

2024 Guidelines on salary and other remuneration for executive personnel

Yara's guidelines for remuneration of the Group Executive Board and Board members is prepared in accordance with the Public Limited Companies Act section 6-16a. Pursuant to the Public Limited Companies Act section 6-16a (5) the statement will be presented to the Annual General Meeting (AGM) 2024 for approval. The Ministry of Trade, Industry and Fisheries disclosed amended guidelines for remuneration of executives in state-owned and partly state-owned companies with effect from 12 December 2022 (State Guidelines). Yara's remuneration principles applying to the CEO and the other members of the Group Executive Board aim to comply with these guidelines. The State guidelines apply at the outset to the entire group. Potential deviations will be reported to the Annual General Meeting in the report on remuneration of the Group Executive Board and Board. For members of the Group Executive Board employed by Yara companies in other countries, remuneration may deviate from the State Guidelines depending on local market conditions.

Remuneration of Board Members

The Chair and other Board members receive remuneration as Board members and members of Board Committees. The remuneration is determined by the Annual General Meeting based on a recommendation from the Nomination Committee. Employee-elected Board members receive the same remuneration as shareholder-elected Board members. None of the shareholder-elected Board members are employed by the Company.

None of the employee-elected Board members are executives. The employee-elected Board members receive salary, pension, and other remuneration such as bonuses, share-based remuneration, car allowance, etc. in accordance with the Company's general terms for employment.

The Chair and other members of the Board have no agreements for compensation in the event of termination or changes in their positions as Board members.

Remuneration of Group Executive Board

The Board of Directors determines the remuneration of the President and CEO (CEO) and approves the general terms of the Company's incentive plans for the Group Executive Board based on proposals from the Board HR Committee. The CEO determines the remuneration to the other members of the Group Executive Board (GEB).

Deviation from the guidelines

The Board of Directors may decide to temporarily deviate from the guidelines in individual cases where exceptional circumstances make this necessary in order to safeguard the Company's long-term interest, financial sustainability or ensure the Company's viability. The process for deviation is that the Board HR Committee will evaluate and submit a recommendation to the Board of Directors for approval. Potential deviations and the reasons for these will be reported in the report on remuneration of the Group Executive Board and Board Members to the Annual General Meeting.

General principles

The purpose of Yara's remuneration policy is to ensure that Yara attracts and retains the right people in leadership positions to implement Yara's strategy and ensure long-term sustainable value creation to Yara's shareholders and other stakeholders. This requires that Yara offers competitive remuneration aligned with relevant market practice. At the same time Yara exercises moderation through responsible and not market leading remuneration.

The total remuneration for the members of the Group Executive Board comprises the following elements:

- Base Salary
- Share Based Remuneration
- Short-Term Incentive plan
- Pension plan benefits
- Other compensation elements such as internet connection, company car or car allowance
- For regional EVPs: Local Market Allowance and additional Share Based Remuneration

Base Salary

Base salary is the main element of the total remuneration offered to members of the Group Executive Board, reflecting the scope of responsibility of the position, skills and experience, and the benchmark salary in applicable markets. Competitive salary levels are key to attract and retain the right leaders. Base Salary is generally reviewed once a year as per 1 June as part of the Annual Salary Review for all employees in Yara. In addition, salaries may be reviewed if the scope of responsibility is materially changed. The development of Base Salary for the Group Executive Board is based on the following:

- Annual salary adjustment for all employees in Yara International ASA and Norwegian subsidiaries as average percentage adjustment and average salary adjustment in terms of nominal amount
- Benchmark of Executive Management Salaries in Norwegian and foreign peer companies

Share Based Remuneration (SBR)

To support the alignment between executives and shareholder interests and to ensure retention of key talents in the Company, an amount equal to 30% of the Base Salary may be awarded by the Board on an annual basis. The net after tax amount must be invested in Yara shares within a period of one month after the grant and the shares must be retained for minimum 3 years. Executives who resign from Yara must at the time of resignation either return the shares or reimburse to the Company the net proceeds of the selling of the shares that are still within the lock-in period.

