



Fertiglobe plc

Quarterly condensed consolidated interim financial statements

For the nine-month period ended 30 september 2022
(unaudited)

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT

\$ millions	Note	30 September 2022	31 December 2021
Assets			
Non-current assets			
Property, plant and equipment	<u>8</u>	2,804.4	2,942.2
Right-of-use assets		78.3	81.6
Goodwill	<u>9</u>	604.8	604.8
Trade and other receivables	<u>10</u>	36.8	29.1
Total non-current assets		3,524.3	3,657.7
Current assets			
Inventories		172.1	133.8
Trade and other receivables	<u>10</u>	499.8	477.9
Cash and cash equivalents	<u>11</u>	1,782.8	899.1
Total current assets		2,454.7	1,510.8
Total assets		5,979.0	5,168.5

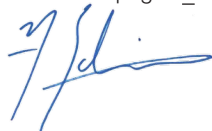
The notes on pages 8 to 18 are an integral part of these quarterly condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT

\$ millions	Note	30 September 2022	31 December 2021
Equity			
Share capital		1,328.2	1,328.2
Reserves	<u>17</u>	(7.2)	(37.6)
Retained earnings	<u>17</u>	543.2	555.6
Equity attributable to owners of the Company		1,864.2	1,846.2
Non-controlling interest		864.5	659.8
Total equity		2,728.7	2,506.0
Liabilities			
Non-current liabilities			
Loans and borrowings	<u>12</u>	1,075.2	1,326.1
Lease obligations		75.5	79.9
Trade and other payables	<u>13</u>	18.5	17.7
Deferred tax liabilities		578.1	540.7
Total non-current liabilities		1,747.3	1,964.4
Current liabilities			
Loans and borrowings	<u>12</u>	63.9	59.6
Lease obligations		14.5	11.3
Trade and other payables	<u>13</u>	1,237.0	422.4
Provisions		114.6	134.2
Income tax payables		73.0	70.6
Total current liabilities		1,503.0	698.1
Total liabilities		3,250.3	2,662.5
Total equity and liabilities		5,979.0	5,168.5

The notes on pages 8 to 18 are an integral part of these quarterly condensed consolidated interim financial statements.



H. Badrawi (Board Member)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

\$ millions	Note	Nine-month period ended 30 September 2022	Nine-month period ended 30 September 2021	Three-month period ended 30 September 2022	Three-month period ended 30 September 2021
Revenues	16	3,974.0	2,126.7	1,317.9	866.7
Cost of sales	14	(2,054.5)	(1,346.0)	(734.0)	(528.0)
Gross profit		1,919.5	780.7	583.9	338.7
Other income		3.0	-	3.0	-
Selling, general and administrative expenses	14	(107.6)	(72.4)	(37.6)	(27.4)
Other expenses		(0.9)	-	(0.1)	-
Operating profit		1,814.0	708.3	549.2	311.3
Finance income	15	36.5	14.0	(21.9)	6.5
Finance cost	15	(112.5)	(34.9)	(34.2)	(11.0)
Net finance cost		(76.0)	(20.9)	(56.1)	(4.5)
Profit before income tax		1,738.0	687.4	493.1	306.8
Income tax		(228.3)	(171.4)	(73.6)	(107.4)
Profit for the period		1,509.7	516.0	419.5	199.4
Other comprehensive income:					
Items that are or may be reclassified subsequently to profit or loss					
Foreign operations - foreign currency translation differences		(11.2)	(32.1)	40.4	(13.8)
Other comprehensive (expense)/income, net of tax		(11.2)	(32.1)	40.4	(13.8)
Total comprehensive income		1,498.5	483.9	459.9	185.6
Profit attributable to:					
Owners of the Company		1,077.6	336.2	291.6	137.7
Non-controlling interest		432.1	179.8	127.9	61.7
Profit for the period		1,509.7	516.0	419.5	199.4
Total comprehensive income attributable to:					
Owners of the Company		1,070.6	319.5	312.1	130.4
Non-controlling interest		427.9	164.4	147.8	55.2
Total comprehensive income		1,498.5	483.9	459.9	185.6
Earnings per share (in USD)					
Basic earnings per share	19	0.130	0.040	0.035	0.017
Diluted earnings per share	19	0.130	0.040	0.035	0.017

The notes on pages 8 to 18 are an integral part of these quarterly condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

