\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA\*\*

**PROPOSED SALE OF [⚫] ORDINARY SHARES IN [XXX]**

[●] [month] [year]

[XXX] ("the Company") (Moscow Exchange, LSE: [ticker]) announces that it has been informed by [YYY] (the “Selling Shareholder”) that it intends to sell up to [●] shares (in the form of ordinary shares) in the Company (the “Shares”), which amounts to up to [5]% of the Company’s share capital (the “Sale”). Based on information available to the Company, shares of the Selling Shareholder are held by trusts, the economic beneficiaries of which are Mr. [AAA] and members of his family. In connection with the Sale, shares in the Company are being offered by the [joint bookrunners] by way of an accelerated bookbuild (the “Bookbuild”), which will be launched immediately following this announcement.

[BBB], [CCC], [DDD] and [EEE] are acting as [joint bookrunners] in the Bookbuild.

The Company is considering an increase to its global depositary receipt (GDR) program headroom but has not taken a decision on this yet or commenced procedures necessary to implement it. Any such increase will require approval by the relevant governmental authorities and may take several months to implement.

The final number of Shares to be sold and the price will be agreed by the [joint bookrunners] and the Selling Shareholder at the close of the Bookbuild, and the results of the Sale will be announced as soon as practicable thereafter. The timings for the close of the Bookbuild, pricing and allocations are at the absolute discretion of the [joint bookrunners] and the Selling Shareholder.

The Company will not receive any proceeds from the Sale.

The Selling Shareholder intends to have some of the proceeds from the sale of the Shares used to immediately purchase up to [●] shares in the Company, amounting to up to [2.5]% of the Company’s share capital, from Mr. [FFF], a member of the Board of Directors of the Company, at the same price, determined pursuant to the Bookbuild, at which the Shares are sold.

As part of the Sale, the Selling Shareholder and [●] have agreed to a 90-day lock-up period with respect to their ownership of Company shares[, subject to waiver by the [joint bookrunners]]. In addition, the Company has agreed to a lock-up for the same period[, subject to waiver by the [joint bookrunners]]. ***[Others to be included.]***

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. This announcement contains inside information.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, Shares to any person in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Shares referred to herein may not be offered or sold in the United States unless registered under the U.S. Securities Act of 1933 (the “Securities Act”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the Shares in the United States, Australia, Canada or Japan or elsewhere.

In member states of the European Economic Area (“EEA”) (each, a “Relevant Member State”), this announcement and any offer if made subsequently is directed only at persons who are “qualified investors” within the meaning of the Prospectus Directive (“Qualified Investors”). For these purposes, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated, and any investment activity to which it relates will only be engaged in with such persons and it should not be relied on by anyone other than such persons.

The information in this announcement is subject to change.

[CCC] and [GGG], each of which are authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, [DDD] and [EEE] are acting exclusively for the Selling Shareholders and no-one else in connection with the Sale. They will not regard any other person as their respective clients in relation to the offering of the Shares and will not be responsible to anyone other than the Selling Shareholders for providing the protections afforded to their respective clients, nor for providing advice in relation to the Sale, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Sale, [CCC], [GGG], [DDD], [EEE] and any of their affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the offering or otherwise. In addition, [CCC], [GGG], [DDD], [EEE] and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which [CCC], [GGG], [DDD], [EEE] and any of their affiliates may from time to time acquire, hold or dispose of shares. [CCC], [GGG], [DDD], [EEE] do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of [CCC], [GGG], [DDD], [EEE] or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Selling Shareholders or the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

[ENDS]

\*\*NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA\*\*

SALE OF [⚫] ORDINARY SHARES IN [XXX]

[●] [month] [year]

[XXX] ("the Company") (Moscow Exchange, LSE: [ticker]), one of the world’s leading vertically integrated phosphate-based fertilizer producers, announces that it has been informed by [YYY] (the “Selling Shareholder”) that it has sold [●] shares (in the form of ordinary shares) in the Company (the “Shares”), or [5]% of the Company’s share capital, at a price of [●] per Share (the “Sale”). Based on information available to the Company, shares of the Selling Shareholder are held by trusts, the economic beneficiaries of which are Mr. [AAA] and members of his family.

[BBB], [CCC], [DDD] and [EEE] acted as [joint bookrunners] in the associated bookbuilding process.

The Selling Shareholder [intends to use/has used] some of the proceeds from the sale of the Shares to purchase [EITHER [●] shares in the Company, or [2.5]% of the Company’s share capital/ OR [a certain number of shares in the Company], from Mr. [FFF], a member of the Board of Directors of the Company at the same price of [●] per Share (the "Top-up Sale").

Following the Sale and the Top-up Sale, the Company's shareholding structure is as follows:

|  |  |
| --- | --- |
| **Shareholder** | **Share** |
| Free float | [●]% |
| [YYY] | [●]% |
| [HHH] | [●]% |
| Mr. [FFF] | [●]% |
| Mr. [III] | [●]% |
| Mrs. [JJJ] | [●]% |
| Mr. [KKK] | [●]% |
| Other(1) | [●]% |

\_\_\_\_\_\_\_\_\_\_\_

(1) Includes shares held by the Company's employees and [●].

As part of the Sale, the Selling Shareholder and [●] have agreed to a 90-day lock-up period with respect to their ownership of Company shares[, subject to waiver by the [joint bookrunners]]. In addition, the Company has agreed to a lock-up for the same period[, subject to waiver by the [joint bookrunners]]. ***[Others to be included.]***

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. This announcement contains inside information.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, Shares to any person in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Shares referred to herein may not be offered or sold in the United States unless registered under the U.S. Securities Act of 1933 (the “Securities Act”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the Shares in the United States, Australia, Canada or Japan or elsewhere.

In member states of the European Economic Area (“EEA”) (each, a “Relevant Member State”), this announcement and any offer if made subsequently is directed only at persons who are “qualified investors” within the meaning of the Prospectus Directive (“Qualified Investors”). For these purposes, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated, and any investment activity to which it relates will only be engaged in with such persons and it should not be relied on by anyone other than such persons.

The information in this announcement is subject to change.

[CCC] and [GGG], each of which are authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, [DDD] and [EEE] are acting exclusively for the Selling Shareholders and no-one else in connection with the Sale. They will not regard any other person as their respective clients in relation to the offering of the Shares and will not be responsible to anyone other than the Selling Shareholders for providing the protections afforded to their respective clients, nor for providing advice in relation to the Sale, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Sale, [CCC], [GGG], [DDD], [EEE] and any of their affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the offering or otherwise. In addition, [CCC], [GGG], [DDD], [EEE] and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which [CCC], [GGG], [DDD], [EEE] and any of their affiliates may from time to time acquire, hold or dispose of shares. [CCC], [GGG], [DDD], [EEE] do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of [CCC], [GGG], [DDD], [EEE] or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Selling Shareholders or the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

 [ENDS]