



Knowledge grows

# Code of Conduct

## 2024





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# 1 Message from our CEO

Dear colleague,

With operations in 60 countries and sales to more than 150 countries, we will at times find ourselves in situations where our ethics are challenged. Our Code of Conduct is part of what defines Yara as a company and guides us in tackling these situations in accordance with our values. By clearly outlining the rules we play by upfront, we are able to act quickly and consistently. We take no shortcuts, because success can only be celebrated when it is achieved in the right way.

This is not just about securing our licence to operate. For me, our Code of Conduct is part of the foundation for delivering on our mission to responsibly feed the world and protect the planet.

We are dedicated to doing our part to deliver on the Paris Agreement by 2030, and we do so by taking a broader view and always keeping in mind People, Planet and Prosperity. Our aim is to foster a safe and diverse culture for all employees. We collaborate between colleagues, Business Partners, the local communities where we operate and society at large to set a solid foundation for our ambitions. We create trust through consistent integrity. We focus our efforts on always making the right decisions and speak up when situations fail to meet our high standards.

Our Code of Conduct is part of this strong foundation of beliefs. It applies to me, the management team, our Board of Directors, and to each and every one of us, every single day. By sharing knowledge, we better understand our ethical standards. We never compromise on them.

**Svein Tore Holsether**  
President and CEO



# 2 Responsible Business Conduct

## 2.1 Compliance Program

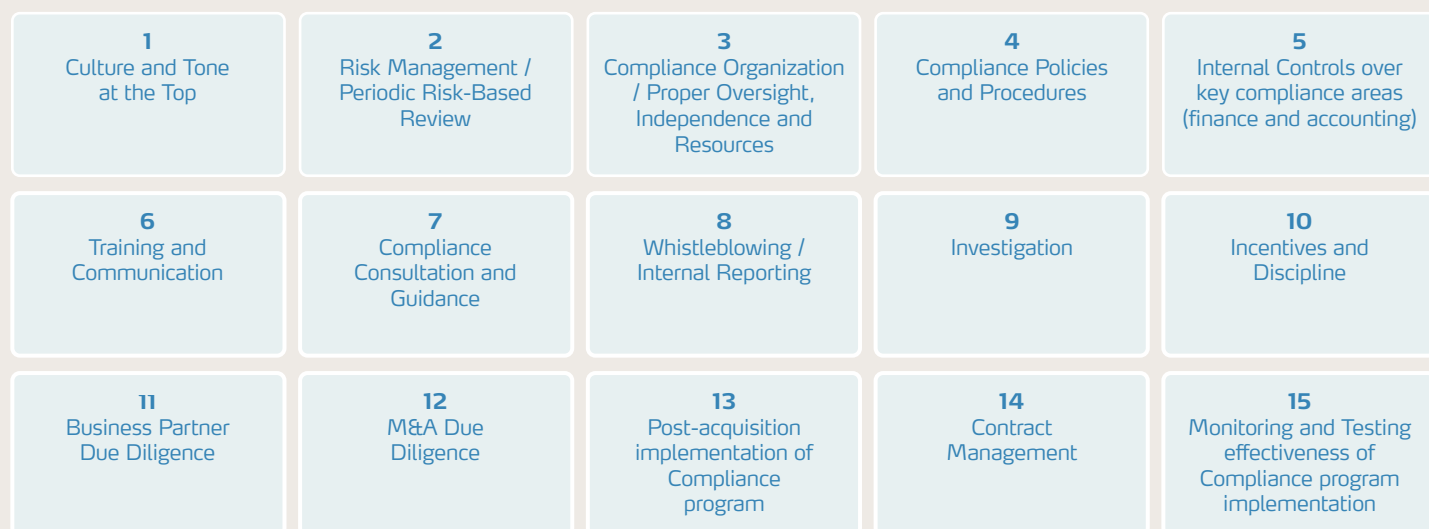
At Yara our mission is to responsibly feed the world and protect the planet. Our vision is of a collaborative society, a world without hunger, a planet respected.

“Knowledge grows” is at the core of this endeavor. It’s an integral part of who we are, what we do and why we are doing it. It fuels our ambition to provide sustainable solutions to some of the major global challenges of our time.

Our Compliance Program is an important element in how we achieve this. Yara’s continued success is dependent on retaining and promoting our reputation and public trust.

This Code of Conduct operationalizes the Compliance Program and expresses our commitment to being a positive force for innovative solutions while honoring responsible business conduct.

The 15 elements of the Yara Compliance Program are illustrated below.





## 2.2 Annual Code of Conduct

The Code of Conduct is published on an annual basis. This document, the Code of Conduct 2024, is valid from 1 January 2024 onwards.

It is your responsibility to ensure you are familiar with the content of the Code of Conduct, including any changes from prior versions.

The Code of Conduct is currently available in more than 15 languages on the Ethics and Compliance Pulse pages and at [www.yara.com](http://www.yara.com).

## 2.3 To Whom Does the Code of Conduct Apply?

The Code of Conduct applies to all Yara's<sup>1</sup> employees, whether full-time, part-time, permanent, or temporary. It also applies to the members of the Board of Directors.

Yara expects all its Business Partners<sup>2</sup> to abide by similar principles in their own operations to those outlined in the Code of Conduct. They are also expected to abide by the principles set forth in the Code of Conduct for Yara's Business Partners. Further requirements are placed on Business Partners that work as Intermediaries on Yara's behalf<sup>3</sup>.

Consultants and contractors are considered as Business Partners for the purposes of the Code of Conduct. Expectations placed on such individuals are regulated in the relevant contract.

## 2.4 Organizational Justice

Yara will not tolerate violations of the letter or spirit of the Code of Conduct, Yara's policies and procedures, or laws and regulations. Any such violations will likely result in disciplinary actions, up to and including termination of employment. All disciplinary actions will be reasonable, proportionate, and in accordance with the Disciplinary Policy found on the Yara Steering System and local laws.

If the violation includes infringement of local laws or regulations, or if Yara has a claim for damages, any such violations may additionally subject individuals to civil and criminal prosecution.

Refusing to follow an instruction from a line manager or supervisor that violates the Code of Conduct, Yara's policies and procedures, or laws and regulations, will not lead to any form of retribution, retaliation, or discipline,

<sup>1</sup> "Yara" is defined as Yara International ASA, its subsidiaries, consolidated entities, and Yara controlled entities

<sup>2</sup> See definition in section 10 Working with our Business Partners

<sup>3</sup> See definition in section 10.1 Intermediaries: Working on Yara's behalf





even if such refusal may result in financial loss for Yara. For more information on how to seek guidance or how to report an issue, please see section 3, Seeking Guidance and Reporting an Issue.

## 2.5 Compliance with Laws, Rules, and Regulations

Yara is committed to complying with all applicable laws, rules, and regulations in the countries where we operate. As Yara has operations and offices in more than 60 countries around the world, cultural differences can affect the way we make decisions. Nevertheless, you are obliged to follow the strictest standards when making your decisions, whether it be local or international laws and regulations, Yara's policies and procedures, or the Code of Conduct. Remember that just because something is legal, it does not automatically mean it is ethical.

## 2.6 Employee Responsibilities

As employees of Yara, everyone shares the following responsibilities:

- To comply with all Yara's policies and procedures, as well as local laws and regulations.
- To read and abide by the Code of Conduct, and to integrate the principles it sets forth in your personal conduct and in the way you conduct business on Yara's behalf.
- You have the right and responsibility to seek guidance if you are in doubt about a business decision.
- You have an obligation to report what you in good faith consider to be violations or possible violations of the Code of Conduct, laws and regulations and material breaches of Yara's policies and procedures, as soon as possible. This includes existing processes and practices that appear to violate any of the foregoing.
- To attend and actively participate in ethics and compliance training and initiatives.
- To cooperate with internal investigations.

## 2.7 Additional Responsibilities for Managers

If you are a manager, you have additional responsibilities that go beyond the basic requirements of all employees. They are as follows:

- Lead by example following the Yara Leadership Behaviors at all times and uphold the highest standards set forth in the Code of Conduct, always promoting them.
- Provide support and guidance on integrating the Code of Conduct into the daily work of those who report to you.
- Encourage your direct reports to raise questions and concerns, and create a culture of openness and trust.
- Support and protect individuals who, in good faith, report concerns or violations. Any such case must be handled with the highest degree of integrity and professionalism. You too have the right and responsibility to seek guidance on how to deal with such reports if necessary.
- Never take or allow retaliatory action against anyone who reports concerns in good faith.
- Monitor compliance with the Code of Conduct and ensure that your direct reports complete all required training.



