

To the shareholders of Yara International ASA Notice of Annual General Meeting 28 May 2024

Notice is hereby given of the Annual General Meeting of Yara International ASA (the "Company") on Tuesday, 28 May 2024 at 10:00 CEST.

This General Meeting is held as a digital meeting with electronic voting and no physical attendance for shareholders.

Online participation is facilitated through the Lumi-portal at <u>https://dnb.lumiagm.com/189840525</u>, meeting ID: 189-840-525. To log in, shareholders must identify themselves using their reference number and PIN code available at <u>www.vps.no</u> or on the attached attendance and proxy form. Shareholders can also get their reference number and PIN code by contacting DNB Bank ASA, Registrars' Department at tel. +47 23 26 80 20. If a shareholder wishes to vote without being present at the meeting, a proxy or advance vote may be given.

The online guide available on the Company's website under <u>https://www.yara.com/investor-relations/reports-presentations</u>, provides more information about online participation in the Annual General Meeting.

Shareholders receiving the paper version of this notice are encouraged to make a "green choice" by accepting future electronic communications in Euronext VPS "Investor Services".

Trond Berger, Chair of the Board of Directors, or the person he appoints, will open the meeting, cf. the Norwegian Public Limited Liability Companies Act ("PLC") section 5-12 (1) and will make a record of shareholders attending the meeting by themselves (including shareholders that have submitted a written advance vote) or by proxy, cf. PLC section 5-13.

The following matters are on the agenda of the meeting:

1. Approval of notice and agenda

The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting approved the notice and agenda as set out in the notice."

2. Election of the chair of the meeting and a person to co-sign the minutes

The Board proposes that Ketil E. Bøe, partner in Wikborg Rein Advokatfirma AS, is elected as chair of the meeting, and that Lars Mattis Hanssen from the Ministry of Trade, Industry and Fisheries, signs the minutes together with the chair of the meeting.

The Board proposes that the General Meeting adopts the following resolution:

"Ketil E. Bøe was elected as chair of the General Meeting, and Lars Mattis Hanssen was elected to sign the minutes together with the chair of the General Meeting."

3. Approval of auditor's fee for the audit of Yara International ASA for the financial year 2023

The Board proposes a fee of NOK 9,556,381 for the statutory audit of Yara International ASA for the financial year 2023. The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting approved the Board's proposed audit fee of NOK 9,556,381 for the statutory audit of Yara International ASA for the financial year 2023."

4. Approval of the annual accounts and report of the Board of Directors for 2023 for Yara International ASA and the group

Reference is made to the Yara Integrated Report 2023 with annual accounts, including the statutory auditor's report, and the report of the Board of Directors for the financial year 2023. The Yara Integrated Report is available on Company's website https://www.yara.com/siteassets/investors/057-reports-and-presentations/annual-reports/2023/yara-integrated-report-2023.pdf/. The annual accounts and auditor's report are included on page 215-339 of the report. The information that constitutes the report of the Board of Directors can be found on pages 12-213 of the report.

The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting approved the 2023 annual accounts and report of the Board of Directors for Yara International ASA and the group as proposed by the Board."

5. Approval of the board of directors' proposal for distribution of 2023 dividends

The Board proposes that a dividend of NOK 5.00 per share is paid for the financial year 2023. The dividend is proposed to be paid to the Company's shareholders as of 28 May 2024. The share will trade exclusive of the right to dividends from and including 29 May 2024. The 2023 dividend accrues to the shareholders as registered in Company's shareholder register with the Norwegian Central Securities Depository (VPS) as of 30 May 2024. For ADR (American Depository Receipts) holders, dividend will be distributed to holders as of the record date 30 May 2024. If the Board's proposal is approved, the intention is to pay the dividend on 6 June 2024 with ADR payment date on 13 June 2024.

The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting approved a dividend for 2023 of NOK 5.00 per share."

