



**On Agenda Item 2: Approval of the Company annual financial statements 2020.**

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 2: 129,500,000.

The number of votes attached to the Company`s voting shares on Agenda Item 2, calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2019, Order No. 660-P): 129,500,000.

The number of votes held by persons participating in the Meeting on Agenda Item 2: 109,204,447.

Quorum to pass resolutions on Agenda Item 2 was present.

**Voting results on Agenda Item 2:**

FOR	108,850,139 votes
AGAINST	297,107 votes
ABSTAIN	57,130 votes

**The following resolution was passed according to the voting results:**

2. To approve the Company annual financial statements 2020.

**On Agenda Item 3: Distribution of profits, including dividend payment (declaration), and losses of the Company for 2020.**

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 3: 129,500,000.

The number of votes attached to the Company`s voting shares on Agenda Item 3, calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2019, Order No. 660-P): 129,500,000.

The number of votes held by persons participating in the Meeting on Agenda Item 3: 109,204,447.

Quorum to pass resolutions on Agenda Item 3 was present.

**Voting results on Agenda Item 3:**

FOR	109,197,672 votes
AGAINST	6,704 votes
ABSTAIN	0 votes

**The following resolution was passed according to the voting results:**

3. To approve distribution of the Company`s profits and losses 2020.

To spend part of the Company`s undistributed net profit as of 31 December 2020, in the amount of RUB 8 158 500 000 on payment of dividends (RUB 63 per ordinary registered uncertified share).

To determine 07 June 2021 as the record date for persons eligible to receive dividends according to this resolution on payment (declaration) of dividends. Payment of dividends to the nominal holder and the trustee being a professional participant of the securities market shall be made in funds during the period from 08 June 2021 up to and including 22 June 2021, while payment of dividends to other shareholders recorded in the register shall be made within the period from 08 June 2021 up to and including 13 July 2020.

**On Agenda Item 4: Election of the Company`s Board of Directors.**

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 4: 1,295,000,000.

The number of votes attached to the Company`s voting shares on Agenda Item 4 calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2019, Order No. 660-P): 1,295,000,000.

The number of votes held by persons participating in the Meeting on Agenda Item 4: 1,092,044,470.

Cumulative voting. 10 vacant positions.

Quorum to pass resolutions on Agenda Item 4 was present.

**Voting results on Agenda Item 4:**

AGAINST all candidates 0 votes

ABSTAIN in respect of all candidates 0 votes

Number of votes cast "FOR" the candidates:

Candidates	Number of votes
1. Antoshin Igor Dmitrievich	228,079
2. Bokova Irina Georgieva	121,247,047

3. Guryev Andrey Andreevich	91,893,801
4. Guryev Andrey Grigoryevich	91,591,424
5. Ombudstvedt Sven	100,223,190
6. Osipov Roman Vladimirovich	410,832
7. Pashkevich Natalia Vladimirovna	107,430,199
8. Pronin Sergey Aleksandrovich	410,124
9. Rogers Jr James Beeland	92,939,210
10. Rodionov Ivan Ivanovich	20,249,772
11. Rolet Xavier Robert	132,947,803
12. Rhodes Marcus James	96,633,225
13. Rybnikov Mikhail Konstantinovich	91,367,585
14. Sereda Sergey Valerievich	22,569,071
15. Sirotenko Alexey Aleksandrovich	410,125
16. Sharabaika Aleksandr Fedorovich	410,126
17. Sharonov Andrey Vladimirovich	121,082,777

**The following resolution was passed according to the voting results:**

**4. To elect the following 10 (ten) persons to the Board of Directors:**

1. Bokova Irina Georgieva
2. Guryev Andrey Andreevich
3. Guryev Andrey Grigoryevich
4. Ombudstvedt Sven
5. Pashkevich Natalia Vladimirovna
6. Rogers Jr. James Beeland
7. Rolet Xavier Robert
8. Rhodes Marcus James
9. Rybnikov Mikhail Konstantinovich
10. Sharonov Andrey Vladimirovich.

**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 16.11.2019, Order No. 660-P): 129,500,000.

The number of votes held by persons participating in the Meeting on Agenda Item 5: 109,204,447.

Quorum to pass resolutions on Agenda Item 5 was present.

**Voting results on Agenda Item 5:**

FOR	109,204,376 votes
AGAINST	0 votes
ABSTAIN	0 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 accounting 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 accounting month basing on the appropriate 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 accounting 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 appropriate application of a member of the Board of Directors of PJSC PhosAgro – by crediting the funds to the account indicated in the application.

**On Agenda Item 6: Election of the members of the Company's Review Committee.**

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 6: 129,500,000.

