



Knowledge grows

To the shareholders of Yara International ASA Notice of Annual General Meeting 7 May 2019

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 **Tuesday 7 May 2019 at 17:00 CEST**.

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 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 annual general meeting 2019 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 2019, 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 2018 for Yara International ASA and the group, including distribution of dividends

Reference is made to the annual report for 2018 with annual accounts, including the statutory auditor's report, and the Report of the Board of Directors for the financial year 2018. 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 60-172 and 12-26 of the annual report.

The Board proposes that a dividend of NOK 6.50 per share is paid for the financial year 2018. The dividend is proposed to be paid to the Company's shareholders as of 7 May 2019 (as registered in VPS on 9 May 2019), and the share will then trade ex-dividend from and including 8 May 2019. If the Board's proposal is approved, the intention is to pay the dividend on 20 May 2019.

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 6.50 per share.

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 Yara International ASA and the group as proposed by the Board, and approved a dividend for 2018 of NOK 6.50 per share.»

4. The Board of directors' declaration on stipulation of salaries and other remuneration to executive personnel

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 2018 annual report on pages 37-39 and in note 38 on page 133.

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 compensation 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 compensation

The Board proposes that the general meeting adopts the following resolution:

“The general meeting approved the guidelines for share-based compensation as proposed by the Board and described in the guidelines for remuneration to members of executive management under the sections titled «Long-Term Incentive Plan» 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 2018 is included in the Company’s 2018 annual report on pages 32-39, cf. page 24.

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 2018

The Board proposes a fee of NOK 3,907,500 for the statutory audit of Yara International ASA for the financial year 2018. 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 3,907,500 for the statutory audit of Yara International ASA for the financial year 2018.”

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 5 April 2019 (“Nomination Committee Proposal”), which is available on the Company’s website. The Nomination Committee Proposal item 3 proposes the following remuneration for Board members for the period until the next Annual General Meeting:

Chair of the Board:	NOK 646,000
Vice chair of the Board:	NOK 386,000
Other members of the Board:	NOK 340,000

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 Scandinavia:
NOK 23,000 per meeting

For the same period the Nomination Committee proposes the following remuneration for the deputy members of the Board:
NOK 10,300 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 4:

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

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 5:

Chair of the Audit Committee:	NOK 174,000
Other members of the Audit Committee:	NOK 98,000

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 6. 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 8,200 per meeting
Other members of the Nomination Committee: NOK 6,200 per meeting

The proposal from the Nomination Committee to the Annual General Meeting is available on the Company's website.

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. Amendments to the Articles of Association §6

Reference is made to the Nomination Committee proposal. The Nomination committee proposes to increase the number of shareholder-elected members of the board of directors with two board members, cf. also item 10 below. In accordance with the Norwegian Public Limited Liability Companies Act § 6-4 the employees of the Company have the right to increase their Board representation with one member, from three to four employee-elected Board members. The total number of Board members will as a result be 11 (seven shareholder-elected and four employee-elected Board members). The Company's Articles of Association state that The Company's Board of Directors shall be composed of 3 to 10 members. The proposed expansion of the Board therefore requires the Articles of Association to be amended.

The Board proposes that the general meeting adopts the following resolution:

"The Articles of Association §6 shall read as follows:

«The Company's Board of Directors shall be composed of 3 to 11 members.»"

10. Election of members to the Board of Directors: Election of one board member to replace Maria Moræus Hanssen and expansion of the Board by two new members

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

Vice chair of the Board Maria Moræus Hanssen has communicated that due to a change of position she will make her seat at the Board available as of the annual general meeting on 7 May 2019. In addition and as mentioned in item 9 above, the Nomination Committee proposes that the number of shareholder-elected members of the Board of Directors is increased by two. To fill these three board positions, the Nomination Committee proposes the election for a period of two years of Kimberly Lein-Mathisen, Adele Bugge Norman Pran and Håkon Reistad Fure as new Board members.

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

Geir Isaksen
Trond Berger
Hilde Bakken
John Thuestad
Kimberly Lein-Mathisen
Adele Bugge Norman Pran
Håkon Reistad Fure

The Board proposes that the general meeting adopts the following resolution:

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

- *Kimberly Lein-Mathisen (born 1972);*
- *Adele Bugge Norman Pran (born 1970); and*
- *Håkon Reistad Fure (born 1987)."*

11. Capital reduction by cancellation of own shares and by redemption 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 8 May 2018 the General Meeting authorized the Board of Directors to acquire up to 13,660,891 own shares with a nominal value of up to NOK 23,223,515 in the equity market and from the Norwegian State. Within this frame, the Company has acquired 520,000 shares with an aggregate nominal value of NOK 884,000. 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 284,048,812.

