



Knowledge grows

## To the shareholders of Yara International ASA Notice of Annual General Meeting 7 May 2020

Notice is hereby given of the Annual General Meeting of Yara International ASA (the "**Company**"). The Annual General Meeting will be held at the Auditorium, Drammensveien 131, 0277 Oslo on **Thursday 7 May 2020 at 17:00 CEST**.

### **IMPORTANT MESSAGE:**

**To reduce the risk of spreading the coronavirus (Covid-19), and in accordance with government recommendations, you are urged not to physically attend the Annual General Meeting, but instead to attend and exercise your shareholder rights as follows:**

- (a) **by electronic advance voting on the Company's website [www.yara.com/register](http://www.yara.com/register) or via online banking (VPS Investor Services) or own VPS account operator, see further information on advance voting under Registration and voting below, as well as in the Registration and Proxy form; or**
- (b) **by authorizing the Chair of the Board of Directors, see further information under Shareholders' Rights and Registration and Voting below, as well as in the Registration and Proxy form; and**
- (c) **follow the General Meeting via our live transmission at <https://www.yara.com/investor-relations>**

**If in light of applicable infection control measures it will not be appropriate to admit all physically attending shareholders to the Annual General Meeting premises, the Company or the chairperson of the Annual General Meeting may limit the number of attendees provided that this is considered appropriate under the circumstances, based on the interests of the Company and the shareholders.**

Geir Isaksen, Chair of the Board of Directors, will open the meeting, cf. the Norwegian Public Limited Liability Companies Act section 5-12 (1) and will make a record of the shareholders who are present either in person (including by submitting an advance vote) or by proxy, cf. the Norwegian Public Limited Liability Companies Act section 5-13.

The following matters are on the agenda of the meeting:

### **1. Opening of the General Meeting, approval of the notice and the agenda**

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

*«The General Meeting approved the notice of the Annual General Meeting 2020 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 the law firm Wikborg Rein Advokatfirma AS, is elected as chair of the meeting, and that Thorunn Kathrine Bakke, Director at the Ministry of Trade, Industry and Fisheries, signs the minutes together with Ketil E. Bøe.

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

*«Ketil E. Bøe was elected as chair of the Annual General Meeting 2020, and Thorunn Kathrine Bakke was elected to sign the minutes together with the chair.»*

### **3. Approval of the annual accounts and Report of the Board of Directors for 2019 for Yara International ASA and the group, including distribution of dividends**

Reference is made to the annual report for 2019 with annual accounts, including the statutory auditor's report, and the Report of the Board of Directors for the financial year 2019. The annual report is available on the Company's website. The annual accounts and the Report of the Board of Directors are included respectively on pages on 85-189 and 72-83 of the annual report.

The Board proposes that a dividend of NOK 15.00 per share is paid for the financial year 2019. The dividend is proposed to be paid to the Company's shareholders as of 7 May 2020 (as registered in VPS on 11 May 2020), and the share will then trade ex-dividend from and including 8 May 2020. If the Board's proposal is approved, the intention is to pay the dividend on 18 May 2020.

The Board proposes that the General Meeting approves the annual accounts and Report of the Board of Directors for Yara International ASA and the group, including the Board's proposed dividend of NOK 15.00 per share.

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

*“The General Meeting approved the 2019 annual accounts and Report of the Board of Directors for 2019 for Yara International ASA and the group as proposed by the Board, and approved a dividend for 2019 of NOK 15.00 per share.”*

#### **4. The Board of Directors' declaration on stipulation of salaries and other remuneration to executive personnel according to the Norwegian Public Limited Liability Companies Act § 6-16 a**

In accordance with the Norwegian Public Limited Liability Companies Act § 6-16 a, the Board shall establish guidelines for remuneration to members of executive management. The guidelines are available on the Company's website and are included in the Company's 2019 annual report on pages 60-64 and in notes 8.2 and 5.4.

