

**PUBLIC JOINT-STOCK COMPANY
PHOSAGRO**

**ABSTRACT OF THE MINUTES
of the General Meeting of Shareholders
of Public Joint-Stock Company PhosAgro**

Full name of the company: *Public Joint Stock Company PhosAgro (hereinafter - PJSC PhosAgro or the Company).*

Location of the company: *Moscow.*

Type of the meeting: *annual general meeting of shareholders.*

Form of holding the annual general meeting: *absentee voting.*

Record date for persons eligible to participate in the annual general meeting of shareholders: *27 April 2020.*

Categories (types) of shares, which the holders have the right to vote on all issues in the agenda of the annual general meeting of shareholders: *ordinary registered uncertified shares of PJSC PhosAgro.*

Closing date for accepting filled-in ballots for voting on the Issues on the Agenda of the annual general meeting of shareholders (date of holding the meeting): *22 May 2020.*

Postal address to send filled-in voting ballots: *Leninsky prospect, 55/1, bldg. 1, 119333, Moscow, PJSC PhosAgro, the Corporate Secretary`s Office.*

Date of the Minutes: *26 May 2020.*

Date of the Extract: *26 May 2020.*

Pursuant to Clause 12.18, Article 12 of the Company`s Charter the functions of the Meeting Chairman were performed by Rolet R. Xavier, chairman of the Company`s Board of Directors; the functions of the Meeting Secretary were performed by S.A. Samosyuk, Corporate Secretary.

The functions of the Ballot Committee were performed by Joint-Stock Company Reestr, Company`s Registrar.

Agenda of the Annual General Meeting of Shareholders:

5) Remuneration and compensation payable to members of the Board of Directors.

On Agenda Item 5: Remuneration and compensation payable to members of the Board of Directors.

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 5: 129,500,000.

The number of votes attached to the Company`s voting shares on Agenda Item 5, calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2018, Order No. 660-P): 129,500,000.

The number of votes held by persons participating in the Meeting on Agenda Item 5: 111,864,285.

Quorum to pass resolutions on Agenda Item 5 was present.

Issue put to vote:

«5.1. To pay remuneration to the members of the Board of Directors of PJSC PhosAgro, elected by resolution of this general shareholders` meeting, during the term of their office, as well as reimburse the expenses incurred by them in relation with performing their duties as members of the Board of Directors of PJSC PhosAgro.

5.2. To determine that actual expenses, incurred by the members of the Board of Directors of PJSC PhosAgro in relation with performing their duties as members of the Board of Directors shall be reimbursed.

5.3. To determine the following procedure, period and amount of remuneration and reimbursement to the members of the Board of Directors of PJSC PhosAgro.

5.3.1. Permanent (quarterly) remuneration shall be paid out only to the members of the Board of Directors of the Company, who are independent according to the requirements (criteria) indicated in the Regulations on the Board of Directors of the Company and other internal documents of the Company. Additional (quarterly) remuneration shall be paid out to the members of the Board of Directors of the Company, who are independent according to the requirements (criteria) indicated in the Regulations on the Board of Directors of the Company and other internal documents of the Company as well as to those members of the Board of Directors who are not employees of the Company.

5.3.2. The remuneration shall be paid out quarterly no later than 20 days after the date of the end of the reporting quarter in the following amount:

5.3.2.1. Permanent (quarterly) remuneration to the Chairman of the Board of Directors, who is an independent member of the Board of Directors, in the amount equivalent to USD 90,000.00 for the entire quarter at the

official exchange rate of the Bank of Russia as of the last day of the quarter for which the payment is made, to other independent members of the Board of Directors in the amount equivalent to USD 45,000.00 for the entire quarter at the official rate of the Bank of Russia as of the last day of the quarter for which the payment is made.

5.3.2.2. Additional (quarterly) remuneration to the chairman of a committee of the Company's Board of Directors, being an independent member of the Board, or not being an employee of the Company - in the amount equivalent to USD 30 000.00 for the entire quarter at the official exchange rate of the Bank of Russia as of the last day of the quarter for which the payment is made.

