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## Proposal from the Nomination Committee to the Yara International ASA Annual General Meeting 7 May 2020

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

**Otto Sjøberg (chair)**  
CEO, Eksportkreditt Norge

**Thorunn Kathrine Bakke**  
Director in Norwegian Ministry of Trade, Industry and Fisheries, Ownership Department

**Ann Kristin Brautaset**  
Deputy Director Equities, Folketrygdfondet

**Ottar Ertzeid**  
Chief Financial Officer, DNB

Reference is made to Yara's web pages for further information on the Nomination Committee members:

<https://www.yara.com/this-is-yara/corporate-governance/shareholders/nomination-committee/>

Since the General Meeting in May 2019 the Nomination Committee has held 15 meetings, including individual meetings with all members of the board and Yara's CEO. The Nomination Committee has as part of its work sought input directly from Yara's largest shareholders, and more broadly through communication on Yara's web pages. The committee has had a dialogue with shareholders who have wished to share their views. In preparing its proposal, the Nomination Committee has in particular considered the need for broad and relevant competence and experience, the need for continuity and the candidates' independence. The committee has received the board's own evaluation, and has reviewed the board's work and composition. The Nomination Committee considers that Yara's board functions well.

The term for four of the current Board members runs until 2020, while the term for the remaining three current Board members runs until 2021. The Nomination Committee proposes that the general meeting holds elections for a period of two years for all board seats, to achieve election of a full Board up to the general meeting 2022. Chair of the Board Geir Isaksen and board member Hilde Bakken have notified the Nomination Committee that they will not seek re-election at the annual general meeting on 7 May 2020.

The Nomination Committee's proposal emphasises the importance of Yara's Board being broadly composed with regard to relevant competence and experience, and that the Company's strategy and operating model influences what competence the Board should have. The Nomination Committee has in its work considered the Board's need for competence and experience within operative management, international operations, change management and process improvement.

The Nomination Committee proposes an increase of around 3.5 percent to the remuneration of corporate body representatives, which will bring the remuneration to a level which to a greater extent reflects the roles' responsibility, scope and time demands, in addition to the company's complexity and international exposure. The Nomination Committee highlights the importance of being able to offer remuneration which contributes to recruitment and retention of needed competence and experience in the board. The committee proposes to increase the meeting allowance for Board members resident outside Norway from NOK 23,000 per meeting to NOK 30,000 per meeting, and for members of the HR Committee to move from a remuneration per meeting to an annual remuneration.

The Nomination Committee makes the following proposal to the Yara International ASA General Meeting 7 May 2020:

### 1. Election of Board members

The Nomination Committee proposes re-election for a period of two years of Trond Berger, John Thuestad, Kimberly Lein-Mathisen, Adele Bugge Norman Pran and Håkon Reistad Fure as Board members.

The Nomination Committee proposes election for a period of two years of Birgitte Ringstad Vartdal as a new Board member.

Birgitte Ringstad Vartdal (born 1977) is Executive Vice President (EVP) European Wind and Solar at Statkraft. From 2016 to 2019 Vartdal was CEO of Golden Ocean Group, and from 2010 to 2016 she was CFO of Golden Ocean Group. From 2004 to 2010 she held several leading positions in The Torvald Klaveness Group, and she has previous experience from Hydro Energi. Vartdal is a board member of Seadrill Ltd. and Mowi ASA, and was previously a board member of Sevan Drilling Ltd. Vartdal holds an MSc in Engineering Mathematics from NTNU and an MSc in Financial Mathematics from the Heriot-Watt University, Edinburgh. She is independent of Yara's executive management and Yara's material business interests.

With this proposal the Nomination Committee considers the Yara board will be broadly composed with regard to relevant competence and experience. The Board will have significant experience from international operations, industry, energy, logistics, finance, digital business models and customer-facing activities, in addition to experience from restructuring and change management. Further reference is made to the Nomination Committee's evaluations described above, and to Yara's web pages for information on the current Board members' competence and background:

<https://www.yara.com/this-is-yara/management-and-board/>

## 2. Recommendation to the Board regarding election of chair and vice chair

Geir Isaksen, who will not seek re-election, was elected as chair of the board. The Nomination Committee recommends that the Board elects Trond Berger as the new chair of the Yara Board of Directors.

Trond Berger (born 1957) has been a Yara board member and chair of the Audit Committee since 2018, and vice chair of the board since 2019. He has been Investment Director at Blommenholm Industrier since 2019, and from 1999 to 2019 he was CFO of Schibsted ASA. Berger was previously Investment Director at Stormbull (1998-1999), Corporate Investment Director at Nycomed Amersham (1996-1998), CFO of Hafslund Nycomed (1994-1996) and manager and partner in Arthur Andersen (1982-1994). Berger holds an MA in Economics from the BI Norwegian School of Management and is a State-Authorized Public Accountant. He is independent of Yara's executive management and Yara's material business interests.

The Nomination Committee recommends that the Board elects Kimberly Lein-Mathisen as the new vice chair of the Yara Board of Directors.

Kimberly Lein-Mathisen (born 1972) is General Manager of Microsoft Norway. From 2013 to 2016 Lein-Mathisen was CEO of Orkla Home & Personal Care, and from 2001 to 2013 she held a series of senior management positions in Eli Lilly & Co, based in both in North America, Europe and Asia. She has previous experience from Apeear Networks AB (2000-2001) and Procter & Gamble (1994-1999). Lein-Mathisen is a board member of NHST Media Group, and has over a number of years been a board member of the American Chamber of Commerce, both in Norway and Germany. She also has previous board member experience from Borregaard AS, Meda AB and Kappa Bioscience AS. Lein-Mathisen holds a Bachelor of Science, Industrial Engineering from the University of Illinois and an MBA from Harvard Business School. She is independent of Yara's executive management and Yara's material business interests.

## 3. Call for Board member share ownership

The Nomination Committee calls for Board members to own shares in Yara International ASA, in accordance with the Norwegian Corporate Governance Board (NUES) recommendation. The Nomination Committee asks that each board member considers the extent of their share ownership, and that the Board also considers the totality of its members' share ownership.

## 4. Proposal for remuneration of members of the board of directors

The Nomination Committee proposes the following remuneration for Board members:

Chair:	NOK 669,000
Vice chair:	NOK 400,000
Other members:	NOK 352,000

The remuneration is per year and is calculated proportionally.

Meeting allowance for board members resident outside Norway:  
NOK 30,000 per meeting

Remuneration to deputy board members attending:  
NOK 10,650 per meeting

## 5. Proposal for remuneration of members of the HR Committee

Chair:	NOK 90,000
Other members:	NOK 70,000

The remuneration is per year and is calculated proportionally.

## 6. Proposal for remuneration of members of the Audit Committee

Chair:	NOK 180,000
Other members:	NOK 101,000

The remuneration is for one year and will be calculated proportionally.

## 7. Proposal for remuneration of members of the Nomination Committee

Chair:	NOK 8,500 per meeting
Other members:	NOK 6,400 per meeting

## 8. Election of members of the Nomination Committee

The Nomination Committee proposes re-election for a period of two years of Otto Sjøberg as chair of the Nomination Committee, and of Thorunn Kathrine Bakke, Ann Kristin Brautaset and Ottar Ertzeid as members of the Nomination Committee. Reference is made to Yara's web pages for information on the members of the Nomination Committee:

<https://www.yara.com/this-is-yara/corporate-governance/shareholders/nomination-committee/>

Oslo, 6 April 2020



**Otto Sjøberg**  
Chair of the Nomination Committee