

# Fertiglobe

An ADNOC and OCI Company

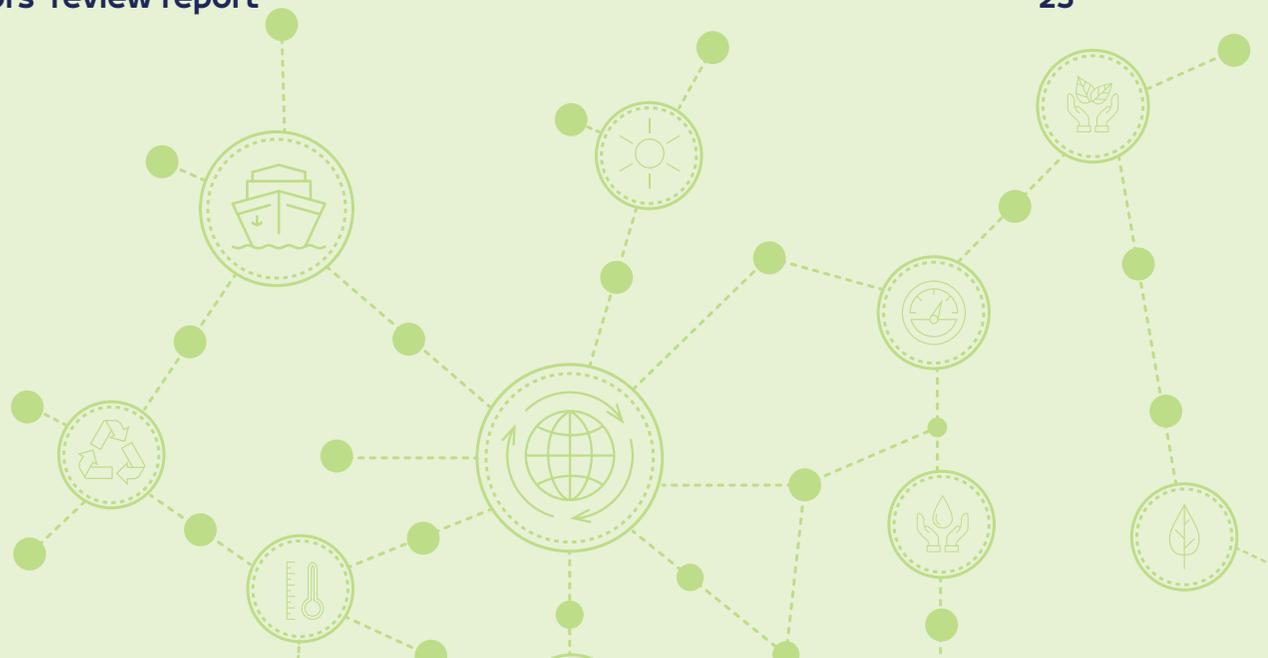
## Quarterly Condensed Consolidated Interim Financial Statements

For the three-month period ended 31 March 2023  
(unaudited)



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## Condensed Consolidated Statement of Financial Position

AS AT

\$ millions	Note	31 March 2023	31 December 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	<u>8</u>	2,797.7	2,837.9
Right-of-use assets		93.3	76.8
Goodwill and other intangible assets	<u>9</u>	606.3	604.8
Trade and other receivables	<u>10</u>	23.6	37.7
<b>Total non-current assets</b>		<b>3,520.9</b>	<b>3,557.2</b>
<b>Current assets</b>			
Inventories		138.4	124.9
Trade and other receivables	<u>10</u>	324.8	406.5
Cash and cash equivalents	<u>11</u>	1,678.0	1,442.0
<b>Total current assets</b>		<b>2,141.2</b>	<b>1,973.4</b>
<b>Total assets</b>		<b>5,662.1</b>	<b>5,530.6</b>

The notes on pages [10](#) to [24](#) are an integral part of these quarterly condensed consolidated interim financial statements.

## Condensed Consolidated Statement of Financial Position continued

AS AT

\$ millions	Note	31 March 2023	31 December 2022
<b>Equity</b>			
Share capital		1,328.2	1,328.2
Reserves	<u>17</u>	(1,123.0)	(1,135.1)
Retained earnings	<u>17</u>	2,000.8	1,865.1
<b>Equity attributable to owners of the Company</b>		<b>2,206.0</b>	<b>2,058.2</b>
Non-controlling interest		1,185.4	1,110.1
<b>Total equity</b>		<b>3,391.4</b>	<b>3,168.3</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	<u>12</u>	1,040.8	1,065.6
Lease obligations		82.0	73.7
Trade and other payables	<u>13</u>	19.4	19.5
Deferred tax liabilities		378.6	382.6
<b>Total non-current liabilities</b>		<b>1,520.8</b>	<b>1,541.4</b>
<b>Current liabilities</b>			
Loans and borrowings	<u>12</u>	73.0	89.6
Lease obligations		25.3	17.4
Trade and other payables	<u>13</u>	346.0	371.1
Provisions		89.8	107.4
Income tax payables		215.8	235.4
<b>Total current liabilities</b>		<b>749.9</b>	<b>820.9</b>
<b>Total liabilities</b>		<b>2,270.7</b>	<b>2,362.3</b>
<b>Total equity and liabilities</b>		<b>5,662.1</b>	<b>5,530.6</b>

The notes on pages [10](#) to [24](#) are an integral part of these quarterly condensed consolidated interim financial statements.



