

## **MINUTES OF ANNUAL GENERAL MEETING**

### *UNOFFICIAL TRANSLATION*

The Annual General Meeting of Yara International ASA (the «Company») was held on 28 May 2025 at 10:00 CEST.

In accordance with the Norwegian Public Limited Liability Companies Act section 5-8, the General Meeting was held as a digital meeting with electronic voting.

The General Meeting was opened by the Chair of the Board, Trond Berger.

According to the registry 201,459,309 of the shares were represented, which together constituted 79.09% of the share capital of the Company. The registry of attending shareholders and an overview of the voting results for each agenda item are included in attachment 1 and attachment 2 hereto.

The following resolutions were adopted by the General Meeting:

#### **Item 1: Approval of notice and agenda**

The General Meeting approved the notice and agenda as set out in the notice.

#### **Item 2: Election of the chair of the meeting and a person to co-sign the minutes**

Ketil E. Bøe was elected as chair of the General Meeting, and Lars Mattis Hanssen was elected to sign the minutes together with the chair of the meeting.

#### **Item 3: Approval of the remuneration of the Company's auditor**

The General Meeting approved the Board's proposed fee to the Company's auditor of NOK 14,755,758 for the statutory audit of the annual accounts of Yara International ASA and the group for the financial year 2024, including NOK 2,120,000 for the attestation of the Yara International ASA's sustainability statement.

**Item 4: Approval of the annual accounts and the report of the Board of Directors for 2024 for Yara International ASA and the group**

The Board's proposal for annual accounts and report of the Board of Directors and the auditor's report were considered.

CEO Svein Tore Holsether presented the Company's performance, Chair of the Board Trond Berger gave an account of the work of the Board and the auditor Espen Johansen presented the auditor's report.

The General Meeting approved the annual accounts and the report of the Board of Directors for 2024 for Yara International ASA and the group as proposed by the Board.

**Item 5: Approval of distribution of dividends**

Chair of the Board Trond Berger gave an account of the proposed resolution for distribution of dividends.

The General Meeting approved a dividend for 2024 of NOK 5.00 per share.

**Item 6: Report on salary and other remuneration to executive personnel of the Company**

The Chair of the Board noted that the report on remuneration of the Company's executive personnel for the financial year 2024 has been prepared in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b and regulation FOR-2020-12-11-2730, chapter III. The report was presented to the General Meeting for an advisory vote, cf. the Norwegian Public Limited Liability Companies Act sections 5-6 (4) and 6-16 b (2).

The report is available on the Company's website: <https://www.yara.com/siteassets/investors/057-reports-and-presentations/annual-reports/2024/yara-executive-remuneration-report-2024.pdf/> .

The General Meeting endorsed the 2024 report on salary and other remuneration to executive personnel of Yara International ASA.

**Item 7: Report on Corporate Governance pursuant to the Norwegian Accounting Act section 2-9**

The Chair referred to the Board's report on corporate governance included in the Yara Integrated Report 2024 (English version) page 36-71.

The General Meeting took note of the Board's report on corporate governance.

**Item 8: Election of members to the Board of Directors**

The chair of the Nomination Committee provided a summary of the Nomination Committee's proposal of 30 April 2025 (the «Nomination Committee Proposal») item 1 on the election of Board members. The Nomination Committee Proposal is available on the Company's website.

The Nomination Committee had proposed the re-election/election for a period of two years of Harald Lauritz Thorstein (re-election), Tina Elizabeth Lawton (re-election) and Jais Valeur (new member). The Board had proposed that the General Meeting voted for each of the candidates separately in accordance with the recommendation of the Nomination Committee.

In accordance with the Nomination Committee's proposal, the General Meeting re-/elected the following Board members, all of whom are re-/elected for a period of two years:

- Harald Lauritz Thorstein (born 1979);
- Tina Elizabeth Lawton (born 1967); and
- Jais Valeur (born 1962).

**Item 9: Approval of remuneration to members and deputy members of the Board, members of the HR Committee and members of the Audit and Sustainability Committee for the period until the next Annual General Meeting**

The chair of the Nomination Committee referred to the Nomination Committee Proposal items 3-5 and presented the Nomination Committee's proposal for remuneration to members and deputy members of the Board, members of the HR Committee, and members of the Audit and Sustainability Committee. The



Nomination Committee proposed the following remuneration (currently applicable amounts in brackets):

Chair of the Board	NOK 993,800 (897,700)
Vice chair of the Board	NOK 517,900 (467,800)
Other members of the Board	NOK 456,500 (412,400)

The remuneration is set per year and calculated proportionally.

Additional remuneration for Board members resident outside Norway	NOK 44,300 (38,300) per physical meeting
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Deputy representatives to the Board	NOK 13,100 (12,400) per meeting
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Chair of the HR Committee	NOK 129,500 (122,500)
Other members of the HR Committee	NOK 100,400 (95,000)

The remuneration is set per year and calculated proportionally.

Chair of the Audit and Sustainability Committee	NOK 244,600 (231,400)
Other members of the Audit and Sustainability Committee	NOK 151,200 (143,000)

The remuneration is set per year and calculated proportionally.

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 and Sustainability Committee, for the period until the next Annual General Meeting.