\$ millions	Note	Share capital	Reserves (Note 17)	Retained Earnings (Note 17)	Equity attributable to owners of the Company	Non- controlling interest	Total Equity
Balance at 1 January 2021		3,328.2	(1,229.4)	436.1	2,534.9	527.5	3,062.4
Profit for the period		-	-	336.2	336.2	179.8	516.0
Other comprehensive income		-	(16.7)	-	(16.7)	(15.4)	(32.1)
Total comprehensive income		-	(16.7)	336.2	319.5	164.4	483.9
Impact difference in profit sharing non-controlling interest ¹		-	-	-	-	70.9	70.9
Share capital reduction	<u>19</u>	(2,000.0)	2,000.0	-	-	-	-
Dividends to non-controlling interest ²		-	-	-	-	(181.8)	(181.8)
Non controlling interest acquisition	<u>18</u>	-	-	10.4	10.4	(48.8)	(38.4)
Dividends to shareholders		-	(850.0)	(350.0)	(1,200.0)	-	(1,200.0)
Balance at 30 September 2021		1,328.2	(96.1)	432.7	1,664.8	532.2	2,197.0
Balance at 1 January 2022		1,328.2	(37.6)	555.6	1,846.2	659.8	2,506.0
Profit for the period		-	-	1,077.6	1,077.6	432.1	1,509.7
Other comprehensive income		-	(7.0)	-	(7.0)	(4.2)	(11.2)
Total comprehensive income		-	(7.0)	1,077.6	1,070.6	427.9	1,498.5
Impact difference in profit sharing non-controlling interest ¹		-	-	-	-	230.4	230.4
Dividends to non-controlling interest ²		-	-	-	-	(453.6)	(453.6)
Capital contribution	<u>20</u>	-	37.4	-	37.4	-	37.4
Dividends to shareholders	<u>17</u>	-	-	(1,090.0)	(1,090.0)	-	(1,090.0)
Balance at 30 September 2022		1,328.2	(7.2)	543.2	1,864.2	864.5	2,728.7

¹ In the partnership agreement in Sorfert between the Group and the partner, a profit-sharing arrangement is agreed, where the other partner will receive a relatively higher portion of dividends in compensation for lower natural gas prices agreed with the partner.

² Dividends to non-controlling interest represent the dividend declared by Egypt Basic Industries Corporation S.A.E on 28 March 2022 and 14 August 2022 and dividends declared by Sorfert Algeria SPA on 4 April 2022 (30 September 2021: Dividend declared by Sorfert Algeria SPA on 22 April 2021).

The notes on pages 8 to 18 are an integral part of these quarterly condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

\$ millions	Note	30 September 2022	30 September 2021
Profit for the period		1,509.7	516.0
Adjustments for:			
Depreciation, amortization and impairment	<u>14</u>	184.9	202.1
Interest income	<u>15</u>	(1.2)	(0.7)
Interest expense	<u>15</u>	61.7	31.9
Net foreign exchange loss/(gain) and others	<u>15</u>	15.5	(10.3)
Impact difference in profit-sharing non-controlling interest		230.4	70.9
Income tax expense		228.3	171.4
Changes in:			
Inventories		(38.6)	(2.8)
Trade and other receivables		(32.7)	(122.4)
Trade and other payables		40.3	4.6
Provisions		(12.4)	(18.2)
Cash flows:			
Interest paid		(41.0)	(27.3)
Lease interest paid ¹		(3.4)	(3.3)
Interest received		1.2	0.7
Income taxes paid		(169.6)	(63.9)
Withholding tax paid on subsidiary dividends ¹		(15.1)	(10.6)
Cash flows from operating activities		1,958.0	738.1
Investments in property, plant and equipment		(47.5)	(34.1)
Advances to shareholders	<u>17</u>	-	(93.6)
Cash used in investing activities		(47.5)	(127.7)

¹ The comparative numbers have been reclassified to be consistent with the current period presentation.

The notes on pages 8 to 18 are an integral part of these quarterly condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

\$ millions	Note	30 September 2022	30 September 2021
Proceeds from borrowings		-	9.7
Repayment of borrowings	<u>12</u>	(247.7)	(97.4)
Acquisition of non controlling interest	<u>18</u>	-	(43.0)
Payment of lease liabilities		(7.3)	(6.5)
Dividends paid to non-controlling interest ¹		(420.5)	(182.8)
Dividends paid to shareholders	<u>17</u>	(340.0)	(185.0)
Cash used in financing activities		(1,015.5)	(505.0)
Net cash flow		895.0	105.4
Net increase in cash and cash equivalents		895.0	105.4
Cash and cash equivalents at beginning of period		899.1	534.9
Effect of exchange rate fluctuations on cash held		(11.3)	(12.9)
Cash and cash equivalents at end of period		1,782.8	627.4

¹ The comparative numbers have been reclassified to be consistent with the current period presentation.

The notes on pages 8 to 18 are an integral part of these quarterly condensed consolidated interim financial statements.

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

1. General

Fertiglobe plc ('Fertiglobe' or 'the Company') is a public company limited by shares pursuant to Abu Dhabi Global Markets (ADGM) Companies Regulations 2020. The Company was re-registered from a private limited company to a public limited company on 5 September 2021. The Company was previously established on 23 December 2018 as a private company limited by shares under the name Fertiglobe Holding Limited.

The Company's registered office is located at 2475-2476, 20th floor, Al Sila Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. The Company is registered in the ADGM commercial register under no. 000001911. These quarterly condensed consolidated interim financial statements comprise the financial statements of the Company and its subsidiaries (together referred to as 'the Group').

The Group is consolidated by OCI N.V. ("ultimate Parent") which holds 50% + one of the total shares and voting rights in the Company as of 30 September 2022. After the listing of Fertiglobe on 27 October 2021, the shareholding structure is as follows:

- OCI N.V: 50% + one share of the total issued share capital
- ADNOC 36.2%
- The free float on the Abu Dhabi Securities Exchange ("ADX") is 13.8%

The principal activity of the Group is the production and sale of nitrogen based products. These quarterly condensed consolidated interim financial statements were approved and authorized for issuance on 2 November 2022.