H. Badrawi (Board Member)

## Condensed Consolidated Statement of Profit or Loss

FOR THE THREE-MONTH PERIOD ENDED

\$ millions	Note	31 March 2023	31 March 2022
Revenues	<u>16</u>	693.7	1,184.8
Cost of sales	<u>14</u>	(424.6)	(597.0)
<b>Gross profit</b>		<b>269.1</b>	<b>587.8</b>
Selling, general and administrative expenses	<u>14</u>	(41.2)	(30.4)
Other income		-	0.2
Other expenses		(0.1)	-
<b>Operating profit</b>		<b>227.8</b>	<b>557.6</b>
Finance income	<u>15</u>	29.9	35.8
Finance cost	<u>15</u>	(70.7)	(36.3)
<b>Net finance cost</b>		<b>(40.8)</b>	<b>(0.5)</b>
<b>Profit before income tax</b>		<b>187.0</b>	<b>557.1</b>
Income tax		1.8	(90.0)
<b>Profit for the period</b>		<b>188.8</b>	<b>467.1</b>
<b>Profit attributable to:</b>			
Owners of the Company		135.7	356.6
Non-controlling interest		53.1	110.5
<b>Profit for the period</b>		<b>188.8</b>	<b>467.1</b>
<b>Earnings per share (in USD)</b>			
Basic earnings per share	<u>18</u>	0.016	0.043
Diluted earnings per share	<u>18</u>	0.016	0.043

The notes on pages 10 to 24 are an integral part of these quarterly condensed consolidated interim financial statements.

## Condensed Consolidated Statement of Other Comprehensive Income

FOR THE THREE-MONTH PERIOD ENDED

\$ millions	Note	31 March 2023	31 March 2022
<b>Profit for the period</b>		<b>188.8</b>	<b>467.1</b>
<b>Other comprehensive income:</b>			
<b>Items that are or may be reclassified subsequently to profit or loss</b>			
Foreign operations - foreign currency translation differences		20.7	(27.0)
<b>Other comprehensive income/(loss), net of tax</b>		<b>20.7</b>	<b>(27.0)</b>
<b>Total comprehensive income</b>		<b>209.5</b>	<b>440.1</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		147.8	342.8
Non-controlling interest		61.7	97.3
<b>Total comprehensive income</b>		<b>209.5</b>	<b>440.1</b>

The notes on pages [10](#) to [24](#) are an integral part of these quarterly condensed consolidated interim financial statements.

## Condensed Consolidated Statement of Changes in Equity

FOR THE THREE-MONTH PERIOD ENDED

\$ millions	Share capital	Reserves (Note 17)	Retained Earnings (Note 17)	Equity attributable to owners of the Company	Non- controlling interest	Total Equity
<b>Balance at 1 January 2022</b>	<b>1,328.2</b>	<b>(37.6)</b>	<b>555.6</b>	<b>1,846.2</b>	<b>659.8</b>	<b>2,506.0</b>
Profit for the period	-	-	356.6	356.6	110.5	467.1
Other comprehensive loss, net of tax	-	(13.8)	-	(13.8)	(13.2)	(27.0)
<b>Total comprehensive income</b>	-	<b>(13.8)</b>	<b>356.6</b>	<b>342.8</b>	<b>97.3</b>	<b>440.1</b>
Impact difference in profit sharing non-controlling interest <sup>1</sup>	-	-	-	-	60.6	60.6
Dividends to shareholders	-	-	-	-	(41.9)	(41.9)
Capital contribution	-	22.4	-	22.4	-	22.4
<b>Balance at 31 March 2022</b>	<b>1,328.2</b>	<b>(29.0)</b>	<b>912.2</b>	<b>2,211.4</b>	<b>775.8</b>	<b>2,987.2</b>
<b>Balance at 1 January 2023</b>	<b>1,328.2</b>	<b>(1,135.1)</b>	<b>1,865.1</b>	<b>2,058.2</b>	<b>1,110.1</b>	<b>3,168.3</b>
Profit for the period	-	-	135.7	135.7	53.1	188.8
Other comprehensive income, net of tax	-	12.1	-	12.1	8.6	20.7
<b>Total comprehensive income</b>	-	<b>12.1</b>	<b>135.7</b>	<b>147.8</b>	<b>61.7</b>	<b>209.5</b>
Impact difference in profit sharing non-controlling interest <sup>1</sup>	-	-	-	-	13.6	13.6
<b>Balance at 31 March 2023</b>	<b>1,328.2</b>	<b>(1,123.0)</b>	<b>2,000.8</b>	<b>2,206.0</b>	<b>1,185.4</b>	<b>3,391.4</b>

<sup>1</sup> In the partnership agreement of 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 arranged for by the partner.