In accordance with the Norwegian Public Limited Liability Companies Act § 5-6 (3) the Board's guidelines for salary and other remuneration to the executive management of the Company shall be presented to the General Meeting for an advisory vote, while the part of the guidelines which covers share-based remuneration as set out by the Norwegian Public Limited Liability Companies Act § 6-16 a (1) no. 3 shall be presented to the annual general meeting for approval. The Board considers the Company's Long-Term Incentive Plan and Voluntary Share Purchase Program, as described in the guidelines under those headings, as share-based compensation.

The Board proposes that the General Meeting endorses the Board's guidelines for remuneration to members of executive management (item 4.1 below) and approves the Board's guidelines on share-based compensation (see item 4.2 below).

##### **4.1 Advisory vote on the guidelines for remuneration to members of executive management**

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

*“The General Meeting endorsed the Board's guidelines on remuneration to members of executive management.”*

##### **4.2 Approval of the proposed guidelines for share-based remuneration**

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

*“The General Meeting approved the guidelines for share-based remuneration as described in the guidelines for remuneration of executive personnel under the sections «Share Based Remuneration» and «Voluntary Share Purchase Program».”*

#### **5. Report on Corporate Governance according to the Norwegian Accounting Act § 3-3b**

In accordance with the Norwegian Public Limited Liability Companies Act § 5-6 (4) the general meeting shall consider the Board's report on Corporate Governance according to the Norwegian Accounting Act § 3-3b. The report for 2019 is included in the Company's 2019 annual report on pages 54-65, cf. pages 80-81.

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

*“The General Meeting endorsed the Board's report on corporate governance.”*

#### **6. Auditor's fee for the audit of Yara International ASA for the financial year 2019**

The Board proposes a fee of NOK 4,996,000 for the statutory audit of Yara International ASA for the financial year 2019. The Board proposes that the General Meeting adopts the following resolution:

*“The General Meeting approved the Board's proposal of an audit fee of NOK 4,996,000 for the statutory audit of Yara International ASA for the financial year 2019.”*

#### **7. Remuneration to members and deputy members of the Board, members of the HR Committee and members of the Audit Committee for the period until the next Annual General Meeting**

Reference is made to the proposal from the Nomination Committee dated 6 April 2020 (“Nomination Committee Proposal”), which is available on the Company's website.

The Nomination Committee Proposal item 4 proposes the following remuneration for Board members for the period until the next Annual General Meeting:

Chair of the Board:	NOK 669,000
Vice chair of the Board:	NOK 400,000
Other members of the Board:	NOK 352,000

The remuneration is per year and is calculated proportionally.

For the same period the Nomination Committee proposes the following meeting allowance for Board members resident outside Norway:

NOK 30,000 per meeting.

For the same period the Nomination Committee proposes the following remuneration for the deputy members of the Board:  
NOK 10,650 per meeting.

The Nomination Committee proposes the following remuneration for HR Committee members for the period until the next Annual General Meeting, with reference to the Nomination Committee proposal item 5:

Chair of the HR Committee:	NOK 90,000
Other members of the HR Committee:	NOK 70,000

The remuneration is per year and is calculated proportionally.

The Nomination Committee proposes the following remuneration for Audit Committee members for the period until the next Annual General Meeting, with reference to the Nomination Committee proposal item 6:

Chair of the Audit Committee:	NOK 180,000
Other members of the Audit Committee:	NOK 101,000

The remuneration is 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 Audit Committee for the period until the next Annual General Meeting.”*

## **8. Remuneration to members of the Nomination Committee for the period until the next Annual General Meeting**

Reference is made to the Nomination Committee Proposal item 7. The Nomination proposes the following remuneration for Nomination Committee members for the period until the next Annual General Meeting:

Chair of the Nomination Committee:	NOK 8,500 per meeting
Other members of the Nomination Committee:	NOK 6,400 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.”*

## **9. Election of members to the Board of Directors**

Reference is made to item 1 of the Nomination Committee Proposal.