6. Guidelines and report on salary and other remuneration for executive personnel of the Company

6.1 Approval of Guidelines on determination of salary and other remuneration to executive personnel of the Company

In accordance with PLC section 6-16 a and regulation FOR-2020-12-11-2730 section II, the Board of Directors shall establish guidelines for determination of salary and other remuneration to executive personnel of the Company. The Guidelines are available on the Company's website: <u>https://www.yara.com/investor-relations/reports-presentations/</u>. The Guidelines are presented to the General Meeting for approval, cf. PLC sections 5-6 (3) and 6-16 a (5).

The Board proposes that the General Meeting approves the Guidelines by adopting the following resolution:

"The General Meeting approved the Guidelines on determination of salary and other remuneration to executive personnel of Yara International ASA."

6.2 Report on salary and other remuneration to executive personnel of the Company

In accordance with PLC section 6-16 b and regulation FOR-2020-12-11-2730 chapters III and section 7, the Board of Directors shall ensure that a report is prepared each financial year which provides a comprehensive overview of paid and outstanding salaries and remuneration for the previous financial year covered by the Guidelines as regulated by PLC section 6-16a. The Company's auditor has controlled that the salary report has been prepared in all material respects, in accordance with PLC section 6-16 b and associated regulations. The Report is submitted to the General Meeting for an advisory vote, cf. PLC sections 5-6 (4) and 6-16 b (2).

The 2023 Report is available on the Company's website: <u>https://www.yara.com/siteassets/investors/057-reports-and-presentations/annual-reports/2023/yara-executive-remuneration-report-2023.pdf/</u>

The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting endorsed the 2023 Report on salary and other remuneration to executive personnel of Yara International ASA."

7. Report on Corporate Governance pursuant to the Norwegian Accounting Act section 3-3b

The General Meeting shall, in accordance with PLC section 5-6 (5), consider the Board's report on Corporate Governance pursuant to the Norwegian Accounting Act section 3-3b. The Corporate Governance Report is included in the Yara Integrated Report 2023 page 53-71.

The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting took note of the Board's report on corporate governance."

8. Election of members to the Board of Directors

Reference is made to the Nomination Committee's proposal of 3 May 2024 (the «Nomination Committee Proposal») which is available on the Company's website https://www.yara.com/investor-relations/reports-presentations/. As set out in the Nomination Committee Proposal, item 1, the Nomination Committee proposes the re-election for a period of two years of Trond Berger, Jannicke Hilland, John Gabriel Thuestad and Tove Feld.

The Board proposes that the General Meeting takes the Nomination Committee proposal up for a joint vote and adopts the following decision:

"In accordance with the Nomination Committee's proposal, the General Meeting re-elected the following Board members, all of whom are re-elected for a period of two years:

- Trond Berger (born 1957);
- Jannicke Hilland (born 1967);
- John Gabriel Thuestad (born 1960); and
- Tove Feld (born 1964)".

9. Election of members to the Nomination Committee

Reference is made to item 4 of the Nomination Committee Proposal.

The Nomination Committee proposes the re-election of the Nomination Committee members Otto Søberg, Lars Mattis Hanssen, Ann Kristin Brautaset and Ottar Ertzeid, for a period of two years. The Nomination Committee proposes that Otto Søberg continue as chairman of the committee.

The Board proposes that the General Meeting takes the Nomination Committee's proposal up for a joint vote and adopts the following decision:

«In accordance with the Nomination Committee's proposal, the General Meeting elected the following members of the Nomination Committee, all of whom are elected for a period of two years:

- Otto Søberg (chair) (born 1957);
- Lars Mattis Hanssen (born 1985);
- Ann Kristin Brautaset (born 1964); and
- Ottar Ertzeid (born 1965).»

10. Approval of remuneration to members and deputy members of the Board, members of the HR Committee and members of the Board Audit and Sustainability Committee for the period until the next Annual General Meeting

Reference is made to item 5 of the Nomination Committee Proposal.

