each agenda item worded as follows: “in favour of”, “against” or “abstain”;
- a reminder that the voting ballots are to be signed by persons entitled to participate in the meeting or their representatives, and ballot completion instructions.

In the event of cumulative voting, the ballot shall clearly refer to it by explaining the nature of cumulative voting.

3.8. A voting ballot shall clearly state that:

- the voter may choose only one voting option, unless the votes are cast on instructions of the persons who acquired the shares after the record date, or instructions of the owners of depositary securities;
- if the ballot contains more than one voting option, the fields for the number of votes cast for each voting option shall indicate the number of votes cast for the respective voting option, and state that the votes are cast on instructions of persons who acquired the shares after the record date and/or instructions of the owners of depositary securities;
- the person voting by virtue of a power of attorney issued for the shares transferred after the record date, or on the basis of an agreement certifying the full or partial transfer by a shareholder of their right to participate in the General Meeting of Shareholders to a third party, shall indicate the number of votes cast for the selected voting option in the field for the number of votes next to the selected voting option, and make a note that the votes are cast by virtue of a power of attorney issued for the shares transferred after the record date or on the basis of a relevant agreement;
- if the shares were not transferred in full after the record date, the voter shall indicate the number of votes cast for the selected voting option in the field for the number of votes next to selected the voting option, and make a note that a portion of the shares were transferred after the record date. If the buyers of shares transferred after the record date provided instructions with respect to such shares and these instructions coincide with the selected voting option, the votes shall be added up.

#### **Article 4. List of persons entitled to participate in the General Meeting of Shareholders**

4.1. The list of persons entitled to participate in the General Meeting of Shareholders shall be compiled by the Registrar on the basis of data in the Company’s share register as at a certain date established by the Board of Directors. The date on which persons entitled to participate in the General Meeting of Shareholders are identified (determined) (the “record date”) may not be established earlier than ten (10) days after the date of the resolution to convene the General Meeting of Shareholders, and later than twenty-five (25) days prior to the date of such General Meeting of Shareholders, and, where required by clause 2 of article 53 of the Federal Law *On Joint-Stock Companies*, later than fifty-five (55) days prior to the date of the General Meeting of Shareholders.

4.2. The list of persons entitled to participate in the General Meeting of Shareholders may be amended only in order to restore the violated rights of the persons not included in the said list as at the record date, or to correct the mistakes made while compiling the same.

4.3. The list of persons entitled to participate in the General Meeting of Shareholders (except for the information about such persons' voting preferences) shall be made available (starting from the date of its receipt by the Company) at the request of the persons included in the list and holding at least one (1) per cent of the votes. Identification details of individuals included



in the list (except for their name, patronymic, and surname), shall be provided only subject to their consent.

Any stakeholder may request an extract from the above list, containing information about themselves, or a certificate stating that they are not included in the list.

## **Article 5. Rules of procedure for participation in the General Meeting of Shareholders**

5.1. The right to participate in the General Meeting of Shareholders shall be exercised by a shareholder either in person or via a representative.

For the purposes of the General Meeting of Shareholders, a shareholder shall have no more than one representative.

5.2. The person representing a shareholder at the General Meeting of Shareholders shall act in accordance with the scope of powers based on the federal laws or regulations of authorised federal or local government bodies, or by virtue of a written power of attorney. The power of attorney for voting shall contain information about the represented shareholder and their representative (for an individual – name, data from the ID (series and/or number, date and place of issue, name of the issuing authority), for a legal entity – name and registered address). The power of attorney for voting shall be issued as per clauses 3 and 4 of article 185.1 of the Civil Code of the Russian Federation, or notarised.

5.3. In case of a transfer of shares between the record date and the date of the General Meeting of Shareholders, the person listed as entitled to participate in the meeting shall issue a power of attorney so that the buyer of the shares could vote, or vote at the General Meeting in accordance with the instructions of such buyer, if this is stipulated by the respective share transfer agreement.

5.4. If the Company's share is jointly owned by several persons, the right to vote at the General Meeting of Shareholders shall be exercised at their discretion by one of the co-owners or their joint representative. Powers of each of the persons shall be properly documented.