2. Basis of preparation

The quarterly condensed consolidated interim financial statements for the period ended 30 September 2022 have been prepared in accordance with IAS 34 'Interim financial reporting' and do not include all the information and disclosure required in the annual financial statements. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements as at and for the year ended 31 December 2021. The quarterly condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 December 2021 which has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the requirements of the Abu Dhabi Global Market Companies Regulation of 2020.

The quarterly condensed consolidated interim financial statements as at and for the period ended 30 September 2022 and 30 September 2021 are not audited. The financial year of the Group commences on 1 January and ends on 31 December.

These quarterly condensed consolidated interim financial statements are presented in US Dollar ('USD'), which is the Company's functional and reporting currency. All amounts have been recorded to the nearest USD 0.1 million except otherwise indicated.

The Directors have, at the time of approving the quarterly condensed consolidated interim financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Therefore, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

3. Summary of significant accounting policies

The accounting policies applied in these quarterly condensed consolidated interim financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 December 2021, except for the adoption of the following from 1 January 2022:

Amendments to IFRS 3 Business Combinations	Reference to the Conceptual Framework
Amendments to IAS 16 Property, Plant and Equipment	Proceeds before Intended Use
Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets - Onerous Contracts	Cost of Fulfilling a Contract
Annual Improvements to IFRS Standards 2018 - 2020	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture

The adoption of these standards did not have a material impact on the Group. The change in accounting policies will also be reflected in the Group's consolidated financial statements as at and for the year ending 31 December 2022.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. IFRS standards and interpretations thereof not yet in force which may apply to the future Group's consolidated financial statements are being assessed for their potential impact. Currently there are no standards and interpretations not yet effective that would have a significant impact on the Group.

4. Seasonality of operations

Our product portfolio is diversified primarily by geography. The nitrogen fertilizer industry is inherently dependent on fundamental supply and demand drivers, including global population growth, crop yields, feedstock costs, and seasonality of crop planting and harvesting seasons. These and other long-term and short-term drivers result in cyclical nitrogen fertilizer pricing trends. The global sales mitigate the impact of any region's seasonal fluctuations.

5. Critical accounting judgment, estimates and assumptions

The preparation of the quarterly condensed consolidated financial statements in compliance with IFRS requires management to make judgements, estimates and assumptions that affect amounts reported in the quarterly condensed consolidated interim financial statements. The estimates and assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances and are used to judge the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised or in the revision period and future periods, if the changed estimates affect both current and future periods.

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

5. Critical accounting judgment, estimates and assumptions (continued)

Compared to the consolidated financial statements for the year ended 31 December 2021 there were no significant changes to the critical accounting judgements, estimates and assumptions that could result in significantly different amounts than those recognized in the consolidated financial statements.

6. Significant rates

The following significant exchange rates applied during the period:

	Average during the nine-month period ended 30 September 2022	Average during the nine-month period ended 30 September 2021	Closing as at 30 September 2022	Closing as at 31 December 2021
Euro	1.0638	1.1962	0.9790	1.1370
Egyptian pound	0.0561	0.0637	0.0512	0.0636
Algerian dinar	0.0070	0.0075	0.0071	0.0072

7. Financial risk and capital management

7.1 Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Equity consists of ordinary shares, retained earnings, reserves and non-controlling interest of the Group. The Board of Directors monitors the return on equity as well as the level of dividends to ordinary shareholders.

The Group's net (cash) / debt to equity ratio at the reporting date was as follows:

\$ millions	30 September 2022	31 December 2021
Loans and borrowings	1,139.1	1,385.7
Less: cash and cash equivalents	1,782.8	899.1
Net (cash) / debt	(643.7)	486.6
Total equity	2,728.7	2,506.0
Net (cash) / debt to equity ratio	(0.24)	0.19

7.2 Financial risk management

Categories of financial instruments:

Loans and receivables / payables at amortized cost \$ millions	30 September 2022	31 December 2021
Assets		
Trade and other receivables ¹	501.2	460.1
Cash and cash equivalents	1,782.8	899.1
Total	2,284.0	1,359.2
Liabilities		
Loans and borrowings	1,139.1	1,385.7
Trade and other payables ²	1,241.6	426.1
Total	2,380.7	1,811.8

¹ Excluding prepayments and supplier advance payments

² Excluding employee benefits

The group does not have any derivative financial instruments at 30 September 2022 and 31 December 2021.

Interest rate benchmark reform phase 2

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBOR), with alternative nearly risk-free rates. The Group's main IBOR exposure at the reporting date is USD LIBOR on its loans. The alternative reference rate for LIBOR is the secured overnight financing rate (SOFR). The Group plans to finish the process of amending contractual terms in response to IBOR reform by the end of 2022.

The Group has assessed the impact of IBOR reform on its loans and has concluded that the interest rates relationships are no longer subject to uncertainty driven by IBOR reforms. The main loan agreement of the Group dated August 2021 already includes the updated terms of the borrowings following the rate switch.

