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## 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](mailto: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 7<sup>th</sup> 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.»*

\* \* \*

### **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](http://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](mailto: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](mailto: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](mailto:ir@yara.com)

\* \* \*

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



Ref no:

PIN code:

### Notice of Extraordinary General Meeting

Meeting in Yara International ASA will be held on  
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](mailto:genf@dnb.no).

Deadline for registration of advance votes and proxies: 16 November 2020 at 16:00 CET.

#### Advance voting

The Company accepts votes in advance for this extraordinary general meeting. Registration Deadline for advance votes: 16 November 2020 at 16:00 CET. Advance votes may only be executed electronically, through the Company's website [www.yara.com/register](http://www.yara.com/register) (use reference number and pin code above) or through VPS Investor Services. In Investor Services, select *Corporate Actions and General Meeting*. Advance votes can be amended or withdrawn at any point before the Registration Deadline for advance votes. 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.

#### Participation

Shareholders are only allowed to participate online due to the Covid-19 situation. Advance registration is not required to participate online, but shareholders must be logged in before the extraordinary general meeting starts. If you are not logged in before the meeting starts, you will not be able to attend. Log in starts an hour before the meeting.

Please note that shareholders who do not wish to participate online or vote in advance have the opportunity to authorize another person. Information on how this can be done follows:

#### Open proxy for Extraordinary General Meeting of Yara International ASA

Ref no:

PIN code:

Open proxies should be registered through the Company's website [www.yara.com/register](http://www.yara.com/register) or through VPS Investor Services.

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

In VPS Investor Services, select *Corporate Actions and General Meeting*.

If you are not able to register electronically, you may register via e-mail to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The proxy must be received 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.

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

**Proxies must be dated and signed in order to be valid.**

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.

**The undersigned**

hereby grants (tick one of the two)

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

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Yara International ASA on 17 November 2020.

Place

Date

Shareholder's signature (only for granting proxy)



**Proxy with voting instructions** for Extraordinary General Meeting in Yara International ASA

You may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. Alternatively, you may vote electronically in advance, see separate section above. Instructions to others than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto: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.

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

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.

**The undersigned:**

**Ref no: |**

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Yara International ASA on 17 November 2020.

The votes shall be exercised in accordance with 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 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 Extraordinary General Meeting 2020	For	Against	Abstention
Opening of the Extraordinary General Meeting, approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of the chair of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Approval of additional dividend for Yara International ASA and the group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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