5.3.2.3. Additional (quarterly) remuneration to the chairman of two or more Committees of the Company's Board of Directors, being an independent member of the Board, or not being an employee of the Company - in the amount equivalent to USD 45 000.00 for the entire quarter at the official exchange rate of the Bank of Russia as of the last day of the quarter for which the payment is made.

5.3.3. Expenses shall be reimbursed within 20 days of the month following the reporting month basing on applications of the members of the Board of Directors of PJSC PhosAgro filed to the sole executive body (CEO) of PJSC PhosAgro, not later than 10 days after the end of the reporting month, enclosing the documents confirming the expenses actually incurred during the reporting month.

5.3.4. Payment of the remuneration and reimbursement shall be made by paying out the funds from the cash of PJSC PhosAgro or in case of receipt by the sole executive body (CEO) of PJSC PhosAgro of the respective application of a member of the Board of Directors of PJSC PhosAgro – by crediting the funds to the account indicated in the application.».

Voting results:

«FOR» – 111 017 039 votes, «AGAINST» – 0 votes, «ABSTAIN» – 847 246 votes.

The following resolution was passed according to the voting results:

- 5.1.** To pay remuneration to the members of the Board of Directors of PJSC PhosAgro, elected by resolution of this general shareholders' meeting, during the term of their office, as well as reimburse the expenses incurred by them in relation with performing their duties as members of the Board of Directors of PJSC PhosAgro.
- 5.2.** To determine that actual expenses, incurred by the members of the Board of Directors of PJSC PhosAgro in relation with performing their duties as members of the Board of Directors shall be reimbursed.
- 5.3.** To determine the following procedure, period and amount of remuneration and reimbursement to the members of the Board of Directors of PJSC PhosAgro.
- 5.3.1.** Permanent (quarterly) remuneration shall be paid out only to the members of the Board of Directors of the Company, who are independent according to the requirements (criteria) indicated in the Regulations on the Board of Directors of the Company and other internal documents of the Company. Additional (quarterly) remuneration shall be paid out to the members of the Board of Directors of the Company, who are independent according to the requirements (criteria) indicated in the Regulations on the Board of Directors of the Company and other internal documents of the Company as well as to those members of the Board of Directors who are not employees of the Company.
- 5.3.2.** The remuneration shall be paid out quarterly no later than 20 days after the date of the end of the reporting quarter in the following amount:
- 5.3.2.1.** Permanent (quarterly) remuneration to the Chairman of the Board of Directors, who is an independent member of the Board of Directors, in the amount equivalent to USD 90,000.00 for the entire quarter at the official exchange rate of the Bank of Russia as of the last day of the quarter for which the payment is made, to other independent members of the Board of Directors in the amount equivalent to USD 45,000.00 for the entire quarter at the official rate of the Bank of Russia as of the last day of the quarter for which the payment is made.
- 5.3.2.2.** Additional (quarterly) remuneration to the chairman of a committee of the Company's Board of Directors, being an independent member of the Board, or not being an employee of the Company - in the amount equivalent to USD 30 000.00 for the entire quarter at the official exchange rate of the Bank of Russia as of the last day of the quarter for which the payment is made.
- 5.3.2.3.** Additional (quarterly) remuneration to the chairman of two or more Committees of the Company's Board of Directors, being an independent member of the Board, or not being an employee of the Company - in the amount equivalent to USD 45 000.00 for the entire quarter at the official exchange rate of the Bank of Russia as of the last day of the quarter for which the payment is made.
- 5.3.3.** Expenses shall be reimbursed within 20 days of the month following the reporting month basing on applications of the members of the Board of Directors of PJSC PhosAgro filed to the sole executive body (CEO) of PJSC PhosAgro, not later than 10 days after the end of the reporting month, enclosing the documents confirming the expenses actually incurred during the reporting month.
- 5.3.4.** Payment of the remuneration and reimbursement shall be made by paying out the funds from the cash of PJSC PhosAgro or in case of receipt by the sole executive body (CEO) of PJSC PhosAgro of the respective

application of a member of the Board of Directors of PJSC PhosAgro – by crediting the funds to the account indicated in the application.

Chairman of the Meeting

Signature

Rolet R. Xavier

Secretary of the Meeting

Signature

S.A. Samosyuk

True abstract:

Secretary of the Meeting



S.A. Samosyuk