

## To the shareholders of Yara International ASA

### Notice of Annual General Meeting 28 May 2025

Notice is hereby given of the Annual General Meeting of Yara International ASA (the “Company”) on **Wednesday, 28 May 2025 at 10:00 CEST**.

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

***Digital participation is facilitated through the Lumi-portal at <https://dnb.lumiagm.com/189378108>, meeting ID: 189-378-108. To log in, shareholders must identify themselves using their reference number and PIN code available at <https://investor.vps.no/garm/auth/login> or on the attached registration 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. Shareholders wishing to vote without being present at the meeting, may grant a proxy or submit an advance vote.***

***The guide for digital participation that is available on the Company’s website at <https://www.yara.com/investor-relations/reports-presentations> provides information about how you as a shareholder can participate in the 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”.***

The Chair of the Board of Directors of the Company (the “Board”), Mr. Trond Berger, 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. the 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 Mr. Ketil E. Bøe, partner in Wikborg Rein Advokatfirma AS, is elected as chair of the meeting, and that Mr. 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 meeting.”*

### 3. Approval of the remuneration of the Company's auditor

The Board proposes a fee of NOK 14,755,758 to the Company's auditor for 2024, of which NOK 12,635,758 is for the statutory audit of the annual accounts of Yara International ASA and the group, and NOK 2,120,000 is for the attestation of Yara International ASA's sustainability statement. The Board proposes that the General Meeting adopts the following resolution:

*"The General Meeting approved the Board's proposed fee to the Company's auditor of NOK 14,755,758 for the statutory audit of the annual accounts of Yara International ASA and the group for the financial year 2024, including NOK 2,120,000 for the attestation of the Yara International ASA's sustainability statement."*

### 4. Approval of the annual accounts and the report of the Board of Directors for 2024 for Yara International ASA and the group

Reference is made to the Yara Integrated Report 2024 with the annual accounts, including the statutory auditor's report, and the report of the Board of Directors for the financial year 2024. The Yara Integrated Report is available on Company's website [www.yara.com/2024](http://www.yara.com/2024). The annual accounts and auditor's report are included on pages 217-335 of the report. The information that constitutes the report of the Board of Directors can be found on pages 12-214 of the report.

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

*"The General Meeting approved the annual accounts and the report of the Board of Directors for 2024 for Yara International ASA and the group as proposed by the Board."*

### 5. Approval of distribution of dividends

The Board proposes that a dividend of NOK 5.00 per share is paid for the financial year 2024. The dividend is proposed to be paid to the Company's shareholders as at 28 May 2025, as registered in Company's shareholder register with the Norwegian Central Securities Depository (Euronext Securities Oslo – VPS) as at 2 June 2025. The Company's shares will trade exclusive of the right to dividends from and including 30 May 2025. For ADR (American Depository Receipts) holders, dividend will be distributed to holders at the record date 2 June 2025. If the Board's proposal is approved, the intention is to pay the dividend on 11 June 2025 with ADR payment date on 18 June 2025.

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

*"The General Meeting approved a dividend for 2024 of NOK 5.00 per share."*

### 6. Report on salary and other remuneration for executive personnel of the Company

In accordance with the PLC section 6-16 b. and regulation FOR-2020-12-11-2730 chapter III and section 7, the Board 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 the PLC section 6-16 a. The Company's auditor has controlled that the salary report has been prepared in all material respects, in accordance with the 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 2024 Report is available on the Company's website: <https://www.yara.com/siteassets/investors/057-reports-and-presentations/annual-reports/2024/yara-executive-remuneration-report-2024.pdf>

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

*“The General Meeting endorsed the 2024 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 2-9**

The General Meeting shall, in accordance with the PLC section 5-6 (5), consider the Board’s report on Corporate Governance pursuant to the Norwegian Accounting Act section 2-9. The Corporate Governance Report is included in the Yara Integrated Report 2024 on pages 36-71.

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 30 April 2025 (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/election for a period of two years of Harald Lauritz Thorstein (re-election), Tina Elizabeth Lawton (re-election) and Jais Valeur (new member).

The Board proposes that the General Meeting votes for each of the candidates separately in accordance with the recommendation of the Nomination Committee.

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

Reference is made to item 3 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 993,800
Deputy chair:	NOK 517,900
Other members:	NOK 456,500

The remuneration is set per year and calculated proportionally.

For the same period, the Nomination Committee proposes the following additional meeting allowance for Board members resident outside Norway: NOK 44,300 per physical meeting.

For the same period the Nomination Committee proposes the following remuneration for attending deputy members of the Board: NOK 13,100 per meeting.

The Nomination Committee proposes the following remuneration to the members of the HR Committee for the period until the next Annual General Meeting, see item 4 of the Nomination Committee’s Proposal:

Chair of the HR Committee:	NOK 129,500
Other members:	NOK 100,400

The remuneration is per year and calculated proportionally.

