

Monitoring of Board of Directors and committee instructions

All Board and committee instructions are logged and tracked in the electronic document management system, with designated responsible officers and the Corporate Secretary Office acting as the monitoring

body. Progress updates are communicated to Board and committee members either by dedicated mailings or in a report at the next meeting.

The instruction completion rate is 100%

Corporate Secretary

The Corporate Secretary is responsible for day-to-day interactions with the shareholders, coordination of the Company's efforts to protect shareholder rights and interests, and support provided to the Board of Directors to ensure its efficient performance. The Corporate

Secretary is appointed by the Board of Directors. The operating procedures of the Corporate Secretary are governed by the Regulations on the Corporate Secretary approved by the Company's Board of Directors.



For the full text of PhosAgro's Regulations on the Corporate Secretary, please visit our website



Sergey Samosyuk

Year of appointment: 2016
Date of birth: 1 October 1976

Professional experience

2023 – Pr. – PhosAgro-Region, Corporate Governance Advisor to the CEO (part-time)
2022 – Pr. – PhosAgro, Advisor to the Deputy CEO for Sales and Marketing (part-time)
2021 – Pr. – AgroGard-Finance, Member of the Board of Directors
2017 – Pr. – Apatit, Advisor to the CEO (part-time)
2016 – Pr. – PhosAgro, Corporate Secretary

Education

St Petersburg State University of Economics, Degree in Engineering and Economics
St Petersburg University, Degree in Law
National Research University Higher School of Economics, Executive MBA

Achievements

Professional award of the Semyonov National Corporate Secretaries Association (NCSA) in the Cutting-Edge Practices in Corporate Governance for Board of Directors' Support and Exemplary Disclosure Leadership categories (2023)
2020 and 2023 Director of the Year National Award for the best corporate governance directors / corporate secretaries.

Executive bodies

In charge of PhosAgro's day-to-day operations are two executive bodies accountable to the Board of Directors:

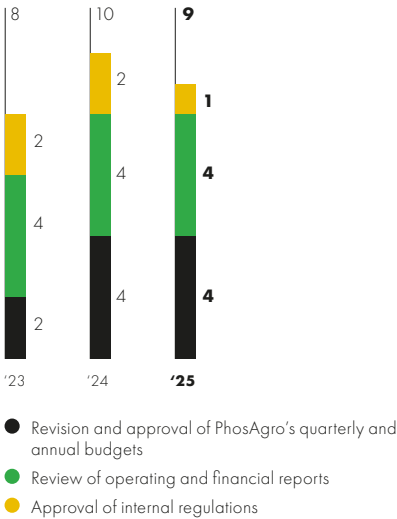
- the collegial body (Management Board) and
- the sole executive body (CEO).

In 2025, the Management Board held six meetings and reviewed nine matters, most of which were related to the budget discipline.

At least twice a year, at the end of six months and full calendar year, the CEO submits a report on the performance of the Company's executive bodies to the Board of Directors for review and approval. The report traditionally includes highlights of the Company's production, sales, logistics, and procurement operations, and data on progress against key investment and target projects. It also focuses heavily on the executive team's environmental and occupational safety performance, social support for employees, and external social investments.

To ensure that the executive bodies and management team of the Company remain focused on PhosAgro's strategy and long-term sustainable business development for the benefit of shareholders and other stakeholders executive remuneration is linked to the Company's goals, including those in the realm of ESG.

Breakdown and number of matters considered



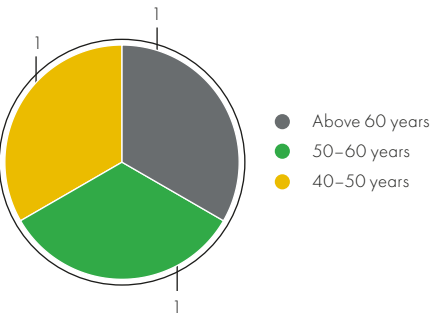
For more information, see the Remuneration Report section

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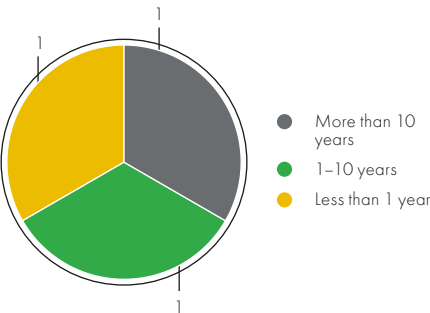
Management Board

In May 2025, the number of Management Board members was approved at three. Since that date and as at 31 December 2025, members of the Management Board were Alexander Gilgenberg, Alexei Sirotenko, and Dmitry Morozov.