The notes on pages [10](#) to [24](#) are an integral part of these quarterly condensed consolidated interim financial statements.

## Condensed Consolidated Statement of Cash Flows

FOR THE THREE-MONTH PERIOD ENDED

\$ millions	Note	31 March 2023	31 March 2022
<b>Profit for the period</b>		<b>188.8</b>	<b>467.1</b>
<b>Adjustments for:</b>			
Depreciation, amortization and impairment	<u>14</u>	67.4	62.0
Interest income	<u>15</u>	(2.3)	(0.4)
Interest expense	<u>15</u>	21.5	16.8
Net foreign exchange loss/(gain) and others	<u>15</u>	21.6	(15.9)
Impact difference in profit-sharing non-controlling interest		13.6	60.6
Income tax		(1.8)	90.0
<b>Changes in:</b>			
Inventories		(12.7)	(74.5)
Trade and other receivables		84.6	(29.6)
Trade and other payables		(48.1)	18.1
Provisions		0.3	6.6
<b>Cash flows:</b>			
Interest paid		(10.6)	(12.1)
Lease interest paid		(1.3)	(1.1)
Interest received		2.0	0.4
Income taxes paid		(21.7)	(56.4)
<b>Cash flows from operating activities</b>		<b>301.3</b>	<b>531.6</b>
Investments in property, plant and equipment		(12.7)	(9.4)
<b>Cash used in investing activities</b>		<b>(12.7)</b>	<b>(9.4)</b>

The notes on pages [10](#) to [24](#) are an integral part of these quarterly condensed consolidated interim financial statements.

## Condensed Consolidated Statement of Cash Flows continued

FOR THE THREE-MONTH PERIOD ENDED

\$ millions	Note	31 March 2023	31 March 2022
Proceeds from borrowings	<u>12</u>	7.7	-
Repayment of borrowings	<u>12</u>	(39.9)	(116.2)
Payment of lease liabilities		(4.7)	(0.2)
Transaction costs of new borrowings	<u>12</u>	(12.9)	-
Dividends paid to non-controlling interest		-	(3.8)
<b>Cash used in financing activities</b>		<b>(49.8)</b>	<b>(120.2)</b>
<b>Net cash flow</b>		<b>238.8</b>	<b>402.0</b>
<b>Net increase in cash and cash equivalents</b>		<b>238.8</b>	<b>402.0</b>
Cash and cash equivalents at 1 January		1,442.0	899.1
Effect of exchange rate fluctuations on cash held		(2.8)	(33.6)
<b>Cash and cash equivalents at 31 March</b>		<b>1,678.0</b>	<b>1,267.5</b>
Cash and cash equivalents in statement of financial position as of 31 March		<b>1,678.0</b>	1,339.5
Bank overdraft repayable on demand		-	(72.0)
<b>Cash and cash equivalents in statement of cash flows</b>		<b>1,678.0</b>	<b>1,267.5</b>

The notes on pages [10](#) to [24](#) are an integral part of these quarterly condensed consolidated interim financial statements.

## Notes to the quarterly condensed consolidated interim financial statements FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 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 (as amended). 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") that holds 50% + one of the total shares and voting rights in the Company as of 31 March 2023. 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"): 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 8 May 2023.

### 2. Basis of preparation

#### General

These quarterly condensed consolidated interim financial statements for the period ended 31 March 2023 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 2022. The quarterly condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 December 2022 which have been prepared in accordance with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ("IASB") and in compliance with the applicable provisions of the Group's Article of Association and the requirements of the Abu Dhabi Global Market Companies Regulation of 2020 (as amended).

The quarterly condensed consolidated interim financial statements as at and for the period ended 31 March 2023 and 31 March 2022 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 presentational currency. All amounts have been recorded to the nearest USD 0.1 million except otherwise indicated.

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 2. Basis of preparation continued

#### UAE Tax Law

On 9 December 2022, the UAE Ministry of Finance released the Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime will become effective for accounting periods beginning on or after 1 June 2023 (which makes the first taxable year for the relevant group companies to be full year 2024).

The Cabinet of Ministers Decision No. 116/2022 effective from 2023, specifies the threshold of income over which the 9% tax rate would apply and accordingly, the Law is now considered to be substantively enacted. A rate of 9% will apply to taxable income exceeding AED 375,000, a rate of 0% will apply to taxable income not exceeding AED 375,000 and a rate of 0% on qualifying income of free zone entities.

The Group is currently in the process of assessing the possible tax impact on the consolidated financial statements.

