



Knowledge grows

Proposal from the Nomination Committee to the Yara International ASA Annual General Meeting 11 May 2017

The Nomination Committee in Yara International ASA consists of the following members:

- **Tom Knoff (chair)**
- **Thorunn Kathrine Bakke**
- **Ann Kristin Brautaset**
- **Anne Carine Tanum**

Reference is made to Yara's web pages for information on the Nomination Committee members:

http://yara.com/about/corporate_governance/shareholders/nomination_committee/

Since the General Meeting in May 2016 the Nomination Committee has held 7 meetings, including individual meetings with all members of the board and Yara's CEO. The committee has received the board's own evaluation, and has reviewed the board's work and composition. The Nomination Committee considers that Yara's board functions well, and that its members have the appropriate qualifications and experience to meet the company's needs and challenges going forward.

The Nomination Committee proposes an increase in the remuneration of corporate body representatives of approximately 2.2 percent, with some exceptions which are explained below.

For the chair of the board the committee proposes an increase of 8.7 percent, which will bring the remuneration to a level which to a greater extent reflects the role's responsibility, scope and time demands, in addition to the company's complexity and international exposure. The Nomination Committee highlights the increased expectations to chairpersons of international companies in terms of knowledge, availability and time commitment. Furthermore the Nomination Committee underlines the importance of being able to offer remuneration which contributes to recruitment and retention of needed competence and experience in the board.

For the chairs of the HR Committee (previously Compensation Committee) and the Nomination Committee the Nomination Committee proposes an increase of respectively 7.1 percent and 8.8 percent, which will bring their remuneration to a level which to a greater extent reflects the roles' responsibility, scope and time demands.

The Nomination Committee makes the following proposal to the Yara International ASA General Meeting 11 May 2017:

1. Proposal for remuneration of members of the board of directors

The Nomination Committee proposes the following remuneration for Board members:

Chair of the Board:	NOK 575,000
Vice chair of the Board:	NOK 356,500
Other members of the Board:	NOK 312,000

The remuneration is per year and is calculated pro rata.

Meeting allowance for board members resident outside Scandinavia:

NOK 11,200 per meeting

Remuneration to deputy board members attending:

NOK 9,800 per meeting

2. Proposal for remuneration of members of the HR Committee

Chair of the HR Committee: NOK 7,500 per meeting
Other members of the HR Committee: NOK 7,100 per meeting

3. Proposal for remuneration of members of the Audit Committee

Chair of the Audit Committee: NOK 159,500
Other members of the Audit Committee: NOK 92,500

The remuneration is for one year and will be calculated pro rata.

4. Proposal for remuneration of members of the Nomination Committee

Chair of the Nomination Committee: NOK 6,200 per meeting
Other members of the Nomination Committee: NOK 5,800 per meeting

Oslo, 7 April 2017



Tom Knoff
Chair of the Nomination Committee