An ADNOC Company

2024 FINANCIAL STATEMENTS

Directors' report

Company overview

Fertiglobe is the world's largest seaborne exporter of urea and ammonia combined, and an early mover in clean ammonia. Fertiglobe's production capacity comprises of 6.6 million tons of urea and merchant ammonia, produced at four subsidiaries in the UAE, Egypt and Algeria, making it the largest producer of nitrogen fertilizers in the Middle East and North Africa (MENA), and benefits from direct access to six key ports and distribution hubs on the Mediterranean Sea, Red Sea, and the Arab Gulf. Headquartered in Abu Dhabi and incorporated in Abu Dhabi Global Market (ADGM), Fertiglobe employs more than 2,700 employees and was formed as a strategic partnership between OCI N.V. ("OCI") and the Abu Dhabi National Oil Company ("ADNOC"). Fertiglobe was listed on the Abu Dhabi Securities Exchange ("ADX") on 27 October 2021 under the symbol "FERTIGLB" and ISIN "AEF000901015".

On 15 October 2024, Abu Dhabi National Oil Company ("ADNOC") completed the acquisition of OCI N.V.'s entire shareholding in Fertiglobe. As a result of this transaction, ADNOC now owns 86.2% of Fertiglobe's shares, establishing itself as the controlling entity. The remaining 13.8% of shares continue to be publicly traded as free float on Abu Dhabi Securities Exchange ("ADX").

Key assets within the Company perimeter include:

Egyptian Fertilizer Company (EFC): The largest private sector granular urea producer in Egypt, with a capacity to produce 1.7 million tons per annum of urea and 0.9 million tons per annum of ammonia.

Egypt Basic Industries Corporation (EBIC): Fertiglobe has a 75% stake in the ammonia plant EBIC, with a production capacity of 0.7 million tons per annum.

Sorfert Algeria S.P.A: Fertiglobe has a 51% stake in Sorfert, an Algerian producer of ammonia and urea, with a capacity of 1.6 and 1.3 million tons per annum, respectively.

Ruwais Fertilizers Industries LLC (Fertil): Headquartered in Abu Dhabi, Fertil is manufacturing ammonia and urea through two plants (Fertil-1 and Fertil-2). The business has a capacity to produce 2.1 million tons per annum of urea and 1.2 million tons per annum of ammonia.

Fertiglobe Distribution Limited, Fertiglobe Fertilizer Trading Limited, and Fertiglobe International Trading LLC: Fertiglobe established these trading platforms based in the U.A.E., supported by an export logistics network, strategic partnerships / relationships in Brazil, Spain, France and the USA.

Fertiglobe aims at achieving value through synergies which include:

Commercial synergies: Timing of sales and increased premiums over benchmark prices, reduced reliance on traders through a wider distribution network, access to key end markets (including Brazil, India, and East Africa), freight and logistics optimization, reduced freight rates, and sharing of best practices across the ADNOC group platform. Additionally, being part of the ADNOC group, Fertiglobe is set to play a key role within ADNOC's ecosystem as the primary vehicle for low-carbon ammonia growth.

Technical synergies: Shared maintenance expertise, coordinated turnarounds, procurement optimization and spare parts pooling.

Directors' report continued

Members of the Board of Directors:

The Fertiglobe Plc Board of Directors consists of seven Directors, all of which are non-executive independent Directors appointed on 24 October 2024, as follows:

- H.E. Dr. Sultan Ahmed Al Jaber (Chairman of the Board of Directors, re-appointed on 24 October 2024).
- Mr. Nassef Sawiris (re-appointed on 24 October 2024).
- Mr. Khaled Salmeen (re-appointed on 24 October 2024).
- Mr. Mohammad Saif Ali Alaryani (re-appointed on 24 October 2024).
- Dr. Rainer Seele (re-appointed on 24 October 2024).
- Dr. Mike Baker.
- Ms. Corrine Ricard.

Current year's results:

In 2024, Fertiglobe continued to show resilience despite the uncertain economic climate. The company achieved USD 2,009.2 million in revenues during the year (2023: USD 2,416.2 million) by selling 4.4 million tons of urea (2023: 4.8 million tons) and 1.2 million tons of ammonia (2023: 1.4 million tons), resulting in total net profit of USD 213.6 million on a consolidated basis (2023: USD 505.0 million). Total assets decreased to USD 4,410.6 million at 31 December 2024 (2023: USD 4,625.8 million).

On 30 April 2024, the shareholders approved dividends of USD 200 million (equivalent of USD 0.024 per share) related to the second half of the year ended 31 December 2023. These dividends were approved by the Board on 13 February 2024 and paid in May 2024.

On 30 September 2024, the Board approved interim dividends of USD 150 million (equivalent of USD 0.018 per share) for the first half of the year ended 31 December 2024. These dividends were paid during October 2024.

On 7 February 2025, the Board proposed dividends of USD 125 million (equivalent to USD 0.015 per share) for the second half of the financial year ended on 31 December 2024. The recommendation will be considered by the shareholders in the Annual General Meeting.

Statement of disclosure to auditors:

The Directors of Fertiglobe certify that as far as they are aware, there is no relevant audit information of which the company's auditor is unaware, and that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

On behalf of the board,

H.E. Dr. Sultan Ahmed Al Jaber
Chairman of the Board

Independent auditor's report to the shareholders of Fertiglobe plc

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Fertiglobe plc (the "Company") and its subsidiaries (together the "Group") as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2024;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the applicable requirements of Abu Dhabi Accountability Authority ("ADAA") Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the consolidated financial statements in the Abu Dhabi Global Market ("ADGM") together with applicable ethical and independence requirements that are relevant to our audit of the consolidated financial statements in the United Arab Emirates. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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Independent auditor’s report to the shareholders of Fertiglobe plc (continued)

Our audit approach

Overview

Key Audit Matters	• Accrual of Sorfert increased gas cost. • Impairment assessment of goodwill.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Accrual of Sorfert increased gas cost One of the Group’s subsidiaries, Sorfert Algérie SPA ("Sorfert"), operates under a 20-year natural gas supply contract with Sonatrach. The pricing for the gas was fixed for a period of 10 years and the initial period lapsed at the end of 2023. The new price shall be retrospectively applied from the lapse of the 10-year gas stability period. The Group is at an advanced stage of negotiation of the price with Sonatrach on the natural gas supply contract. The Group has recognised an estimated accrual of USD 182.8 million for the anticipated increase in gas cost as at 31 December 2024 based on the latest developments of the negotiation process and available information. The estimation of this accrual requires management to apply significant judgement including making assumptions and interpretation of the legal documents and correspondences regarding the final outcome of the negotiation. We consider this estimate to be a key audit matter due to the financial significance of the amounts involved and key judgments used by management. Refer to Note 3.4 which explains the accounting policy adopted by the Group and Notes 5 and 18 for related accounting estimates and accrual details.	We performed the following audit procedures: • We obtained and reviewed the natural gas supply contract between Sorfert and Sonatrach; • We reviewed the written communication made between the Group and Sonatrach on the negotiation process; • We attended regular update meetings with members of the negotiation team and the Group legal team where we discussed the update on the negotiation process including the verbal discussions with Sonatrach; • We performed, amongst other procedures, review of management’s accounting position paper, legal opinion and relevant documents and information considered by management in developing the accrual amount; • We reviewed management’s calculations, inputs and verified underlying information; • We assessed the mathematical accuracy of management’s calculations; and • We assessed the adequacy of disclosures in the consolidated financial statements relating to this matter.