The Nomination Committee proposes the following remuneration to Board members for the period until the next Annual General Meeting:

Chair of the Board:	NOK 897,700
Vice chair of the Board:	NOK 467,800
Other members of the Board:	NOK 412,400

The remuneration is set per year and is calculated proportionally.

For the same period the Nomination Committee proposes the following additional meeting allowance for Board members resident outside Norway: NOK 38,300 per physical meeting.

For the same period the Nomination Committee proposes the following remuneration for the attending deputy members of the Board: NOK 12,400 per meeting.

The Nomination Committee proposes the following remuneration to the HR Committee members for the period until the next Annual General Meeting, see item 6 of the Nomination Committee Proposal:

Chair of the HR Committee:	NOK 122,500
Other members of the HR Committee:	NOK 95,000

The remuneration is per year and is calculated proportionally.

The Nomination Committee proposes the following remuneration to the Board Audit and Sustainability Committee members for the period until the next Annual General Meeting, with reference to the Nomination Committee Proposal item 7:

Chair of the Board Audit and Sustainability Committee:	NOK 231,400
Other members of the Board Audit and Sustainability Committee:	NOK 143,000

The remuneration is set per year and is calculated proportionally. The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting approved the Nomination Committee's proposal for remuneration to the members and deputy members of the Board, members of the HR Committee, and members of the Board Audit and Sustainability Committee, for the period until the next Annual General Meeting."

11. Approval of remuneration to members of the Nomination Committee for the period until the next Annual General Meeting

Reference is made to item 8 of the Nomination Committee Proposal.

The Nomination Committee proposes the following remuneration to the Nomination Committee members for the period until the next Annual General Meeting:

Chair of the Nomination Committee:	NOK 9,900 per meeting
Other members of the Nomination Committee:	NOK 7,500 per meeting

The Board proposes that the General Meeting adopts the following resolution:

"The General Meeting approved the Nomination Committee's proposal for remuneration to the members of the Nomination Committee for the period until the next Annual General Meeting."

12. Power of attorney to the Board regarding acquisition of own shares

At last year's Annual General Meeting, the Board of Directors of Yara International ASA was authorized to acquire up to 5% (12,736,281 shares) of the share capital in the Company, with a total nominal value of up to NOK 21,651,677.70, in the market and from the Norwegian State. The authorization is valid until this year's Annual General Meeting. The Board has not made use of the power of attorney to acquire any shares in the Company.

The Board proposes that the General Meeting approves a new authorization for acquisition of own shares. The existing authorization of the Board will at the same time be cancelled. The purpose of such a new authorization is to allow the Board to optimize the Company's capital structure through buy-back and subsequent cancellation of shares. The authorization is limited to a total purchase of up to 5% of the total share capital of the Company.

The Company intends to enter into an agreement with the Company's largest shareholder, the Norwegian State, where it is assumed that bought-back shares will be deleted together with a share of the State's shares, by reducing the share capital, so that the State's percentage ownership in the Company will remain unchanged. At the General Meeting, the Norwegian state must vote in favour of a decision to grant authorization for a buy-back, and if a buy-back takes place, vote in favor of a decision to reduce the share capital. Upon the redemption of the shares owned by the Norwegian state, the Norwegian State must receive compensation equal to the volume-weighted average of the price the Company has paid for shares purchased in the market plus an interest compensation calculated from the time of the individual buy-back until payment takes place, with a deduction for any dividend paid for the shares that will be redeemed and that are owned by the Norwegian state (with certain fixed adjustment mechanisms).

The Board proposes that the General Meeting adopts the following resolution:

- "a) The General Meeting hereby authorizes the Board to acquire up to 5% (12,736,281 shares) of the share capital of the Company, with a total nominal value of up to NOK 21,651,677.70, in the market and from the Norwegian State.
- b) The purchases of own shares shall be at terms determined by the Board. The purchase price per share shall not be less than NOK 10 and not more than NOK 1,000.
- c) The shares acquired pursuant to this authorization shall be subsequently cancelled.
- d) This authorization is valid from 28 May 2024 until the next Annual General Meeting but no later than 30 June 2025.