**Item 10: Approval of remuneration to members of the Nomination Committee for the period until the next Annual General Meeting**

The chair of the General Meeting referred to the Nomination Committee Proposal item 6 and the proposal presented by the Nomination Committee for remuneration to the members of the committee (current amounts in brackets):

Chair of the Nomination Committee	NOK 10,500 (9,900) per meeting
Other members of the Nomination Committee	NOK 7,900 (7,500) per meeting

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.

#### **Item 11: Authorization to the Board regarding acquisition of own shares**

The General Meeting resolved the following:

- a) The General Meeting hereby authorizes the Board to acquire up to 5% of the share capital of the Company, with a total nominal value of up to NOK 21,651,677.70, in the market and from the Norwegian State.
- b) Purchases of own shares shall be on the terms determined by the Board from time to time. The purchase price per share shall not be less than NOK 10 and not more than NOK 1,000.
- c) Shares acquired pursuant to this authorization shall be cancelled.
- d) This authorization is valid from 28 May 2025 until the next Annual General Meeting but no later than 30 June 2026.

It is a condition for any purchase and subsequent cancellation of shares that the Norwegian State's ownership of 36.21% is not changed as a result of this.

The chair of the Annual General Meeting thanked the shareholders for attending and declared the meeting adjourned.

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This protocol is signed electronically.

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Ketil E. Bøe

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Lars Mattis Hanssen

Attachment 1: Registry of attending shareholders

Attachment 2: Overview of voting results

**Vedlegg 1 / Appendix 1: Fremmøtte aksjonærer / Shareholders present**

**Totalt representert / Attendance Summary Report**  
**YARA INTERNATIONAL ASA**  
**Generalforsamling / AGM**  
**28 May 2025**

11:34:06

Antall personer deltakende i møtet / Registered Attendees:	18
Totalt stemmeberettiget aksjer representert / Total Votes Represented:	201 459 309
Totalt antall kontoer representert / Total Accounts Represented:	1 938
 Totalt stemmeberettiget aksjer / Total Voting Capital:	 254 709 869
% Totalt representert stemmeberettiget / % Total Voting Capital Represented:	79,09 %
Totalt antall utstede aksjer / Total Capital:	254 725 627
% Totalt representert av aksjekapitalen / % Total Capital Represented:	79,09 %
Selskapets egne aksjer / Company Own Shares:	15 758

Sub Total: 18 201 459 309

<u>Kapasitet / Capacity</u>	<u>Registrerte Deltakere /</u> <u>Registered Attendees</u>	<u>Registrerte Stemmer</u> <u>/ Registered Votes</u>	<u>Kontoer /</u> <u>Accounts</u>
Aksjonær / Shareholder (web)	8	92 251 575	8
Fullmektig / 3rd Party Proxy (web)	1	52 666	6
Gjest / Guest (web)	6	0	0
Forhåndsstemmer / Advance votes	1	109 120 910	1 818
Styrets leder med fullmakt / COB with Proxy	1	33 812	104
Styrets leder med instruksjoner / COB with instruc	1	346	2

Freddy Hermansen  
DNB Bank ASA  
Issuer services

## Vedlegg / Appendix 2: Stemmeoversikt / Voting overview

### YARA INTERNATIONAL ASA GENERALFORSAMLING / AGM 28 mai 2025

Som registreringsansvarlig for avstemmingen på generalforsamlingen for aksjonærene i selskapet avholdt den 28 mai 2025, BEKREFTES HERVED at resultatet av avstemmingen er korrekt angitt som følger:-

/

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 28 mai 2025, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Totalt antall stemmeberettigede aksjer / Issued voting shares: 254 709 869

	STEMMER / VOTES FOR	%	STEMMER / VOTES MOT / AGAINST	%	STEMMER / VOTES AVSTÅR / WITHHELD	STEMMER TOTALT / VOTES TOTAL	% AV STEMME- BERETTIG KAPITAL AVGITT STEMME / % ISSUED VOTING SHARES VOTED	IKKE AVGITT STEMME I MØTET / NO VOTES IN MEETING
1	201 447 202	100,00	0	0,00	1 660	201 448 862	79,09 %	10 447
2	201 447 094	100,00	300	0,00	1 660	201 449 054	79,09 %	10 255
3	199 301 893	98,94	2 144 862	1,06	2 299	201 449 054	79,09 %	10 255
4	200 904 408	99,80	404 813	0,20	139 833	201 449 054	79,09 %	10 255
5	201 166 533	99,86	281 151	0,14	1 370	201 449 054	79,09 %	10 255
6	160 719 787	79,79	40 716 015	20,21	13 252	201 449 054	79,09 %	10 255
7	201 445 230	100,00	0	0,00	3 632	201 448 862	79,09 %	10 447
8.1	162 504 884	80,67	38 942 239	19,33	1 931	201 449 054	79,09 %	10 255
8.2	195 707 852	97,15	5 740 333	2,85	869	201 449 054	79,09 %	10 255
8.3	201 440 400	100,00	6 915	0,00	1 739	201 449 054	79,09 %	10 255
9	200 037 575	99,30	1 405 470	0,70	6 009	201 449 054	79,09 %	10 255
10	201 381 496	99,97	61 499	0,03	6 059	201 449 054	79,09 %	10 255
11	201 437 213	99,99	10 580	0,01	1 261	201 449 054	79,09 %	10 255

Freddy Hermansen  
DNB Bank ASA  
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