The number of votes attached to the Company's voting shares on Agenda Item 6, calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2019, Order No. 660-P): 129,404,320.

The number of votes held by persons participating in the Meeting on Agenda Item 6: 109,204,447.

Quorum to pass resolutions on Agenda Item 6 was present.

**Voting results on the candidate Agabekyan Lusine Franklinovna:**

FOR	109,092,508 votes
AGAINST	65,034 votes
ABSTAIN	46,834 votes

**Voting results on the candidate Viktorova Ekaterina Valeriyonovna:**

FOR	109,092,508 votes
AGAINST	65,034 votes
ABSTAIN	46,834 votes

**Voting results on the candidate Lizunova Olga Yuryevna:**

FOR	109,092,508 votes
AGAINST	65,034 votes
ABSTAIN	46,834 votes

**The following resolution was passed according to the voting results:**

**6.** To elect the following 3 (three) persons to serve on the Review Committee:

1. Agabekyan Lusine Franklinovna
2. Viktorova Ekaterina Valeriyonovna
3. Lizunova Olga Yuryevna.

**On Agenda Item 7: Approval of the Company's Auditor for 2021.**

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 7: 129,500,000.

The number of votes attached to the Company's voting shares on Agenda Item 7, calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2019, Order No. 660-P): 129,500,000.

The number of votes held by persons participating in the Meeting on Agenda Item 7: 109,204,447.

Quorum to pass resolutions on Agenda Item 7 was present.

**Voting results on Agenda Item 7:**

FOR	109,186,481 votes
AGAINST	4,511 votes
ABSTAIN	0 votes

**The following resolution was passed according to the voting results:**

7. To approve LLC FBK as the Company`s auditor for 2021.

**On Agenda Item 8:**

**Approval of the interested-party transaction.**

The number of votes held by persons listed as eligible to participate in the Meeting on Agenda Item 8: 129,500,000.

The number of votes attached to the Company`s voting shares on Agenda Item 8, calculated subject to the requirements of Clause 4.24 of the Regulations on General Meetings of Shareholders (approved by the Bank of Russia on 16.11.2019, Order No. 660-P): 129,404,320.

The number of votes held by persons participating in the Meeting on Agenda Item 8: 109,204,447.

Quorum to pass resolutions on Agenda Item 8 was present.

**Voting results on Agenda Item 8:**

FOR	78,532,943 votes
AGAINST	2,435,936 votes
ABSTAIN	1,060,682 votes

**The following resolution was passed according to the voting results:**

**8.1.** To approve the interested-party transaction – the Loan Agreement (several interrelated agreements) between PJSC PhosAgro (the Lender) and LLC PhosAgro-Don and/or LLC PhosAgro-Kuban, and/or LLC PhosAgro-Belgorod, and/or LLC PhosAgro-Kursk, and/or LLC PhosAgro-Oryol, and/or LLC PhosAgro-Tambov, and/or LLC PhosAgro-Stavropol, and/or LLC PhosAgro-SeveroZapad, and/or LLC PhosAgro-Lipetsk, and/or LLC PhosAgro-Volga (the Borrower).

Persons interested in the transaction:

Andrey Andreevich Guryev – the sole executive body (CEO), a member of the Board of Directors and a member of the Management Board (collegial executive body) of PJSC PhosAgro, simultaneously a member of the Management Board (collegial executive body) of LLC PhosAgro-Region, which is the management company of one or several parties to the transaction (transactions).

Andrey Grigoryevich Guryev – a member of the Board of Directors of PJSC PhosAgro and his son is a member of the Management Board (collegial executive body) of LLC PhosAgro-Region, which is the management company of one or several parties to the transaction (transactions).

Mikhail Konstantinovich Rybnikov - a member of the Board of Directors and a member of the Management Board (collegial executive body) of PJSC PhosAgro, simultaneously a member of the Management Board (collegial executive body) of LLC PhosAgro-Region, which is the management company of one or several parties to the transaction (transactions)

Aleksandr Fedorovich Sharabaika - a member of the Management Board (collegial executive body) of PJSC PhosAgro, simultaneously a member of the Management Board (collegial executive body) of LLC PhosAgro-Region, which is the management company of one or several parties to the transaction (transactions).

**8.2.** To note that according to clause 16 of article 30 of the Federal Law “On Securities Market” the information on the terms and conditions of the above-mentioned transaction as well as on the persons which are parties to such transaction shall not be disclosed and delivered until such transaction execution.

**Chairman of the Meeting**

*/signature/*

**Rolet Xavier Robert**

**Secretary of the Meeting**

*/signature/*

**Sergey Samosyuk**