



Knowledge grows

To the shareholders of Yara International ASA Notice of Extraordinary General Meeting 6 December 2022

Notice is hereby given of the Extraordinary General Meeting of Yara International ASA (the "Company") on Tuesday 6 December 2022 at 16:30 CET.

The Extraordinary General Meeting will be held as a digital meeting, where shareholders only can attend online. It will not be possible for shareholders to attend the meeting physically. If a shareholder wishes to vote without being present at the meeting, a proxy or advance vote may be given. Please see the online guide on the Company's website <https://www.yara.com/investor-relations/reports-presentations/> for a description of the procedure for digital attendance and voting.

The Extraordinary General Meeting will be held through the Lumi portal. Please log in at: <https://web.lumiagm.com/118617974>, meeting ID: 118-617-974.

Reference number and PIN codes are available at www.vps.no or on the attached attendance and proxy form.

The online guide available on the Company's website describes where to find the reference number and PIN code, as well as additional information on how you as a shareholder can participate in the Extraordinary General Meeting. Shareholders can also obtain the 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. Shareholders receiving the paper version of this notice are encouraged to make a sustainable choice by accepting future electronic communications in Euronext VPS "Investor Services".

Trond Berger, Chair of the Board of Directors, will open the meeting, cf. the Norwegian Public Limited Liability Companies Act ("PLCA") section 5-12 (1) and will make a record of shareholders participating online (including shareholders that have submitted a written advance vote or by proxy), cf. PLCA section 5-13.

The following matters are on the agenda of the meeting:

1. Approval of notice and agenda

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

«The Extraordinary 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 Ketil E. Bøe, partner in the law firm Wikborg Rein Advokatfirma AS, is elected as chair of the meeting, and that Lars Mattis H. Hanssen from 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 Lars Mattis H. Hanssen was elected to sign the minutes together with the chair.»

3. Approval of additional dividend

The Board proposes that an additional dividend of NOK 10.00 per share is paid on the basis of the Company's annual accounts for the financial year 2021 as approved by the Company's annual general meeting 10 May 2022. The additional dividend is proposed to be paid to the Company's shareholders as of 6 December 2022 (as registered in VPS on 8 December 2022), and the shares will then trade ex-dividend from and including 7 December 2022. If the Board's proposal is approved, the intention is to pay the additional dividend on 15 December 2022.

The Board proposes that the Extraordinary General Meeting approves the Board's proposed additional dividend of NOK 10.00 per share by adopting the following resolution:

“The Extraordinary General Meeting approved the Board's proposed additional dividend of NOK 10.00 per share. The additional dividend shall be paid to the Company's shareholders as of 6 December 2022 (as registered in VPS on 8 December 2022).”

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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 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 Euronext VPS ("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. PLCA 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 agenda item under consideration.

A shareholder is entitled to ask members of the Board and the CEO to provide information in accordance with PLCA section 5-15.

Shareholders can exercise their shareholder rights by casting an electronic advance vote, attending the Extraordinary General Meeting (digitally) or by authorizing the Chair of the Board or others, see further information under the section «Voting» below.

Shareholders can bring an advisor and give the person in question the right to speak at the Extraordinary General Meeting.

Attendance at the Extraordinary General Meeting

The Extraordinary General Meeting is held as a digital meeting where shareholders can participate online. See further information about participation in the Extraordinary General Meeting in the text box on page 1 and in the enclosed registration and authorization form.

Voting

Electronic advance voting

Electronic advance votes can be cast at this Extraordinary 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.

Voting proxy

Shareholders who do not wish to attend the Extraordinary General Meeting themselves or cast an electronic advance vote may give another person a proxy to vote on their behalf. The proxy can be given as a proxy 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 to vote will not have the matters put to the vote if they still log on to the meeting digitally. The shareholders can, however, withdraw the advance vote or the proxy vote and have the matters put to the vote by notifying 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 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/>

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

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This notice is dated and issued on 4 November 2022 and will be sent to shareholders no later than 21 days prior to the Extraordinary General Meeting.

Oslo, 4 November 2022

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

Enclosures:

- Attendance and proxy form