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

8. Property, plant and equipment

As at 30 September 2022, the Group has land with a carrying amount of USD 22.2 million (31 December 2021: USD 22.2 million). The additions of USD 47.2 million mainly relate to Sorfert for USD 12.5 million, Ruwais Fertilizers for USD 10.1 million, EFC for USD 12.3 million, EBIC for USD 9.1 million and Fertiglobe plc for USD 3.2 million. The effect of movement in exchange rates in 2022 mainly relates to Sorfert, which has a different functional currency (Algerian dinar), to the Group's presentation currency. The Algerian dinar depreciated by 1.4% against the US dollar in the nine-month period ended 30 September 2022.

\$ millions	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total
Cost	298.0	5,314.1	43.5	70.6	5,726.2
Accumulated depreciation	(108.6)	(2,409.4)	(36.2)	-	(2,554.2)
At 1 January 2021	189.4	2,904.7	7.3	70.6	3,172.0
Movements in the carrying amount:					
Additions	1.8	24.1	1.4	57.3	84.6
Depreciation	(6.3)	(237.2)	(1.8)	-	(245.3)
Spare parts reclassification (Cost)	-	(40.1)	-	-	(40.1)
Spare parts reclassification (Depreciation)	-	21.1	-	-	21.1
Disposals	-	(0.1)	-	-	(0.1)
Impairment	-	(10.5)	-	-	(10.5)
Transfers	-	65.0	-	(65.0)	-
Effect of movement in exchange rates	(2.8)	(35.1)	(0.2)	(1.4)	(39.5)
At 31 December 2021	182.1	2,691.9	6.7	61.5	2,942.2
Cost	295.2	5,257.0	44.4	61.5	5,658.1
Accumulated depreciation and impairment	(113.1)	(2,565.1)	(37.7)	-	(2,715.9)
At 31 December 2021	182.1	2,691.9	6.7	61.5	2,942.2
Movements in the carrying amount:					
Additions	0.2	23.0	0.7	23.3	47.2
Depreciation	(6.5)	(166.9)	(1.6)	-	(175.0)
Transfers	-	0.4	0.1	(0.5)	-
Effect of movement in exchange rates	(0.6)	(8.8)	(0.1)	(0.5)	(10.0)
At 30 September 2022	175.2	2,539.6	5.8	83.8	2,804.4
Cost	294.2	5,263.3	44.9	83.8	5,686.2
Accumulated depreciation & impairment	(119.0)	(2,723.7)	(39.1)	-	(2,881.8)
At 30 September 2022	175.2	2,539.6	5.8	83.8	2,804.4

9. Goodwill and other intangible assets

No impairment test was performed for goodwill in the period, as no impairment triggers were identified. The annual goodwill impairment test will be performed in the fourth quarter.

10. Trade and other receivables

\$ millions	Note	30 September 2022	31 December 2021
Trade receivables (net)		241.5	261.1
Trade receivables (net) from related parties	20	51.3	13.8
Prepayments ¹		20.5	24.8
Other tax receivables		110.5	112.3
Supplier advance payments		14.9	22.1
Other receivables (net)		31.9	3.7
Other receivables related parties	20	66.0	69.2
Total		536.6	507.0
Non-current		36.8	29.1
Current		499.8	477.9
Total		536.6	507.0

¹ Tax related prepayments as at 31 December 2021 has been reclassified from prepayments into other tax receivables to be consistent with the current period presentation.

The carrying amount of trade and other receivables approximates its fair value.

11. Cash and cash equivalents

\$ millions	30 September 2022	31 December 2021
Cash on hand	0.2	0.2
Bank balances	1,761.2	887.1
Restricted cash	21.4	11.8
Total	1,782.8	899.1

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

12. Loans and borrowings

\$ millions	30 September 2022	31 December 2021
At 1 January	1,385.7	670.5
Proceeds from borrowings	-	1,260.1
Repayment of borrowings ¹	(247.7)	(523.1)
Amortization of transaction costs	5.9	6.9
Incurred transaction costs	-	(10.0)
Effect of movement in exchange rates	(4.8)	(18.7)
Balance at	1,139.1	1,385.7
Non-current	1,075.2	1,326.1
Current	63.9	59.6
Total	1,139.1	1,385.7

¹ Repayment of loans mainly represents the advance repayment of the bridge loan by the Company for an amount of USD 200.0 million during the nine-month period ended 30 September 2022.

The effect of movement in exchange rate mainly relates to DZD denominated loans, which are different from the Group's presentation currency.

The carrying amount of loans and borrowings approximates its fair value.

Working Capital facility

On 14 April 2022, the Group obtained a Working Capital facility arrangement of USD 50.0 million. The facility is at a rate of LIBOR/EIBOR/SOFR + 1.5% per annum and is available for a period of 364 days with an extension option for another 364 days.

Trade Finance facility

The Trade Finance facility was amended and renewed in September 2022 to increase the available amount to USD 95.0 million.