Independent auditor's report to the shareholders of Fertiglobe plc (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of goodwill The Group's consolidated statement of financial position includes USD 604.8 million of goodwill, representing 13.7% of the total Group assets. In accordance with IAS 36 Impairment of Assets ("IAS 36"), an entity is required to test goodwill for impairment at least annually irrespective of whether there is any indication of impairment. We considered the impairment of goodwill to be a key audit matter, given the method for determining the recoverable amount and the significance of the balance in the Group's consolidated financial statements. In addition, the recoverable amounts are based on the use of key assumptions and estimates made by management, in particular future cash flow projections, discount rates and long-term growth rates. Management determined that the recoverable amount of goodwill was in excess of its carrying amount and consequently no impairment charge has been recognised in the consolidated statement of profit or loss for the year ended 31 December 2024. Refer to Notes 3.8 and 3.10 which explains the accounting policy, Notes 5 and 8 for related accounting estimates, valuation methodology and goodwill balances.	We obtained the impairment assessment models used by management and we performed the following procedures: • We evaluated the reasonableness of the impairment assessment models used by management to calculate the value in use; • On a sample basis, we reviewed the key assumptions including future cash flow projections used by management in determining the recoverable amount of the cash generating units; • We engaged our valuation specialists to assess the discount rates, long term growth rates and valuation methodology used by management in the impairment assessment models; • We performed sensitivity analysis over the key assumptions applied by management; • We assessed the mathematical accuracy of the impairment assessment models; and • We assessed the adequacy of disclosures in the consolidated financial statements relating to this matter with reference to IFRS Accounting Standards.

Other information

The directors are responsible for the other information. The other information comprises the *Directors’ report* (but does not include the consolidated financial statements and our auditor’s report thereon), which we obtained prior to the date of this auditor’s report and the *Group’s Annual Report*, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this auditor’s report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the *Group’s Annual Report*, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and their preparation in compliance with the applicable provisions of the ADGM Companies Regulations 2020, as amended, the ADGM Companies Regulations (International Accounting Standards) Rules 2015, and applicable provisions of the relevant laws and regulations and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group’s financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the applicable requirements of ADAA Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs and the applicable requirements of ADAA Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Abu Dhabi Global Market ("ADGM") Companies Regulations 2020, as amended, and the ADGM Companies Regulations (International Accounting Standards) Rules 2015, we report that:

- the consolidated financial statements have been prepared, in all material respects, in accordance with the applicable requirements of the ADGM Companies Regulations 2020, as amended, and the ADGM Companies Regulations (International Accounting Standards) Rules 2015; and
- the information given in the Directors' report is consistent with the consolidated financial statements of the Group.

Further, as required by the ADAA Chairman's Resolution No 88 of 2021 Regarding financial statements Audit Standards for the Subject Entities, we report, in connection with our audit of the consolidated financial statements for the year ended 31 December 2024, that nothing has come to our attention that causes us to believe that the Group has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the consolidated financial statements as at 31 December 2024:

(i) its Articles of Association which would materially affect its activities or its financial position as at 31 December 2024; and
(ii) applicable provisions of the relevant laws, resolutions and circulars that have an impact on the Subject Entity's consolidated financial statements.

For and on behalf of PricewaterhouseCoopers Limited Partnership (ADGM Branch)
Rami Abdelraouf Saleh Sarhan

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18 March 2025

Consolidated Statement of Financial Position
AS AT

$ millions	Note	31 December 2024	31 December 2023[1]
Assets			
Non-current assets			
Property, plant and equipment	7	2,596.8	2,699.6
Right-of-use assets	17	68.6	74.9
Goodwill and other intangible assets	8	626.8	614.5
Deferred tax assets	10	2.0	-
Trade and other receivables	9	27.8	29.1
Total non-current assets		**3,322.0**	**3,418.1**
Current assets			
Inventories	11	164.0	133.6
Trade and other receivables	9	290.7	314.3
Cash and cash equivalents	12	633.9	759.8
Total current assets		**1,088.6**	**1,207.7**
Total assets		**4,410.6**	**4,625.8**

[1] The comparative numbers have been reclassified, refer to note 18 and 19.

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position continued

AS AT

$ millions	Note	31 December 2024	31 December 2023[1]
Equity			
Share capital	13	1,328.2	1,328.2
Reserves	14	(1,129.0)	(1,119.1)
Retained earnings	14	1,042.6	1,235.6
Equity attributable to owners of the Company		**1,241.8**	**1,444.7**
Non-controlling interests	15	295.9	425.0
Total equity		**1,537.7**	**1,869.7**
Liabilities			
Non-current liabilities			
Loans and borrowings	16	1,425.5	1,490.2
Lease obligations	17	63.1	67.9
Trade and other payables[1]	18	7.3	6.7
Provisions[1]	19	22.0	15.7
Deferred tax liabilities	10	310.0	344.9
Total non-current liabilities		**1,827.9**	**1,925.4**
Current liabilities			
Loans and borrowings	16	256.7	174.9
Lease obligations	17	23.8	22.7
Trade and other payables	18	481.0	326.7
Provisions	19	29.1	36.0
Income tax payables	10	254.4	270.4
Total current liabilities		**1,045.0**	**830.7**
Total liabilities		**2,872.9**	**2,756.1**
Total equity and liabilities		**4,410.6**	**4,625.8**

[1] The comparative numbers have been reclassified, refer to note 18 and 19.

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.
To the best of our knowledge and in accordance with IFRS Accounting Standards, the consolidated financial statements present fairly, in all material respects, the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group as of, and for the year ended 31 December 2024.

H.E. Dr. Sultan Ahmed Al Jaber
(Chairman of the Board)

Ahmed El-Hoshy
(CEO)

Andrew Tait
(CFO)

Consolidated Statement of Profit or Loss
FOR THE YEAR ENDED

$ millions	Note	31 December 2024	31 December 2023
Revenues	20	2,009.2	2,416.2
Cost of sales	21	(1,512.9)	(1,564.2)
Gross profit		**496.3**	**852.0**
Selling, general and administrative expenses	21	(150.2)	(144.5)
Other income		3.0	3.3
Other expenses		-	(0.7)
Operating profit		**349.1**	**710.1**
Finance income	22	17.1	16.3
Finance cost	22	(135.6)	(119.4)
Net foreign exchange loss	22	(1.3)	(19.6)
Net finance cost		**(119.8)**	**(122.7)**
Profit before income tax		**229.3**	**587.4**
Income tax	10	(15.7)	(82.4)
Profit for the year		**213.6**	**505.0**
Profit attributable to:			
Owners of the Company		159.9	348.9
Non-controlling interests	15	53.7	156.1
Profit for the year		**213.6**	**505.0**
Earnings per share (in USD)			
Basic earnings per share	24	0.019	0.042
Diluted earnings per share	24	0.019	0.042

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income
FOR THE YEAR ENDED

$ millions	Note	31 December 2024	31 December 2023
Profit for the year		**213.6**	**505.0**
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Foreign operations - foreign currency translation differences		(9.0)	28.6
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post-employment benefits	19	(2.0)	-
Other comprehensive income, net of tax		**(11.0)**	**28.6**
Total comprehensive income		**202.6**	**533.6**
Total comprehensive income attributable to:			
Owners of the Company		153.2	364.9
Non-controlling interests	15	49.4	168.7
Total comprehensive income		**202.6**	**533.6**

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED

$ millions	Note	Share capital (Note 13)	Reserves (Note 14)	Retained earnings (Note 14)	Equity attributable to owners of the Company	Non-controlling interests (Note 15)	Total equity
Balance at 1 January 2023		**1,328.2**	**(1,135.1)**	**1,865.1**	**2,058.2**	**1,110.1**	**3,168.3**
Profit for the year		-	-	348.9	348.9	156.1	505.0
Other comprehensive income, net of tax		-	16.0	-	16.0	12.6	28.6
Total comprehensive income		-	**16.0**	**348.9**	**364.9**	**168.7**	**533.6**
Impact difference in profit sharing non-controlling interests	15	-	-	(3.4)	(3.4)	43.1	39.7
Dividends to non-controlling interests	15	-	-	-	-	(896.9)	(896.9)
Dividends to shareholders	14	-	-	(975.0)	(975.0)	-	(975.0)
Balance at 31 December 2023		**1,328.2**	**(1,119.1)**	**1,235.6**	**1,444.7**	**425.0**	**1,869.7**
Profit for the year		-	-	159.9	159.9	53.7	213.6
Other comprehensive income, net of tax		-	(6.7)	-	(6.7)	(4.3)	(11.0)
Total comprehensive income		**-**	**(6.7)**	**159.9**	**153.2**	**49.4**	**202.6**
Impact difference in profit sharing non-controlling interests	15	-	-	(2.9)	(2.9)	13.9	11.0
Dividends to non-controlling interests	15	-	-	-	-	(192.4)	(192.4)
Dividends to shareholders	14	-	-	(350.0)	(350.0)	-	(350.0)
Other	15	-	(3.2)	-	(3.2)	-	(3.2)
Balance at 31 December 2024		**1,328.2**	**(1,129.0)**	**1,042.6**	**1,241.8**	**295.9**	**1,537.7**

