

Procedure for the Yara International ASA Nomination Committee *(office translation)*

1. Duties

1.1 The duties of the Nomination Committee are to submit a recommendation to the General Meeting for:

- a) election of shareholder-elected members to the Board of Directors
- b) remuneration for the Board of Directors and Board committees
- c) election of and remuneration of members of the Nomination Committee

1.2 The Nomination Committee submits a recommendation to the Board of Directors regarding nomination of chair of the Board of Directors, and vice chair of the Board of Directors, if applicable.

2. Composition, nomination and remuneration

2.1 The chairperson and the members of the Nomination Committee are elected by the General Meeting, normally for a term of two years at a time. The Nomination Committee shall have four members, including a chairperson.

2.2 The Nomination Committee shall be selected to take into account the interest of the shareholders in general, and the members shall be independent of the company's Board of Directors and executive management.

2.3 There shall be a gradual rotation of the Nomination Committee members.

2.4 The General Meeting stipulates the remuneration to the Nomination Committee.

2.5 The Nomination Committee's expenses will be covered by the company.

3. Rules of procedure

3.1 The Nomination Committee forms a quorum when the chairperson and at least two members attend. All members shall be given a fair opportunity to participate in the committee's meetings.

3.2 Meetings of the Nomination Committee will be convened by the chairperson of the committee, and also if requested by at least two members, the chairperson of the Board of Directors or the president and chief executive officer. The chairperson of the Nomination Committee has the overall responsibility for the work of the committee, and decides whether the meeting will take the form of a physical meeting or can be held in any other manner.

3.3 Minutes shall be taken of the committee meetings and signed by all members present.

3.4 The chairperson of the Board of Directors and the president and chief executive officer will be invited to attend at least one meeting of the Nomination Committee before it submits its final recommendation.

3.5 The Nomination Committee will obtain and consider the Board of Directors' self-assessment.

3.6 In its work to propose candidates, the Nomination Committee shall contact the largest shareholders, members of the Board of Directors and the company's executive management. The Nomination Committee can contact external advisors and draw on company resources to ensure that it has access to the necessary competence and information related to the committee's duties.

3.7 The Nomination Committee shall ensure that its recommendations are endorsed by the largest shareholders. It shall ensure that shareholders can propose candidates for the Board of Directors and the Nomination Committee.

3.8 The company shall provide information on its website about the members of the Nomination Committee and any deadlines for submitting proposals to the committee.

3.9 The Nomination Committee will attach weight to whether the proposed candidates have the necessary experience, competence and capacity to serve on the relevant corporate bodies in a satisfactory manner, with the needed independence and with appropriate change rates for the corporate bodies. The Board of Directors should be composed so it can safeguard the shareholders' interest and the company's need for competence and diversity. The committee shall also consider the Board's ability to work well as a group.

3.10 The Nomination Committee's recommendation must satisfy the requirements relating to the composition of the Board of Directors laid down in applicable legislation and the regulations of any stock exchanges on which the company's shares are listed. The Nomination Committee must take account of the recommendations relating to the composition of the Board of Directors and Nomination Committee and that follow from the Norwegian Code of Practice for Corporate Governance and any other relevant recommendations relating to good corporate governance.

3.11 Candidates proposed by the Nomination Committee shall have been asked whether they are willing to take on the office for which they have been proposed.

3.12 The Nomination Committee shall justify its recommendations, give term of office and provide at least the following information about the candidates:

- a) competence
- b) capacity
- c) independence
- d) age
- e) education
- f) business experience
- g) ownership position in the company
- g) how long have they been a member of the Board of Directors, and their participation in meetings
- h) any other assignments carried out for the company
- i) material appointments with other companies or organizations

3.13 In the case of a proposal for re-election, the recommendation can refer to the information already provided in the annual report.

3.13 Any dissenting votes must be stated in the recommendation.

4. Processing of the Nomination Committee's recommendation

4.1 The Nomination Committee's recommendation to the general meeting relating to the election of shareholder-elected members of the Board of Directors, members of the Nomination Committee and remuneration should be available early enough to be sent to the shareholders together with the notice of the general meeting in question.

4.2 The chairperson of the committee, or a person authorized by him/her, presents the committee's recommendation to the general meeting and explains how the committee has carried out its work.