Covenants

In the event the Group would not comply with the covenant requirements, the loans would become immediately due. At 30 September 2022 and 31 December 2021, all financial covenants were met. The external borrowings include change in control clauses that enable the lenders to call the financing provided.

Undrawn facilities

As of 30 September 2022, the Group has the following undrawn facilities:

- Revolving cash facility of USD 300.0 million
- Trade Finance Facility of USD 95.0 million
- Overdraft of USD 50.0 million
- Working capital facility of USD 50.0 million

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

12. Loans and borrowings (continued)

Borrowing company	Type of Loan	Principal amount (\$ millions)	Interest rate	Date of maturity	Carrying amount (\$ millions)	Long-term portion (\$ millions)	Short term portion (\$ millions)	Fair value (\$ millions)	Collateral / Guarantee given (if applicable)
Sorfert Algeria SPA ('Sorfert')	Term loan-Secured	USD 961.3 DZD 114,440.0	Algerian bank interest rate plus rate of 1.95% per annum	June 2026	241.6	177.1	64.5	n/a	Debt service reserve account, ban for any disposal or decrease of the Company shares and assets Collateral against the production facility in case of non-payment
Fertiglobe plc	Term loan-Secured	USD 1,100.0	LIBOR + 1.05% ¹	February 2023 (extendable) ²	900.0	900.0	-	900.0	The loan is guaranteed, jointly and severally, by Fertiglobe plc, Egyptian Fertilizers Company S.A.E., Ruwais Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd (previously OCI Fertilizer Trading Ltd, Fertiglobe), Distribution Limited and OCI Fertilizer Trade & Supply B.V.
Fertiglobe plc	Revolving Credit facility	USD 300.0	LIBOR + 1.75%	August 2026	(2.5)	(1.9)	(0.6)	n/a	n/a
Fertiglobe Distribution Ltd. Fertiglobe Fertilizer Trading Ltd. (previously OCI Fertilizer Trading Ltd.)	Trade Finance facility	USD 95.0	SOFR + 1.00%	Renewed annually	-	-	-	n/a	n/a
Fertiglobe Distribution Ltd. Ruwais Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd (previously OCI Fertilizer Trading Ltd.)	Working Capital facility	USD 50.0	LIBOR/EIBOR/ SOFR + 1.50%	April 2023 (extendable)	-	-	-	n/a	The loan is guaranteed, jointly and severally, by Fertiglobe Distribution Ltd. Ruwais Fertilizer Industries LLC and Fertiglobe Fertilizer Trading Ltd (previously OCI Fertilizer Trading Ltd.).
Total 30 September 2022					1,139.1	1,075.2	63.9	n/a	

¹ for the first 12 months starting August 2021 increasing by 25 bps every 3 months thereafter

² Extendable for 6 months, then for an additional 6 month total combined tenor of 30 months

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

12. Loans and borrowings (continued)

Borrowing company	Type of Loan	Principal amount (\$ millions)	Interest rate	Date of maturity	Carrying amount (\$ millions)	Long-term portion (\$ millions)	Short term portion (\$ millions)	Fair value (\$ millions)	Collateral / Guarantee given (if applicable)
Sorfert Algeria SPA ('Sorfert')	Term loan-Secured	USD 961.3 DZD 114,440.0	Algerian bank interest rate plus rate of 1.95% per annum	June 2026	294.0	228.6	65.4	n/a	Debt service reserve account, ban for any disposal or decrease of the Company shares and assets Collateral against the production facility in case of non-payment
Fertiglobe plc	Term loan-Secured	USD 1,100.0	LIBOR + 1.05% ¹	February 2023 (extendable) ²	1,094.7	1,099.9	(5.2)	1,100.0	The loan is guaranteed, jointly and severally, by Fertiglobe plc, Egyptian Fertilizers Company S.A.E., Ruwais Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd (previously OCI Fertilizer Trading Ltd, Fertiglobe), Distribution Limited and OCI Fertilizer Trade & Supply B.V.
Fertiglobe plc	Revolving Credit facility	USD 300.0	LIBOR + 1.75%	August 2026	(3.0)	(2.4)	(0.6)	n/a	n/a
Fertiglobe Distribution Ltd. Fertiglobe Fertilizer Trading Ltd. (previously OCI Fertilizer Trading Ltd.)	Trade Finance facility	USD 75.0	LIBOR + 1.50%	Renewed annually	-	-	-	n/a	n/a
Total 31 December 2021					1,385.7	1,326.1	59.6	n/a	

¹ For the first 12 months starting August 2021 increasing by 25 bps every 3 months thereafter

² Extendable for 6 months, then for an additional 6 month total combined tenor of 30 months

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

13. Trade and other payables

\$ millions	Note	30 September 2022	31 December 2021
Trade payables		119.2	140.7
Trade payables due to related parties	<u>20</u>	37.0	13.4
Other payables to related parties ¹	<u>20</u>	667.6	33.0
Amounts payable under the securitization program		28.9	19.5
Dividends payable		145.7	4.1
Accrued expenses		209.7	181.3
Accrued interest		2.2	0.9
Employee benefits		13.9	14.0
Other payables		21.5	24.7
Deferred income		9.0	7.8
Other tax payable		0.8	0.7
Total		1,255.5	440.1
Non-current		18.5	17.7
Current		1,237.0	422.4
Total		1,255.5	440.1

¹ Other payables to related parties includes dividends payable of USD 271.5 million to ADNOC Fertilizers – Sole Proprietorship L.L.C. and USD 375.0 million to OCI Fertilizers B.V. (refer to note 17).