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows
FOR THE YEAR ENDED

$ millions	Note	31 December 2024	31 December 2023
Profit for the year		**213.6**	**505.0**
Adjustments for:			
Depreciation, amortization and impairment	21	279.5	279.3
Finance income	22	(17.1)	(16.3)
Finance cost	22	135.6	119.4
Net foreign exchange loss	22	1.3	19.6
Impact difference in profit-sharing non-controlling interests	15	11.0	39.7
Income tax	10	15.7	82.4
Changes in:			
Inventories		(30.5)	(6.8)
Trade and other receivables		23.3	38.1
Trade and other payables		164.2	(98.2)
Provisions		(9.1)	8.2
Cash flows:			
Interest paid		(126.2)	(95.9)
Lease interest paid	17	(4.3)	(5.0)
Interest received		17.1	16.0
Income taxes paid	10	(56.7)	(67.4)
Withholding tax paid on subsidiary dividends	10	(9.7)	(20.5)
Cash flows from operating activities		**607.7**	**797.6**
Investments in property, plant and equipment and intangible assets		(168.3)	(114.6)
Cash used in investing activities		**(168.3)**	**(114.6)**

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows continued
FOR THE YEAR ENDED

$ millions	Note	31 December 2024	31 December 2023
Proceeds from borrowings	16	365.5	693.4
Repayment of borrowings	16	(381.7)	(173.4)
Payment of lease liabilities	17	(18.2)	(19.4)
Transaction costs of new borrowings	16	-	(18.3)
Dividends paid to non-controlling interests	15	(193.9)	(885.7)
Dividends paid to shareholders	14	(350.0)	(975.0)
Cash used in financing activities		**(578.3)**	**(1,378.4)**
Net cash flows		**(138.9)**	**(695.4)**
Net decrease in cash and cash equivalents		**(138.9)**	**(695.4)**
Cash and cash equivalents at 1 January		759.8	1,442.0
Effect of exchange rate fluctuations on cash held		(2.5)	13.2
Cash and cash equivalents at 31 December	12	**618.4**	**759.8**

Material non-cash transactions for the year ended 31 December 2024 and 2023 have been disclosed in note 16, note 17 and note 26.

The notes on pages 19 to 80 are an integral part of these consolidated financial statements.

Notes to the consolidated Financial Statements
FOR THE YEAR ENDED 31 DECEMBER

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. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (together referred to as "the Group").

Fertiglobe was listed on the Abu Dhabi Securities Exchange ("ADX") on 27 October 2021 under the symbol "FERTIGLB" and ISIN "AEF000901015".

On 15 October 2024, Abu Dhabi National Oil Company ("ADNOC") completed the acquisition of OCI N.V.'s entire shareholding in Fertiglobe. As a result of this transaction, ADNOC (wholly owned by the Emirate of Abu Dhabi) now holds 86.2% of Fertiglobe's shares, establishing itself as the controlling entity. The remaining 13.8% of shares continue to be publicly traded as free float on Abu Dhabi Securities Exchange ("ADX").

The principal activity of the Group is the production and sale of nitrogen based products.

These consolidated financial statements were approved and authorized for issuance on 18 March 2025.

2. Basis of preparation
General
The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ('IFRS') as issued by the International Accounting Standards Board ("IASB") and in compliance with the applicable provisions of the Company's Article of Association and the requirements of the Abu Dhabi Global Market Companies Regulation of 2020 as amended, and the ADGM Companies Regulations (International Accounting Standards) Rules 2015. The laws and regulations applicable to the Company for the year are in compliance with Abu Dhabi Accountability Authority ("ADAA") requirements.

The consolidated financial statements have been prepared on the historical cost convention, except when otherwise indicated.

The financial year of the Group commences on 1 January and ends on 31 December.

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

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

2. Basis of preparation continued

Going Concern

The Directors have, at the time of approving the annual consolidated 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 consolidated financial statements. The maturity date of one of the Group's unsecured Term Loans is January 2026. The Group is in the process of exploring various internal and external options to refinance this facility before its maturity date. In addition, at the reporting date, the Group has sufficient unutilised long-term credit facilities available which can be used to repay the aforementioned facility. Refer to note 16

3. Material accounting policies

The Group has applied the accounting policies set out in note 3 consistently over both periods presented in these consolidated financial statements.

3.1. Consolidation

The consolidated financial statements include the financial statements of Fertiglobe, its subsidiaries and the Group's interests in associates and joint ventures.

Subsidiaries

Subsidiaries are all companies to which Fertiglobe is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its control over the investee, generally accompanying a shareholding of more than half of the shares issued and related voting power. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases. When the Group ceases to have control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any investment retained in the former subsidiary is recognized at fair value. The fair value shall be regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture. Any resulting gain or loss is recognized in profit or loss including related cumulative translation adjustments accumulated in other comprehensive income. If it becomes an associate or a joint venture, the interest retained is subsequently measured in accordance with the equity method. The principal subsidiaries of the Group are listed in note 27.

Transactions eliminated in the consolidated financial statements

Intra-group balances and transactions, and any unrealized income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investees. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

Non-controlling interests ("NCI")

Non-controlling interests is presented as a separate component in equity. 'Profit or loss' and 'Total comprehensive income' attributable to the non-controlling interests are presented as a separate line item in the consolidated statement of profit or loss and other comprehensive income. Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the balance

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued
3.1. Consolidation continued

sheet date. Changes in Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

3.2. Business combinations
The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to contribute to the creation of outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or Group of similar identifiable assets.

The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date, fair value of the assets and liabilities assumed and the amount of any non-controlling interests in the acquiree.
For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the classification of particular financial assets and financial liabilities assumed as, at fair value through profit or loss, or at amortized cost or as a financial asset measured at fair value through other comprehensive income. The Group makes an assessment of whether embedded derivatives of the acquiree should be separated from their host contracts.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or other comprehensive income, as appropriate.

3.3. Foreign currency
Foreign currency transactions
Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.3. Foreign currency continued

Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in profit or loss and presented within net foreign exchange gain/loss unless individually material and identifiable, in which case it is presented in the line it relates to.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into USD at the exchange rates at the reporting date.

The income and expenses of foreign operations are translated into USD at the average exchange rates of the transaction's period. Foreign currency differences are recognized in other comprehensive income ("OCI") and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

3.4. Financial instruments

Financial assets

IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, at fair value through profit or loss ("FVTPL"), and at fair value through other comprehensive income ("FVOCI").

The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Gas purchase contracts

The Group has physical purchase contracts in place to procure natural gas for its production activities. These contracts are not accounted for as financial instruments as they are excluded from the scope of IFRS 9 through the "own use exemption". The own use exemption applies to contracts that are entered into and continue to be held for the receipt of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements and do not have a past practice of being net cash-settled.

i) Classification and subsequent measurement

Amortized cost

Trade and other receivables are held to collect contractual cash flows and are expected to give rise to cash flows representing solely payments of principal and interest. The Group analyzed the contractual cash flow characteristics of those instruments and concluded that they meet the 'hold to collect' business model criteria for amortized cost measurement.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.4. Financial instruments continued

Interest income from these assets is included in finance income using the effective interest rate method. Any gain or loss on derecognition is recognized directly in profit or loss.