#### Going Concern

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 2022, except for the adoption of the following from 1 January 2023:

Standards	Amendments
Amendments to IAS 12 Income Taxes	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
IFRS 17 Insurance Contracts	IFRS 17 Insurance Contracts and amendments to IFRS 17 Insurance Contracts
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	Definition of Accounting Estimates

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 2023.

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.

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 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 and the seasonality mitigate the impact of any region's seasonal fluctuations.

### 5. Critical accounting judgments, estimates and assumptions

The preparation of the quarterly condensed consolidated financial statements in compliance with IFRS requires management to make judgments, 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 values 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.

Compared to the consolidated financial statements for the year ended 31 December 2022, 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 three-month period ended 31 March 2023	Average during the three-month period ended 31 March 2022	Closing as at 31 March 2023	Closing as at 31 December 2022
Euro	1.0730	1.1220	1.0839	1.0711
Egyptian pound	0.0334	0.0623	0.0325	0.0404
Algerian dinar	0.0073	0.0071	0.0074	0.0073

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 7. Financial risk and capital management

#### 7.1 Financial risk management

##### Financial assets and liabilities

The following table represents the financial assets and financial liabilities of the Group:

\$ millions	Note	31 March 2023	31 December 2022
<b>Assets</b>			
Trade and other receivables <sup>1</sup>	<u>10</u>	248.0	343.3
Cash and cash equivalents	<u>11</u>	1,678.0	1,442.0
<b>Total</b>		<b>1,926.0</b>	<b>1,785.3</b>
<b>Liabilities</b>			
Loans and borrowings	<u>12</u>	1,113.8	1,155.2
Trade and other payables <sup>2</sup>	<u>13</u>	351.6	376.5
<b>Total</b>		<b>1,465.4</b>	<b>1,531.7</b>

<sup>1</sup> Excluding prepayments, supplier advance payments and other receivables related to indemnity.

<sup>2</sup> Excluding employee benefits

The group does not have any derivative financial instruments as at 31 March 2023 and 31 December 2022.

#### 7.2 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. Capital consists of ordinary shares, retained earnings, reserves and non-controlling interest of the Group. The Board of Directors monitors the return on capital as well as the level of dividends to ordinary shareholders. The Group is required by external financial institutions to maintain certain capital requirements in relation to its debt. Please refer to note 12 for a description of financial covenants.

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

\$ millions	Note	31 March 2023	31 December 2022
Loans and borrowings	<u>12</u>	1,113.8	1,155.2
Less: cash and cash equivalents	<u>11</u>	1,678.0	1,442.0
<b>Net cash</b>		<b>(564.2)</b>	<b>(286.8)</b>
Total equity		3,391.4	3,168.3
<b>Net cash to equity ratio as at</b>		<b>(0.17)</b>	<b>(0.09)</b>

## Notes to the quarterly condensed consolidated interim financial statements continued

### FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

## 8. Property, plant and equipment

As at 31 March 2023, the Group has land with a carrying amount of USD 22.2 million (31 December 2022: USD 22.2 million). The additions of USD 15 million mainly relate to Sorfert for USD 3.3 million, Fertil for USD 3.8 million, EBIC for USD 2.9 million, EFC for USD 3.1 million and Fertiglobe plc for USD 1.9 million. The effect of movement in exchange rates in 2023 mainly relates to Sorfert, which has a different functional currency (Algerian dinar), to the Group's presentational currency. The Algerian dinar appreciated by 1.4% against the US dollar in the three-month period ended 31 March 2023.

\$ millions	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total
<b>At 1 January 2023</b>	<b>174.3</b>	<b>2,589.8</b>	<b>6.4</b>	<b>67.4</b>	<b>2,837.9</b>
<b>Movements in the carrying amount:</b>					
Additions	0.2	4.5	1.1	9.2	15.0
Disposals					
Depreciation and impairment	(2.2)	(59.0)	(0.6)	(0.3)	(62.1)
Transfers	0.1	4.0	2.7	(8.5)	(1.7)
Effect of movement in exchange rates	0.6	7.5	0.1	0.4	8.6
<b>At 31 March 2023</b>	<b>173.0</b>	<b>2,546.8</b>	<b>9.7</b>	<b>68.2</b>	<b>2,797.7</b>
Cost	298.3	5,375.6	49.7	68.2	5,791.8
Accumulated depreciation & impairment	(125.3)	(2,828.8)	(40.0)	-	(2,994.1)
<b>At 31 March 2023</b>	<b>173.0</b>	<b>2,546.8</b>	<b>9.7</b>	<b>68.2</b>	<b>2,797.7</b>