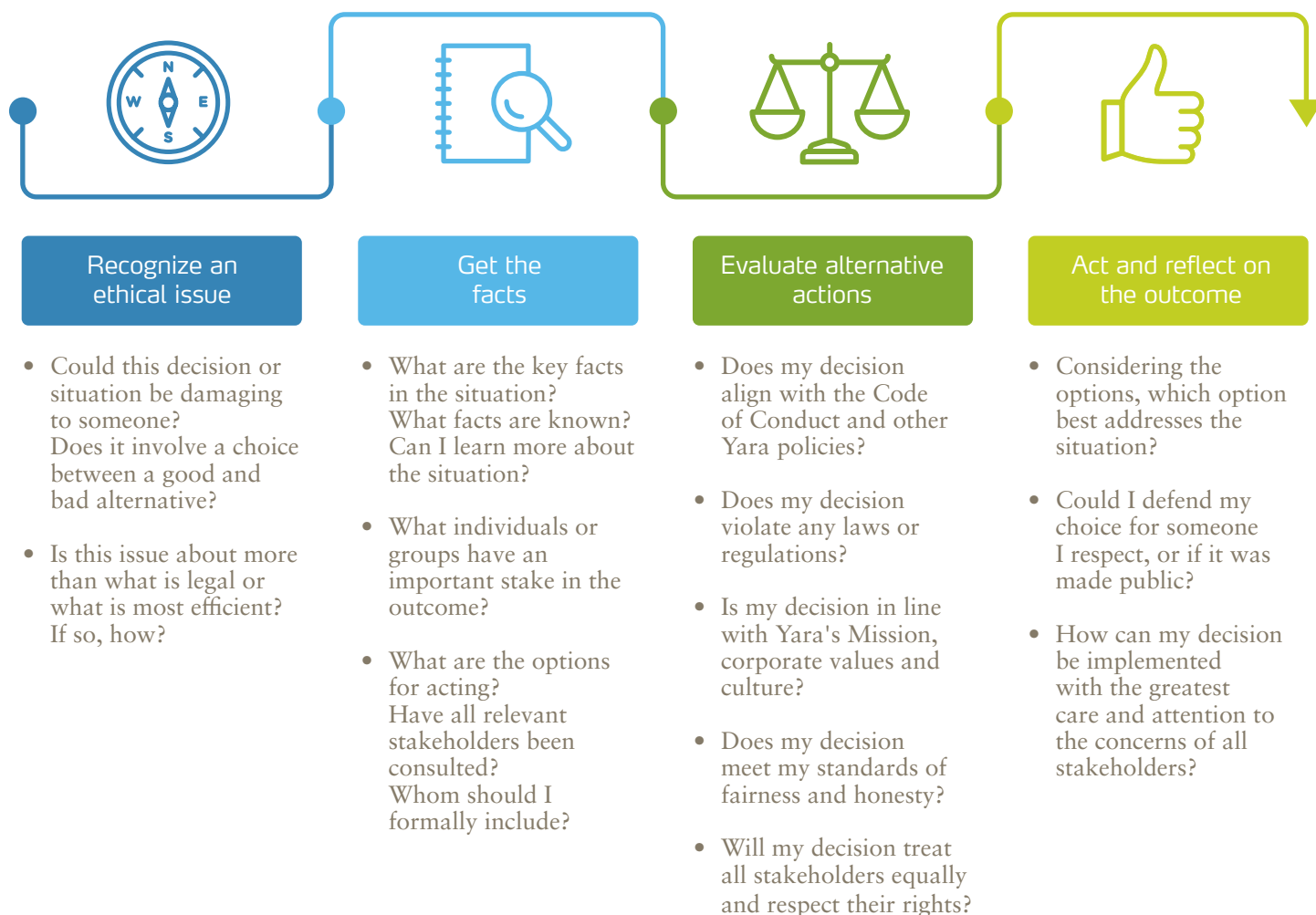
## 2.8 Yara's Responsibilities

As a corporate entity, Yara has a responsibility to:

- Set the highest standards of integrity for its operations, and to communicate these to its employees through the Code of Conduct.
- Provide all employees with the training and tools necessary to address ethics or compliance issues they may face in their work.
- Ensure any reports of violations are treated confidentially and responsibly, and that the reviews of any reports are impartial and diligent.
- Ensure zero tolerance towards retaliation for reports made in good faith.
- Create a safe and diverse workplace for all employees.
- Continually strive to improve our corporate governance and culture.

## 2.9 The Process of Making Ethical Decisions

Ethical decision making enables us to live by Yara's values. If you find yourself facing a challenging business decision or a dilemma, you should use the following framework when making your decision:







## 3 Seeking Guidance and Reporting an Issue

### 3.1 How to Seek Guidance

It is your right and responsibility to obtain guidance regarding any business decision you are uncertain about. “I didn’t know” is not considered a valid defence for making a decision that is not in accordance with the Code of Conduct.

Your first point of contact for guidance should always be your line manager.

Alternatively or additionally, you can contact the following support functions:

- For issues related to ethics or compliance, contact the Ethics and Compliance Department directly at [ethics@yara.com](mailto:ethics@yara.com) or through your Regional Compliance Manager (RCM). You will find contact information for the RCMs on the Ethics and Compliance Pulse pages.
- For people-related issues you should contact the Human Resources Department, either locally or at corporate level, depending on the nature of your issue.

- For legal issues such as sanctions, competition law, data privacy, and contractual wording in Business Partner agreements, you should contact the Legal Department.
- For issues related to health, environment, safety, quality, or security, you should contact the HESQ Department.

*Please keep in mind that the Ethics and Compliance Department cannot make business decisions for you. All business decisions ultimately belong to the business line. The Ethics and Compliance Department can and will support you in the decision-making process by providing guidance and additional resources as needed.*



## 3.2 How to Report an Issue

Reporting should be done as soon as possible. Your first point of contact for reporting a violation should usually be your line manager. Depending on the nature of the issue, you can also contact the Ethics and Compliance Department directly. Examples of when to do this are:

- if you suspect your line manager of wrongdoing,
- if your line manager is not following up adequately on a matter you have reported to him/her,
- if the misconduct involves senior/executive management,
- if you have concerns about retaliation, or
- if the way another support function has handled your report is the problem.

You can also report directly to the Human Resources Department, the Legal department or HESQ.

Please note that you can report possible violations, meaning you do not need to have all the facts or be completely certain of wrongdoings. If you have reasonable concern that misconduct has taken place, this is sufficient to report the issue. The only conditions for reporting an issue are that you do so in good faith and are completely honest about what you know or suspect.

Reporting in “good faith” means that you provide all the information you have and believe to be true, even if you remain anonymous. You can report something you suspect and still be in good faith, even if your suspicion turns out to be unjustified. If anyone deliberately makes a false report (i.e. claiming something they know to be untrue), that person will be subject to disciplinary action.

If you have concerns about misconduct, but think the company is already aware of the situation, we encourage you to clarify this before deciding not to report the matter.

If you wish to report an issue to Ethics & Compliance you can use one of the following available channels:

- [ethics@yara.com](mailto:ethics@yara.com)
- your Regional Compliance Manager
- the call-function of the Ethics Hotline
- the webform available on the Ethics Hotline

Your report will be treated confidentially, and you will always receive a confirmation from the Ethics and Compliance Department when your report has been received. If you choose to report on the Ethics Hotline, you will be able to communicate and provide additional information anonymously to the Ethics and Compliance Department via the Hotline.

For more information about the investigative process that happens after a report has been made, please see the Internal Investigation Procedure on Yara’s Steering System.

## 3.3 Anonymous reporting

You can report an issue anonymously through the Ethics Hotline which is available 24/7 in over 50 languages. In some countries the number is a free local phone number. Detailed instructions on how to report through the Ethics Hotline are available on Pulse and on [www.yara.com](http://www.yara.com).

You will receive a reference code when making a report through the Ethics Hotline, which allows you to communicate with the Ethics and Compliance Department anonymously.

We do however encourage anyone who makes a report to share their contact information. This will allow for quicker and more accurate handling of the reported issues. All reports are handled with complete confidentiality, regardless of anonymity or reporting channel.



Seek Guidance



Ethics Hotline



Ethics & Compliance  
Pulse Pages



[ethics@yara.com](mailto:ethics@yara.com)



YaraEthics App



### 3.4 Prohibition of Retaliation

Yara will not tolerate retaliation against anyone who has reported an actual or suspected violation in good faith. The same applies to someone who refuses to follow an instruction that violates the Code of Conduct, Yara's policies and procedures, or laws and regulations. Norwegian laws, as well as the laws of many other countries, protect those who report in good faith. The law states that retaliation against the reporter is both illegal and punishable.

Retaliation is a very serious matter, and preventing it is a top priority for the Ethics and Compliance Department. We have implemented a Retaliation Monitoring Program to offer additional protections to non-anonymous reporters by proactively monitoring retaliatory behavior and actions that individuals may experience after reporting ethical misconduct or possible violations to the Code of Conduct.

Retaliation can mean any unfavorable action, practice or omission that results from, or is a reaction to, an employee's reporting of an issue, for example:

- threats, harassment, discrimination, social exclusion, changes to roles, responsibilities, or working conditions or other unjust behavior
- unfair performance evaluation, bonus, salary increase, setting unrealistic expectations/KPIs
- termination, dismissal or disciplinary action

If retaliation is a concern for you, we suggest you make the report directly to the Ethics and Compliance Department or anonymously through the Ethics Hotline. Everyone should feel safe to share their concerns.