Fair Value through Other Comprehensive Income (FVOCI)

The Group sells certain portfolios of trade receivables under a securitization agreement to a third party. For these selected portfolios of debtors the Group uses the 'hold-to-collect-and-sell business model' as defined under IFRS 9 and measure these receivables at FVOCI.

Fair value through profit or loss (FVTPL)

Trade receivables that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss ("FVTPL"). Any gain or loss arising on such trade receivables is recognized in the consolidated statement of profit or loss account and presented within Revenues.

ii) Derecognition

Financial asset

The Group derecognizes a financial asset when:

- the contractual rights to the cash flows from the financial assets expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
    - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
    - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets, in these cases, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

Financial liabilities, like loans and borrowings and trade and other payables, are measured at amortized cost, unless the financial liability:

- is a derivative at FVTPL;
- arose from the transfer of a financial assets that does not qualify for derecognition or if the continuing involvement approach applies;
- is a financial guarantee contract;
- is a commitment to provide a loan at a below-market interest rate; and
- is a contingent consideration resulting from a business combination to which IFRS 3 applies, measured at FVTPL.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.4. Financial instruments continued

Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities, unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method. Accruals are recorded based on management's best estimate.

iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

3.5. Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less from the acquisition date (original maturity) that are subject to an insignificant risk of changes in their fair value and are used by the Group in the management of its short-term commitments.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash balances, call deposits with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

3.6. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are recognized in equity as a deduction, net of tax, from the proceeds.

3.7. Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any impairment. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes cost of material, direct labour, other directly attributable cost incurred to bring the asset ready to its intended use, cost of asset retirement obligation and any capitalized borrowing cost.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment. When parts of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognized in profit or loss. Subsequent expenditures are capitalized only when it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued
3.7. Property, plant and equipment continued

Ongoing repairs and maintenance costs are expensed as incurred. Spare parts of property, plant and equipment are recognized under property, plant and equipment if the below applies, otherwise they are recognized within inventories:

- Average turn-over exceeds 12 months or more; and
- Major spare parts and stand-by equipment, with an individual purchase price above a certain threshold.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Property, plant and equipment under construction
Expenditures incurred for purchasing and constructing property, plant and equipment are initially recorded as 'under construction' until the asset is completed and becomes ready for use. Upon the completion of the assets, the recognized costs are reclassified from 'under construction' to a final category of property, plant and equipment. Assets under construction are not depreciated and measured at cost less any impairment losses.

Depreciation
Items of property, plant and equipment are depreciated on a straight-line basis through profit or loss over the estimated useful lives of each component, taking into account any residual values. Land is not depreciated. Items of property, plant and equipment are depreciated from the date that they are installed and are ready for intended use, or in respect of internally constructed assets, from the date that the asset is completed and ready for intended use.

The estimated useful lives for items of property,plant and equipment are as follows:	Years
Buildings	10-50
Plant and equipment	5-30
Fixtures and fittings	3-10

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary, by the Group.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.8. Goodwill and other intangible assets

Goodwill

Goodwill represents the excess of purchase price and related costs over the value assigned to the Groups' share of identifiable assets acquired and liabilities assumed of businesses acquired that were directly attributable to the legal entities comprising the Group. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

Goodwill on acquisition of entities that qualify as subsidiaries is presented under "Goodwill". Goodwill on acquisition of subsidiaries is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or group of units that are expected to benefit from the business combination through which the goodwill arose, based on past experience.

Goodwill is initially measured at cost. After initial recognition, goodwill is measured at cost less any impairment losses. Goodwill is tested annually for impairment; an impairment loss is recognized for the amount by which the cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount of the cash-generating unit is determined by the higher of its fair value less cost to sell and its value in use. Impairment losses on goodwill are not reversed. Gains or losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold. All other expenditures on internally generated goodwill and other intangible assets is recognized in profit or loss as incurred.

Other intangible assets

Other intangible assets with a finite useful life (licenses, customer relations, trade names, software and other rights that are acquired separately or through business combinations) are amortized on a straightline basis in profit or loss over their estimated useful lives taking into account any residual value and impairment losses, from the date that they are available for use. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary.

The estimated useful lives of intangible assets are as follows:	Years
Software	2-5

3.9. Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories of raw materials, spare parts and supplies are based on the weighted average principle or the first-in-first-out method, and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In case of manufactured inventories, cost includes an appropriate share of production overheads based on normal operating capacity. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued
3.9. Inventories continued

In case the net realizable value ("NRV") is lower than the cost of inventory, a write-down is required. A write-down to NRV may be required when inventory is damaged; or becomes wholly or partially obsolete; or when the selling price for the product is reduced; or the estimated costs of completion, or the estimates costs to be incurred to make the sale, have increased.

3.10. Impairment of non-financial assets
Non-financial assets

Non-financial assets that have an indefinite useful life, for example goodwill, are not subject to amortization but are tested annually for impairment or more frequently when indicators arise. Assets with a finite useful life are subject to depreciation or amortization and are reviewed at each reporting date to determine whether there is an indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. The value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit by continued use.

For the purposes of assessing impairment, assets are grouped based on the lowest level for which there are separately identifiable cash flows (cash-generating units). Impairment losses are recognized in profit or loss. Impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis. Non-financial assets, which are impaired, are tested periodically to determine whether the recoverable amount has increased and the impairment be (partially) reversed. Impairment losses on goodwill are not reversed.

For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Reversal of impairments is only permitted if in a subsequent period after an impairment loss has been recognized, the amount of the impairment loss decreases and the decrease can be related objectively to an event after the impairment loss was recognized.

3.11. Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.12. Provisions

Provisions are recognized when a present legal or constructive obligation based on past events exists, and it is probable that an outflow of economic benefits is required to settle the obligation. If the outflow is probable, but cannot be determined reliably, the obligation is disclosed. The non-current part of provisions is determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Claims and contingencies

The Group is subject to legal and regulatory proceedings and commercial disputes in various jurisdictions. Such proceedings may result in criminal or civil sanctions, penalties or disgorgements against the Group. If it is probable that an obligation to the Group exists, which will result in an outflow of resources and the amount of the outflow can be reliably estimated, a provision is recognized.

3.13. Revenue from contracts with customers

Revenues are recognized to depict the transfer of goods or services to customers in the ordinary course of the Group's activities, in the amounts that reflect the considerations to which the Group expects to be entitled in exchange for those goods or services. Revenue is recognized when the Group satisfies the performance obligations by transferring promised goods or services to customers. The key performance obligations of the Group is the sale of fertilizer products to customers and its related logistics where these are sold under International Commercial terms ("Incoterms") where the Group is responsible for providing shipping services after the date at which control over the promised goods have passed to the customer at the loading port.

Goods are transferred when the customer obtains control of the asset. The timing of when control transfer depends on the sales and shipping terms agreed. Invoices are generated and revenue is recognized at that point in time. Invoices are usually payable within 30 days.

Revenue from logistic services for the delivery of the promised goods to the customer's port of destination is recognized over a time basis, equivalent to the stage of completion of the services. This revenue is measured based on the actual freight rates of the relevant pricing period for specific shipments as outlined in the contracts.

Revenue is recognized net of expected discounts and rebates to customers. The Group enters into certain contracts for the sales of fertilizer products with provisional pricing arrangements. The sales price is not settled until a predetermined future date. Revenue on these sales are initially recognized (when all the above criteria are met), at a provisional price based on the pricing mechanism as specified in the contract. Provisionally priced sales are marked-to-market at each reporting date using the forward price for the period equivalent to that outlined in the contract. Actual revenue recognized for these sales might differ from the presented revenues due to movements in rates between the reporting periods and the relevant pricing periods outlined in the contracts with customers.