\$ millions	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total
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)
<b>At 1 January 2022</b>	<b>182.1</b>	<b>2,691.9</b>	<b>6.7</b>	<b>61.5</b>	<b>2,942.2</b>
<b>Movements in the carrying amount:</b>					
Additions	0.3	30.6	1.1	79.1	111.1
Depreciation and impairment	(8.7)	(242.3)	(2.2)	-	(253.2)
Transfers	0.1	103.2	0.8	(73.5)	30.6
Effect of movement in exchange rates	0.5	6.4	-	0.3	7.2
<b>At 31 December 2022</b>	<b>174.3</b>	<b>2,589.8</b>	<b>6.4</b>	<b>67.4</b>	<b>2,837.9</b>
Cost	296.8	5,386.1	45.8	67.4	5,796.1
Accumulated depreciation and impairment	(122.5)	(2,796.3)	(39.4)	-	(2,958.2)
<b>At 31 December 2022</b>	<b>174.3</b>	<b>2,589.8</b>	<b>6.4</b>	<b>67.4</b>	<b>2,837.9</b>

## Notes to the quarterly condensed consolidated interim financial statements continued

### FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

#### 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.

\$ millions	31 March 2023	31 December 2022
Goodwill	604.8	604.8
Other intangible assets	1.5	-
<b>Total</b>	<b>606.3</b>	<b>604.8</b>

#### 10. Trade and other receivables

\$ millions	Note	31 March 2023	31 December 2022
Trade receivables (net)		115.2	205.3
Trade receivables (net) from related parties	19	12.1	2.6
Prepayments		38.8	43.3
Other tax receivables		79.3	90.9
Supplier advance payments		24.2	12.3
Other receivables (net)		35.3	37.2
Other receivables related parties	19	43.5	52.6
<b>Total</b>		<b>348.4</b>	<b>444.2</b>
Non-current		23.6	37.7
Current		324.8	406.5
<b>Total</b>		<b>348.4</b>	<b>444.2</b>

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

#### 11. Cash and cash equivalents

\$ millions	31 March 2023	31 December 2022
Cash on hand	0.2	0.1
Bank balances	1,659.1	1,360.4
Restricted cash	18.7	81.5
<b>Total</b>	<b>1,678.0</b>	<b>1,442.0</b>

#### 12. Loans and borrowings

\$ millions	31 March 2023	31 December 2022
<b>At 1 January</b>	<b>1,155.2</b>	<b>1,385.7</b>
Proceeds from borrowings <sup>1</sup>	907.7	86.0
Repayment of borrowings <sup>1</sup>	(939.9)	(326.3)
Amortization of transaction costs	0.6	8.4
Incurred transaction costs	(12.9)	-
Effect of movement in exchange rates	3.1	1.4
<b>At 31 December</b>	<b>1,113.8</b>	<b>1,155.2</b>
Non-current	1,040.8	1,065.6
Current	73.0	89.6
<b>Total</b>	<b>1,113.8</b>	<b>1,155.2</b>

<sup>1</sup> On 4 January 2023, the Group executed the drawdown of USD 900 million from the 2022 Term Loan Facility. The proceeds were directly received by the agent and were used to repay the existing Bridge Loan Facility in full. The Bridge Loan Facility is no longer available following this settlement. This is a material non-cash transaction during the period.

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 12. Loans and borrowings continued

The effect of movement in exchange rate mainly relates to DZD denominated loans, which are different from the Group's presentational currency (note 6).

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

#### 2022 Fertiglobe refinancing

On 22 December 2022, Fertiglobe refinanced its existing bridge loan facility as follows:

- Three-year facility amounting to USD 300 million with margin of SOFR + 1.50%.
- Five-year facility amounting to USD 600 million with margin of SOFR + 1.75%.

In addition, the Company updated the existing Revolving Credit Facility as follows:

- Increased the limit by USD 300 million to reach USD 600 million
- Extended the maturity to December 2027
- Updated the interest rate to SOFR + 1.40%

The transaction costs in relation to the refinancing amounted to USD 12.9 million, excluding VAT.

#### Covenants

The Fertiglobe plc and Sorfert loan agreements include financial covenants. The definitions for calculating the financial covenants applicable to the facilities within the Group can be summarized as follows:

- Debt Service Coverage Ratio: Income Available (revenue earned less operating expenses) to Debt Service (net finance charges including the capital element of finance leases) or gross profit less change in working capital to interest and principal payments.
- Debt to Equity Ratio or leverage ratio: Gross Debt (current and long-term debt obligations) to total Equity (the sole capital of the borrower).
- Interest coverage ratio: net annual operating income to net finance charges.

At 31 March 2023 all financial covenants were met. In the event the Group did not comply with the covenant requirements, the loans will become immediately due. The external borrowings include change in control clauses that enable the lenders to call the financing provided.

