Proposal from the Nomination Committee to the Annual General Meeting of Yara International ASA 11 May 2010

The Nomination Committee in Yara International ASA consists of the following members:

- **Eva Lystad, chair**
- **Bjørg Ven**
- **Olaug Svarva**
- **Thorunn Kathrine Bakke**

Since the General Meeting in May 2009, the Nomination Committee has held six meetings. The Chairman of the Board was present at two meetings and the CEO was present at one meeting. All board positions are up for election in 2010.

The Nomination Committee has evaluated the Board's performance and composition, and has studied the Board's own evaluation of its work and procedures. The Nomination Committee considers the Board's function as a collegium as good. During our considerations, the Committee has asked for input from Yara's largest shareholders. The Committee has in its proposal emphasized the independence of the Board members, the necessity of broad and relevant experience and the understanding of the company's strategic development. The Nomination Committee emphasizes the company's need for continuity on the Board of Directors as well as some renewal over time.

The remuneration to the Board of Directors and Committees has not been changed since 2008. The Nomination Committee proposes to increase the remuneration with approximately five percent.

The Nomination Committee makes the following proposal to the General Meeting of Yara International ASA 11 May 2010:

1. Election of Board members

Re-election for a period of two years of Øivind Lund as Chairman of the Board and Bernt Reitan, Elisabeth Harstad and Leiv L. Nergaard as Board members.

Please see page 16-17 and note 31 in Yara's Annual Report 2009 for information about the candidates' competence, background and independence.

Hilde Merete Aasheim is proposed as a new board member to be elected for a period of two years. She is expected to contribute substantially to the Board with her broad experience from international and energy intensive process industry.

Aasheim is Executive Vice President and member of the corporate management board of Norsk Hydro ASA being responsible for the Primary Metal business area.

Prior to Hydro's reorganization of the business areas in March 2009, Aasheim served as Executive Vice President for the Aluminium Metal business area since November 2008.

Aasheim joined Hydro in October 2005 as Executive Vice President for Leadership and Culture (human resources, health, environment, safety and corporate social responsibility).

She was heading the integration process of Hydro's gas and oil activities and Statoil until the merger in October 2007. Thereafter she became executive vice president of staff functions and corporate services in StatoilHydro.

From 1986 to 2005 she held several senior positions in Elkem. From 2002 she was heading Elkem's Silicon division and was member of the corporate management board.

Aasheim has a master degree in business economics from the Norwegian School of Economics and Business Administration in Bergen and is also a state authorized public accountant. Aasheim has work experience from Arthur Andersen & Co. She was born in 1958.

She has been a member of the board of Veidekke ASA since 1999.

Yara has no significant contracts of which Aasheim has a material interest.

2. Determination of the Board members' remuneration

The Nomination Committee proposes the following remuneration for the Board members:

Chairman of the Board:	NOK 430,000
Members of the Board:	NOK 247,000

The remuneration is for one year and will be adjusted accordingly.

Remuneration to Deputy Board members attending:

NOK 7,900 per meeting

3. Determination of remuneration of the Compensation Committee

NOK 5,800 per meeting

4. Determination of remuneration of the Audit Committee

Chairman of the Audit Committee:	NOK 90,000
Members of the Audit Committee:	NOK 74,000

The remuneration is for one year and will be adjusted accordingly.

5. Election of members of the Nomination Committee

Re-election for a period of two years of Eva Lystad as chairperson and Bjørg Ven, Thorunn Kathrine Bakke and Olaug Svarva as members.

Oslo, 13 April 2010

Eva Lystad

Eva Lystad
Chairperson of the Nomination Committee