The Nomination Committee proposes that the general meeting holds elections for a period of two years for all board seats, to achieve election of a full Board up to the Annual General Meeting 2022. Chair of the Board Geir Isaksen and board member Hilde Bakken have notified the Nomination Committee that they will not seek re-election at the Annual General Meeting on 7 May 2020. The Nomination Committee proposes the election for a period of two years of Trond Berger, Håkon Reistad Fure, Kimberly Lein-Mathisen, Adele Bugge Norman Pran, John Thuestad and Birgitte Ringstad Vartdal.

The Board will under this proposal have the following shareholder-elected members:

Trond Berger  
Håkon Reistad Fure  
Kimberly Lein-Mathisen  
Adele Bugge Norman Pran  
John Thuestad  
Birgitte Ringstad Vartdal

The Board proposes that the General Meeting adopts the following resolution in a combined vote:

*“The General Meeting approved the Nomination Committee’s proposal to elect the following shareholder-elected members for a period of two years:*

- *Trond Berger (born 1957)*
- *Håkon Reistad Fure (born 1987)*
- *Kimberly Lein-Mathisen (born 1972);*
- *Adele Bugge Norman Pran (born 1970);*
- *John Thuestad (born 1960); og*
- *Birgitte Ringstad Vartdal (born 1977).”*

## 10. Election of members to the Nomination Committee

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

The Nomination Committee proposes the re-election for a period of two years of Otto Sjøberg, Thorunn Kathrine Bakke, Ann Kristin Brautaset and Ottar Ertzeid as members of the Nomination Committee. The Nomination Committee proposes that Otto Sjøberg continues as Chair of the Nomination Committee.

The Nomination Committee will under this proposal have the following members:

Otto Sjøberg (Chair)  
Thorunn Kathrine Bakke  
Ann Kristin Brautaset  
Ottar Ertzeid

The Board proposes that the General Meeting adopts the following resolution in a combined vote:

*"The General Meeting approved the Nomination Committee's proposal to elect the following shareholder-elected members for a period of two years:*

- *Otto Sjøberg (Chair) (born 1957):*
- *Thorunn Kathrine Bakke (born 1965);*
- *Ann Kristin Brautaset (born 1964); and*
- *Ottar Ertzeid (born 1965)."*

## 11. Capital reduction by cancellation of own shares and by redemption and cancellation of shares held on behalf of the Norwegian State by the Ministry of Trade, Industry and Fisheries – Changes to the Articles of Association § 4

On 7 May 2019 the General Meeting authorized the Board of Directors to acquire up to 13,620,131 own shares with a nominal value of up to NOK 23,154,222.70 in the equity market and from the Norwegian State. Within this frame, the Company has acquired 2,724,026 shares with an aggregate nominal value of NOK 4,630,844.20. In accordance with item (c) of the authorization the shares acquired shall be subsequently cancelled. The Board therefore proposes that these shares shall be cancelled by reduction of the Company's share capital. The Norwegian State has committed itself to participate on a pro-rata basis in the capital reduction. This means that the Norwegian State's ownership interest of 36.21% remains unchanged. The total consideration for the buy-back and redemption of the Norwegian State's shares amounts to NOK 1,532,351,902.03.

The Board proposes that the General Meeting adopts the following resolution, which includes proposed changes to the Articles of Association § 4:

*"The share capital of the Company is reduced by NOK 7,259,680 from NOK 463,084,482.90 to NOK 455,824,802.90 by cancellation of 2,724,026 of the Company's own shares and redemption and cancellation of 1,546,374 shares owned on behalf of the Norwegian State by the Ministry of Trade, Industry and Fisheries, for a payment of NOK 554,886,929 with addition of interest and adjusting for paid dividend to the Norwegian State represented by the Ministry of Trade, Industry and Fisheries. This sum represents the average share price paid for the buyback of own shares in the market. The portion of the sum paid to acquire and redeem shares that exceeds the nominal value of the shares will be covered by a transfer from retained earnings of NOK 1,525,092,222.03.*

*With effect from the implementation of the capital reduction through registration in the Register of Business Enterprises, § 4 of the Company's Articles of Association is amended to read as follows:*