#### Undrawn facilities

As at 31 March 2023, the Group has the following undrawn facilities:

- Revolving cash facility of USD 600 million (of which USD 500 million was drawn subsequent to the period end, see note 21)
- Overdraft of USD 50 million
- Working capital facility of USD 50.0 million
- Trade finance facility USD 87.3 million

**Notes to the quarterly condensed consolidated interim financial statements** continued  
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

**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)	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	218.3	151.1	67.2	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- Unsecured	USD 300.0 (Facility A) USD 600.0 (Facility B)	SOFR +1.50% SOFR +1.75%	January 2026 January 2028	892.0	893.3	(1.3)	The loan is guaranteed, jointly and severally, by a list of entities. Please see note below. <sup>1</sup>
Fertiglobe plc	Revolving Credit facility - Unsecured	USD 600.0	SOFR + 1.40%	December 2027	(4.2)	(3.6)	(0.6)	n/a
Fertiglobe Distribution Ltd. Fertiglobe Fertilizer Trading Ltd.	Trade Finance facility	USD 95.0	SOFR + 1.00%	Renewed annually	7.7	-	7.7	n/a
Fertiglobe Distribution Ltd. Ruweis Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd	Working Capital facility	USD 50.0	SOFR + 1.50%	April 2023 (extendable)	-	-	-	The loan is guaranteed, jointly and severally, by Fertiglobe Distribution Ltd. Ruweis Fertilizer Industries LLC and Fertiglobe Fertilizer Trading Ltd.
<b>Total 31 March 2023</b>					<b>1,113.8</b>	<b>1,040.8</b>	<b>73.0</b>	

<sup>1</sup> Loan is guaranteed by Fertiglobe plc, Egyptian Fertilizers Company S.A.E., Ruweis Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd, Distribution Limited and OCI Fertilizer Trade & Supply B.V.

**Notes to the quarterly condensed consolidated interim financial statements** continued  
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

**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)	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	231.9	165.6	66.3	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	Bridge loan-Unsecured	USD 1,100.0	LIBOR + 1.05% <sup>1</sup>	February 2023 (extendable) <sup>2</sup>	900.0	900.0	-	The loan is guaranteed, jointly and severally, by a list of entities. Please see note below. <sup>3</sup>
Fertiglobe plc	Term loan-Unsecured	USD 300.0 (Facility A) USD 600.0 (Facility B)	SOFR +1.50% SOFR +1.75%	January 2026 January 2028	-	-	-	The loan is guaranteed, jointly and severally, by a list of entities. Please see note below. <sup>3</sup>
Fertiglobe plc	Revolving Credit facility - Unsecured	USD 600.0	SOFR + 1.40%	December 2027	-	-	-	n/a
Fertiglobe Distribution Ltd. Fertiglobe Fertilizer Trading Ltd.	Trade Finance facility	USD 95.0	SOFR + 1.00%	Renewed annually	23.3	-	23.3	n/a
Fertiglobe Distribution Ltd. Ruweis Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd	Working Capital facility	USD 50.0	LIBOR/EIBOR/ SOFR + 1.50%	April 2023 (extendable)	-	-	-	The loan is guaranteed, jointly and severally, by Fertiglobe Distribution Ltd. Ruweis Fertilizer Industries LLC and Fertiglobe Fertilizer Trading Ltd.
<b>Total 31 December 2022</b>					<b>1,155.2</b>	<b>1,065.6</b>	<b>89.6</b>	

<sup>1</sup> For the first 12 months starting August 2021 increasing by 25 bps every 3 months thereafter.

<sup>2</sup> Extendable for 6 months, then for an additional 6 month total combined tenor of 30 months.

<sup>3</sup> Loan is guaranteed by Fertiglobe plc, Egyptian Fertilizers Company S.A.E., Ruweis Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd, Fertiglobe Distribution Limited and OCI Fertilizer Trade & Supply B.V.

**Notes to the quarterly condensed consolidated interim financial statements** continued  
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

**13. Trade and other payables**

\$ millions	Note	31 March 2023	31 December 2022
Trade payables		24.6	42.2
Trade payables due to related parties	19	22.6	18.8
Other payables to related parties	19	31.0	31.9
Amounts payable under the securitization program		40.5	26.2
Accrued expenses		195.2	225.3
Accrued interest		12.5	3.6
Employee benefits <sup>1</sup>		13.8	14.1
Other payables		17.5	23.2
Deferred income		7.0	4.7
Other tax payable		0.7	0.6
<b>Total</b>		<b>365.4</b>	<b>390.6</b>
Non-current		19.4	19.5
Current		346.0	371.1
<b>Total</b>		<b>365.4</b>	<b>390.6</b>

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

Non-current trade and other payables have not been discounted as the effect would be immaterial. 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	31 March 2023	31 March 2022
Raw materials and consumables and finished goods <sup>1</sup>		264.1	441.8
Raw materials and consumables and finished goods - related party <sup>1</sup>	19	56.2	53.7
Employee benefit expenses		57.0	49.9
Depreciation, amortization and impairment		67.4	62.0
Maintenance and repair		6.9	8.1
Consultancy expenses		2.3	1.8
Other		11.9	10.1
<b>Total</b>		<b>465.8</b>	<b>627.4</b>
Cost of sales		424.6	597.0
Selling, general and administrative expenses		41.2	30.4
<b>Total</b>		<b>465.8</b>	<b>627.4</b>