# 4 People

## 4.1 An Inclusive and Responsible Workplace

At Yara, we believe that a diverse and inclusive work environment in which employees feel valued for their uniqueness and feel safe to speak up, benefits our business. Therefore, everyone is expected, at all times, to display respectful behavior towards their colleagues and their ideas, as well as to our Business Partners. We also encourage our employees to challenge inappropriate language, assumptions and behaviors in an assertive, non-aggressive way.

You have the right and responsibility to obtain guidance on these issues if you need to; your first point of contact should always be your line manager. Please see section 3, Seeking Guidance and Reporting an Issue for more information.





## Equal opportunity

At Yara, we are committed to providing an equal opportunity workplace, where hiring and development are based on competence, experience, achievements and potential of each individual. We take the different starting points into account to ensure a fair outcome for all (equity).

We do not allow discrimination based on national origin or extraction, political opinion, union membership, ethnicity, race, social origin, religion, age, gender (including pregnancy), sexual orientation, disabilities, gender identity, veteran status, HIV status, etc., without this list being considered exhaustive.

In accordance with local laws or international standards, special measures of protection, assistance, and advancement may be provided to disadvantaged groups.

## Harassment

Yara will not tolerate any form of harassment.

Yara is committed to providing a work environment free from harassment. While legal definitions may vary from one location to another, harassment at Yara includes any form of unwanted behavior toward another person that:

- Creates a hostile, intimidating, humiliating, degrading, or offensive work environment, thereby affecting another's dignity or psychological well-being.
- Unreasonably interferes with or disrupts another's work performance or employment opportunities.

Harassment may be a gesture, or it may be verbal, physical, visual, or written. Instead of isolated behavior, harassment is an escalation of repetitive and pervasive conduct. However, don't ignore isolated behavior that makes you feel uncomfortable. We encourage you to address it by speaking to the individual who displayed such behavior and express how it made you feel.

## Sexual harassment

Yara will not tolerate any form of sexual harassment.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and any other verbal, physical, written or visual harassment of a sexual nature.

## Violence

Yara will not tolerate any form of violence.

## Personal conduct

When representing Yara, you are always expected to act in a professional and responsible manner towards your colleagues, Yara's Business Partners, and others with whom you interact on Yara's behalf.

You shall not visit any establishment or partake in any activity that would reflect negatively on Yara. This especially applies to sexually oriented businesses and the purchase of sexual services for yourself or others while on Yara business. All your actions must always be in compliance with local law.

Remember that you are still representing Yara after regular working hours when you are travelling on Yara business.

## Drug and alcohol policy

You shall not be under the influence of drugs or alcohol during working hours, while on Yara premises, while conducting business on Yara's behalf, or at any events sponsored by Yara outside regular working hours.

However, reasonable amounts of alcohol may be served when local custom and the occasion make it appropriate. The strictest interpretation shall be the basis for evaluating what is reasonable and appropriate. This exception will never allow you to drive, operate machinery or conduct business on Yara's behalf while under the influence.

While drinking, you must not encourage others to drink, behave in a manner that places you or Yara in an unfavorable light, places anyone in jeopardy, or cause discomfort or offense.

## 4.2 Safe by Choice

Safe by Choice is our company-wide journey to develop value-based and sustainable HESQ culture to reach our ultimate goals of Zero Harm. The culture we strive for is one where we all, individually and collectively, take responsibility to take care of ourselves and each other; with better quality, more ownership, engagement, and consistency in what we do.

Through the Yara HESQ policy, we commit to excellent performance, thus safeguarding our license to operate. We want to be the best and safest company in our industry.

Our associated training programs, requirements and indicators are dynamic to reflect and mitigate changes in hazards and risks.



## Health and Safety

We must all commit to making safe and healthy working conditions our top priority. As such, we conduct our business in conformance with all applicable health, safety and environmental laws and regulations, as well as with Yara's policies and procedures. We continuously work to improve our HSE standards even when they exceed industry standards and local regulations.

Yara demands and expects that everyone at our sites, employees as well as contractors and visitors, will abide by our HSE policies and requirements. Contractors are expected to provide employees with relevant competences and qualifications, give regular and relevant training, and to act in accordance with Yara's requirements and standards.

Any incidents, near misses, as well as possible unsafe conditions must be reported immediately so proper action can be taken to resolve the issue, learnings to be shared, and prevent future exposures.

Our ability to diligently work according to the above requirement is what we call a Safe by Choice way of working. To promote transparency, Yara reports health and safety statistics to the public.

## Environment

As a global company we acknowledge our impact and take responsibility to protect the environment in our operations and through the life cycle of our products. We consider environmental risks in our business processes based on regulatory compliance requirements and stakeholder expectations. We monitor and manage our performance to avoid and minimize the risks. Preventing adverse impacts is prioritized over mitigation or remediation actions.

We are dedicated to excellent environmental performance and endeavor to promote industry leading standards. We set environmental objectives in accordance with Yara's strategy thus demonstrating our commitment to continual improvement.

We communicate openly and regularly about our environmental performance, management approach and goals and targets internally and externally. We provide environmental information to customers, investors, local communities and other interested parties and ensure that our environmental liabilities are correctly accounted for.

## Security

Security is about protecting our people, the environment, assets and reputation from intended harm. Security risks vary over time and from location to location, and every employee should understand the local risks and help prevent and mitigate them to protect our workplaces and the company. Most security threats and risks are manageable, meaning that they can be controlled or reduced, but they will not disappear.

Failure to meet internal security expectations and external legal security requirements may result in injury to our employees, damage to our facilities, loss of production or information, violation of legal requirements, and in the worst-case scenario, loss of life.

Our staff is Yara's first line of defence in detecting potential threats.

## Emergency response

Emergency preparedness and response is about reducing impact to our people, the environment, assets and reputation. The actions taken in the initial minutes and hours of an emergency are critical. A prompt warning to employees to evacuate, shelter or lockdown will save lives. A rapid alert internally in the corporation will mobilize resources and ensure coordinated effort to mitigate. A call for help to public emergency services that provides full and accurate information will help the dispatcher send the right responders and equipment. An employee trained to handle incidents can be lifesaving.

The purpose of emergency preparedness and response is to reduce the crisis impact for our personnel, the environment, our assets, and our reputation. Whoever in Yara who is responsible for an activity should retain responsibility during a crisis.

All emergencies shall be handled at the lowest possible organizational level. But at same time, if required, use the capacity in the corporate security and emergency response organization who will ensure an optimal cooperation. In this context the Yara Corporate Crisis Manager on Duty is an important structure to ensure rapid mobilization across the company.

## Quality Management

Yara is certified according to international standards, ISO 9001, 14001, 45001 and 50001. Relevant units are certified according to Feed and Food standards. All Yara fertilizer operations have obtained industry related Product Stewardship certification.



# 5 Human and Labor Rights

Yara has made a commitment to respecting internationally recognized human rights throughout our own operations, as well as in our supply chain. We support the United Nations Global Compact, the United Nations Guiding Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises, the International Bill of Human Rights, and the core conventions of the International Labor Organization (ILO). We publicly display our progress on improvements in the area of human rights by reporting according to the Global Reporting Initiative (GRI).

We continually work to support and enforce the above-mentioned principles throughout our organization and in our relations to our suppliers, contractors, other Business Partners and the communities affected by our operations.

Yara is committed to adopting programs to address industry-specific human rights exposures, and to monitor the possible impacts of our operations. We expect our people to maintain high awareness on relevant human rights risks in our own operations and those of our Business Partners. Concerns shall be raised without delay, in line with Section 3, Seeking Guidance and Reporting an Issue. All concerns raised by our employees or local communities and stakeholders will be addressed promptly, confidentially and professionally.

In addition to a safe and inclusive workplace free from discrimination, as described in Section 4, Yara focuses on the following human rights:

## Community engagement and grievance

Yara engages with local communities and stakeholders on human rights issues related to our business and across our value chain. Through our operations we aim to contribute to the economic and human development of our employees and the communities in which we operate. We will assess actual and potential human rights impacts from our operations and engage with those potentially affected when providing appropriate remediation, including effective grievance mechanisms. We are committed to an open and transparent approach to managing grievances and encourage all internal and external stakeholders to submit a grievance should they identify any incidents in our operations or supply chain.

## Indigenous peoples and use of resources

Our operations should not hinder indigenous peoples from exercising their traditional rights. Indigenous peoples have the right to be informed and thereafter asked for their consent in decisions that may affect them. Consultations with indigenous peoples will be carried



out in accordance with ILO requirements in good faith and in a form appropriate to the circumstances, with the objective of achieving agreement or consent to the proposed measures.