It is a condition precedent for any purchase and subsequent cancellation of shares that the Norwegian State's ownership of 36.21% is not changed as a result of this."

13. Shareholder proposal on directing the Company to set short-, medium- and long term science-based targets to reduce scope 3 greenhouse gas emissions in line with limiting global warming to 1.5 degrees.

The Company's shareholders Fairshare Educational Foundation (ShareAction), Cardano Asset Management, Ethos Foundation, Greater Manchester Pension Fund, PGGM Investments (jointly referred to as "ShareAction") have proposed that the General Meeting adopts the following resolution:

«Shareholders direct the company to publish science-based targets to reduce scope 3 greenhouse gas emissions over the short, medium, and long term, in line with the goal of limiting global warming to 1.5C, and to implement measures to reduce such emissions. Targets and measures should include upstream as well as downstream emissions and entail an absolute reduction in emissions. They should be disclosed before the next annual shareholder meeting in 2025.»

The Board notes that the Company has worked diligently on setting climate targets in accordance with best practice. The Company has also committed itself to continue supporting the work with achieving the goals of the Paris Agreement. Further details on how the Company will work to achieve the goals of The Paris Agreement will be published in the Company's 2024 Integrated Report, where a first version of Yara's climate transition plan will be included. The Company is also developing more comprehensive scope 3 targets. The latest date of defining such targets will be in 2027, which is when the Company's climate KPIs submitted to Science Based Targets initiative (SBTi) must be renewed. If feasible, a KPI may also be concluded and communicated at an earlier point in time.

It is the Board's view that the Company's contributions to the achievement of the climate targets are best done by pursuing the ongoing work, rather than to focus its efforts on one specific category of scope 3 emissions.

ShareAction's supporting statement and the Board's full response are available here: <u>https://www.yara.com/investor-relations/reports-presentations/</u>

The Board recommends the general meeting to vote **<u>against</u>** the proposal.

The shares of the company and the right to vote for shares

The share capital of the Company consists of 254,725,627 shares, each with a face value of NOK 1.70. Each share carries one vote at the General Meeting however no voting rights can be exercised for shares owned by the Company.

* * *

Only those who are shareholders of the Company five business days prior to the General Meeting, i.e. on <u>21 May 2024</u> (the record date), are entitled to attend and vote at the General Meeting, cf. section 5-2 (1) of the PLC. A shareholder who wishes to attend and vote at the General Meeting must be registered in the shareholder register in the Norwegian Central Securities Depository, Euronext VPS, or have reported and documented an acquisition, as per <u>21 May 2024</u>.

This notice and other notices etc. to owners of nominee-registered shares are sent to the nominee. According to section 1-8 of the PLC and regulations on intermediaries that are subject to section 4-5 of the Norwegian Central Securities Act and related implementing regulations, the nominee shall pass on this notice to the shareholders for whom they hold shares, and forward votes, proxies, registrations of attendance etc. from the shareholder to the Company. Shareholders must, themselves, communicate with their nominee, who is responsible for conveying votes, proxies and registrations of attendance. A notice from a nominee of registration of attendance to the General Meeting must be received by the Company no later than two business days before the General Meeting, please also see below.

The shareholders' rights

Matters that are not on the agenda may not be voted on at the General Meeting. Shareholders are entitled to present alternatives to the Board's proposal under each agenda item, provided that the alternative proposals are within the scope of the agenda item under consideration.

A shareholder is entitled to ask members of the Board and the President to provide information in accordance with PLC section 5-15.

Shareholders can exercise their shareholder rights by casting an electronic advance vote, attending the General Meeting digitally or by authorizing the Chair of the Board or others, see further information under the section «Voting» below.