5.5. The following documents are required for the participants to register for the General Meeting of Shareholders:

- a passport or another ID (for all participants of the meeting);
- a power of attorney or a relevant agreement (for representatives of shareholders);
- minutes, a resolution of an authorised body or another document confirming the election (appointment) of a person as the chief executive officer of the respective legal entity, or an extract from the Unified State Register of Legal Entities issued no later than one (1) month before the date of the meeting (for chief executive officers of legal entities which are the Company's shareholders, and chief executive officers of legal entities managing the legal entities which are the Company's shareholders);
- the court decision appointing a person as the insolvency officer of the legal entity (for insolvency officers of legal entities which are the Company's shareholders and are in the process of bankruptcy);
- documents confirming the powers to act on behalf of an individual without a power of attorney (for legal representatives of individuals which are the Company's shareholders).

5.6. Registration of persons entitled to participate in the General Meeting of Shareholders shall be preceded by the identification of persons who came to participate in such meeting, the latter being delivered by comparing data from the list of persons entitled to participate in the General Meeting of Shareholders with those in the documents presented by these persons. A match between the series and numbers of the passport presented by a shareholder (as well as those specified in the powers of attorney issued by shareholders for their representatives), including the standard stamp containing information about the series and number of the replaced passport, shall be sufficient for identification purposes.

5.7. Registration for the General Meeting of Shareholders shall be carried out by the Registrar. The number of the Registrar's representatives (employees), who directly deliver tasks related to the registration of the meeting participants, shall be not less than two (2). The Company shall provide sufficient time for the registration of all the shareholders wishing to participate in the General Meeting of Shareholders.

5.8. Persons entitled to participate in the General Meeting of Shareholders held in the form of a meeting, whose ballots were received no later than two (2) days before the meeting date, shall be allowed to participate in the meeting.

5.9. At the request of persons who register for participation in the General Meeting of Shareholders and whose ballots were not received by the Company or were received later than two (2) days before the meeting date, the Company may hand such persons, against receipt, new voting ballots, marking the latter as re-issued.

5.10. Registration of persons entitled to participate in the General Meeting of Shareholders shall finish as soon as the Chair of the General Meeting of Shareholders announces the end of discussions on the last agenda item for which a quorum is present.

#### **Article 6. Bodies of the General Meeting of Shareholders**

6.1. Working bodies of the General Meeting of Shareholders shall include:

- the Chair of the General Meeting of Shareholders;
- the Secretary of the General Meeting of Shareholders;
- the Counting Board.

6.2. The General Meeting of Shareholders shall be presided by the Chair of the Company's Board of Directors or, in case of his/her absence, the Chair's deputy or another director (as resolved by the Board of Directors).

6.3. The Chair of the General Meeting of Shareholders shall open and close the General Meeting of Shareholders, announce its agenda and the order of speeches and reports to be presented on the agenda items, announce the end of discussion of the agenda items and the beginning of the vote counting, give floor to speakers to present reports and answer the questions of the meeting participants, ensure that the General Meeting of Shareholders is held in compliance with the rules of procedure stipulated by the applicable laws and this Regulation, and sign minutes of the General Meeting of Shareholders. The Chair of the General Meeting of Shareholders may authorise another person to hold the meeting, while remaining the Chair thereof.

6.4. The Secretary of the General Meeting of Shareholders shall draft and sign minutes of the General Meeting of Shareholders. The Secretary of the Company's Board of Directors or another person appointed by the Chair of the General Meeting of Shareholders shall act as the Secretary of the General Meeting of Shareholders.

6.5. Functions of the Counting Board of the Company's General Meeting of Shareholders (registering meeting participants, determining the quorum, explaining voting procedures to the shareholders and their representatives, ensuring the proper conduct of voting, counting and tabulating the votes, drafting voting minutes, certifying the list of participants present at the meeting and resolutions adopted thereby) shall be fulfilled by the Registrar. Pursuant to the agreement between the Company and the Registrar, the latter may also serve the Company by issuing and sending out notices of the upcoming General Meetings of Shareholders and voting ballots for the purposes of such meetings to persons entitled to participate in the Company's General Meetings of Shareholders.