The Group does not have any contracts where the period of time between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. Consequently, no adjustment is made to transaction prices for the time value of money.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.14. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:
- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.14. Leases continued

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group is not acting as a lessor.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.15. Finance income and cost

Finance income includes interest income on funds invested.

Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance cost includes:

- interest expense on borrowings; and
- interest expense related to lease obligations.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss and expensed as incurred. Foreign currency gains and losses are recognized on a net basis and is presented in net foreign exchange gain/loss in the profit or loss.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued

3.16. Employee benefits

Defined contribution plan
Certain Group subsidiaries provide pension plans, end of service remuneration plans and long-term service benefits. These pension plans qualify as defined contribution plans. Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

Short-term employee benefits
Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Termination benefits
Employee termination benefits are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal, or when the Group is providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the reporting date are discounted to present value.

3.17. Income tax

Current tax
Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax payable also includes any tax liability arising from the declaration of dividends. Current income tax receivable and payable are offset when there is a legally enforceable right to offset and when the current income tax relates to the same fiscal authority.

Deferred tax
Deferred income tax liabilities are recognized for all taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements ('balance sheet' method). Deferred income tax assets are recognized for all deductible temporary differences, unused carry forward losses and unused carry forward tax credits, to the extent that it is probable that future taxable profit will be available against which the deferred income tax assets can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued
3.17. Income tax continued
Deferred income tax is not recognized if it arises from initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss. Also, no deferred income tax is recognized regarding the initial recognition of goodwill and regarding investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the forseeable future.

Deferred income tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date, and reflects uncertainty related to income taxes, if any.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax relates to the same fiscal authority.

In cases where it is concluded it is not probable that tax authorities will accept a tax treatment, the effect of the uncertainty is reflected in the recognition and measurement of tax assets and liabilities or, alternatively, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the company to change its judgment regarding the adequacy of existing tax assets and liabilities. such changes to tax assets and liabilities will impact the income tax expense in the period during which such a determination is made.

The Group has determined that the global minimum top-up tax, which is required to be paid under Pillar Two legislation, is an income tax in the scope of IAS 12. The Group has applied a temporary mandatory relief from deferred tax accounting for the impact of the top-up tax and accounts for Pillar Two taxes as a current tax when it is incurred.

3.18. Segment reporting
An operating segment is a component of an entity that engages in business activities for which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's Chief Operating Decision Maker ("CODM") to make decisions about resource allocation to the segment and to assess its performance and for which discrete financial information is available. The Group determines and presents operating segments on the basis of information that internally is provided to the CODM during the period. Operating segments are grouped into reporting segments based on similar economic environments and similar products.

3.19. Consolidated statement of cash flows
The consolidated statement of cash flows has been prepared using the 'indirect' method. Cash flows in foreign currencies have been translated applying average exchange rates. Currency translation differences are shown separately in the consolidated statement of cash flows. Cash flows from investing activities consist mostly of investments and divestments in property, plant and equipment, intangible assets, and acquisitions insofar as these are paid for in cash.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

3. Material accounting policies continued
3.19. Consolidated statement of cash flows continued

Acquisitions or disposals of subsidiaries are presented as acquisition/disposal of subsidiary, net of cash.

3.20. Dividends to shareholders
Dividend distribution to the Company's shareholders is recognized as a liability and equity in the period in which the dividend is approved by the Company's shareholders. Interim dividends are recognized in equity upon payment to the Company's shareholders after the approval by the Board.

3.21. Earnings per share
Earnings per ordinary share is calculated by dividing the profit or loss (net) attributable to holders of ordinary shares by the weighted average number of ordinary shares outstanding during the year. In making this calculation the (ordinary) treasury shares are deducted from the number of ordinary shares outstanding. The calculation of the diluted earnings per share is based on the weighted average number of ordinary shares outstanding plus the potential increase as a result of the conversion of convertible bonds and the settlement of share-based compensation plans (share option plans). Anti-dilutive effects are not included in the calculation. An adjustment is made to profit or loss (net) to eliminate interest charges, whilst allowing for effect of taxation. The Group currently does not have any dilutive shares.

4. New accounting standards and policies
On a regular basis, the IASB issues new accounting standards, amendments and revisions to existing standards and interpretations.

4.1. Standards, amendments, revisions and interpretations that became effective to the Group during 2024
The standards and interpretations that became effective in 2024 did not have a material impact on the consolidated financial statements of the Group.

Standards	Amendments
Amendments to IAS 1	Classification of Liabilities as Current or Non-current and non-current liabilities with covenants
Amendments to IFRS 16	Lease liability in a sale and leaseback

Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7
Disclosures clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

4. New accounting standards and policies continued

4.2. New and revised IFRS in issue but 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. The following new and amended standards are not expected to have a significant impact on the Group's consolidated financial statements.

Standards	Amendments
Amendments to IAS 21	Lack of Exchangeability
IFRS 18	Presentation and Disclosure in Financial Statements
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments
IFRS 19	Subsidiaries without Public Accountability: Disclosures

5. Critical accounting judgments, estimates and assumptions

The preparation of the consolidated financial statements in compliance with IFRS requires management to make judgments, estimates and assumptions that affect amounts reported in the consolidated 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 2023, except for the additional significant estimate related to material contract renegotiations disclosed below, 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.

The most critical accounting policies, involving a higher degree of judgment and complexity in applying principles of valuation and for which changes in the assumptions and estimates could result in significantly different results than those recorded in the financial statements, are the following:

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

5. Critical accounting judgments, estimates and assumptions continued

Goodwill and other intangible assets

Intangible assets with finite useful lives are carried at cost less cumulative amortization and any impairment. Amortization is calculated using the 'straight-line' method based on the estimated useful lives. Management makes estimates regarding the useful lives and residual values and assumes that amortization takes place on a 'straight-line' basis. The assets' useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

For intangible assets with indefinite useful lives, the Group assesses annually or more frequently whether indicators exist that suggest the intangible asset might be impaired by comparing the recoverable amounts with their carrying amounts. In determining the recoverable amounts of intangible assets, the Group makes estimates and assumptions about future cash flows based on the value in use. In doing so, management makes assumptions and estimates regarding the discount rates in order to calculate the net present value of the future cash flows. Management tests at least annually whether goodwill is impaired by comparing the recoverable amounts of cash-generating units with their carrying amounts.

The recoverable amount is the higher of the fair value less cost of disposal and the value in use. In determining the recoverable amount, management makes estimates and assumptions concerning future revenues, future costs, future working capital, Weighted Average Cost of Capital ("WACC") and long-term growth rates (note 8).

Property, plant and equipment

Depreciation is calculated using the 'straight-line' method based on the estimated useful lives, taking into account any residual values. Management makes estimates regarding the useful lives and residual values and assumes that depreciation takes place on a 'straight-line' basis. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. Management assesses annually, or more frequently, whether indicators exist that suggest that an item of property, plant and equipment might be impaired by comparing the recoverable amounts with their carrying amounts.

Control assessment over subsidiaries

Subsidiaries that Fertiglobe controls are fully consolidated from the date that control commences until the date that control ceases. To determine whether the Group has control over its subsidiaries, an assessment of control is required. This assessment is based on the requirements of IFRS 10 and evaluates whether the Group is exposed or has rights to variable returns from its involvement with the investee and whether the Group has the ability to affect those returns through its control over the investee, generally accompanying a shareholding of more than half of the shares issued and related voting power. In certain circumstances, the control assessment may require the Group to evaluate the effect of ownership structures, determination of relevant activities and other arrangements including the rights of other shareholders that could have an impact on the assessment of control, this specifically relates to the control assessment of Sorfert. The significance of this evaluation is inversely correlated with Fertiglobe's shareholding in the subsidiary as shown in note 15.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

5. Critical accounting judgments, estimates and assumptions continued

Inventories

In determining the net realizable value of inventories, the Group estimates the selling prices in the ordinary course of business less cost to sell. In doing so, the Group makes estimates and assumptions based on current market prices, historical usage of various product categories versus current inventory levels and specific identified obsolescence risks (e.g., end of life of specific goods and spare parts).