Yara is cautious not to increase demand for resources that are crucial for local communities' livelihoods or the survival of indigenous peoples. We respect the rights and interests to lands and waters of community and indigenous peoples who traditionally own or use land where our production facilities and mining projects are to be located.

## Child labor

Based on recommendations from the ILO, Yara does not allow children below the age of 15 to be employed in our operations. Specific programs exist for roles such as apprenticeships below the age of 15, including additional monitoring. If a case of child labor is found in our operations, Yara will contribute to transition from employment to education by for example collaborating with local communities and NGOs, providing suitable on the job training, or sponsoring educational opportunities. In any scenario, employment shall never be to the detriment of a child's education, development, or overall well-being.

## Modern slavery

Yara condemns all forms of human trafficking and involuntary or forced labor in our own workforce and value chain, in accordance with the definitions provided by the ILO. We do not allow jobseekers and workers to pay any recruitment fees or related costs to secure a job in Yara, and do not retain workers' personal documents or restrict workers' freedom of movement. Yara believes a work relationship should be freely chosen and free from any form of direct or indirect coercion or threat, or which in any other way exploits vulnerable workers.

## Equal pay and working hours

Yara is committed to paying employees fairly for the work they perform, regardless of personal beliefs or any individual characteristics. Individual compensation for an employee, consultant or contractor, only varies based on position, performance and competence. All compensation shall meet requirements of national minimum wage and Yara is committed to paying all employees a living wage. Furthermore, Yara upholds the international and national laws on hours of work and rest periods.

## Freedom of association and right to collective bargaining

Yara recognizes and respects the right to freedom of association and the right to collective bargaining. When operating in countries where this right is limited through local legislation, we will seek to take mitigating action in accordance with local conditions. One example of this could be encouraging independent gatherings where employees can elect members to a representative committee that will discuss work-related matters with management.

## Our Business Partners

In the Code of Conduct for Yara's Business Partners, we outline the expectations we have for our Business Partners in the areas of human rights and business ethics. This document explicitly mentions compliance with international standards and national laws, our expectation of a safe and healthy workplace, equality of opportunity without illegal discrimination, a firm stance against forced or child labor, as well as respect for employees' freedom of association and right to collective bargaining.

The Integrity Due Diligence process, described in Section 10 Working with our Business Partners, includes the above-mentioned human rights considerations. In addition, focused human rights due diligence is performed on a risk-based approach in our supply chain.

## Identified human rights risks

Risks of negative human rights impact from Yara's operations have mainly been identified in connection to contracted labor performing services for Yara, especially where manual labor is combined with heat exposure.

Yara is committed to remediate any negative impact, and is continuously monitoring development and international and national regulations.





## 6 Fraud

Fraud is defined as any intentional act or omission to deprive another of property or to circumvent procedure by deception or other unfair means.

Fraud may include, but is not limited to:

- internal and external threats;
- any diversion of funds or assets;
- theft;
- any form of corruption, including facilitation payments;
- financial or non-financial statement manipulation;
- failures to report on breaches of the law, regulations or Yara's procedures.

Yara has zero tolerance for fraud and we proactively combat it in all of its forms, acting to identify and mitigate fraud risks in our activities. We acknowledge that fraud is the means by which other irregularities, including corruption, are perpetrated.

Please refer to section 12, Financial and Non-Financial Accountability and Transparency, and section 13, Protecting Company Information.





# 7

## Our Anti-Corruption Policies

Yara has zero tolerance for any form of corruption.

Corruption is defined by Transparency International as “the abuse of entrusted power for private gain.” Another way of describing it is simply choosing personal interest over professional interest. According to Norwegian law it is defined as obtaining improper advantage by virtue of your position.

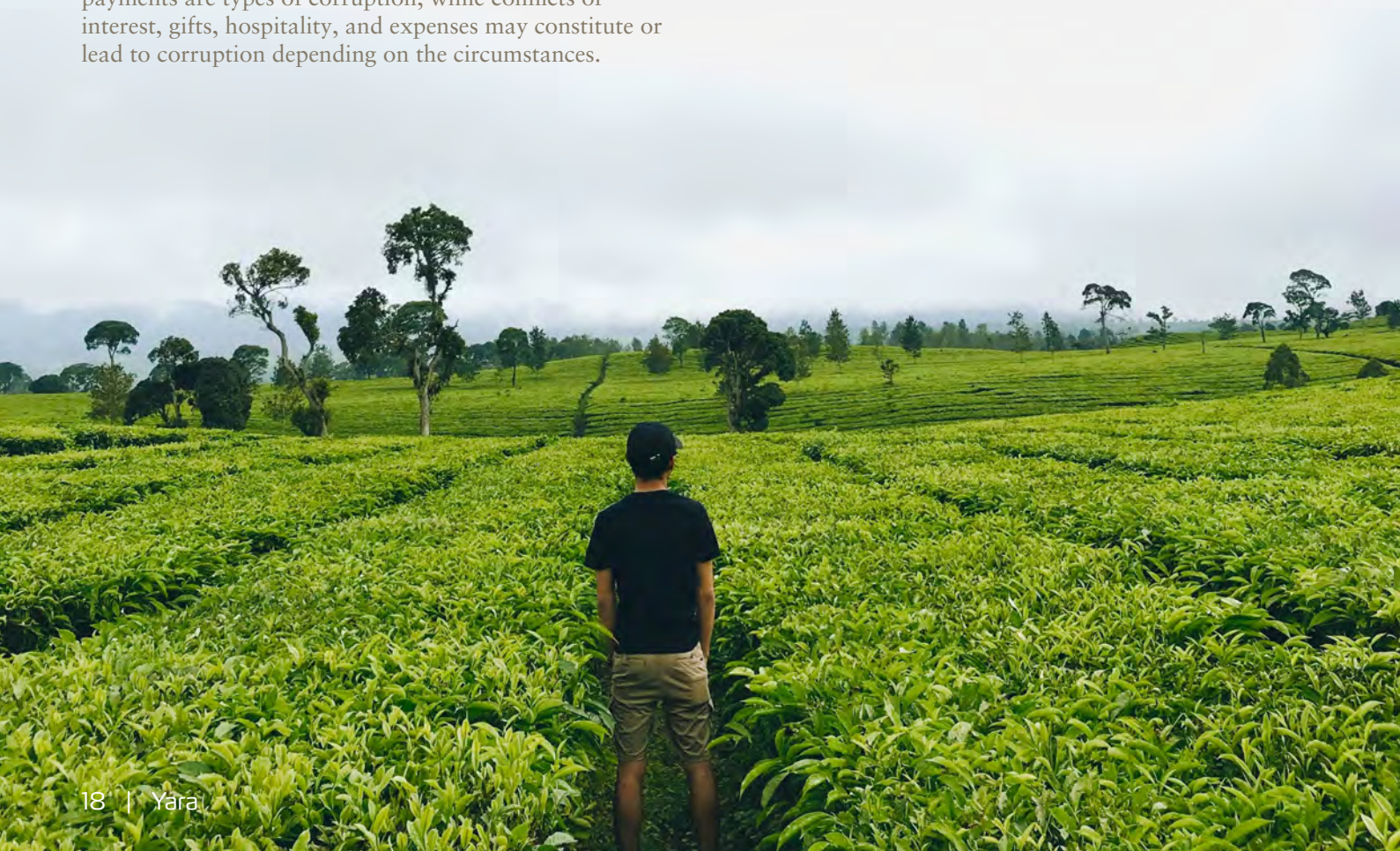
Generally, an advantage is considered improper if it can influence, or be perceived to influence, the receiver’s ability to make objective business decisions. There is no requirement that the improper advantage actually makes the recipient act in a certain way, simply that it could be perceived to influence the recipient is enough. It is also worth noting that giving an improper advantage is treated the same as receiving an improper advantage.

Examples of improper advantages include cash, valuable or frequent gifts, extensive and lavish travel, or hospitality such as sporting or cultural events. Recipients of such improper advantages can be oneself, or one’s friends or family. Other examples are more indirect, such as a low interest loan, promise of future employment, “pulling strings” or “favours,” etc. Bribery and facilitation payments are types of corruption, while conflicts of interest, gifts, hospitality, and expenses may constitute or lead to corruption depending on the circumstances.

Since Yara’s headquarters are in Norway, all employees must abide by Norwegian anti-corruption laws as well as local laws. The Norwegian anti-corruption law encompasses both the private and public sector. According to the law, trading in influence is a type of corruption. Trading in influence occurs when an improper advantage is offered or requested to make someone influence a third party’s actions.

As a company, Yara can be prosecuted for violations of the law, even if no individual is punished for the offense. Other consequences for Yara may include civil liability, loss of business, and a damaged reputation. Individuals involved in acts of corruption may be exposed to civil and criminal liability.

