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## To the shareholders of Yara International ASA Notice of Extraordinary General Meeting 6 September 2021

Notice is hereby given of the Extraordinary General Meeting of Yara International ASA (the "Company") on **Monday 6 September 2021 at 16:30 CEST**.

### **IMPORTANT MESSAGE:**

*In accordance with the Norwegian Public Limited Liability Companies Act section 5-8 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/176991323>

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-presentations-2021/> describes where to find the reference number and PIN code, as well as additional information on how you as a shareholder may participate in the digital Extraordinary General Meeting. Shareholders can also get their reference number and PIN code by contacting DNB Bank ASA, 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 participants that have submitted a written 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. 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 6 September 2021 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 the chair.

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

*«Ketil E. Bøe was elected as chair of the Extraordinary General Meeting 6 September 2021, 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 20.00 per share is paid on the basis of the Company's annual account for the financial year 2020 as approved by the Company's ordinary general meeting 6<sup>th</sup> May 2021. The additional dividend is proposed to be paid to the Company's shareholders as of 6 September 2021 (as registered in VPS on 8 September 2021), and the share will then trade ex-dividend from and including 7 September 2021. If the Board's proposal is approved, the intention is to pay the additional dividend on 15 September 2021.

The Board proposes that the Extraordinary General Meeting approves the Board's proposed additional dividend of NOK 20.00 per share by adopting the following resolution:

*«The Extraordinary General Meeting approved the Board's proposed additional dividend of NOK 20.00 per share.»*

\* \* \*

### **Shareholders' rights**

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 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.

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 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. Shareholders have the right to bring an advisor, who may speak on their behalf at the Extraordinary General Meeting.

Shareholders are reminded of the Important Message included on page 1 of this notice that the Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

### 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 Friday 3 September 2021 16:00 CEST. Advance votes can be amended or withdrawn at any point before the deadline.

Alternatively, the attached 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 a *proxy with voting instructions* cannot be registered electronically. These must instead be signed and sent to DNB Bank ASA, Verdipapirservice at the e-mail address (scanned Registration and Proxy form) or the postal address set out above. The Registration and Proxy form must be received by DNB Bank ASA, Verdipapirservice, no later than 3 September 2021 16:00 CEST. If the shareholder who wishes to give a proxy vote is a company, the company certificate must be attached.

Please also note that shareholders who have *voted in advance or given a proxy* will not receive the items for voting if they log into the meeting, but may reclaim their voting rights in the meeting, prior to voting of the relevant agenda item, by giving notice via the "Questions in meeting" function.

### 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-presentations-2021/>

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:

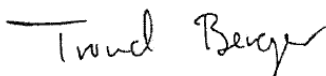
Postal address: Yara International ASA, Att: Investor Relations, PO Box 343 Skøyen, N-0213 Oslo

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

\* \* \*

This notice is dated and issued on 13 August 2021, and will be sent to shareholders no later than 21 days prior to the Extraordinary General Meeting.

**Oslo, 13 August 2021**



Trond Berger, Chair of the Board, 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  
**6 September 2021 at 16:30 CEST.**

**IMPORTANT MESSAGE:**

*In accordance with the Norwegian Public Limited Liability Companies Act section 5-8 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/176991323>

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-presentations-2021/> describes where to find the reference number and PIN code, as well as additional information on how you as a shareholder may participate in the digital Extraordinary General Meeting. Shareholders can also get their reference number and PIN code by contacting DNB Bank ASA, 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: 3 September 2021 16:00 CEST**

#### Advance votes

The Company accepts votes in advance for this meeting. 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.

#### Participation

This meeting allows for online participation only. Advance registration is not required to participate online, but shareholders must be logged in before the meeting starts. If you are not logged in before the meeting starts, you will not be able to attend. Log in opens one hour before the start of the meeting.

Shareholders who do not wish to participate online or vote in advance have the opportunity to authorize another person by proxy. Information on how this can be done follows below.

Shareholders who have voted in advance or given a proxy will not receive the items for voting if they log into the meeting, but may reclaim their voting rights in the meeting, prior to voting of the relevant agenda item, by giving notice via the "Questions in meeting" function.

#### Proxy without voting instructions for the 6 September 2021 Extraordinary General Meeting of Yara International ASA

Ref no:

PIN code:

**The proxy 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*.

Alternatively you may grant a proxy via e-mail to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular mail to DNB Bank ASA, Verdipapirservice, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The proxy must be received no later than **3 September 2021 at 16:00 CEST**. 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.**

**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 6 September 2021.

Place

Date

Shareholder's signature (only for granting proxy)



**Proxy with voting instructions** for the 6 September 2021 Extraordinary General Meeting in Yara International ASA

If you are unable to attend the online meeting, 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 the Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions cannot be submitted electronically. These must instead be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular mail to DNB Bank ASA, Verdipapirservice, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, no later than **3 September 2021 at 16:00 CEST**. 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.**

**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 6 September 2021.

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 6 September 2021	For	Against	Abstention
1. 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 additional dividend for Yara International ASA and the group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

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