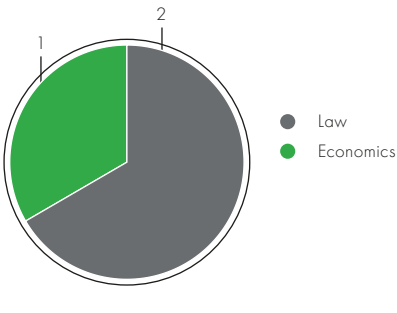
Age of Management Board members



Tenure on the Management Board



Education of Management Board members



Information on members of the Management Board

		
Alexander Gilgenberg <i>Member of the Management Board, CEO of PhosAgro</i>	Alexei Sirotenko <i>Member of the Management Board, Deputy CEO of PhosAgro for Corporate and Legal Affairs, Legal Affairs Director at Apatit</i>	Dmitry Morozov <i>Member of the Management Board, Advisor to the CEO of PhosAgro</i>
Year of election: 2025 Equity interest / stake of ordinary shares: none Date of birth: 6 December 1980	Year of election: 2013 Equity interest / stake of ordinary shares: none Date of birth: 3 January 1969	Year of election: 2022 Equity interest / stake of ordinary shares: none Date of birth: 5 June 1964
Professional experience	Professional experience	Professional experience
2019–2025 – Apatit, CEO 2025–2025 – PhosAgro, CEO (part-time) 2025 – Pr. – PhosAgro, CEO 2025 – Pr. – PhosAgro-Region, Member of the Management Board. 2025 – Pr. – International Fertilizer Association (IFA), Member of the Board of Directors 2025 – Pr. – Russian Association of Fertilizer Producers (RFPA), Member of the Management Board	2017 – Pr. – Apatit, Legal Affairs Director 2013 – Pr. – PhosAgro, Member of the Management Board 2010 – Pr. – PhosAgro, Deputy CEO for Corporate and Legal Affairs (part-time)	2025 – Pr. – PhosAgro, Director for Economic Affairs (part-time) 2022 – Pr. – PhosAgro, Member of the Management Board 2022–2025 – PhosAgro, Advisor to the CEO (part-time) 2019 – Pr. – Apatit, Director for Economic Affairs
Education	Education	Education
Kutafin Moscow State Law University, Vologda branch, Degree in Law	Lomonosov Moscow State University, Degree in Jurisprudence, Lawyer	Moscow State Institute of International Relations, Degree in International Economic Relations, Economist for International Economic Relations
Key competencies	Key competencies	Key competencies
• Strategy and innovation • Corporate governance and sustainable development (ESG)	• Law and corporate governance	• Strategy and innovation • Finance and audit

Remuneration report

Board of Directors remuneration

GRI 2-19, 2-20 When deciding on the Board composition, the General Meeting of Shareholders approves the amount and the rules for determining and paying remuneration and compensation to the Board members. The Board remuneration shall be in line with current market conditions and shall be sufficient to enable the Company to attract, motivate and retain highly skilled professionals to help drive the future growth and performance.	 At the same time, the Company avoids higher-than-necessary remuneration. The existing amounts and rules for determining and paying remuneration and compensation to the Board members were approved by the General Meeting of Shareholders on 29 May 2025.
	In 2025, the board of directors received a total of 82,427,000.00 rubles in remuneration. In addition, travel and accommodation expenses for a Board member came to RUB 327,330.28.

Remuneration of the management

Remuneration principles

PhosAgro’s remuneration policy for executive bodies and other key executives is determined by the Board of Directors based on the recommendations of the Remuneration and Human Resources Committee.

The Remuneration and Human Resources Committee conducts a detailed bi-annual review of the incentive system, evaluating its effectiveness and, if necessary, making recommendations for its improvement.

The remuneration due to the Company’s senior executives consists of a monthly base salary plus additional compensation payable twice a year. Additional remuneration is linked to achieving the Company’s KPIs and completeness and quality of accomplishment of additional tasks, as determined by the Board of Directors and the CEO for the reporting period, as well as the Company’s achievement of the EBITDA target.

The amount of additional remuneration ranges from 30% to 150% of the annual base salary and depends on the level of the position held and the functional area of the manager. The Remuneration and Human Resources Committee of the Board of Directors, during its annual evaluation of the incentive system, ensures an effective proportion of fixed and variable components of remuneration.

KPIs for each senior manager are set annually and take into account metrics related to operational efficiency and individual contribution to the corporate growth and strategic performance.

To assess the performance of PhosAgro’s CEO, a number of indicators are used, which aim to improve the efficiency of investments and sales, control costs, and reduce employee injury rates for the Company and its contractors.

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All KPIs are aligned with the Company’s strategic goals defined in its Strategy to 2025 and oriented towards their achievement.

Values of the CEO KPIs in the range of threshold / target / challenge, as well as their actual values at the end of the reporting period are approved by the Chairman of the Board of Directors. Taken together, these indicators contribute to the achievement of the Company’s strategic goals and serve the interests of shareholders both in terms of the Company’s development and in terms of minimising the risks arising from incentivising excessively risky management decisions.