#### **Article 7. Quorum at the General Meeting of Shareholders. Reconvened General Meeting of Shareholders**

7.1. The General Meeting of Shareholders shall be qualified (quorate), if attended by

shareholders collectively holding more than half of the Company's outstanding voting shares.

Shareholders shall be deemed to have participated in the General Meeting of Shareholders, if they were registered as participants for such a meeting or if their voting ballots were received by the Company:

- no later than two (2) days prior to the General Meeting of Shareholders held in the form of a meeting;
- no later than the final date for submitting the voting ballots in case of a General Meeting of Shareholders held in the form of absentee voting.

Shareholders shall also be deemed to have participated in the General Meeting of Shareholders, if persons who keep the register of their titles to shares were instructed by the same shareholders to vote at the General Meeting of Shareholders as required by the Russian securities laws, provided that such instructions were given no later than two (2) days prior to the date of the General Meeting of Shareholders or the final date for submitting the voting ballots in case of a General Meeting of Shareholders held in the form of absentee voting.

7.2. Quorum shall be determined for each item on the agenda of the General Meeting of Shareholders. Absence of a quorum for the items to be handled by one group of voters shall not prevent the adoption of resolutions by another group of voters where the quorum is present.

When determining the quorum and counting the votes, fractions of votes represented by fractional shares shall be summed up without rounding.

7.3. The General Meeting of Shareholders held in the form of a meeting shall be opened, if there is a quorum present at least for one of the items on the agenda of such meeting.

If no quorum is present for any of the agenda items by the start of the General Meeting of Shareholders, its Chair may decide to adjourn the opening of such a meeting by no more than two (2) hours.

The General Meeting of Shareholders may not be adjourned more than once.

7.4. If no quorum is present at the Annual General Meeting of Shareholders, the meeting shall be reconvened with the same agenda. If no quorum is present at the Extraordinary General Meeting of Shareholders, the meeting shall be reconvened with the same agenda.

7.5. A reconvened General Meeting of Shareholders shall be qualified (quorate), if attended by shareholders collectively holding more than thirty (30) per cent of the Company's outstanding voting shares. If the reconvened General Meeting of Shareholders takes place less than forty (40) days after the failed General Meeting of Shareholders, the record date for such a reconvened meeting shall be the record date of the failed meeting.

## **Article 8. Rules of procedure for the General Meeting of Shareholders**

8.1. A shareholder (shareholder's representative) shall be entitled to participate in the General Meeting of Shareholders only after their due registration.

8.2. At a set time prior to the start of the General Meeting of Shareholders, the Registrar's authorised representative shall inform the General Meeting of Shareholders of the presence or absence of a quorum, and the Chair shall announce the meeting opened or adjourned.

8.3. The Company shall seek to ensure that its CEO, chief accountant (officer providing accounting services to the Company), members of the Company's Review Committee (Review Officer), the Chair or other members of the Board of Directors' Audit Committee, and the Company's auditor attend (are invited to participate in) the General Meetings of Shareholders held in the form of a meeting. The Company shall also invite nominees to the Company's Board of Directors and Review Committee to participate in the respective General Meeting of Shareholders.

8.4. The General Meeting of Shareholders shall be set up by the Company in such a manner as to enable the shareholders to make well-informed and balanced decisions on all the agenda items, and, to this effect, the rules of procedure for the General Meeting of Shareholders shall

provide reasonably sufficient time for presenting reports on the agenda items and discussing the same.

Rules of procedure for the Company's General Meeting of Shareholders:

- time to open the meeting – up to five (5) minutes;
- time to present key reports on agenda items – up to thirty (30) minutes;
- time to introduce nominees to the Company's bodies to be elected by the General Meeting of Shareholders – up to three (3) minutes per nominee;
- time per speaker to present arguments during the discussion of agenda items – up to five(5) minutes, total time for discussions – up to thirty (30) minutes;
- time to answer questions of the meeting participants – up to five (5) minutes per question;
- time for shareholders and their representatives to complete and submit (hand over) voting ballots – ten (10) minutes after the end of discussion on the last agenda item for which the quorum is present.