Shareholders can bring an advisor to the General Meeting, and may give the right to speak to one advisor.

Participation in the General Meeting

The General Meeting is held as a digital meeting. Online participation is facilitated through the Lumi-portal at <u>https://dnb.lumiagm.com/189840525</u> meeting ID: <u>189-840-525</u>. Secure identification of shareholders is done by using PIN-code and reference number on the attached form or as found on the shareholders' account in Euronext VPS Investor Services.

No pre-registration is required for shareholders who wish to participate at the General Meeting, other than for nominee-registered shareholders (see below). However, all shareholders who shall attend the General Meeting must be logged on through the Lumiportal before the meeting starts to be able to vote, see below.

Shareholders holding nominee-registered shares wishing to attend and vote (in person or by proxy) at the General Meeting must, in accordance with the PLC section 5-3, register their attendance with the Company at least two business days prior to the General Meeting, i.e. by 24 May 2024 at 10:00 CEST (the "**Registration Deadline**"). Shareholders holding nominee-registered shares must communicate with their nominees, who are responsible for conveying advance votes, proxies and/or notice of participation at the general meeting on behalf of the shareholder. Shareholders of nominee-registered shares that have not registered attendance by the Registration Deadline will be granted access to the General Meeting, but without the right to vote.

All shareholders who shall attend the General Meeting must be logged on through the Lumi-portal before the meeting starts to be able to vote. Log-on will be possible from <u>one hour before</u> the meeting. If you are not logged on before the meeting starts, you will be granted access, but without the right to vote.

Voting

Electronic advance voting

Electronic advance votes can be cast at this General Meeting. See more information about access to electronic advance voting in the enclosed registration and proxy form and be aware of the deadline for registering advance votes.

Power of attorney

Shareholders who do not wish to attend the General Meeting in person or cast an electronic advance vote may authorize another person. The power of attorney can be given as a power of attorney with or without voting instructions. See more information about power of attorney in the enclosed registration and power of attorney form and be aware of the deadline for registration of powers of attorney.

Shareholders who have voted in advance or given a power of attorney will not have the matters put to the vote if they still log on to the meeting digitally. The shareholders can, however, withdraw the advance vote or the proxy and have the matters put to the vote by notifying the meeting via the "Questions in the meeting" function before the vote on the relevant agenda item.

Documents

With reference to Article 9 of the Company's Articles of Association, the Board has decided that documents regarding matters to be considered at the General Meeting will not be sent out with the General Meeting notice, but are available on the Company's website: <u>https://www.yara.com/investor-relations/reports-presentations/</u>

This includes documents which by law must be included in or attached to the notice. A shareholder may still request to be sent paper versions of the documents free of charge by notifying the Company via mail or email at:

Postal address: Yara International ASA, Att: Investor Relations, PO Box 343 Skøyen, N-0213 Oslo E-mail: ir@yara.com

This notice is dated and issued on 3 May 2024 and will be sent to shareholders no later than 21 days prior to the General Meeting.

Oslo, 3 May 2024

Trond Bergy

Trond Berger, Chair of the Board, by authorization of the Board of Directors Enclosures: Registration and Proxy form



Knowledge grows

Ref no:

PIN-code:

Notice of Annual General Meeting

Annual General Meeting in Yara International ASA will be held on 28 May 2024, at 10:00 CEST as a digital meeting.

The shareholder is registered with the following amount of shares at summons: ______ and vote for the number of shares registered in Euronext Securities Oslo (VPS) per **Record date 21 May 2024**.

Summary of applicable deadlines:

Registration of enrollment for shareholders directly registered with Euronext Securities Oslo (VPS): none, but must be logged on before the general meeting starts to be able to vote.