The carrying amount of trade and other payables approximates its fair value.

14. Development of cost of sales and selling, general and administrative expenses

\$ millions	Note	Nine-month 30 September 2022	Nine-month 30 September 2021	Three-month 30 September 2022	Three-month 30 September 2021
Raw materials and consumables and finished goods		1,579.2	868.6	572.1	361.5
Raw materials and consumables and finished goods - related party	<u>20</u>	163.7	157.7	57.7	63.2
Employee benefit expenses		171.1	144.8	58.5	49.1
Depreciation, amortization and impairment		184.9	202.1	60.1	65.8
Maintenance and repair		23.3	18.5	7.0	4.8
Consultancy expenses		6.3	6.1	2.6	2.9
Other		33.6	20.6	13.6	8.1
Total		2,162.1	1,418.4	771.6	555.4
Cost of sales		2,054.5	1,346.0	734.0	528.0
Selling, general and administrative expenses		107.6	72.4	37.6	27.4
Total		2,162.1	1,418.4	771.6	555.4

15. Net finance cost

\$ millions	Note	Nine-month 30 September 2022	Nine-month 30 September 2021	Three-month 30 September 2022	Three-month 30 September 2021
Interest income on loans and receivables		1.2	0.7	0.3	0.2
Foreign exchange gain/(loss)		35.3	13.3	(22.2)	6.3
Finance income		36.5	14.0	(21.9)	6.5
Interest expense and other financing costs on financial liabilities measured at amortized cost		(59.2)	(29.3)	(18.9)	(9.6)
Interest expense related parties	<u>20</u>	(2.5)	(2.6)	(0.8)	(0.9)
Foreign exchange loss		(50.8)	(3.0)	(14.5)	(0.5)
Finance cost		(112.5)	(34.9)	(34.2)	(11.0)
Net finance cost recognised in profit or loss		(76.0)	(20.9)	(56.1)	(4.5)

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

16. Segment reporting

30 September 2022 \$ millions	Production and marketing of owned produced volumes	Third party trading	Other	Elimination	Total
Total external revenues	3,286.4	687.6	-	-	3,974.0
Adjusted EBITDA	2,022.1	16.1	(37.3)	-	2,000.9
Depreciation, amortization and impairment	(184.1)	-	(0.8)	-	(184.9)
Finance income	26.1	2.1	40.0	(31.7)	36.5
Finance expense	(58.6)	(6.0)	(79.6)	31.7	(112.5)
Income tax	(215.0)	(0.1)	(13.2)	-	(228.3)
Other (including provisions)	3.0	-	(5.0)	-	(2.0)
Profit for the year	1,593.5	12.1	(95.9)	-	1,509.7
Capital expenditures	44.1	-	3.1	-	47.2
Total assets	5,007.3	45.3	926.4	-	5,979.0

30 September 2021 31 December 2021 \$ millions	Production and marketing of owned produced volumes	Third party Trading	Other	Elimination	Total
Total external revenues¹	1,760.7	366.0	-	-	2,126.7
Adjusted EBITDA ¹	909.3	7.1	(13.5)	-	902.9
Depreciation, amortization and impairment ¹	(201.6)	-	(0.5)	-	(202.1)
Finance income ¹	25.8	-	3.0	(14.8)	14.0
Finance expense ¹	(29.2)	(1.3)	(19.2)	14.8	(34.9)
Income tax ¹	(157.9)	(0.1)	(13.4)	-	(171.4)
Other (including provisions) ¹	4.6	-	2.9	-	7.5
Profit / (loss) for the period¹	551.0	5.7	(40.7)	-	516.0
Capital expenditures ²	83.1	-	1.5	-	84.6
Total assets²	4,958.6	25.0	184.9	-	5,168.5

¹ For the nine-month period ended 30 September 2021.

² As at 31 December 2021.

Fertiglobe uses Alternative Performance Measures ('APM') to provide a better understanding of the underlying developments of the performance of the business. The APMs are not defined in IFRS and should be used as supplementary information in conjunction with the most directly comparable IFRS measures. Adjusted EBITDA is defined as EBITDA (total net profit before interest, income tax expenses, depreciation and amortization, foreign exchange gains and losses and income from equity accounted investees), adjusted for additional items and costs that management considers not reflective of our core operations.