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 1,385,828.10 from NOK 464,470,311 to NOK 463,084,482.90 by cancellation of 520,000 of the Company's own shares and redemption of 295,193 shares owned on behalf of the Norwegian State by the Ministry of Trade, Industry and Fisheries, for a payment of NOK 102,858,122 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 282,662,984.

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

The share capital is NOK 463,084,482.90 divided into 272,402,637 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 passes the following resolution:

- "(a) The General Meeting hereby authorizes the Board to acquire up to 5% (13,620,131 shares) of the share capital of the Company in the open 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 2019 until the next Annual General Meeting but no later than 30 June 2020.*

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 273,217,830 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 does not own 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 and to vote on his/her behalf.

Registration and voting

Shareholders who wish to attend the General Meeting are requested to register as soon as possible and at the latest by Friday 3 May 2019 12:00 CEST using the attached 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 power of attorney 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

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 Friday 3 May 2019 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-presentations-2019/>

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

* * *

This notice is dated and issued on 5 April 2019, and will be sent to shareholders no later than 21 days prior to the General Meeting.

Oslo, 5 April 2019

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

Enclosure:

- Form for notification of participation or appointment of proxy



Knowledge grows

Ref no:

PIN code:

Notice of Annual General Meeting

Meeting in Yara International ASA will be held on 7 May 2019 at 17:00 CEST. Address: Drammensveien 131, 0277 Oslo, Norway

Registration Deadline according to Articles: 3 May 2019

The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 3 May 2019 at 12:00 CEST.

Advance votes may only be executed electronically, through the Company's website www.yara.com/register or via VPS Investor Services.

Notice of attendance

The Undersigned will attend the Annual General Meeting on the 7 May 2019 and cast votes for:

_____ own shares.

Notice of attendance should be registered electronically through the Company's website www.yara.com/register or via VPS Investor Services.

For notification of attendance through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively you may register through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may register by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 3 May 2019 at 12:00 CEST.

If the shareholder is a Company, please state the name of the individual who will be representing the Company: _____

Place	Date	Shareholder's signature

Proxy without voting instructions for Annual General Meeting of Yara International ASA

If you are unable to attend the meeting, you may grant proxy to another individual.

Ref no:

PIN code:

Proxy should be submitted electronically through the Company's website www.yara.com/register or via VPS Investor Services.

For granting proxy through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively you may register through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may register by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 3 May 2019 at 12:00 CEST.

If you send the proxy without naming the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him.

This proxy must be received no later than 3 May 2019 at 12:00 CEST

The undersigned _____

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Yara International ASA on 7 May 2019.

Place	Date	Shareholder's signature (Only for granting proxy)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.



Proxy with voting instructions

If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him.

Proxies with voting instructions can only be registered by DNB, 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 3 May 2019 at 12:00 CEST.

Proxies with voting instructions must be dated and signed in order to be valid.

The undersigned:

Ref no:

hereby grants the Chair of the Board of Directors (or the person authorised by him) proxy to attend and vote for my/our shares at the Annual General Meeting of Yara International ASA on 7 May 2019.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2019	For	Against	Abstention
1. Opening of the general meeting, approval of the notice and the 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 annual accounts and Report of the Board of Directors for 2018 for Yara International ASA and the group, including distribution of dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. The Board of directors' declaration on stipulation of salaries and other remuneration to executive personnel			
4.1. Advisory vote on the guidelines for remuneration to members of executive management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2. Approval of the proposed guidelines for share-based compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Report on Corporate Governance according to the Norwegian Accounting Act § 3-3b	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Auditor's fee for the audit of Yara International ASA for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. 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"/>
9. Amendments to the Articles of Association §6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of members to the Board of Directors: Election of one board member to replace Maria Moræus Hanssen and expansion of the Board by two new members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Capital reduction by cancellation of own shares and by redemption of shares held on behalf of the Norwegian State by the Ministry of Trade, Industry and Fisheries – Changes to the Articles of Association §4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Power of attorney to the Board regarding acquisition of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.