The grant of SBR is conditional on Yara's Net Result excluding special items and currency gain/loss being positive in sum over the last three years. Yara's CEO can on a discretionary basis decide that SBR shall not be granted for a given year and Yara's Board of Directors can decide that SBR shall not be granted to the CEO for a given year. Such an assessment will amongst other factors be evaluated against Yara's performance towards its strategic targets of sustainable value creation, hereunder Performance Indicators linked to People, Planet and Profit.

In cases where members of the Group Executive Board are recruited in other countries than Norway, the SBR percentage may deviate from what is stated above depending on local market conditions for remuneration.

In order to support alignment between members of the Group Executive Board and the shareholder interests, it is furthermore expected that members of the Group Executive Board that participate in the SBR program, every year as a minimum - in addition to the shares received as part of the SBR - invest in Yara shares an amount equaling the lowest amount received as net, after tax Short-Term Incentive payout for the preceding year or the value of the shares when received as SBR for the

relevant year. Such investments should be made until the shareholding amounts to Total Compensation as per Yara Executive Remuneration Report (Base Salary, Share Based Remuneration, Short-Term Incentive plan, Pension plan benefits, other compensation elements such as internet connection, company car or car allowance, Local Market Allowance, and additional Share Based Remuneration). Furthermore, it is also expected that members of the Group Executive Board do not sell any Yara shares as long as they are members of the Group Executive Board.

Local Market Allowance and Share Based Remuneration for regional EVPs

The positions as regional EVPs are placed in markets where Yara's compensation levels are significantly below the market standard. To reduce the retention risk for these positions, a Local Market Allowance was added as a new element in the respective compensation packages from January 2023. An additional Share Based Remuneration will be added from January 2024.

The Local Market Allowance and Share Based Remuneration for regional EVPs are both linked to the position, which means that the EVPs only receive such compensation for the period they hold this position. Furthermore, such compensation is not included in the basis for calculating the allocation of SBR shares, Short-term Incentive plan or pension contributions. For 2024, the annual Local Market Allowance for the three regional EVP positions (EVP Europe, EVP Americas, and EVP Africa & Asia) is 50 TEUR (approximately 54 TUSD) respectively and the annual allocation of Share Based Remuneration for regional EVPs equals the net after tax amount of 50 TEUR (54 TUSD).

The shares allocated are in a lock-in period and cannot be sold as long as the employee is part of the Group Executive Board. If the employee steps down from the Group Executive Board and gets another position in Yara, a lock-in period of 3 years applies for all shares acquired by the Share Based Remuneration for regional EVPs from the time he or she steps down from Group Executive Board. If the employee leaves Yara, the shares that are still in the lock-in period must be returned, regardless of whether the employee resigns, is dismissed by the company, or signs a termination agreement with the company.

Short-term Incentive Plan

The Short-term Incentive Plan contributes to realizing Yara's strategy, long-term value creation, and capital allocation policy. The plan sets stretched annual goals covering the dimensions People, Planet and Profit based on Yara's communicated strategic scorecard goals, which are reported quarterly.

To comply with the State Guidelines as amended December 2022, the maximum bonus percentage will be reduced from 50% to 25 %. The target bonus will be reduced from 40% to 20%. Both changes with effect for the 2024 Short-term Incentive plan and onwards.

In cases where members of the Group Executive Board are recruited in other countries than Norway, the percentages may deviate from what is mentioned above depending on local market conditions for remuneration.

The annual goals are divided into Company Performance and Strategic Focus Areas as further described below. If all stretched goals are met, the CEO and the members of the Group Executive Board will obtain a target bonus of 20% of Base Salary. Maximum gross before tax payout is 25% of Base Salary. The maximum payout includes accrual of holiday pay on the bonus payout where this is applicable.