Provisions

Recognition of provisions include significant estimates, assumptions and judgments. IFRS requires only those provisions to be recognized if there is an expected outflow of resources in the near future and if the cost of these outflows can be estimated reliably.

Accordingly, management exercises considerable judgment in determining whether it is more likely than not that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated. These judgments are subject to change as new information becomes available.

The required amount of a provision may change in the future due to new developments in the matter. Revisions to estimates may significantly impact future profit or loss. Upon resolution, the Group may incur charges in excess of the recorded provisions for such matters.

Due to the long time period over which future cash outflows are expected to occur, including the respective interest accretion, assumptions are required to be made. Amongst others, the estimated cash outflows could alter significantly if, and when, political developments affect future laws and regulation with respect to asset retirements.

With respect to legal cases, the Group has to estimate the outcome. Regulatory, legal proceedings, commercial disputes as well as government investigations often involve complex legal issues and are subject to substantial uncertainties. The Group periodically reviews the status of these proceedings with both the internal and external legal counsels (note 19).

With respect to asset retirement obligations, the Group recognizes a provision if the Group has an obligation to restore a leased asset in its original condition at the end of its lease term and in case of legal requirements with respect to clean up of contamination of land, and the estimate can be made reliably. Based on the land lease terms of the Group's production facilities, some entities in the Group have the obligation to restore their site upon decommissioning.

The Group has not recorded a liability for this asset retirement obligation, as it does not believe there is currently a reasonable basis for estimating a date or range of dates of cessation of the operations, which is necessary to estimate the fair value of this liability.

Considering that regular maintenance, plant turn around and any other upgrades will be conducted on a regular basis and is typical for the industry, this will extend the physical life of the production facility (also taken into account the possible changes in technology and availability of raw materials).

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

5. Critical accounting judgments, estimates and assumptions continued

Income taxes

The Group is subject to income taxes in several jurisdictions. Estimates are required in determining the group-wide provision for income taxes. There are some transactions and calculations for which the ultimate tax position is uncertain during the ordinary course of business. The Group recognizes provisions for anticipated tax audit issues based on estimates of whether additional taxes will be due.

Where the final tax outcome of these matters is different from amounts that were initially recorded, such differences will impact the current income tax and deferred tax provisions in the period in which such determination is made. The Group recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available for the deferred tax asset to be recovered.

This is based on estimates of taxable future income by jurisdiction in which the Group operates and the period over which deferred tax assets are expected to be recoverable. In the event that actual results or new estimates differ from previous estimates and depending on the possible tax strategies that may be implemented, changes to the recognition of deferred tax assets could be required, which could impact the financial position and profit or loss (note 10).

Estimates are also required to determine the impact of the Pillar Two legislation as the Pillar Two income taxes are closely linked to the provision of income taxes and the final outcome of tax audits for which an uncertain tax position is recognized (note 10).

Leases

The assessment of whether a contract is or contains a lease requires judgment with respect to whether the lessor has substantive substitution rights, who obtains economic benefits from use of the asset and who takes the 'how and for what purpose' decisions during the period of use.

Judgement is also applied in order to assess whether the entity will exercise any extension or cancellation options of a lease. The Group applies judgments in order to determine the incremental borrowing rate in order to calculate the lease liability (note 17).

Material contract renegotiations

The Group is currently undergoing a renegotiation of the Sorfert gas contract and the new price shall be retroactively effective from the lapse of the 10-year gas stability period. The Group recognizes accruals for the anticipated gas cost based on management judgment, estimates and considering the available information with management on the negotiation process. Where the final outcome of the negotiation is different from amounts that were initially recorded, such differences will impact the current period in which such determination is made. In the event that actual results or new estimates differ from previous estimates, changes to the recognized balances could be required, which could impact the financial position and profit or loss (note 18).

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management

Overview

The Group has exposure to credit, liquidity and market risks from financial instruments. These risks arise from exposures that occur in the normal course of business and are managed on a consolidated company basis. This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing these risks, additionally it also includes the Group's management of capital.

Risk management framework

The Board of Directors has oversight responsibility on the establishment and monitoring of the Group's risk management framework. Senior (local) management is responsible for the effective operation of the internal risk management and control systems.

The Finance department is responsible for the facilitation and supervision of the Risk Management function, compliance with the Group Internal Control Framework and supports the Board in the exercise of their risk management duties.

The Group's risk management policies and practices are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's business activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and responsibilities.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

6.1. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities. The Group mitigates the exposure to credit risk on outstanding cash balances by placing funds at multiple financial institutions with a sufficient credit rating.

The Group's exposure to customer credit risk is monitored and mitigated by performing credit checks before selling any goods. Customers are typically billed after the goods have been delivered or the services have been performed. Payment terms for the Group's receivables are generally up to 90 days. In certain instances, the Group receives upfront payment for services and recognizes deferred revenue. The Group establishes an allowance, if needed, for impairment that represents its estimate of expected losses in respect of trade and other receivables.

The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that are expected based on historical performance. IFRS 9 establishes a three-stage impairment model, based on whether there has been a significant increase in the credit risk of a financial asset since its initial recognition. During 2024, management assessed any significant increase in credit risk based on internal and external factors related to the financial instruments and recorded an allowance of USD nil (2023: USD 0.7 million) related to credit risk (note 9).

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management continued

6.1. Credit risk continued

With respect to transactions with financial institutions, the Group sets a minimum credit rating for the counterparties. The maximum exposure to credit risk is the carrying amount of financial instruments. There is no significant concentration of credit risk in trade and other receivables, financial assets at fair value through other comprehensive income or cash and cash equivalents. Significantly all of Fertiglobe's trade and other receivables balances are with strategic customers that are collateralized by letters of credit, guarantees and securitization, or are due from government entities.

The maximum exposure to credit risk at the reporting date is as follows:

$ millions	Note	2024	2023
Trade and other receivables[1]	9	277.9	284.7
Cash and cash equivalents	12	633.9	759.8
Total		**911.8**	**1,044.5**

[1] Excluding prepayments and supplier advance payments (as at 31 December 2023 excluding prepayments, supplier advance payments and other receivables related to indemnity).

The maximum exposure to credit risk for trade and other receivables by geographic region is as follows:

$ millions	2024	2023
Middle East and Africa	138.6	73.9
Asia and Oceania	87.8	139.2
Europe	50.6	55.7
America	0.9	15.9
Total	**277.9**	**284.7**

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management continued

6.2. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The following are undiscounted contractual maturities of financial liabilities:

2024 $ millions	Note	Carrying amount	Contractual cash flow	Less than 1 year	Between 1 and 5 years	More than 5 years
Financial liabilities						
Loans and borrowings	16	1,682.2	1,694.0	294.1	1,399.9	-
Lease obligations	17	86.9	315.0	26.1	20.1	268.8
Trade and other payables[1]	18	449.1	449.1	441.8	7.3	-
Trade and other payables to related parties	18	35.9	35.9	35.9	-	-
Total		**2,254.1**	**2,494.0**	**797.9**	**1,427.3**	**268.8**

[1] Excluding deferred income

2023 $ millions	Note	Carrying amount	Contractual cash flow	Less than 1 year	Between 1 and 5 years	More than 5 years
Financial liabilities						
Loans and borrowings	16	1,665.1	1,671.4	169.3	1,502.1	-
Lease obligations	17	90.6	318.8	22.8	25.9	270.1
Trade and other payables[1]	18	279.6	279.6	272.9	6.7	-
Trade and other payables to related parties	18	51.7	51.7	51.7	-	-
Total		**2,087.0**	**2,321.5**	**516.7**	**1,534.7**	**270.1**

[1] Excluding deferred income.

