

6 September 2022

6 سبتمبر 2022

Disclosures and Compliance Section
Market Operations & Surveillance
Abu Dhabi Securities Exchange

السادة / قسم الإفصاح والامتثال المحترمين،،
إدارة العمليات والرقابة
سوق أبوظبي للأوراق المالية

Greetings,

تحية طيبة وبعد،،،

**Subject: General Assembly Meeting of
Fertiglobe plc ("Company")**

الموضوع: اجتماع الجمعية العمومية لشركة
فيرتيغلوب شركة عامة محدودة بالأسهم
("الشركة")

This is to inform you that the Company's General Assembly Meeting (GAM) will be held (virtually) on Thursday 29 September 2022, at 3:30pm (UAE local time). The GAM invitation will be published in two daily newspapers in English and Arabic on Wednesday 7 September 2022.

بالإشارة إلى الموضوع أعلاه فإننا نفيديكم بأنه سيتم عقد إجتماع الجمعية العمومية للشركة من خلال إستخدام تقنية الحضور عن بعد يوم الخميس الموافق 29 سبتمبر 2022 في تمام الساعة الثالثة والنصف عصراً (بتوقيت دولة الإمارات العربية المتحدة). وسيتم نشر اعلان دعوة الجمعية العمومية في جريديتين يوميتين باللغة العربية والانجليزية يوم الأربعاء الموافق 7 سبتمبر 2022.

Note: Attached is the GAM invitation, and a disclosure regarding GAM proxies.

ملاحظة: مرفق طيه دعوة الجمعية العمومية والإفصاح التوضيحي بشأن اعتماد التوكيلات لحضور إجتماع الجمعية العمومية.

Yours sincerely,

وتفضلوا بقبول فائق الاحترام والتقدير،،،

R. Guindy

Ms. Rita Guindy
Director-Investor Relations

السيدة/ ريتا جندي
مدير علاقات المستثمرين



INVITATION TO ATTEND THE
GENERAL ASSEMBLY MEETING
OF FERTIGLOBE PLC

Fertiglobe

An ADNOC and OCI Company

دعوة لحضور اجتماع الجمعية
العمومية لشركة فيرتيغلوب
شركة عامة محدودة بالأهم

The Board of Directors of Fertiglobe plc (the Company) invites the shareholders to attend a general assembly meeting virtually through an electronic link for the meeting that will be sent to the shareholders via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Thursday 29 September 2022 at 3:30pm (UAE time) to consider the following agenda:

Firstly: Authorise the chairman of the general assembly to appoint a secretary to the meeting and a vote collector.

Secondly: Ratify the Board of Directors resolution regarding the distribution of a cash dividend of USD 750 million (equivalent to AED 2.75 billion, amounting to approximately AED 0.33 per share) for the first half of the current financial year 2022.

Thirdly: The authorisation of the Board of Directors of the Company, and/or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement the above.

NOTES:

1. The Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 3pm (UAE time) on Wednesday 28 September 2022 and closes at 3pm on Thursday 29 September 2022. For electronic registration, please visit the following website: www.smartagm.ae. Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration.
2. Any shareholder registered entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy.
3. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
4. Shareholders registered in the shareholders register on Wednesday 28 September 2022 shall be entitled to vote in the general assembly meeting.
5. The meeting of the general assembly shall not be valid unless attended by (i) shareholders holding at least a simple majority of the aggregate number of voting rights attaching to the entire issued share capital of the company (in person or by proxy); and (ii) each major shareholder (as defined in the Company's Articles of Association) is present (in person or by proxy). In case quorum is not reached in the first meeting, the second meeting shall be convened on Thursday 6 October 2022 at the same time and the proxies issued for the first meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.
6. Shareholders who are registered in the Company's share book on Monday 10 October 2022 shall be deemed to be entitled to receive the dividend if the general assembly is convened on its first meeting date on Thursday 29 September 2022. Shareholders who are registered on Monday 17 October 2022 shall be deemed to be entitled to receive the dividend if the general assembly is convened on its second meeting date on Thursday 6 October 2022.
7. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda.
9. The meeting will be treated to have been held at the Company's headquarters in Abu Dhabi.
10. The Shareholders can view and download the Investors Rights Guidelines on Securities and Commodities Authority through the following link:
<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>

On Behalf of the Board of Directors

Proxy

To H.E. Chairman of Fertiglobe plc (the Company)

Dear Sir,

I/We:

The shareholder(s) of Fertiglobe plc (the Company) hereby appoint by virtue of this proxy

Mr. / Mrs.

To represent me and vote on my behalf in the General Assembly Meeting to be held on Thursday 29 September 2022 or any adjourned meeting therefore.

Date: / / 2022

Signature:

بالنيابة عن مجلس الإدارة

توكيل خاص

معالى/ رئيس مجلس إدارة شركة فيرتيغلوب ش.ع.م (الشركة) المحترم

تحية طيبة وبعد،

أنا / نحن:

المساهم / المساهمين في شركة فيرتيغلوب ش.ع.م (الشركة)، أعيّن / تُعيّن بموجب هذا التوكيل:

السيد / السيدة

وكيلاً عنيّ/ وعنا وأفوضه/ ونفوضه بأن يصوّت باسمي/ باسمنا ونيابة عنيّ/ عنا في اجتماع الجمعية

العمومية المقرر انعقاده يوم الخميس الموافق ٢٩ سبتمبر ٢٠٢٢ وأي تأجيل له.

تحريراً في: / / ٢٠٢٢ التوقيع:

إفصاح توضيحي بشأن اعتماد التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المساهمين- حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.

2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

- (أ) الكاتب العدل.
- (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
- (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
- (د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

Clarifying disclosure regarding the approval of proxies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members, the staff of the Company, or securities brokerage company, or its employees, to attend on his or her behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decisions. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder's signature on the power of attorney referred in clause No. (1) shall be approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.