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

**Notes to the quarterly condensed consolidated interim financial statements** continued  
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

**15. Net finance cost**

\$ millions	Note	31 March 2023	31 March 2022
Interest income on loans and receivables		2.3	0.4
Foreign exchange gain		27.6	35.4
<b>Finance income</b>		<b>29.9</b>	<b>35.8</b>
Interest expense and other financing costs on financial liabilities measured at amortized cost		(20.7)	(16.0)
Interest expense related parties	19	(0.8)	(0.8)
Foreign exchange loss		(49.2)	(19.5)
<b>Finance cost</b>		<b>(70.7)</b>	<b>(36.3)</b>
<b>Net finance cost recognised in profit or loss</b>		<b>(40.8)</b>	<b>(0.5)</b>

**16. Segment reporting**

31 March 2023 \$ millions	Production and marketing of owned produced volumes	Third party trading	Other	Elimination	Total
<b>Total external revenues</b>	<b>609.9</b>	<b>83.8</b>	-	-	<b>693.7</b>
Adjusted EBITDA	309.7	3.7	(16.1)	-	297.3
Depreciation, amortization and impairment	(65.6)	(0.5)	(1.3)	-	(67.4)
Finance income	28.4	2.5	32.4	(33.4)	29.9
Finance expense	(41.8)	(2.0)	(60.3)	33.4	(70.7)
Income tax	4.8	-	(3.0)	-	1.8
Other (including provisions)	(2.1)	-	-	-	(2.1)
<b>Profit for the period</b>	<b>233.4</b>	<b>3.7</b>	<b>(48.3)</b>	-	<b>188.8</b>
Capital expenditures	13.0	-	2.0	-	15.0
<b>Total assets</b>	<b>5,338.0</b>	<b>23.0</b>	<b>301.1</b>	-	<b>5,662.1</b>

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 16. Segment reporting continued

31 March 2022 31 December 2022 \$ millions	Production and marketing of owned produced volumes	Third party Trading	Other	Elimination	Total
<b>Total external revenues<sup>1</sup></b>	<b>990.4</b>	<b>194.4</b>	-	-	<b>1,184.8</b>
Adjusted EBITDA <sup>1</sup>	628.8	5.2	(9.4)	-	624.6
Depreciation, amortization and impairment <sup>1</sup>	(61.9)	-	(0.1)	-	(62.0)
Finance income <sup>1</sup>	22.5	0.1	19.6	(6.4)	35.8
Finance expense <sup>1</sup>	(17.9)	(1.2)	(23.6)	6.4	(36.3)
Income tax <sup>1</sup>	(90.1)	-	0.1	-	(90.0)
Other (including provisions) <sup>1</sup>	-	-	(5.0)	-	(5.0)
<b>Profit for the period<sup>1</sup></b>	<b>481.4</b>	<b>4.1</b>	<b>(18.4)</b>	-	<b>467.1</b>
Capital expenditures <sup>2</sup>	104.3	-	6.8	-	111.1
<b>Total assets<sup>2</sup></b>	<b>5,176.7</b>	<b>11.1</b>	<b>342.8</b>	-	<b>5,530.6</b>

<sup>1</sup> For the three-month period ended 31 March 2022.

<sup>2</sup> As at 31 December 2022.

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	Capital reduction reserve	Other reserves	Currency translation reserve	Total reserves	Retained earnings
<b>At 1 January 2022</b>	<b>1,150.0</b>	<b>(641.9)</b>	<b>(545.7)</b>	<b>(37.6)</b>	<b>555.6</b>
Profit for the period	-	-	-	-	1,249.5
Dividends to shareholders	-	-	-	-	(1,090.0)
Capital contribution	-	37.1	-	37.1	-
Reserves transfer	(1,150.0)	-	-	(1,150.0)	1,150.0
Currency translation differences	-	-	15.4	15.4	-
<b>At 31 December 2022</b>	<b>-</b>	<b>(604.8)</b>	<b>(530.3)</b>	<b>(1,135.1)</b>	<b>1,865.1</b>
Profit for the period	-	-	-	-	135.7
Currency translation differences	-	-	12.1	12.1	-
<b>At 31 March 2023</b>	<b>-</b>	<b>(604.8)</b>	<b>(518.2)</b>	<b>(1,123.0)</b>	<b>2,000.8</b>

#### 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 ended 31 December 2022. This was approved by the Board on 1 August 2022 and paid in full on 13 October 2022.