Callable loan amounts are classified as 'Less than one year'. The future obligations will be managed by the future incoming cash from operations (including those under securitization arrangement), currently available and unused amounts on credit facility agreements, reference is made to note 16.

The Group's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. This is also safeguarded by using multiple financial institutions in order to mitigate any concentration of liquidity risk.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management continued

6.2. Liquidity risk continued

Liquidity risk is monitored internally at a Group level. On an ongoing basis, the Group prepares liquidity forecasts to verify whether the Group is able to meet its future debt obligations. The Group has also carefully evaluated the funding of its Business Plan for at least the next 12 months from the date of issuance of the financial statements, taking into account the measures mentioned below and has applied sensitivities to the forecast level of liquidity headroom available. Key assumptions include product pricing, natural gas pricing and utilization rates. Management has applied these assumptions to the forecasts it prepares, demonstrating sufficient liquidity headroom.

6.3. Market risk

Market risk is the risk of changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices that will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Group is exposed to foreign currency risk arising in the following ways:

Foreign exchange translation risk

Due to the Group's international presence, the Group is exposed to foreign exchange fluctuations as these affect the translation of the Group's business entities with functional currencies that are different from the US dollar (which is the Company's functional currency). The currency concerned is mainly the Algerian dinar. Foreign exchange translation exposure is considered a part of doing business on an international level; this risk is not hedged. The Group seeks to mitigate translation risk to our credit metrics by broadly matching the currency of debt with cash flows.

Foreign exchange transaction risk

The Group entities predominantly execute their activities in their respective functional currencies. The Group is however exposed to foreign exchange transaction risk to the extent that there is a discrepancy between the currencies in which sales, purchases, investments and borrowings are denominated and the respective functional currencies of the Group entities. The Group monitors the exposure to foreign currency risk arising from operating activities and enters selectively into foreign exchange contracts (if required) to hedge foreign currency exposures. The functional currencies of the Group entities are primarily the US dollar and the Algerian dinar. EFC and EBIC have exposure to fluctuations in the USD/EGP exchange rates.

The summary of balances of the Group's exposure to foreign exchange transactions, where the main exposure currencies are different from the functional currencies, including intercompany balances, is as follows:

2024 $ millions	USD	EUR	EGP
Trade and other receivables	5.6	15.2	38.0
Trade and other receivables intercompany	-	440.6	14.6
Trade and other payables	(0.1)	(2.9)	(21.0)
Trade and other payables intercompany	(0.1)	(432.3)	(18.8)
Cash and cash equivalents	96.1	27.7	1.9

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management continued
6.3. Market risk continued

2023 $ millions	USD	EUR	EGP
Trade and other receivables	10.0	7.7	49.1
Trade and other receivables intercompany	9.8	365.5	0.3
Trade and other payables	-	(2.3)	(10.5)
Trade and other payables intercompany	-	(362.3)	(14.9)
Cash and cash equivalents	138.4	14.3	2.7

The Algerian dinar is not included in the above table of foreign exchange transaction exposure, since there are no entities in the Group which have monetary items denominated in Algerian dinars, except for Sorfert, which has the Algerian dinar as its functional currency. In addition to the above, the Group has significant foreign exchange exposure to certain tax balances in the various jurisdictions and related currencies the Group operates in.

Significant rates
The following significant exchange rates applied during the year:

	Average 2024	Average 2023	Closing 2024	Closing 2023
Euro	1.0818	1.0815	1.0349	1.1039
Egyptian pound	0.0228	0.0326	0.0197	0.0324
Algerian dinar	0.0074	0.0074	0.0074	0.0075

The following tables demonstrate the sensitivity to a reasonably possible change in USD foreign exchange rate against EUR, EGP and DZD exchange rates, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

2024 $ millions	Change in FX rate	Effect on profit before tax	Effect on other comprehensive income
EUR – USD	6 percent	2.9	-
	(6) percent	(2.9)	-
EGP - USD	22 percent	3.2	-
	(22) percent	(3.2)	-
DZD - USD	7 percent	7.1	-
	(7) percent	(7.1)	-

2023 $ millions	Change in FX rate	Effect on profit before tax	Effect on other comprehensive income
EUR – USD	8 percent	1.8	-
	(8) percent	(1.8)	-
EGP - USD	5 percent	1.3	-
	(5) percent	(1.3)	-
DZD - USD	4 percent	6.3	-
	(4) percent	(6.3)	-

The figures in the above overview are determined based on the currency volatility of the respective years. A significant part of the Group's exposure to foreign currency transaction risk relates to intercompany balances.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management continued
6.3. Market risk continued

The impact of foreign exchange sensitivity on tax exposures has been excluded from the above table as there is no impact on profit before tax from these balances.

Interest rate risk

The Group's cash flow interest rate risks arise from the exposure to variability in future cash flows of floating rate financial instruments and refinancing fixed rate borrowings. The Group regularly reviews its exposure to the global interest rate environment. The Group has not entered into any interest rate derivatives.

The Group analyses its interest rate exposure on a dynamic basis. The Group calculates the impact on profit or loss of a defined interest rate shift. The same interest rate shift is used for all currencies. The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market data, showing a higher volatility compared to prior years. The interest rate sensitivity calculation is based on the interest-bearing liabilities, reference is made to note 16. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected:

$ millions	In basis points	2024	2023
Effect on profit before tax for the coming year	+200 bps	(28.0)	(28.0)
	- 200 bps	28.0	28.0

Financial assets and liabilities

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

$ millions	Note	2024	2023
Assets			
Trade and other receivables[1]	9	277.9	284.7
Cash and cash equivalents	12	633.9	759.8
Total		**911.8**	**1,044.5**
Liabilities			
Loans and borrowings	16	1,682.2	1,665.1
Lease obligations	17	86.9	90.6
Trade and other payables[2]	18	485.0	331.3
Total		**2,254.1**	**2,087.0**

[1] Excluding prepayments and supplier advance payments (as at 31 December 2023 excluding prepayments, supplier advance payments and other receivables related to indemnity).

[2] Excluding deferred income.

The Group does not have any derivative financial instruments at 31 December 2024 and 31 December 2023.

The financial assets and financial liabilities of the Group are all accounted for at amortized cost with the exception of trade receivables which are to be collected under the securitization agreement which are accounted at fair value through other comprehensive income and provisionally priced receivables which are accounted for at fair value through profit or loss (note 9).

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

6. Financial risk and capital management continued

6.4. 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 interests 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. Reference is made to note 16 for a description of financial covenants.

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

$ millions	Note	2024	2023
Loans and borrowings	16	1,682.2	1,665.1
Less: cash and cash equivalents	12	633.9	759.8
Net debt		**1,048.3**	**905.3**
Total equity		1,537.7	1,869.7
Net debt to equity ratio at 31 December		**0.68**	**0.48**

7. Property, plant and equipment

As at 31 December 2024, the Group has land with a carrying amount of USD 22.2 million (2023: USD 22.2 million). The effect of movement in exchange rates in 2024 mainly relates to Sorfert, which has a different functional currency (Algerian dinar), to the Group's presentation currency.

The amount of borrowing costs capitalized during the year ended 31 December 2024 was $2.1 million and mainly related to the capital expenditure for low-carbon ammonia plant in Ruwais. The capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the group general borrowings during the year of 6.13%.

