



Knowledge grows

To the shareholders of Yara International ASA Notice of Extraordinary General Meeting 17 November 2020

Notice is hereby given of the Extraordinary General Meeting of Yara International ASA (the "Company") on **Tuesday 17 November 2020 at 17:00 CET.**

IMPORTANT MESSAGE:

In accordance with Norwegian temporary legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Please log in at <https://web.lumiagm.com/?fromUrl=183130431>
You must identify yourself using the reference number and PIN code from VPS.

The online guide available on the Company's website <https://www.yara.com/investor-relations/reports-and-presentations-2020/> describes where to find the reference number, PIN code, and other information on how you as a shareholder can participate in the digital Extraordinary General Meeting. Shareholders can also get their reference number and PIN code by contacting DNB Bank Verdipapirservice by phone +47 23 26 80 20 or by e-mail genf@dnb.no.

Trond Berger, 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 participating online (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 Extraordinary General Meeting, approval of the notice and the agenda

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

«The Extraordinary General Meeting approved the notice of the Extraordinary General Meeting 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 Extraordinary General Meeting adopts the following resolution:

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

3. Approval of additional dividend for Yara International ASA and the group

The Board proposes that an additional dividend of NOK 18.00 per share is paid on the basis of the Company's annual account for the financial year 2019 as approved by the Company's ordinary general meeting 7th May 2020. The additional dividend is proposed to be paid to the Company's shareholders as of 17 November 2020 (as registered in VPS on 19 November 2020), and the share will then trade ex-dividend from and including 18 November 2020. If the Board's proposal is approved, the intention is to pay the additional dividend on 27 November 2020.

The Board proposes that the Extraordinary General Meeting approves the Board's proposed additional dividend of NOK 18.00 per share by adopting the following resolution:

“The Extraordinary General Meeting approved the Board's proposed additional dividend of NOK 18.00 per share.”

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Shareholders' rights

The share capital of the Company consists of 268.132.237 shares, each with a face value of NOK 1.70. Each share carries one vote at the Extraordinary General Meeting; however no voting rights can be exercised for shares owned by the Company.

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 Extraordinary General Meeting. If a shareholder has acquired shares that are not registered in VPS at the time of the Extraordinary 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 Extraordinary General Meeting. Shareholders have the right to bring an advisor, who may speak on their behalf at the Extraordinary 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.

Matters that are not on the agenda may not be voted on at the Extraordinary 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.

Shareholders are reminded of the Important Message included on page 1 of this notice. In accordance with Norwegian temporary legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Shareholders may exercise their shareholder rights by electronic advance voting or proxy to the Chair of the Board of Directors or others, please see more information under "Voting" below.

Voting

Advance voting

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 Monday 16 November 2020 16:00 CET. Advance votes can be amended or withdrawn at any point before the deadline.

Shareholders who have voted in advance but also log in to the meeting, may override the submitted advance vote by submitting a new vote under the relevant agenda item(s) in the meeting.

Open proxy

Open proxies should be registered through the Company's website www.yara.com/register or through VPS Investor Services. 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 Phone: +47 23 26 80 20

Please note that any open proxy is automatically withdrawn if a shareholder also logs in to the meeting, and in this case the shareholder must vote directly in the meeting in order to register their votes.

Proxies with voting instructions

Proxies with voting instructions cannot be submitted electronically, and must be sent to genf@dnb.no (scanned form) or by regular mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than 16 November 2020 at 16:00 CET. If the shareholder who wishes to give a proxy vote is a company, the company certificate must be attached.

Shareholders who have submitted proxies with voting instructions in advance of the meeting, but also log in to the meeting, may override the submitted voting instructions by submitting a new vote under the relevant agenda item(s) in the meeting.

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 Extraordinary General Meeting will not be sent out with the Extraordinary 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 Extraordinary General Meeting. A shareholder may still request to be sent documents free of charge relating to matters to be considered at the Extraordinary 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

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This notice is dated and issued on 23 October 2020, and will be sent to shareholders no later than 21 days prior to the Extraordinary General Meeting.

Oslo, 23 October 2020

Trond Berger, Chairman, by authorization of the Board of Directors

Enclosure:

- Registration and Proxy form