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 18. Earnings per share

	31 March 2023	31 March 2022
<b>i. Basic</b>		
Net profit attributable to shareholders (\$ million)	135.7	356.6
Weighted average number of ordinary shares (million)	8,301.3	8,301.3
<b>Basic earnings per ordinary share (\$)</b>	<b>0.016</b>	<b>0.043</b>
<b>ii. Diluted</b>		
Net profit attributable to shareholders (\$ million)	135.7	356.6
Weighted average number of ordinary shares (million)	8,301.3	8,301.3
<b>Diluted earnings per ordinary share (\$)</b>	<b>0.016</b>	<b>0.043</b>

### Weighted average number of ordinary shares calculation:

\$ millions	31 March 2023	31 March 2022
<b>Number of ordinary shares at beginning and end of the period</b>	<b>8,301.3</b>	<b>8,301.3</b>

There are no potential dilutive shares.

### 19. Related party transactions

The following is a list of significant related party transactions and outstanding amounts as at 31 March 2023:

31 March 2023 Related party \$ millions	Relation	Receivables outstanding at period end	Payables outstanding at period end	Revenue transactions during the period	Net financing recharges	Interest expense and other charges
OCI N.V	OCI Group	0.1	6.2	-	-	-
OCI Fertilizer BV	OCI Group	37.6	-	-	-	-
OCI Nitrogen	OCI Group	10.4	1.3	34.7	-	-
ADNOC	ADNOC	4.2	36.2	-	(46.6)	-
Abu Dhabi Polymers Ltd.	ADNOC	1.6	-	1.5	-	(0.8)
ADNOC refining	ADNOC	-	6.2	-	(9.0)	-
ADNOC subsidiaries	ADNOC	0.1	0.2	-	(0.6)	-
Other subsidiaries	Others	1.6	3.5	-	-	-
<b>Total</b>		<b>55.6</b>	<b>53.6</b>	<b>36.2</b>	<b>(56.2)</b>	<b>(0.8)</b>

The Group leases land, office space and employee accommodation from Abu Dhabi National Oil Company - "ADNOC", the lease obligation amount is USD 67.3 million at 31 March 2023 (31 December 2022 USD 70.7 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.

## Notes to the quarterly condensed consolidated interim financial statements continued

FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### 19. Related party transactions continued

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.

31 March 2022	31 December 2022	Related party \$ millions	Relation	Receivables outstanding at year end <sup>1</sup>	Payables outstanding at year end <sup>1</sup>	Revenue transactions during the period <sup>2</sup>	Net recharges <sup>2</sup>	Interest expense and other financing charges <sup>2</sup>
		OCI Fertilizer BV	OCI Group	45.5	-	-	-	-
		OCI Nitrogen	OCI Group	2.0	1.1	121.4	-	-
		ADNOC Abu Dhabi Polymers Ltd.	ADNOC	4.3	37.2	-	(43.9)	-
		ADNOC refining	ADNOC	0.4	-	0.3	-	(0.8)
		Other subsidiaries	ADNOC	-	5.1	-	(9.4)	-
				3.0	7.3	-	(0.4)	-
		<b>Total</b>		<b>55.2</b>	<b>50.7</b>	<b>121.7</b>	<b>(53.7)</b>	<b>(0.8)</b>

<sup>1</sup> As at 31 December 2022.

<sup>2</sup> For the three-month period ended 31 March 2022.

### Board Remuneration

On 5 April 2023, the Board approved a payment of USD 9.0 million (AED 33.2 million) to the Board of Directors as approved remuneration for the year ended 31 December 2022, in addition to any applicable VAT. This Board remuneration was approved by the shareholders in the Annual General Meeting ("AGM") held on 11 April 2023.

### 20. 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 2022 except for the following:

#### Low-carbon ammonia plant

On 13 February 2023, the company initiated the procurement phase which increases its commitments by approximately USD 100 million. The Group's share of costs is expected to be 30%, following the creation of the company and the novation of the EPC contract to it.

## **Notes to the quarterly condensed consolidated interim financial statements** continued FOR THE THREE-MONTH PERIOD ENDED 31 MARCH

### **21. Subsequent events**

The Group 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 the items disclosed below:

#### **Drawdown of Revolving cash facility ("RCF")**

On 11 April 2023, the Group executed the drawdown of USD 500 million from the RCF Facility. The remaining available facility is USD 100 million.

#### **Dividends H2 2022**

On 11 April 2023, the shareholders approved dividends of USD 700 million related to the second half of the year ended 31 December 2022. These dividends were approved by the Board on 13 February 2023 and paid on 17 April 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](http://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 31 March, 2023 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 31 March, 2023;
- the condensed consolidated statement of profit or loss for the three-month period ended 31 March 2023;
- the condensed consolidated statement of other comprehensive income for the three-month period ended 31 March 2023;
- the condensed consolidated statement of changes in equity for the three-month period ended 31 March 2023;
- the condensed consolidated statement of cash flows for the three-month period ended 31 March 2023; 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 31 March 2023 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 Lane Pera  
Abu Dhabi, United Arab Emirates

Date: **8 May 2023**