Registration of enrollment for owners of nominee-registered shares: <u>24 May 2024 at 10:00 CEST</u> Submitting advance votes, proxy and instructions for all shareholders: <u>24 May 2024 at 10:00 CEST</u>

Step 1 No later than 24 May 2024 at 10:00 CEST

Submission of advance votes and proxy with or without voting instructions for shareholders directly registered with Euronext Securities Oslo (VPS)

Option 1: for those who receive the AGM notice by post-service: register through the company's website <u>www.yara.com/register</u> using the **reference number and PIN code** found on this registration form.

Option 2: Log in through VPS Investor services; available at https://investor.vps.no/garm/auth/login or through own account manager (bank/broker). Once logged in, choose Corporate Actions – General Meeting – ISIN You will see your name, reference number, PIN code and balance. At the bottom, you will find these choices:

Enroll Advance Vote Delegate proxy Close

"Enroll" - No pre-registration is required for shareholders directly registered with Euronext Securities Oslo, but shareholders must be logged on before the general meeting starts to be able to vote. For owners of nominee-registered shares, please see separate instructions below.

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to make any registration.

Option 3 for those shareholders who cannot register their elections electronically: follow the instructions on the next page.

Registration of enrollment, submission of advance votes and proxy for owners of nomineeregistered shares during the enrollment/registration period

There is a statutory requirement for registration for nominee-registered shares. Shareholders holding nominee-registered shares must communicate with their nominees, who are responsible for conveying advance votes, proxies and/or notice of participation at the general meeting on behalf of the shareholder. All shareholders will have the opportunity to log on to the meeting, but in order to have the right to speak and vote, owners of nominee-registered shares must have registered by 24 May 2024 at 10:00 CEST.

Step 2 Logging in on the general meeting day

Online participation: Please login through https://dnb.lumiagm.com/189840525.

You must identify yourself using the **reference number and PIN code** from VPS (see step 1 above). Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 – 15:30 CEST).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote. Note that the same applies for owners of nominee-registered shares if you have not enrolled by the deadline set out above.



Ref no:

PIN-code:

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form can be sent as an attachment in an e-mail* to <u>genf@dnb.no</u> (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. The form must be received no later than **24 May 2024 at 10:00 CEST**. If the shareholder is a company, the signature must be in accordance with the company certificate. *Will be unsecured unless the sender himself secure the e-mail.

______ shares would like to be represented at the general meeting in Yara International ASA as follows (mark off):

- Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- Advance votes (mark «For», «Against» or «Abstain» on the individual items below)

Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

(enter the proxy solicitors name in the block letters) Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00– 15:30 CEST) for login details.

Voting shall take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the nomination committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

Agen	da for the Annual General Meeting 28 May 2024	For	Against	Abstain
1.	Approval of notice and agenda			
2.	Election of the chair of the meeting and a person to co-sign the minutes			
3.	Approval of auditor's fee for the audit of Yara International ASA for the financial year 2023			
4.	Approval of the annual accounts and report of the Board of Directors for 2023 for Yara International ASA and the group			
5.	Approval of the board of directors' proposal for distribution of 2023 dividends			
6.1	Approval of Guidelines on determination of salary and other remuneration to executive personnel of the Company			
6.2	Report on salary and other remuneration to executive personnel of the Company			
7.	Report on Corporate Governance pursuant to the Norwegian Accounting Act section 3-3b			
8.	Election of members to the Board of Directors			
9.	Election of members to the Nomination Committee			
10.	Approval of remuneration to members and deputy members of the Board, members of the HR Committee and members of the Board Audit and Sustainability Committee for the period until the next Annual General Meeting			
11.	Approval of remuneration to members of the Nomination Committee for the period until the next Annual General Meeting			
12.	Power of attorney to the Board regarding acquisition of own shares			
13.	Shareholder proposal on directing the Company to set short-, medium- and long term science-based targets to reduce scope 3 greenhouse gas emissions in line with limiting global warming to 1.5 degrees.			
	NB: The board proposes to vote "Against" the shareholder proposal			

The form must be dated and signed