The Nomination Committee proposes the following remuneration to the members of the Audit and Sustainability Committee for the period until the next Annual General Meeting, see item 5 of the Nomination Committee's Proposal:

Chair of the Audit and Sustainability Committee:	NOK 244,600
Other members:	NOK 151,200

The remuneration is set per year and 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 and Sustainability Committee for the period until the next Annual General Meeting."*

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

Reference is made to item 6 of the Nomination Committee's Proposal.

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

Chair of the Nomination Committee:	NOK 10,500 per meeting
Other members:	NOK 7,900 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."*

## **11. Authorization 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 authorization to acquire any shares in the Company.

The Board proposes that the General Meeting approves a new authorization to the Board for acquisition of own shares. The existing authorization to the Board will at the same time be cancelled. The purpose of such 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 favor of a decision to grant an authorization for 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% 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) *Purchase of own shares shall be on the terms determined by the Board from time to time. The purchase price per share shall not be less than NOK 10 and not more than NOK 1,000.*
- c) *Shares acquired pursuant to this authorization shall be cancelled.*
- d) *This authorization is valid from 28 May 2025 until the next Annual General Meeting but no later than 30 June 2026.*

*It is a condition 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."*

\* \* \*

### **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 21 May 2025 (*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 21 May 2025.

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.

### **Shareholders rights**

Matters that are not on the agenda will not be considered 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 & Chief Executive Officer to provide information in accordance with the PLC section 5-15.

Shareholders can exercise their shareholder rights by casting an electronic advance vote, attending the General Meeting digitally or by giving proxy to 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. Digital participation is facilitated through the Lumi-portal at <https://dnb.lumiagm.com/189378108> meeting ID: **189-378-108**. 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 Lumi-portal 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 26 May 2025 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 registration of attendance 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 one hour before 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 for 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.

### **Proxy**

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

Shareholders who have voted in advance or given a proxy will not have the matters on the agenda 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 relevant matters put to the vote by notifying in 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 made available on the Company's website: <https://www.yara.com/investor-relations/reports-presentations/>

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:

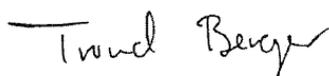
Postal address: Yara International ASA, Att: Investor Relations, PO Box 343 Skøyen, N-0213 Oslo

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

\* \* \*

This notice is dated and issued on 6<sup>th</sup> May 2025 and will be sent to shareholders no later than 21 days prior to the General Meeting.

**Oslo, 6<sup>th</sup> May 2025**



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

Enclosures: Registration and Proxy form



Ref. no.: PIN code:

**Notice of Annual General Meeting**

Annual General Meeting in Yara International ASA will be held on 28 May 2025 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 2025**.

**Summary of applicable deadlines:**

Deadline for registration of attendance for shareholders directly registered with Euronext Securities Oslo (VPS): no registration deadline, but shareholders must be logged on before the general meeting starts to be able to vote.

Deadline for registration of attendance for owners of nominee-registered shares: 26 May 2025 at 10:00 CEST

Deadline for submitting advance votes, proxy and instructions for all shareholders: 26 May 2025 at 10:00 CEST

**Step 1 No later than 26 May 2025 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 notice by post-service: register through the company's website [www.yara.com/register](http://www.yara.com/register) using the **reference number (Ref. no.)** 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 for attendance 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 attendance, advance votes and proxies for owners of nominee-registered shares during the attendance registration period**

There is a statutory requirement for registration of attendance for owners of nominee-registered shares. Shareholders holding nominee-registered shares must communicate with their nominees, who are responsible for conveying advance votes, proxies and/or registration of attendance 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 attendance by 26 May 2025 at 10:00 CEST.

**Step 2 Logging in on the general meeting day**

Please login through <https://dnb.lumiagm.com/189378108>.

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 that have not registered attendance 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 [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received no later than **26 May 2025 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 themselves secures 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 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 capital 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.

Agenda for the Annual General Meeting 28 May 2025	For	Against	Abstain
1. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of the chair of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the remuneration of the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual accounts and the report of the Board of Directors for 2024 for Yara International ASA and the group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of distribution dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Report on salary and other remuneration for executive personnel of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Report on Corporate Governance pursuant to the Norwegian Accounting Act section 2-9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of members to the Board of Directors			
8.1 Election of Harald Lauritz Thorstein as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 Election of Tina Elizabeth Lawton as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.3 Election of Jais Valeur as member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration to members and deputy members of the Board, members of the HR Committee and members of the Audit and Sustainability Committee for the period until the next Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of remuneration to members of the Nomination Committee for the period until the next Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorization to the Board regarding acquisition of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place

Date

Shareholder's signature