You have the right and responsibility to obtain guidance on these issues if you need to, and your first point of contact should always be your line manager. Refer to section 3, Seeking Guidance and Reporting an Issue. You can also refer to Yara’s Ethics and Compliance Commitment, an in-depth document that outlines Yara’s Compliance Program and anti-corruption efforts. You can find a link to this document on the Ethics and Compliance Pulse pages and [www.yara.com](http://www.yara.com).





## 7.1 Facilitation Payments

Payments, in cash or in kind, made for the timely completion of a routine action, are often referred to as facilitation payments or “grease payments.” These are actions that the recipient is obliged to perform and may include processing papers and issuing permits. The payment is of a nominal value relative to the local economy.

You shall never make facilitation payments on behalf of Yara. This applies regardless of whether the payment is made directly or indirectly through Business Partners, and whether the payment is in cash or in kind.

If you encounter requests for facilitation payments, you are expected to vigorously challenge them. Yara is willing to face the extra time, costs, and effort to avoid such payments.

As for all policies in the Code of Conduct, complying with this policy shall never endanger anyone's health, safety or security.

All requests for facilitation payments must be immediately reported using the Facilitation Payments Reporting Form on the Ethics and Compliance Pulse pages. Reporting of all requests is mandatory, even if no payment is made.





# 8 Conflicts of Interest

Conflicts of interest arise when one's personal interests interfere or appear to interfere with Yara's interests. Openness and transparency are crucial in dealing with actual, potential, or perceived conflicts of interest, and all three situations should be addressed. A perceived conflict of interest means that an individual without knowledge of the actual relation or situation, may interpret it as a conflict.

We recognize that conflicts of interest may lead to corruption and as such are determined to mitigate all conflicts of interest in Yara's operations. You shall seek guidance and take recommended risk mitigating measures whenever you are involved in a decision-making process that relates to an actual or potential conflict of interest.

There are many forms of conflicts of interest. Conflicts of interest can be related to family members (a "family member" includes your spouse, romantic partner, parents, children, siblings, cousins, nephews, nieces, aunts, uncles, grandparents, grandchildren, and in-laws) or "close friends" (a close friend could include all kinds of personal non-family relationships, such as neighbors, former colleagues, friends from university, school, etc). Examples of "close friend" interactions include celebration of birthdays, holidays or weddings, vacationing together with or without respective families, godparenting the person's child or giving a monetary gift of a significant value.

The following are some situations in which actual, potential, or perceived conflicts of interest may arise:

- If you manage or recruit family members or close friends.
- If there is intended to be a segregation of duties between you and a family member or close friend. A segregation of duty exists when a task has been split between two or more people to increase control. For instance where one person authorizes a payment and another makes the payment.
- If your family member or close friend work or perform services for a Business Partner or competitor.
- If your family member or close friend owns, or has a significant financial interest, whether directly or indirectly, in any of Yara's Business Partners or competitors.
- If you serve on the board of directors of a for-profit company without Yara's written approval.
- If you hold outside employment in which the interests of that job interfere with your ability to perform your professional duties for Yara.



You have the right and responsibility to obtain guidance on conflicts of interest, and your first point of contact should always be your line manager. For more on this, see section 3, Seeking Guidance and Reporting an Issue.

Questions to ask yourself:

- Do you have any family members or close friends who work at Yara, or are in a recruitment process for a position at Yara?
- Are you, any family member or close friend employed by a Yara Business Partner or competitor?
- Have you, or are you aware of any family member or close friend who has an economic interest in a Yara Business Partner or competitor?
- Do you hold any positions, or are you considering any paid consultancies outside of your position at Yara (e.g., board membership, freelance work, etc.)
- Do you have any licenses or ownership interest in any products or tools that could be used by, or in competition with, Yara?
- Have you, any family members or close friends undertaken any transactions with a Yara Business Partner or competitor in the last 12 months?

## Relationships between employees

Yara understands that romantic relationships may develop between employees. However, we also recognize that such relationships may affect the work environment for others, and that they may increase the risk of misperceptions, conflicts of interest, and even fraud. If you are in a romantic relationship with a colleague, please pay special attention to the rules on conflicts of interest. If you have concerns about a romantic relationship, we encourage you to seek advice from your line manager.

For romantic relationships within a reporting line or between colleagues within the same team, the highest-ranking person must report the relationship to their line manager, and amicable adjustments should be made.

All reports regarding romantic relationships will be handled with the utmost discretion.

All conflicts of interest must be declared using the Conflict of Interest Declaration Form, available on the Ethics and Compliance Pulse pages.





# 9 Hospitality, Gifts and Expenses

Yara's main rule is that we prefer not to give or receive gifts. Yara prohibits giving and receiving hospitality, gifts, and expenses that:

- Create, or appear to create, improper influence between parties.
- Are not business relevant and do not serve to create or strengthen a business relationship.
- Are excessive or frequent.
- Are given to parties involved in a contract negotiation, a tender or competitive bidding process.
- Are "quid pro quo" (something offered for something in return).
- You pay for personally, to avoid reporting.
- Are not in accordance with local law, regulations, culture, or custom.
- Are considered inappropriate.
- Are monetary in nature, such as cash, loans, gift cards, vouchers, pre-paid credit cards, etc.

There should always be openness and transparency in relation to hospitality, expenses, and gifts, and they should reflect Yara's values, the business purpose, and the occasion. Hospitality that may not be considered relevant to your business should not be accepted. Hospitality, whether giving or receiving, shall always be approved by your line manager in writing beforehand.

You can accept or give gifts below USD 75 without prior approval from your line manager.

Gifts and hospitality valued above USD 75 should not be given to or accepted from any Business Partners or other external parties. However, in the exceptional circumstances where gifts or hospitality valued above USD 75 or paying for the travel of Business Partners may be warranted due to business purposes, you need your line manager's written approval, and the Ethics and Compliance "Gift and Hospitality Declaration Form" must be submitted prior to giving or offering to pay such expenses.

You must complete the Gifts and Hospitality Declaration Form found on the Ethics & Compliance Pulse pages:

- if business needs warrant the giving or receiving of gifts and hospitality valued above USD 75.
- if Yara is considering paying for the travel of Business Partners.
- if Yara is intending to give any gift or hospitality to a Public Official.



You must exercise extra caution when giving or receiving gifts, hospitality, and expenses such as per diem to or from Public Officials or their close associates. You shall never offer or give Public Officials gifts or hospitality to obtain a license, permit, or other benefits.

At Yara, we always pay for our own travel and accommodation costs when on business for Yara. Yara will only in exceptional cases pay for spouses even in the extraordinary event that we cover travel and accommodation costs for a Business Partner or another external party.

Gifts, hospitality and expenses shall be recorded accurately in Yara's books and records.

For further guidance, please refer to the Gifts & Hospitality Guidance available on the Ethics & Compliance Pulse pages or consult your line manager.





# 10 Working with Our Business Partners

Conducting our own operations in an ethical and compliant manner is not sufficient. As a global company, Yara is also judged by the conduct of our Business Partners, and is accountable for what we can reasonably influence within our value chain. Yara is firmly committed to being part of a responsible and sustainable value chain, and will continue to work on improving our systems and processes to achieve this objective.

We expect our Business Partners to comply with all relevant laws and regulations, as well as the Code of Conduct for Yara's Business Partners (available in over 20 languages on the Ethics and Compliance Pulse pages and at [www.yara.com](http://www.yara.com)). This means they have to conduct their business in line with internationally recognized and endorsed standards in key areas such as anti-corruption, human rights, labor conditions, sustainability, business ethics, and compliance. Yara is committed to only working with partners that fulfill these requirements, and failure to do so may result in discontinuation of the business relationship.

Please contact the Legal Department for guidance on adding compliance clauses to a Business Partner contract.







## 10.1 Intermediaries: Working on Yara's Behalf

Any Business Partner that operates on Yara's behalf is considered an agent or intermediary. However, they may have many other names such as consultants, contractors, agents, resellers, brokers, etc.

The Norwegian anti-corruption law applies to all companies and individuals who act on Yara's behalf, regardless of their nationality or where they do business. This means that Yara is likely to be held responsible for the actions of an intermediary. It also means that these entities or individuals constitute high risk Business Partners and require extra caution. Intermediaries must contractually agree in writing to comply with a standard equal to or higher than the Code of Conduct for Yara's Business Partners.

## 10.2 Joint Ventures and Partnerships

Yara's standards shall apply to the fullest extent possible in all entities majority-owned by Yara. In entities where Yara is a minority owner, agreed standards and audit rights should be negotiated and documented between the parties. In the case of joint venture entities, this should be documented in the joint venture agreement.

## 10.3 Integrity Due Diligence

Yara's Integrity Due Diligence (IDD) Procedure requires that before an agreement or transaction with any new Business Partner is entered, an assessment of the integrity of the Business Partner shall be made.

The IDD Procedure is found on Yara's Steering System and additional guidance on the process, and when to perform an IDD is available on the Ethics and Compliance Pulse pages. Complying with and understanding the IDD Procedure is the responsibility of all employees.

