

EXTRAORDINARY GENERAL MEETING MINUTES

UNOFFICIAL TRANSLATION

On 7 July 2022, at 16:30 CEST, an extraordinary general meeting of Yara International ASA (the “Company”) was held.

The Extraordinary General Meeting was held as a digital meeting with no physical attendance for the shareholders.

The Extraordinary General Meeting was opened by the Chair of the Board, Trond Berger. Chair of the Extraordinary General Meeting, Anne Lise E. Gryte, registered the attending shareholders. According to the registry, 154,536,144 shares were present, which together represented 60.67% of the share capital of the Company. An overview of attendance and voting results for each agenda item is included in attachment 1 hereto.

The following resolutions were adopted:

Item 1: Approval of the notice and the agenda

The Extraordinary General Meeting approved the notice of the Extraordinary General Meeting 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

Anne Lise E. Gryte was elected as chair of the Extraordinary General Meeting, and Lars Mattis H. Hanssen was elected to sign the general meeting minutes together with the chair.

Item 3: Internal reorganization to prepare for the contemplated IPO of Yara Clean Ammonia

The Board’s proposal for the internal reorganization of the company to prepare for the contemplated IPO of Yara Clean Ammonia was considered. Chair of the Board Trond Berger presented the internal reorganization.

Item 3.1: Resolution for a demerger of the Company

In connection with the demerger, the Extraordinary General Meeting passed the following resolution:

- (i) *"The demerger plan dated 2 June 2022 for the demerger of the Company with Yara Clean Ammonia NewCo AS as the acquiring company, is approved.*
- (ii) *The Company's share capital is reduced by NOK 69,336,315.6694 by reducing the nominal value of the shares with NOK 0.2722 from NOK 1.70 to NOK 1.4278.*
- (iii) *The capital reduction is carried out as part of the demerger of the Company by transferring assets, rights and liabilities as specified in the demerger plan to Yara Clean Ammonia NewCo AS and the Company's shareholders receiving shares in Yara Clean Ammonia NewCo AS as a demerger consideration.*
- (iv) *Article 4 of the Articles of Association is amended to reflect the new share capital and the new nominal value of the shares after the capital reduction.*
- (v) *The resolution is conditional on the general meeting approving a resolution on a triangular merger and a capital increase in the Company as stated in the merger plan dated 2 June 2022 between the Company, Yara Clean Ammonia NewCo AS and Yara Clean Ammonia Holding AS."*

Item 3.2: Resolution for a triangular merger and share capital increase in the Company

In connection with the triangular merger, the Extraordinary General Meeting passed the following resolution:

- (i) *"The merger plan dated 2 June 2022 between Yara Clean Ammonia NewCo AS, Yara Clean Ammonia Holding AS and the Company, is approved.*
- (ii) *The Company's share capital shall be increased by NOK 69,336,315.6694 by increasing the nominal value of the shares by NOK 0.2722 from*

NOK 1.4278 to NOK 1.70. The share contribution per share is NOK 38.3632 (rounded).

- (iii) *The capital increase is carried out as part of a triangular merger between Yara Clean Ammonia NewCo AS as the transferring company and Yara Clean Ammonia Holding AS as the acquiring company, with the Company as the consideration issuing company. The share contribution shall be settled in the form of a merger receivable of NOK 9,756,837,470 against Yara Clean Ammonia Holding AS and a deferred tax asset of NOK 15,248,297.*
- (iv) *The increase in the nominal value of the shares will be deemed to have been subscribed for when the merger plan has been approved by the general meeting of Yara Clean Ammonia NewCo AS.*
- (v) *The date on which the merger is registered as having been completed in the Register of Business Enterprises is deemed the date of transfer of the share contribution.*
- (vi) *No new shares are issued in connection with the capital increase and the capital increase does not affect the existing shares' rights to dividends.*
- (vii) *The Company's estimated expenses in connection with the capital increase are NOK 50,000.*
- (viii) *Article 4 of the articles of association shall be amended to reflect the new share capital and the new nominal value after the completion of the capital increase.*
- (ix) *The resolution is conditional on the general meeting approving a resolution on a demerger of the Company as stated in the demerger plan dated 2 June 2022 between the Company and Yara Clean Ammonia NewCo AS."*

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

This protocol is signed electronically by e-signature.

(sign)

Anne Lise E. Gryte

(sign)

Lars Mattis H. Hanssen

Attendance Summary Report

Yara International ASA

EGM

7 July 2022

Registered Attendees:	10
Total Votes Represented:	154 536 144
Total Accounts Represented:	946
Total Voting Capital:	254 725 627
% Total Voting Capital Represented:	60,67 %

	Sub Total:	10	0	154 536 144	
<u>Capacity</u>		<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Shareholder (web)		7	0	92 241 554	7
Chair of the Board with Proxy		1	0	789 730	119
Chair of the Board with Instructions		1	0	45 137 857	743
Advance votes		1	0	16 367 003	77

Freddy Hermansen
 DNB Bank ASA
 Issuer Services

YARA INTERNATIONAL ASA EXTRAORDINARY GENERAL MEETING 7 JULY 2022

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 7 July 2022, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 254 725 627

	VOTES FOR / FOR	%	VOTES MOT / AGAINST	%	VOTES AVSTÅR / ABSTAIN	VOTES TOTAL	% ISSUED VOTING SHARES VOTED	NO VOTES IN MEETING
1	154 535 189	100,00	0	0,00	128	154 535 317	60,67 %	827
2	154 534 473	100,00	0	0,00	844	154 535 317	60,67 %	827
3,1	154 532 599	100,00	2 296	0,00	314	154 535 209	60,67 %	935
3,2	154 532 296	100,00	2 404	0,00	509	154 535 209	60,67 %	935

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