17. Reserves and retained earnings

\$ millions	Note	Other reserves	Currency translation reserves	Total reserves	Retained earnings
At 1 January 2021		(705.5)	(523.9)	(1,229.4)	436.1
Share capital reduction	<u>19</u>	2,000.0	-	2,000.0	-
Profit for the year		-	-	-	702.7
Dividends to shareholders		(850.0)	-	(850.0)	(593.6)
Acquisition of non-controlling shares		-	-	-	10.4
Capital contribution		63.6	-	63.6	-
Currency translation differences		-	(21.8)	(21.8)	-
At 31 December 2021		508.1	(545.7)	(37.6)	555.6
Profit for the period		-	-	-	1,077.6
Dividends to shareholders		-	-	-	(1,090.0)
Capital Contribution	<u>20</u>	37.4	-	37.4	-
Currency translation differences		-	(7.0)	(7.0)	-
At 30 September 2022		545.5	(552.7)	(7.2)	543.2

2022 Dividends to shareholders

In April 2022, interim dividends for a total amount of USD 340 million related to the second half of the year ended 31 December 2021 were paid and was accounted for within equity on payment. These dividends were approved by the Board on 14 February 2022 and by the shareholders on 13 June 2022.

On 29 September 2022, the shareholders approved interim dividends of USD 750 million for the first half of the year ending 31 December 2022. This was approved by the Board on 1 August 2022 and paid on 13 October 2022.

2021 Dividends to shareholders

On 31 March 2021, the Board of Directors approved the declaration of interim dividends to shareholders of USD 55 million, which have been paid in full, and on 28 June 2021 the declaration of USD 130 million, which have been paid in full. Both declarations have been approved by the shareholders on 28 June 2021.

An advance dividend of USD 93.6 million was paid on 25 August to OCI and ADNOC. This amount was ratified during the board meeting of 12 October 2021 and was approved by shareholders in November 2021.

On 12 September 2021, the shareholders approved interim dividends of USD 165 million and a special dividend of USD 850 million. Both these dividends were paid to the Company's shareholders on 5 October 2021.

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

18. Non-controlling interest

Acquisition of additional 15% stake in EBIC

In August 2021, Fertiglobe agreed with a KBR-led consortium (NYSE: KBR), which includes Mitsubishi, JGC and Itochu, to buy their combined 15% stake in Egypt Basic Industries Corporation ("EBIC") for a total consideration of USD 43 million. This brings the Group stake in EBIC to 75%, further streamlining the Group's ownership structure. The consideration transferred of USD 43.0 million includes a KBR's claim related to unpaid dividends amounting to USD 4.6 million, hence the net consideration for the acquisition of NCI shares' in EBIC amount to USD 38.4 million.

The following table summarizes the effect of the transaction on the Company's equity attributable to shareholders:

\$ millions	30 September 2021
Carrying amount of NCI acquired	48.8
Consideration paid to NCI in cash	(38.4)
Effect on equity attributable to shareholders	10.4

19. Earnings per share

\$ millions	Nine-month 30 September 2022	Nine-month 30 September 2021	Three-month 30 September 2022	Three-month 30 September 2021
i. Basic				
Net profit attributable to shareholders	1,077.6	336.2	291.6	137.7
Weighted average number of ordinary shares	8,301.3	8,301.3	8,301.3	8,301.3
Basic earnings per ordinary share in \$	0.130	0.040	0.035	0.017
ii. Diluted				
Net profit attributable to shareholders	1,077.6	336.2	291.6	137.7
Weighted average number of ordinary shares	8,301.3	8,301.3	8,301.3	8,301.3
Diluted earnings per ordinary share in \$	0.130	0.040	0.035	0.017

There are no potential dilutive shares.

Weighted average number of ordinary shares calculation:

Millions	30 September 2022	30 September 2021 ¹
Issued ordinary shares at beginning of the period	8,301.3	3,328.2
Reduction of share capital	-	(2,000.0)
Subdivision of shares	-	6,973.1
Ordinary shares outstanding at the end of the period	8,301.3	8,301.3

¹ Given that the capital reduction and subdivision of shares, at the date of the transaction, adjusted the number of shares without a corresponding change in resources, such reduction in number of shares has been treated retrospectively, hence the weighted average number of shares was adjusted effective from the beginning of 2021. For further details refer to note 13 of the Group's consolidated financial statements for the year ended 31 December 2021.

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

20. Related party transactions

The following is a list of significant related party transactions and outstanding amounts as at 30 September 2022:

30 September 2022 Related party \$ millions	Relation	Receivables outstanding at period end	Payables outstanding at period end	Revenue transactions during the period	Net recharges	Interest expense
OCI Fertilizer BV	OCI Group	65.5	375.0	-	-	-
N-7 LLC	OCI Group	-	15.2	-	-	-
OCI Nitrogen	OCI Group	50.6	-	364.5	-	-
ADNOC	ADNOC	0.1	298.1	-	(132.9)	-
Abu Dhabi Polymers Ltd.	ADNOC	0.8	-	1.8	-	(2.5)
ADNOC Refining	ADNOC	-	3.3	-	(29.6)	-
Orascom Construction Egypt		-	10.6	-	(1.2)	-
Other subsidiaries ¹		0.3	2.4	-	-	-
Total		117.3	704.6	366.3	(163.7)	(2.5)

¹ The list of other ADNOC and OCI group subsidiaries is disclosed in 2021 consolidated financial statements.

The Group leases land, office space and employee accommodation from Abu Dhabi National Oil Company - 'ADNOC', the lease obligation amount is USD 70.9 million at 30 September 2022 (31 December 2021: USD 71.5 million). Additionally, the Group has an accrual of USD 15.6 million with ADNOC (31 December 2021: USD 12.0 million).