## 10.4 Offshore Jurisdictions

Transactions involving offshore jurisdictions may expose Yara to additional risk due to limited insight. Such risk may arise from increased public and regulatory scrutiny of Business Partners' corporate structures, and non-compliance with rules on money laundering or tax evasion.

There may be legal and valid reasons for the use of offshore jurisdictions by Business Partners. Nonetheless, extra caution shall be taken where a Business Partner has a legal entity, bank account or other activities in such a location.

If you are in any doubt concerning offshore jurisdictions, contact Finance, Treasury and Insurance or the Ethics and Compliance Department immediately.

## 10.5 Sanctions

Yara is committed to complying with all applicable national and international financial, trade and other sanctions regulations in force from time to time in the countries where we operate. Yara has a policy of compliance with both Norwegian sanctions and sanctions adopted by the European Union as Yara has extensive production, sales and services in the European market. US sanctions are also relevant to Yara and may apply where there is any connection between a proposed business activity and the US, including where US dollars, US persons, companies or banks are involved. Furthermore, there may be additional local sanctions regulations applying in Yara's countries of operation with which Yara must also comply.

Every Yara unit is responsible for ensuring that activities being performed by it is in compliance with applicable sanctions regulations and shall in particular follow Yara's Sanctions Compliance Process. Please consult the Legal Department on any questions regarding sanctions regulations.

Further information about Yara's Sanctions Compliance Process and which countries are considered 'High' and 'Extreme' risk from a sanctions perspective is available on Yara Pulse.

Ensure that you are familiar with and follow Yara's Sanctions Compliance Process, especially in relation to potential business activities involving countries defined by Yara as 'High' or 'Extreme' risk from a sanctions perspective.



# 11 Fair Competition



Yara has a strict policy of conducting business in full compliance with all applicable competition laws and regulations.

It is our responsibility as employees to familiarize ourselves with relevant competition laws and regulations and to conduct our daily business activities in full compliance with them. If you have any questions or concerns about the content or scope of these laws or any related business activities, you must consult your line manager or the Legal Department for clarification.

## 11.1 Competition law requirements

To ensure that you are complying with competition law, be sure to:

- Stay vigilant when competitors may be speaking about internal or commercially sensitive issues (e.g., pricing strategy, rebates, intended plant closures/expansions, etc.) If such a conversation arises, remove yourself from it immediately and report the matter to your line manager and the Legal Department.
- Never engage in any improper communications, whether written, electronic or oral. Written communication may end up in a court of law.
- Familiarize yourself with Yara's Competition Compliance Manual and Dawn Raid Manual available on Pulse including other procedures and Guidance Sheets relevant to your local market. In addition, e-learning courses are available on the Yara Learning platform.

A lack of knowledge will not be considered an acceptable excuse to the competition authorities, and failure to obey competition rules may result in disciplinary action. Note that no one in Yara has authority to give orders or directions that would result in violation of these laws and regulations.

## 11.2 Vertical Restraints

Common examples of vertical restraints include:

- Resale price maintenance – Prescribing minimum or maximum prices at which a distributor can resell a purchased product.
- Territorial restrictions – Limiting the geographic territory in which a distributor may resell what it has purchased.
- Exclusive dealing – Inducing a buyer to deal only in Yara's products.
- Tying contracts or bundling – Making the availability of one product dependent upon the purchase of other products or services.



## 11.3 Collusion

Some examples of collusion include:

- Price fixing and pricing strategies – Selling the same products or services at the same price and on similar conditions.
- Volume of sales or production – Producing or selling only a certain (limited) amount of product in the market.
- Dividing territories – Agreeing to stay out of one another's markets to reduce competition in the agreed upon territories or towards certain categories of customers.
- Bid rigging – Participating in a form of fraud by which the parties present fake bids at an auction.

You must ensure that you do not engage in collusion, whether expressed or implied. This includes the sharing of all types of information that may influence a competitor's future behavior on the market. Even informally discussing any of the above matters could often violate competition laws. Yara can be heavily fined as a result of this type of action, and individuals involved can also face fines and/or jail time and will face disciplinary actions.

## 11.4 Dominant Position

If you work in a market in which competition authorities may deem Yara as the dominant player (market shares indicative of more than 40 - 50%) and your job involves sales, marketing or procurement activities, you must make sure that Yara avoids activities that may be deemed abusive, such as for instance loyalty rebates and predatory pricing.

## 11.5 Mergers and Acquisitions

The Legal Department must always be involved if you are dealing with mergers and acquisitions or joint ventures, in order to prevent any uncompetitive practices or breach of merger control notification requirements.





# 12 Financial and Non-Financial Accountability and Transparency

## 12.1 Financial Accountability and Transparency

As an industry leader and publicly listed company, Yara has a responsibility to communicate timely, completely, and accurately with our shareholders, as well as government regulators and the general public. Yara's financial records shall be complete, fair, accurate, timely, and understandable.

All of our records shall be prepared in accordance with applicable laws, regulations, relevant accounting standards, and Yara's internal policies. Furthermore, Yara must comply with the rules of the Norwegian Stock Exchange (Oslo Børs) and the Norwegian Code of Practice for Corporate Governance, regardless of the office in which you may be working. Adequate, effective, and efficient internal control procedures related to all financial reporting need to be implemented in accordance with central requirements, including proper segregation of duties and delegation of authority.

Everyone is responsible for ensuring that the financial reports and submissions they file are complete, fair, accurate, timely, and understandable. The business line is accountable to ensure all business records (invoices, bills, travel and entertainment expense reports, payrolls, service records, reports, etc.) are prepared timely and accurately. With Yara's integrated business model, this requires extensive collaboration between functions and business lines. Financial reporting is a reflection of what happens in the business; our books and records shall accurately and completely reflect all business transactions in which you have engaged. None of us may create or participate in the creation of records that are misleading, or incomplete.

This is particularly important where management judgments and assumptions influence the reported figures and where key performance indicators are based on financial results. Yara requires that all employees involved in financial accounting and reporting show the necessary professional objectivity and scepticism.

Yara's communication and cooperation with internal and external auditors shall be open, honest, and complete. Any issues or concerns raised during such audits shall be properly addressed and resolved.

You should immediately report any case of suspected or actual financial or operational misrepresentation or impropriety. See section 3.2 How to Report an Issue. Any deliberate act to influence or adjust the financial records to achieve a desired result will be treated as fraud.

For more information, please reference the ICFR Framework and Yara's Accounting Principles.



## 12.2 Insider Trading

Yara is a publicly listed company. Because of this, you cannot buy or sell shares or other financial instruments in Yara or other companies if you possess information that is not commonly known in the market and which is likely to have a significant effect on the price of those financial instruments or related financial instruments if and when made public. You also may not advise others to perform such activities.

Material, non-publicly disclosed information can be either positive or negative. Examples of information that could be classified as inside information are financial statements that have not yet been published, information on mergers or acquisitions, large investments or divestments, changes in dividend policies, or changes in executive management.

If you have any questions as to whether the information you possess qualifies as inside information, you should consult the Investor Relations Department or the Legal Department.

You must never disclose any inside information to anyone outside of Yara, including your family members or friends. You should also refrain from discussing this information with colleagues who do not have a business need to know it. Yara is required by law to keep a list of persons with access to inside information, and uses an IT system called InsiderLog to comply with this requirement. If you possess inside information you will be required to log in to this system and complete the required fields as soon as possible upon receiving notice.

Engaging in insider trading is illegal. Violations can carry civil and/or criminal penalties for those involved.

## 12.3 Money Laundering

The goal of a large number of criminal acts is to generate a profit for the individual or group that carries out the act. Money laundering is when the criminals move funds through banks and other businesses so they can be used without detection of the illegal activity that produced them.

Money laundering is illegal in Norway and in most other countries. Yara does not allow money laundering and takes preventative action to avoid unwittingly participating in such acts. You must ensure that you do not engage in money laundering and any suspected attempts of money laundering should be reported to the Ethics and Compliance Department.

## 12.4 Funds

Whether you are conducting business, on business travel, or entertaining your Business Partners, you have an obligation to exercise prudence when using Yara's funds. You must use these funds responsibly and for business purposes only. Each of us is responsible for ensuring that Yara's funds are appropriately accounted for and monitored to avoid misuse and theft.

## 12.5 Non-Financial Accountability and Transparency

Yara's mission to responsibly feed the world and protect the planet is inspired by the UN Sustainable Development Goals and the Paris Agreement. We strive for diligent and transparent sustainability reporting.

In line with global standards, Yara seeks external assurance of its reporting to the GRI reporting framework. Our ambition is to achieve the same level of quality in the non-financial reporting as in the financial reporting. We have started on the maturity journey, formalizing internal control over the non-financial indicators.

Our communication and cooperation with internal and external auditors shall be open, honest, balanced, concise, reliable, complete and consistent. Any issues or concerns raised during such audits will be properly addressed and resolved.

You should immediately report any case of suspected or actual non-financial misrepresentation or impropriety. Any deliberate act to influence or adjust the non-financial records to achieve a desired result will be treated as fraud.