Company performance

The table below includes the performance indicators set to drive performance for 2024, in line with Yara’s strategic goals. A reference table shows for each indicator what is required to achieve the different performance scores. Each indicator has an individual weight and the weighted sum of the performance score for each indicator represents the overall outcome as a percentage of Base Salary. The maximum bonus related to company performance is 15% of Base Salary.

The objectives for the year and achieved results will be disclosed in the report on remuneration of the Group Executive Board and Board Members to the Annual General Meeting. Some of the performance indicators are market sensitive and consequently yearly targets will not be specified.

Key Performance Indicators	People				Planet				Profit			
	Yara KPI	2023	2025 Target	Measure	Yara KPI	2023	2025 Target	Measure	Yara KPI	2023	2025 Target	Measure
	Strive towards zero accidents (TRI) rate	1.1	<1.0	TRI	GHG emissions, intensity	3.0	2.7	tCO ₂ e / tN	Ammonia Production	7.8	8.6	Mt
	Engagement Index	77%	Top quartile	Index	GHG emissions, scope 1+2 ²	15.8 -14%	-30%	% CO ₂ e	Finished Fertilizer Production	21.1	22.5	Mt
	Diversity and inclusion index	75%	Top quartile	Index	Digitized hectares ¹	23	150	MHa	Premium generated	1877	N/A	MUSD
	Female senior managers ³	32%	40%	%	MSCI rating	AA	A	Score	Capital return (ROIC)	4.3%	>10%	%
									Working capital	105	92	Days
									Fixed cost on core business + CapEx	2,364 + 1.2bn	heat inflation + 1.2bn (real '22)	MUSD/ BUSD

1) Under consideration of review and potential update.
 2) Long-term target for GHG emissions, scope 1+2 is for 2030
 3) Current status as of December 2023

Strategic focus areas

A set of strategic focus areas to drive performance is established for each year. The following focus areas are set for 2024:

#1	<p>Advance leadership behaviors and strengthen talent development and retention</p> <ul style="list-style-type: none"> Proactively apply leadership behaviours to understand and communicate the strategic direction and prioritize actions Strengthen employee value proposition to retain and attract talent Sharpen focus of <u>Grow@Yara</u> people strategy to prioritize and grow skills for strategy execution
#2	<p>Reshape asset portfolio to achieve profitable decarbonization and lower energy cost</p> <ul style="list-style-type: none"> Mature US blue ammonia projects with competitive energy cost and determine related infrastructure changes Mature competitive decarbonization projects in prioritized existing assets Accelerate fit-for-future portfolio prioritization to reallocate capital for decarbonization and operational improvement
#3	<p>Improve efficiency and resilience under external uncertainty across the Yara value chain</p> <ul style="list-style-type: none"> Accelerate efficiency and reliability improvements through operational excellence at plants, prioritized based on value creation Increase efficiency within core processes by executing on defined scope of <u>e.nable</u> Strengthen sourcing position to safeguard the most profitable and competitive plants and markets
#4	<p>Define and mature pathway to cash generation in low-carbon and regenerative agriculture solutions</p> <ul style="list-style-type: none"> Position Yara's premium products as low-carbon and regenerative solutions to generate cash returns (incl. preparing select units for blue-ammonia based fertilizer) Develop and grow new commercial offerings enabling profitable regenerative agriculture outcomes in food production (incl. NUE), with emphasis on digital solutions and biologicals Define viable approach to reduce and trace in-field GHG emissions Accelerate development of prioritized strategic partnerships across the value chain based on clear strategic approach, business rationale and build-up of key capabilities

Accelerate operational excellence
 Expand our reach and offering

The achievement of goals for the individual Strategic Focus Area will be assessed in accordance with the following table with a maximum bonus of 10% of Base Salary:

Performance Scale on Strategic Focus Areas

The planned action have been taken during the year with the following success score	Less than 50%	50%	75 %	100 %	110% or above
Correspond to the following pay-out in % of Base Salary from 2024	0 %	4,0 %	6,0 %	8,0 %	10,0 %

The achieved result for each of the Strategic Focus Areas will be disclosed to the Annual General Meeting in the report on remuneration of the Group Executive Board and Board Members.