In addition to the related party transactions in the table above, the Company incurs certain operating expenses for immaterial amounts in relation to services provided by related parties.

Due to the related party nature of above transactions, the terms and conditions may not necessarily be the same as transactions negotiated between third parties. Management believes that the terms and conditions of all transactions with our related parties are generally no less favorable to either party than those that could have been negotiated with unaffiliated parties with respect to similar services.

Capital contributions

On 15 June 2021, OCI S.A.E. and OCI N.V. entered into an agreement with Lafarge (the "Lafarge Settlement Agreement") for the full and final settlement of all claims made by and against OCI S.A.E. OCI N.V. made a payment of USD 22.4 million on behalf of OCI S.A.E., leading to a receivable between OCI N.V. and OCI S.A.E. The receivable in OCI N.V. was subsequently transferred to Fertigllobe plc which was approved on 10 January 2022. Given the transfer was on an unconditional and irrevocable basis and without consideration, this transaction has been classified as equity.

As part of the IPO, OCI agreed to indemnify all Fertigllobe shareholders in case certain claims occur, consequently, Fertigllobe recorded additional receivable of USD 15.0 million during the period.

Board Remuneration

On 11 May 2022, the Board approved a payment of USD 5.3 million (AED 19.4 million) to the Board of Directors as approved remuneration for the year ended 31 December 2021, in addition to any applicable VAT. This Board remuneration was approved by the shareholders in the Annual General Meeting held on 13 June 2022.

The following is a list of significant related party transactions and outstanding amounts as at 31 December 2021 for balance sheet positions and as at 30 September 2021 for profit or loss positions:

30 September 2021 31 December 2021 Related party \$ millions	Relation	Receivables outstanding at period end ¹	Payables outstanding at period end ¹	Revenue transactions during the period ²	Net recharges ²	Interest expense ²
OCI Fertilizer BV	OCI Group	66.6	22.4	-	-	-
N-7 LLC	OCI Group	-	-	-	-	-
OCI Nitrogen	OCI Group	13.8	0.2	54.2	(13.5)	-
ADNOC	ADNOC	2.3	18.3	13.0	(113.3)	(2.6)
ADNOC refining	ADNOC	-	3.4	-	(29.5)	-
Other subsidiaries ³		0.3	2.1	1.0	(1.4)	-
Total		83.0	46.4	68.2	(157.7)	(2.6)

¹ As at 31 December 2021.

² For the nine-month period ended 30 September 2021

³ The list of other ADNOC and OCI group subsidiaries is disclosed in 2021 consolidated financial statements.

21. Commitments and contingencies

There have been no significant changes in commitments and contingencies as compared to the situation as described in the consolidated financial statements for the year ended 31 December 2021 except for the following:

Low-carbon ammonia plant

On 6 July 2022, Fertigllobe plc entered into a Letter of Award for the engineering, procurement and construction of a low-carbon ammonia plant in the MENA region. The award contemplates an initial commitment of approximately \$35m for the engineering scope with a separate decision on procurement and construction to be made at a later stage.

NOTES TO THE QUARTERLY CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER

22. Subsequent events

The Company performed a review of events subsequent to the balance sheet date up to the date the financial statements were issued and determined that there were no other material events requiring recognition or disclosure in the financial statements, apart from those disclosed below:

Dividends H2 2022

Fertiglobe announced its dividend guidance at a minimum of USD 700 million for the second half of the year ending 31 December 2022, payable in April 2023. The final number will be determined in February 2023.



KPMG Lower Gulf Limited
Office No 15-111, 15th Floor
Al Khatem Tower,
Abu Dhabi Global Market Square, Al Maryah Island
Abu Dhabi, United Arab Emirates
Tel. +971 (2) 401 4800, www.kpmg.com/ae

Independent Auditors' Report on Review of Quarterly Condensed Consolidated Interim Financial Statements

To the Shareholders of Fertiglobe plc

Review of Quarterly Condensed Consolidated Interim Financial Statements

Introduction

We have reviewed the accompanying 30 September, 2022 quarterly condensed consolidated interim financial statements of Fertiglobe plc ("the Company") and its subsidiaries ("the Group"), which comprises:

- the condensed consolidated statement of financial position as at 30 September, 2022;
- the condensed consolidated statements of profit or loss and other comprehensive income for the three-month and the nine-month periods ended 30 September 2022;
- the condensed consolidated statements of changes in equity for the nine-month period ended 30 September 2022;
- the condensed consolidated statements of cash flows for the nine-month period ended 30 September 2022; and
- notes to the quarterly condensed consolidated interim financial statements.



Introduction (continued)

Management is responsible for the preparation and presentation of these quarterly condensed consolidated interim financial statements in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on these quarterly condensed consolidated interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*". A review of quarterly condensed consolidated interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 30 September 2022 quarterly condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with IAS 34, '*Interim Financial Reporting*'

KPMG Lower Gulf Limited

Emilio Pera
Abu Dhabi, United Arab Emirates

Date: **02 Nov 2022**