

**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 18, 2020.*

Time of the meeting: *12:00 – 12:05.*

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 18, 2020.*

Date of the Extract: *March 20, 2020.*

AGENDA:

(1) Assessment of professional skills, experience, knowledge, business reputation, conflict of interest and independence of all candidates for the Board of Directors.

On item 1 in the Agenda

Assessment of professional skills, experience, knowledge, business reputation skills, conflict of interest and independence of all candidates for the Board of Directors (*information of S.A. Samosyuk*).

Issue put to vote:

“1. Based on the analysis of information about candidates for the Board of directors (Appendix 1), the Remuneration and Human Resources Committee of the Company`s Board of Directors

1.1. considers the below mentioned candidates for the Company`s Board to be independent:

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

1.2. 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.

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 May 2020 his term of office as the Chairman of the Company`s Board will be 9 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 May 2020 his Board membership will be 9 years).”

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

Resolved:

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

1.1. considers the below mentioned candidates for the Company`s Board to be independent:

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

1.2. 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.

2. To recommend that the Company`s Board of Directors 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 May 2020 his term of office as the Chairman of the Company`s Board will be 9 years);

3. To recommend that the Company`s Board of Directors 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 May 2020 his Board membership will be 9 years).

Committee Chairman

Signature

Rogers Jr. James Beeland