*The share capital is NOK 455,824,802.90 divided into 268,132,237 shares, each with a nominal value of NOK 1.70."*

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

The Board proposes that the General Meeting approves a new authorization for acquisition of own shares. The existing authorization of the Board will be cancelled at the same time. 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 Board proposes that General Meeting adopts the following resolution:

- "(a) The General Meeting hereby authorizes the Board to acquire up to 5% (13,406,611 shares) of the share capital of the Company, with a total nominal value of up to NOK 22,791,238.70, 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 7 May 2020 until the next Annual General Meeting but no later than 30 June 2021.*

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

### Shareholders' rights

The share capital of the Company consists of 272,402,637 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. The Company owns 2,724,026 Yara shares today.

A shareholder is entitled to vote according to the number of shares owned and registered with the Norwegian Central Securities Depository (**VPS**) at the date of the General Meeting. If a shareholder has acquired shares that are not registered in VPS at the time of the General Meeting, the voting rights for the transferred shares may only be exercised if the transfer has been reported to VPS and is proven prior to the General Meeting. Shareholders have the right to bring an advisor, who may speak on their behalf at the General Meeting.

For shares that are registered to a VPS nominee account, neither the beneficial shareholder nor the nominee has the right to vote, cf. the Norwegian Public Limited Liability Companies Act section 4-10. In such cases, in order to attend and vote for their shares, the beneficial shareholder must transfer the shares to an account in their own name.

A shareholder has the right to have matters dealt with by the General Meeting, provided that they are reported in writing to the Board at least 28 days before the date of the General Meeting, cf. the Norwegian Public Limited Liability Companies Act section 5-11 cf. section 5-11 b. 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 item under consideration.

A shareholder is entitled to ask members of the Board and the President to provide information in accordance with section 5-15 of the Norwegian Public Limited Liability Companies Act.

Any shareholder may appoint a proxy with written authority to attend the meeting.

Shareholders are reminded of the Important Message included on page 1 of this notice. Due to the corona virus (Covid-19) pandemic the shareholders are this year urged not to physically attend the Annual General Meeting, but instead attend and exercise their shareholder rights by electronic advance voting or proxy to the Chair of the Board of Directors, and to follow the General Meeting via our live transmission.

### Registration and voting

Shareholders who wish to attend the General Meeting are requested to register as soon as possible and at the latest by Saturday 2 May 2020 using the attached Registration and Proxy form or electronically either via <https://www.yara.com/register>, or through "Investor Services" in their online bank or through the bank/broker with which they have registered their VPS account.

Alternatively, the attached attendance and Registration and Proxy form may be sent to:

Postal address: DNB Bank ASA, Verdipapirservice, PO Box 1600 Sentrum, N-0021 Oslo

E-mail: [genf@dnb.no](mailto:genf@dnb.no) Phone: +47 23 26 80 20

Shareholders can vote in advance electronically for each item via <https://www.yara.com/register>, or through "Investor Services" in their online bank or through the bank/broker with which they have registered their VPS account. The deadline for advance voting is Tuesday 5 May 2020 12:00 CEST. Advance votes can be amended or withdrawn at any point before the deadline. If a shareholder attends the General Meeting either in person or by proxy, any advance votes are deemed withdrawn, and a new vote must be submitted.

### 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:

<https://www.yara.com/investor-relations/reports-and-presentations-2020/>

This includes documents which by law must be included in or attached to the notice of the Annual General Meeting. A shareholder may still request to be sent documents free of charge relating to matters to be considered at the Annual General Meeting.

Shareholders may contact the Company to request the documents in question on paper:

Postal address: Yara International ASA, Att: Investor Relations, PO Box 343 Skøyen, N-0213 Oslo

E-mail: [ir@yara.com](mailto:ir@yara.com)

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This notice is dated and issued on 6 April 2020, and will be sent to shareholders no later than 21 days prior to the General Meeting.

**Oslo, 6 April 2020**



Geir Isaksen, Chairman, by authorization of the Board of Directors

Enclosure:

- Registration and Proxy form