For more information, please reference the Sustainability Governance, Internal Control Framework and each indicators' policies and processes.



# 13 Protecting Company Information

Our company, Business Partners, and shareholders count on us to protect Yara's assets. We are accountable for safeguarding these assets at all times, including physical property (such as supplies, products, equipment, and funds) and intellectual property.

## 13.1 Confidential and Strictly Confidential Information

We all must work to prevent unauthorized internal and external persons from gaining access to Yara's confidential information. In general, confidential and strictly confidential information is non-public information which is particularly sensitive to Yara, its employees or Business Partners. Its unauthorized disclosure could have an adverse impact to Yara and its partners. Examples are strategic information such as business plans, marketing and sales information, contracts, product development plans, information on mergers and acquisitions, interim reports, design and engineering specifications. The unauthorized disclosure of such information could harm Yara's business or reputation, it may also impact Yara's share price or that of its partners. Therefore, we must comply with the requirements to maintain the confidentiality of all such information, except when disclosure is authorized or required by law.

Please refer to the Information Handling Policy for further information.

To prevent unauthorized persons from having access to internal Yara information, you as a Yara employee should:

- Protect the Yara user account by never sharing the access details (password, or other authentication) with anyone, be that on the phone or directly.
- Be aware of where you are and if anyone may be able to hear you. Avoid discussing non-public Yara information in public areas such as on plane, in trains or elevators. Similar caution should be exerted when participating in conference calls, where it is difficult to control who the actual participants of the call can be.
- Maintain adequate document control by ensuring that information is properly protected in storage and during distribution.
- Understand that unauthorized forwarding of Yara emails is a breach of confidentiality. This includes forwarding to your own private email address.
- Ensure that a suitable confidentiality agreement is in place before sharing confidential information.
- Ensure that you securely dispose physical documents with confidential information in secure bins or by shredding.



- Not share sensitive Yara information via unmanaged services, social media or external channels. Always ensure you remove Yara sensitive and personal data before using freely available online services such as translation tools, artificial intelligence chatbots (e.g. ChatGPT), Software as a Service (SaaS), etc.
- Not store sensitive Yara information on unauthorized external cloud storage and services.
- Maintain confidentiality, not only while employed with Yara but also after the employment relationship has ended.
- Protect sensitive information stored in external storage equipment from unauthorized access by use of the Information Protection tool provided by Digital Technology (Azure Information Protection) or by ensuring it is never left unattended. This not only includes computers and laptops, but also USB sticks, external hard drives, and smartphones.

We also have an obligation to protect the confidential information entrusted to us by our customers and Business Partners. You must never share partner or customer information externally unless explicitly authorized or required to do so by law.

## 13.2 Intellectual Property

Yara's intellectual property (IP) is one of our most valuable assets. Yara's IP consists of any business ideas or information that Yara owns, such as unique products or methodologies and proprietary information. This includes our trade secrets, know-how, patents, trademarks, and materials protected by copyright. Be advised that Yara retains exclusive ownership of any intellectual property conceived or developed during your employment, when this activity is performed in connection with or relating to work done with Yara.

You must also respect the IP rights of Yara and others. This means you must comply with all applicable laws that govern Yara's IP, as well as those of our Business Partners. In addition, you must respect the rights associated with the use of free software or shareware.

## 13.3 Electronic Devices

Although Yara acknowledges that company-owned computers, mobile devices and other IT equipment may occasionally be used for private purposes, this equipment is supplied for professional use:

- Be particularly cautious when using social media or entertainment services on company computers and IT systems.
- Do not install unauthorized software on your Yara devices or personal devices you intend to use to access Yara data.
- Do not use company-owned electronic devices to access illegal content that is in violation of local laws and/ or Yara values.
- Do not stream, download or store pirated music or other types of digital entertainment on your Yara devices or personal devices you intend to use to access Yara data.
- Avoid using your Yara email address and password to register in external forums and representing Yara unless authorized to do so.
- At any time and place (home, office, during travel), protect access to Yara devices and stored information by not sharing or allowing access to them for unauthorized parties (including family).
- Ensure that you return electronic equipment such as PC or mobile devices to Local IT once you have received a replacement. Do not hand devices down to a family member or friends, or store old/outdated devices in drawers or other storage. Exceptions will be handled by the Local HR or the Country Legal Responsible (CLR), with the support of the Local IT. In that case, Local IT has to ensure that all company information and tools have been securely erased by approved tools.
- It is your responsibility to protect electronic equipment from physical damage, theft, or loss of the Yara data stored in the devices. Familiarize yourself with ways to prevent attempts to steal Yara's electronic information (i.e., opening links or attachments received via suspicious emails known as phishing, or addressing unsolicited phone calls asking you to share your password, or running any software they instruct you to download) and as soon as possible report any such attempts to the Yara Global Service Desk.



# 14

## Data Privacy

We must all be committed to protecting the privacy and personal data of our colleagues, customers, suppliers and Business Partners. Therefore, it is important that all Yara employees who may process or otherwise handle personal data are made aware of the applicable requirements.

Yara has implemented the following Data Privacy Policies and related procedures and guidelines, which set out the framework for how personal data shall be processed and protected within Yara:

- Yara Data Privacy Policies for Employee Data and customer, supplier and Business Partner Data; and
- Yara UK Data Privacy Policies for Employee Data and customer, supplier and Business Partner Data.

All Yara employees are required to abide by these policies. Violation of the Yara Data Privacy Policies may result in disciplinary action, up to and including termination of employment.

### What is personal data?

Personal data entails any information relating to an identified or identifiable individual person. The name, telephone number and email address of an employee or a customer are typical examples of personal data. So are performance reviews, salary information, hours worked, user profile, electronic activity logs regarding an individual person's use of IT resources or a person's purchase information.

For more examples of what constitutes personal data, please refer to the Data Privacy page on Pulse.

### How to process personal data?

When you process personal data about other persons, you must follow the Yara Data Privacy Policies and related procedures and guidelines.

In this context, "processing" means use of personal data, from collection and registration to disclosure and deletion. Please be aware that within certain areas of responsibility, for example in HR, IT, Procurement and Global Innovation, there may be specific routines for how you shall process personal data.

Please note:

- Personal data may only be used for specified, explicit and legitimate purposes and not be collected or otherwise processed unless strictly necessary.
- One must define a retention period, and make sure the personal data is deleted after the retention period.

Due to the increased digitalization and high volume of information in general, handling and safeguarding personal data in a lawful way has never been of greater importance. Organizations that are not in compliance with the GDPR may face heavy fines, in addition to reputational damage. It is therefore of utmost importance that employees that handle personal data comply with the applicable rules.

For more information on how to handle personal data, please visit the Data Privacy page on Pulse or contact the Head of Data Privacy or your Regional Data Privacy Coordinator.







# 15 Sustainability, Our Stakeholders and Our Community

## 15.1 Sustainability

In delivering on our Mission and Vision Yara has updated the corporate strategy, including a new ambition statement: Growing a Nature Positive Food Future. This ambition was set in a context of a climate- and nature crisis, changing global agriculture industry, increasing competition and increased consumers' influence on the food value chain.

Yara has two strategic priorities: accelerate operational excellence and expand our reach and offerings. Under these priorities we have committed to significant actions to improve performance.

We must be on the forefront of developing sustainable agricultural practices, enabling the hydrogen economy and in becoming more sustainable in our own operations. We must pioneer new and scalable models to share our knowledge with more farmers and customers.

We shall strive to outperform our competitors by focusing on operational excellence and best-in-class safety performance, as well as finding new and innovative ways to monetize our knowledge to empower farmers and industrial customers.

We have declared an ambition of growing a Nature-Positive Food Future. To achieve this, we will use our leadership position to shape industry standards and build more sustainable crop nutrition solutions that are

supported by our nitrate products. We have taken an active role in developing emission targets for the fertilizer industry. We believe sustainability and value creation go hand in hand. Therefore, Yara innovates with a purpose – choosing to become part of the solution.

## 15.2 Sponsorships

A sponsorship is an exchange of value where Yara is funding an effort in support of our Mission, Vision and Ambition that we receive a specific and defined return for. All activities we sponsor must be in line with our mission, vision and ambition. In addition, we sponsor institutions or activities that support our history or the economic development of the regions we serve.

Sponsorships are based on a formal agreement between two parties and are considered a marketing and positioning tool. Note that Yara does not support individuals.

All Yara sponsorships must be in line with our Mission, Vision and Ambition and shall also:

- Build Brand awareness
- Advance our Mission, Vision and Ambition
- Support our history and heritage



- Promote diversity and inclusion
- Reflect our role as a valuable contributor to the local community
- Advance customer relationships
- Empower groups and associations that promote local economies
- Enable local initiatives that support our mission of feeding the world and protecting the planet.

As part of any commitment we should aim for increased visibility for the brand through promoting the company, a key note speech or a presentation included in the event's agenda.