In addition to the performance evaluation described above, the Board will consider how difficult it has been to achieve the results, changes in external non-controllable factors that were not anticipated at the beginning of the year and that the results have been achieved in accordance with Yara's values and ethical principles.

Claw back of share-based remuneration and Short-Term Incentive payments

Shares provided by the SBR and payments that have already been made from the Short-Term Incentive plan are subject to claw back provisions covering both situations of misconduct and errors leading to financial re-statement. Enforcement of the provision will be subject to local law.

Benefit Plans

Company paid pension plans

Pension Plans in Yara should be defined contribution (“DC”) plans. Members of the Group Executive Board on Norwegian employment contracts are eligible to the company paid DC Pension Plan applicable for all Yara employees in Norway. The contribution rates in this plan are 7% of the pensionable salary up to 7.1 times Norwegian Social Security Base Amount (G) and 18% of the pensionable salary between 7.1G and 12G.

Yara has a DC Pension Plan covering salary in excess of 12G applicable for employees on Norwegian employment contracts. From December 2015 this plan was closed for new members. For internal recruits to the Group Executive Board who are members of the plan at commencement, future contributions to the plan stop and they become deferred members of the plan. Yara CEO was recruited before December 2015 and remains active member of the plan with future contributions.

For employees on Norwegian employment contracts, the upper retirement age is 70 years with the possibility for flexible retirement from age 62 in the company paid DC plans. Yara has a defined benefit early retirement plan for executives on Norwegian employment contracts covering the period from age 65 to 67 with a defined benefit equal to 65% of final salary limited to 12G. From 1 January 2015, the plan was closed for new members and ceased for employees below age 50. A DC pension plan was established to compensate members for the shortfall. Executives who were previously members of other Defined Benefit Pension Plans being terminated or converted to DC plans might have cash allowances to compensate for the shortfall. Yara CEO has in addition been covered by an individual early retirement plan. From 2024 the plan has been converted from defined benefit Age Limit Compensation to a non-funded DC savings plan with contributions corresponding to 5.4% annually of his Base Salary until age 65. If he leaves the company before he turns 65, the company's contribution to the plan ceases, but a calculated return continues to be added to the savings balance earned. The savings balance including return is paid out as pension over two years from the age 65 to 67.

Executives employed by Yara companies in other countries will be covered by company paid pension plans according to national plans and markets.

Personal insurance schemes

The executives are members of the personal insurance schemes such as Life Insurance, Disability Pension, lump- sum payment in the event of disability, occupational diseases, occupational and non-occupational accident, and Health Insurance. In addition, they are provided with a Travel Insurance covering both the executive and family.

Other compensation elements

Executives are granted benefits in kind according to the applicable market standard. These are typically cell phone, internet connection and company car or fixed car allowance.

In the event of an international assignment contract, the executive and family will be entitled to allowances and benefits in accordance with Yara’s Global Mobility Policy.

Members of the Group Executive Board on Norwegian contracts are entitled to a severance pay equal to six months Base Salary on certain conditions. The severance pay is calculated from the end

of the notice period. Other income the executive receives during the severance pay period will be deducted from the severance pay. For members of the Group Executive Board employed by Yara companies in other countries severance pay may deviate from the above depending on local regulations.

Ad-hoc compensation elements

In extraordinary circumstances related to recruitment processes, sign-on bonus may be agreed up to a maximum of the Base Salary that has been agreed. Any such compensation will be reported in the report on remuneration of the Group Executive Board and Board Members to the Annual General Meeting.