8.5. The Company shall ensure that votes are counted and tabulated and voting results are announced before the end of the General Meeting of Shareholders. After announcing the resolutions passed by the General Meeting of Shareholders and the voting results, the Chair of the General Meeting of Shareholders shall declare the meeting closed.

8.6. The Company's General Meeting of Shareholders shall be held and completed within one (1) day.

#### **Article 9. Voting at the General Meeting of Shareholders, counting of votes, and formalisation of the meeting results**

9.1. Shareholders shall exercise their voting rights at the General Meeting of Shareholders on the basis of the "one share – one vote" principle, except for the cumulative voting held to elect the Company's Board of Directors.

9.2. Completed and signed voting ballots shall be collected by the Registrar.

If meeting participants fail to submit their voting ballots for any reason whatsoever, such participants shall be deemed to have not participated in the General Meeting of Shareholders and their votes shall be disregarded during the counting.

A person completing a voting ballot may request that a copy thereof be certified by the Registrar's representatives before the end of the General Meeting of Shareholders. The Company shall provide persons who participate in the General Meeting of Shareholders with an opportunity to make a copy of their completed voting ballots at the expense of such persons.

9.3. When choosing to vote against a specific agenda item, the meeting participants shall have the right to request that the minutes of the General Meeting of Shareholders reflect the roll-call vote results.

9.4. The Registrar shall not tabulate votes pertaining to the election of nominees to the Company's bodies who refused to run for election in writing or announced their refusal to run for election in the course of the General Meeting of Shareholders.

If the agenda of the Extraordinary General Meeting of Shareholders includes early termination of powers and re-election of the Company's Board of Directors, and a resolution on the early termination of powers has not been passed, the Registrar shall not tabulate votes cast during the cumulative voting to elect a new Board of Directors.

If the number of nominees to the Board of Directors included in the voting ballots exceeds the number of vacant positions on the Board of Directors, and several candidates receive an equally small number of votes, precluding the Registrar from determining which of them have been elected to the vacant positions on the Board of Directors, the candidates nominated by shareholders who hold a relatively larger number of the Company's voting shares shall be deemed to have been elected to the Board of Directors. If the candidates were nominated by the same shareholder or by

shareholders who hold an equal number of shares, the older candidate shall be deemed to have been elected.

If the Registrar receives a court judgement or a ruling prohibiting certain shareholders from exercising the voting rights attached to their shares, the voting ballot of such shareholders shall be disregarded during the counting.

9.5. Voting ballots shall be considered void and shall not be counted, if:

- they contain uncertified corrections, including those made in relation to the voting option chosen by the shareholder;
- the voting ballot submitted to the Registrar does not meet the requirements set out by the Company's Board of Directors for the ballot wording and form;
- the voting ballot contains more than one voting option, unless the votes are cast on instructions of the persons who acquired the shares after the record date, or instructions of the owners of depositary securities. The voting ballot shall be deemed to contain only one voting option, if all the other voting options are struck through;
- the voting ballot is not signed by a meeting participant;
- the Company receives voting ballots signed by a representative acting by virtue of a power of attorney, which is followed by a notice of replacement (recall) of such representative delivered no later than two (2) days before the date of the General Meeting of Shareholders;
- two (2) or more voting ballots supporting different voting options for the same agenda item are completed by the same person, as identified during the counting of votes;
- the voting ballot pertaining to the election of the Company's Review Committee (Review Officer) leaves more nominees supported by the affirmative vote than the number of positions in the body to be elected;
- the voting ballot provides affirmative votes for alternative voting options;
- during the cumulative voting, a shareholder distributes more votes among the nominees to the Company's Board of Directors than the number of votes such a shareholder is entitled to;
- the voting ballots are submitted to the Registrar after the counting of votes has already started.

9.6 After the voting the Registrar shall draft minutes of the voting results. Minutes of the voting results shall be drafted within three (3) business days after the closure of the General Meeting of Shareholders or the final date for submitting voting ballots in case of a General Meeting of Shareholders held in the form of absentee voting.