Sponsorships at local level are approved by site, plant, country manager or equivalent.

Sponsorships at regional or global plants level are approved by relevant regional or executive management team.

Sponsorships at a corporate or global level are those anchored to Yara's strategic Mission, Vision and Ambition. Corporate sponsorships also might have potential to be expanded geographically and with a global reach or impact. Corporate sponsorships should always involve the Corporate Positioning Department and must receive support and approval by the relevant executive management team.

The person or group making a community investment, sponsorship, or scholarship decision is responsible for the integrity of the process and the outcome. This includes responsibility for the following:

- Ensuring that the contribution does not constitute bribery or corruption, nor gives the appearance of such.
- Ensuring there are no actual, potential, or perceived conflicts of interest.
- Ensuring accountability and transparency, and that the funds are being used as intended, by regularly managing and monitoring contributions.
- Ensuring that contributions are not made at the direction or for the benefit of a Public Official<sup>1</sup> (or a close associate) that has oversight or influence over Yara's business.

- Ensuring that the contribution is fully compliant with the Integrity Due Diligence Procedure where applicable.

All sponsorships must be declared using the Sponsorship registration Form available on the Corporate Sponsorship page on Pulse.

## 15.3 Donations

A donation is usually a one-time payment or contribution without expecting anything in return. All donations made by Yara shall be approved according to established authority matrixes.

From a Positioning standpoint, donations should be kept to an absolute minimum and primarily in connections with emergencies. Donations shall never be given to:

- Entities that are current or prospective Business Partners
- Individuals

For any questions on donations, please contact your Regional Compliance Manager.

## 15.4 Political advocacy & Lobbying

Yara understands the importance of making its position known on important industry matters. Proactive engagement with government policy makers and other stakeholders, such as the media, civil society, sector associations and international institutions shall be conducted in a transparent and open way. This includes transparency about the frequency, objectives, and content of such engagements, even when the purpose of the engagement is only information sharing. Many countries require that engagements with officials and expenditures on advocacy are also recorded in an official transparency register.

You may not communicate with Public Officials on policy matters or engage in political activities on Yara's behalf, except in accordance with local law, applicable regional policy, and in coordination with respective Country Legal Representative and or Yara's Corporate Affairs & Global Initiatives Department.

If you have any questions, please contact your line manager, Corporate Affairs & Global Initiatives Department or the Ethics and Compliance Department.

<sup>1</sup> See Section 9.4 Gifts to Public Officials for definition



Yara may employ lobbyists to act on its behalf. Lobbyists employed by Yara must always disclose that they represent Yara to the government officials, governing bodies, or organizations with which they interact. Lobbyists are considered Intermediaries and are subject to IDD work according to our IDD procedure (Please see section 10.1 on Intermediaries: Working on Yara's Behalf).

The Corporate Affairs & Global Initiatives Department shall have full oversight of all lobbying efforts employed by Yara. Any lobbyists we retain must comply with all applicable laws and regulations.

## 15.5 Political Activity and Contributions

Yara encourages everyone to voluntarily exercise their individual right to participate in the political process. However, you must conduct your personal political activities within your own time and using your own resources. You must also ensure that your personal political pursuits and contributions do not create conflicts of interest.

Yara does not provide gifts, donations or other support to political parties or individual politicians.

You must never contribute company funds or assets directly to any political party, nor to any individual who holds or is seeking public office, or any other political, religious, or ideological entities.

## 15.6 Communicating about Yara to the Public

It is of critical importance that Yara speaks to the public with consistency and authority. Therefore, only authorized spokespersons may speak to any media or investment analysts on behalf of Yara. This is described in the Information Disclosure Policy in the Yara Steering System.

## 15.7 Personal Conduct in Social Media

Guidelines for employees' personal use of social media are included in the Social Media Procedure, available in the Yara Steering System. Please also refer to the Social Media Handbook for information and tips on how to use social media correctly and effectively. The Social Media Handbook is available under Corporate Functions in the Corporate Communications section on Pulse.





# 16

## Additional Ethics and Compliance Tools

There are several additional tools available to help you make the right decisions.

### 16.1 Ethics and Compliance Pulse Pages

Visit the Ethics and Compliance Pulse pages for detailed information on most of the topics covered in this document.

### 16.2 E-learning Course

Complete Yara's interactive Code of Conduct e-learning course. It is available on the Yara Learning Platform and provides additional and practical advice on many of the topics covered in this document. The course is mandatory for all employees who have access to Yara Learning, every two years of employment. It covers a wide range of topics, including integrity due diligence, human rights, Business Partners, corruption, personal conduct, facilitation payments, and gifts and hospitality.

### 16.3 Participate in Ethics and Compliance Training Sessions

The Ethics and Compliance Department has a tailor-made, interactive, face-to-face training program that covers thousands of employees each year. If you receive an invitation to participate in such a session, please consider attendance mandatory and make the effort to attend.

You are welcome to request training sessions for your department from your Regional Compliance Manager or the Ethics and Compliance Department directly.

### 16.4 Guidance Sheets

Guidance sheets provide detailed practical advice on select topics from the Code of Conduct. These include:

- Gifts & Hospitality
- Facilitation Payments
- Conflicts of Interest
- Agents & Intermediaries
- Public Officials
- Contract Management
- Ethical Decision-Making

Guidance sheets on the above topics are available (in English only) on the Ethics & Compliance Pulse pages and on the YaraEthics App.



## 16.5 YaraEthics App

The YaraEthics App is available for all employees in 14 languages and gives compliance guidance and content on demand on your mobile device. When working remotely, you will have easy access to:

- Yara's Code of Conduct
- The Ethics hotline
- Our compliance e-learning content from Yara PeoplePath
- Declaration forms for conflict of interest, gifts & hospitality, and facilitation payments
- Micro learnings, guidance sheets, and Q&As.

The app can be downloaded to your phone from the Company Portal App (Intune) or by scanning the QR codes available on the Ethics & Compliance Pulse pages.



# 17

## Glossary

### Business Partner

Anyone with whom Yara does business, for example, but not limited to: suppliers, customers, distributors, agents, intermediaries, resellers, consultants, contractors, associates, lobbyists, or joint venture partners.

### Collusion

Collusion is an agreement, or form of common understanding, that is reached between two or more competitors to limit competition in order to gain an unfair advantage. Oftentimes, it is an agreement (or "common understanding") among firms, also known as "cartels", to divide the market, set prices or limit production.

### Confidential Information

Non-public information which is particularly sensitive to Yara, its employees or Business Partners.

### Conflict of Interest

Conflicts of interest arise when one's personal interests interfere or appear to interfere with Yara's interests.

### Corruption

The abuse of entrusted power for private gain and obtaining improper advantage by virtue of your position.

### Donation

A one-time payment or contribution without expecting anything in return.

### Facilitation payment

Payments, in cash or in kind, made for the timely completion of a routine action. These are actions that the recipient is obliged to perform and may include processing papers and issuing permits. The payment is of a nominal value relative to the local economy.

### Fraud

Any intentional act or omission to deprive another of property or to circumvent procedure by deception or other unfair means.

### Gift

A gift is an item of value exchanged with an external party as a token of appreciation, which is not payment for goods provided or services rendered, and which is not otherwise hospitality.

### Insider Trading

The trading of a public company's stock or other securities based on material, non-public information about the company.

### Integrity Due Diligence

The process of investigating the integrity of potential and existing Business Partners.

### Intellectual Property

Property (such as an idea, invention, or process) that derives from the work of the mind or intellect, or an application, right, or registration relating to this.

### Intermediary

An Intermediary is a company or an individual acting on Yara's behalf. Examples of Intermediaries are consultants, contractors, agents, resellers, brokers or distributors.

### Joint Venture

A contractual business undertaking between two or more parties.

### Lobbying

The lawful process of influencing public and government policy, the actions or decisions of government officials at all levels.

### Money Laundering

The moving of the proceeds of crime through the financial system so as to conceal its nature.

### Offshore Jurisdiction

Offshore jurisdictions are territories where authorities may have limited insight for taxation or other purposes.



## Personal Data

Any information relating to an identified or identifiable individual person, that can be used on its own, or together with other information, to contact, locate or otherwise identify an individual person.

## Public Official

Anyone employed by or acting on behalf of a national, regional or local government; a government-owned or controlled entity; employees or agents of public international organizations; political parties, party officials and candidates for public office; and anyone else acting in an official capacity for or on behalf of a government agency or entity, including persons holding a legislative, administrative, or judicial post, and members of the military and police.

## Retaliation

Any unfavorable action, practice or omission that results from, or is a reaction to, an employee's reporting of an issue.

## Sponsorship

An exchange of value, funding an effort that you receive a specific and defined return for.

## Vertical restraints

Vertical restraints are a type of restraint of trade arrangement between firms operating in different levels of the manufacturing or distribution chain. These agreements generally restrict the conditions under which such firms may purchase, sell or resell products and services.

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