

**PJSC PhosAgro
BOARD OF DIRECTORS
REMUNERATION AND HUMAN RESOURCES COMMITTEE**

EXTRACT FROM THE MINUTES

of the meeting held by the Remuneration and Human Resources Committee of the Board of Directors of PJSC PhosAgro

Date of the meeting: *March, 02, 2022.*

Time of the meeting: *12:00 – 13:00.*

Place of the meeting: *Moscow, Leninsky prospect, 55/1, bldg. 1*

Members of the Remuneration and Human Resources Committee of the Board of Directors of Public Joint-Stock Company PhosAgro (hereinafter – PJSC PhosAgro or the Company) participating by conference-call: *Rogers Jr. James B., Bokova I., Sharonov A.V.*

Thus, all current members of the Remuneration and Human Resources Committee of the Board of Directors of PJSC PhosAgro (hereinafter – *the Committee*) were present at the meeting. The quorum for holding the Committee meeting and adopting resolutions on the Agenda items was present.

Invitees: *S.A. Loikov - deputy CEO, S.A. Samosyuk – Corporate Secretary of PJSC PhosAgro.*

Minutes kept by: *S.A. Samosyuk - Corporate Secretary of PJSC PhosAgro*

Date of the Minutes: *March, 02, 2022*

Date of the Extract: *March, 03, 2022.*

AGENDA:

1. Assessment of professional expertise, experience, knowledge, business reputation, conflicts of interest and independence, as well as significant external appointments of all candidates nominated to the Company's Board of Directors.

On item 1 in the Agenda

Assessment of professional expertise, experience, knowledge, business reputation, conflicts of interest and independence, as well as significant external appointments of all candidates nominated to the Company's Board of Directors (*information of S.A. Samosyuk*).

Issue put to vote:

“1. Based on the analysis of information about the candidates for the Board of Directors the Remuneration and Human Resources Committee of the Company's Board of Directors

1.1. confirms that all the candidates have no conflict of interest and possess all professional skills, experience, knowledge and business reputation required for the Board of Directors membership;

1.2. confirms that the external appointments listed in Appendix 1 of the candidates for the Board of directors will not prevent duly discharging their responsibilities as the Board members;

1.3 Based on the information provided in Appendices 2 and 3, believes that the candidates listed below for the Board of Directors of the Company meet the independence criteria set out in the Regulations on the Board of Directors of PJSC PhosAgro, clause 2.4 of the Corporate Governance Code recommended for use by joint stock companies by the Bank of Russia, clause 2 of Appendix 2 (2.18) and Appendix 4 of the Listing Rules of PJSC Moscow Exchange and clause 10 of the UK Corporate Governance Code (FRC, 2018):

- **Bokova Irina Georgievna,**
- **Belanovsky Vladimir**
- **Ombudstvedt Sven,**
- **Pashkevich Natalya Vladimirovna,**
- **Rogers Jr James Beeland,**
- **Rolet Xavier Robert,**
- **Rhodes Marcus James,**
- **Sharonov Andrey Vladimirovich;**

2. To recommend that the Board of Directors of the Company should recognize *Sven Ombudstvedt* as an independent candidate for the Board of Directors of PJSC PhosAgro, despite the presence of the formal criteria of his association with the Company (as of April 2022 his term of office as the Chairman of the Company's Board will be 11 years);

3. To recommend that the Board of Directors of the Company should recognize **Marcus James Rhodes** as an independent candidate for the Board of Directors of PJSC PhosAgro, despite the presence of the formal criteria of his association with the Company (as of April 2022 his Board membership will be 11 years).

4. To recommend that the Board of Directors of the Company should recognize **Rogers Jr James Beeland** as an independent candidate for the Board of Directors of PJSC PhosAgro, despite the presence of the formal criteria of his association with the Company (as of April 2022 his Board membership will be 7 years and 7 months).”

Voting results: “for” – 3, “against” – none, “abstain” – none.

Resolved:

1. Issue put to vote:

1. Based on the analysis of information about the candidates for the Board of Directors the Remuneration and Human Resources Committee of the Company`s Board of Directors

1.1. confirms that all the candidates have no conflict of interest and possess all professional skills, experience, knowledge and business reputation required for the Board of Directors membership;

1.2. confirms that the external appointments listed in Appendix 1 of the candidates for the Board of directors will not prevent duly discharging their responsibilities as the Board members;

1.3 Based on the information provided in Appendices 2 and 3, believes that the candidates listed below for the Board of Directors of the Company meet the independence criteria set out in the Regulations on the Board of Directors of PJSC PhosAgro, clause 2.4 of the Corporate Governance Code recommended for use by joint stock companies by the Bank of Russia, clause 2 of Appendix 2 (2.18) and Appendix 4 of the Listing Rules of PJSC Moscow Exchange and clause 10 of the UK Corporate Governance Code (FRC, 2018):

- **Bokova Irina Georgievna,**
- **Belanovsky Vladimir Valeryevich**
- **Ombudstvedt Sven,**
- **Pashkevich Natalya Vladimirovna,**
- **Rogers Jr James Beeland,**
- **Rolet Xavier Robert,**
- **Rhodes Marcus James,**
- **Sharonov Andrey Vladimirovich;**

2. To recommend that the Board of Directors of the Company should recognize **Sven Ombudstvedt** as an independent candidate for the Board of Directors of PJSC PhosAgro, despite the presence of the formal criteria of his association with the Company (as of April 2022 his term of office as the Chairman of the Company`s Board will be 11 years);

3. To recommend that the Board of Directors of the Company should recognize **Marcus James Rhodes** as an independent candidate for the Board of Directors of PJSC PhosAgro, despite the presence of the formal criteria of his association with the Company (as of April 2022 his Board membership will be 11 years).

4. To recommend that the Board of Directors of the Company should recognize **Rogers Jr James Beeland** as an independent candidate for the Board of Directors of PJSC PhosAgro, despite the presence of the formal criteria of his association with the Company (as of April 2022 his Board membership will be 7 years and 7 months).”

Committee Chairman

Signature

Rogers Jr. James Beeland

True extract:
Corporate Secretary



Samosyuk S.A.