9.7. Resolutions passed by the General Meeting of Shareholders and the voting results shall be announced during the General Meeting of Shareholders at which the vote took place, and shall be communicated to the persons entitled to participate in the General Meeting in the form of a report on the voting results in line with the General Meeting notification procedure, i.e. within four (4) business days after the closure of the General Meeting or the final date for submitting the voting ballots in case of a General Meeting held in the form of absentee voting.

Should a person on the Company's share register be a nominee shareholder as at the record date of the General Meeting of Shareholders, the report on the voting results shall be sent to such nominee shareholder as prescribed by the Russian securities laws in the realm of provision of information and documents to the persons executing rights attached to securities.

The report on the voting results of the General Meeting of Shareholders shall be signed by the Chair and the Secretary of the General Meeting of Shareholders.

9.8. Minutes of the General Meeting of Shareholders shall be issued in two counterparts within three (3) business days after the closure of the General Meeting. Both counterparts shall be signed by the Chair and the Secretary of the General Meeting of Shareholders.

Minutes of the General Meeting of Shareholders shall specify:

- full corporate name and registered address of the Company;
- type of the General Meeting of Shareholders (Annual or Extraordinary);
- form of the General Meeting of Shareholders (meeting in person or absentee voting);

- record date for the General Meeting of Shareholders;
- date of the General Meeting of Shareholders;
- venue (address of the venue) hosting the General Meeting of Shareholders held in the form of a meeting;
- agenda of the General Meeting of Shareholders;
- the start and end times of registration of persons entitled to participate in the General Meeting of Shareholders held in the form of a meeting;
- the opening and closing times for the General Meeting of Shareholders held in the form of a meeting, and the starting time of the vote counting, if the resolutions passed by the General Meeting of Shareholders and the voting results are announced during the General Meeting of Shareholders;
- postal address (addresses) used for submitting completed voting ballots;
- number of votes held by the persons included in the list of persons entitled to participate in the General Meeting of Shareholders per each agenda item;
- number of votes attached to the Company's voting shares per each agenda item of the General Meeting of Shareholders;
- number of votes held by the persons who participated in the General Meeting of Shareholders per each agenda item, and the indication of whether the quorum was present for any such item;
- number of votes cast for each voting option (“in favour of”, “against” and “abstain”) on each agenda item where the quorum was present;
- wordings of resolutions passed by the General Meeting of Shareholders for each item on the agenda of the General Meeting of Shareholders;
- speech summaries and speaker names per each agenda item of the General Meeting of Shareholders held in the form of a meeting;
- Chair and Secretary of the General Meeting of Shareholders;
- date of the minutes of the General Meeting of Shareholders.

Minutes of the General Meeting of Shareholders shall be posted on the Company's corporate website in the shortest possible time after the end of the relevant General Meeting.

Minutes of the General Meeting of Shareholders shall be posted alongside the minutes of the voting results and the documents approved and adopted by resolutions of the General Meeting of Shareholders.

9.9. Lists of persons entitled to participate in the General Meeting of Shareholders, and other lists drafted to enable the shareholders to exercise their rights during the preparation for and holding of the General Meeting of Shareholders shall be kept for an indefinite period of time at the office of the Company's executive body.

**APPROVED**  
**by Resolution of the General Meeting of Shareholders**  
**dd. October 2, 2017**

(Minutes of the Extraordinary General Meeting of  
Shareholders, No. n/a, dd. October 05, 2017)

**AMENDMENTS TO THE REGULATION ON THE GENERAL  
MEETING OF SHAREHOLDERS**  
**of Public Joint Stock Company**  
**PhosAgro**

Sub-clause 3 of clause 3.2 shall be amended to read as follows:  
The notice of the General Meeting of Shareholders shall be published on the Company's website ([www.phosagro.ru](http://www.phosagro.ru)) on the Internet.

The following words shall be deleted from sub-clause 4 of clause 3.2:

- the notice of the forthcoming General Meeting of Shareholders.