Fully depreciated assets with cost of USD 48.5 million (2023: USD 64.9 million) have been written off during the year. The carrying amount of assets pledged as security for borrowings is USD 435.1 million (2023: USD 511.7 million). Refer to note 16.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

7. Property, plant and equipment continued

$ millions	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total
At 1 January 2024	**172.8**	**2,426.7**	**10.2**	**89.9**	**2,699.6**
Movements in the carrying amount:					
Additions	0.2	20.7	1.4	141.5	163.8
Depreciation and impairment	(9.6)	(243.4)	(3.3)	(1.3)	(257.6)
Transfers	1.9	48.2	0.8	(50.9)	-
Effect of movement in exchange rates	(0.6)	(8.0)	(0.1)	(0.3)	(9.0)
At 31 December 2024	**164.7**	**2,244.2**	**9.0**	**178.9**	**2,596.8**
Cost	306.2	5,457.6	45.2	180.2	5,989.2
Accumulated depreciation and impairment	(141.5)	(3,213.4)	(36.2)	(1.3)	(3,392.4)
At 31 December 2024	**164.7**	**2,244.2**	**9.0**	**178.9**	**2,596.8**

Assets under construction primarily consist of costs associated with plant turnarounds and costs incurred on the low-carbon ammonia plant in Ruwais.

The effect of movement in exchange rates in 2024 mainly relates to Sorfert, which has a different functional currency (Algerian dinar), to the Group's presentational currency.

$ millions	Land and buildings	Plant and equipment	Fixtures and fittings	Under construction	Total
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)
At 1 January 2023	**174.3**	**2,589.8**	**6.4**	**67.4**	**2,837.9**
Movements in the carrying amount:					
Additions	6.2	54.9	2.7	40.1	103.9
Depreciation and impairment	(9.2)	(245.1)	(3.0)	(0.4)	(257.7)
Transfers	0.3	11.7	4.0	(18.0)	(2.0)
Effect of movement in exchange rates	1.2	15.4	0.1	0.8	17.5
At 31 December 2023	**172.8**	**2,426.7**	**10.2**	**89.9**	**2,699.6**
Cost	305.4	5,429.3	43.9	89.9	5,868.5
Accumulated depreciation and impairment	(132.6)	(3,002.6)	(33.7)	-	(3,168.9)
At 31 December 2023	**172.8**	**2,426.7**	**10.2**	**89.9**	**2,699.6**

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

8. Goodwill and other intangible assets

$ millions	Goodwill	Software	Under construction	Total
At 1 January 2024	**604.8**	**6.6**	**3.1**	**614.5**
Movements in the carrying amount:				
Additions	-	-	13.2	13.2
Amortization and impairment	-	(0.9)	-	(0.9)
At 31 December 2024	**604.8**	**5.7**	**16.3**	**626.8**
Cost	1,942.4	7.0	16.3	1,965.7
Accumulated amortization and impairment	(1,337.6)	(1.3)	-	(1,338.9)
At 31 December 2024	**604.8**	**5.7**	**16.3**	**626.8**

$ millions	Goodwill	Software	Under construction	Total
Cost	1,942.4	-	-	1,942.4
Accumulated amortization and impairment	(1,337.6)	-	-	(1,337.6)
At 1 January 2023	**604.8**	**-**	**-**	**604.8**
Movements in the carrying amount:				
Additions	-	-	8.6	8.6
Amortization and impairment	-	(0.4)	(0.5)	(0.9)
Transfers	-	7.0	(5.0)	2.0
At 31 December 2023	**604.8**	**6.6**	**3.1**	**614.5**
Cost	1,942.4	7.0	3.6	1,953.0
Accumulated amortization and impairment	(1,337.6)	(0.4)	(0.5)	(1,338.5)
At 31 December 2023	**604.8**	**6.6**	**3.1**	**614.5**

Intangible assets under construction primarily consist of costs associated with implementation of IT softwares.

Goodwill has been allocated to the cash generating units as follows:

$ millions	2024	2023
Egyptian Fertilizers Company ("EFC")	440.0	440.0
Ruwais Fertilizer Industries LLC. ("Fertil")	164.8	164.8
Total	**604.8**	**604.8**

Goodwill impairment testing

The determination of the recoverable amount for the cash generating unit EFC and Fertil requires significant judgments and estimates, including projections of future cash flows from the businesses. The recoverable amounts have been estimated based on value in use.

The tests were carried out by discounting future cash flows to be generated from the continuing use of the cash-generating units to which the goodwill applies and on the assumption of an indefinite life. Key assumptions used in the calculation of recoverable amounts are the discount rate, the terminal value growth rate, selling price outlook per product, natural gas prices and the number of expected operating days per plant. The terminal growth rate was determined based on the long term compound annual growth rate of the global fertilizer market. The discount rate is a post-tax measure estimated based on the capital asset pricing model. Selling price assumptions are based on a published independent price outlook prepared by global experts. The other assumptions used are based on past experience and external sources, but that are unpredictable and inherently uncertain.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

8. Goodwill and other intangible assets continued

The impairment tests are based on specific estimates for the US dollar cash flow projections for the years 2025 to 2029 (this period captures the cyclical nature of the industry). For the subsequent years the residual values were calculated based on the average EBITDA margin of the projection period and whereby a perpetual growth rate of 3% (2023: 2.95%) was taken into account. The estimated pre-tax cash flows are discounted to their present value using pre-tax discount rates.

The following rates were applied in performing the impairment test:

	2024		2023	
Percentage	**Fertil**	**EFC**	**Fertil**	**EFC**
Pre-tax discount rate	12.2%	14.6%	14.4%	21.3%
Perpetual growth rate	3%	3%	2.95%	2.95%

Based on the assessment performed, no impairments were required for the year ended 31 December 2024 (2023: nil).

A sensitivity analysis was performed considering a 5% reduction in the selling price and 5% increase to WACC which did not result in any impairment.

9. Trade and other receivables

In 2018, the Group entered into a securitization agreement to sell without recourse certain portfolios of trade receivables to an external financial institution. By doing so, the Group is able to receive cash flows from selected debtors sooner than would normally be the case. Fertiglobe derecognizes the trade receivables, since substantially all risks and rewards of ownership are transferred. In addition, the Group has pass through arrangement with financial institution whereby all the amounts collected from customers are repaid to financial institution without material delay.

For the year ended 31 December 2024, an amount of USD 293.1 million (2023: USD 413.5 million) of trade receivables were transferred under the securitization agreement. Furthermore, the total amount charged by securitization company amounted to USD 3.0 million during the year (2023: USD 3.6 million). The portfolio of trade receivable which is held for collect and sale at reporting date amounted to USD 16.2 million (2023: USD 36.7 million). These receivables are measured using level 3 inputs based on the expected invoice value.

Provisionally priced receivables which are accounted for at FVTPL as at 31 December 2024 were USD 22.5 million (2023: 41.1 million). These receivables are measured using level 3 input based on the expected invoice value.

The other tax receivable contains an amount of EGP 450 million (USD 8.9 million) (2023: EGP 450 million (USD 14.6 million)) relating to a payment made to the Egyptian Tax Authorities as part of the tax claim which will be refunded upon settlement of the tax claim (refer to note 26 "OCI S.A.E. tax dispute").

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

9. Trade and other receivables continued

Non-current trade and other receivables have not been discounted as the effect is immaterial to the consolidated financial statements.

The carrying amount of trade and other receivables as at 31 December 2024 approximates its fair value.

$ millions	Note	2024	2023
Trade receivables (net)		120.5	159.2
Trade receivables from related parties (net)	25	0.2	0.7
Prepayments		23.8	42.0
Other tax receivables		73.1	83.2
Income tax receivables	10	0.2	0.9
Supplier advance payments		16.8	11.8
Other receivables		37.3	18.3
Other receivables related parties	25	46.6	27.3
Total		**318.5**	**343.4**
Non-current		27.8	29.1
Current		290.7	314.3
Total		**318.5**	**343.4**

The aging of current trade receivables, net at the reporting date were as follows:

$ millions	2024	2023
Current	119.0	158.3
Past due 1 - 30 days	0.2	-
Past due 31 - 90 days	-	-
Past due 91 - 360 days	-	0.4
More than 360 days	1.5	1.2
Total	**120.7**	**159.9**

Management believes that the unimpaired amounts that are past due by more than 30 days are collectible in full, based on historic payment behavior and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

$ millions	2024	2023
At 1 January	(0.9)	(0.2)
Provision recorded	-	(0.7)
At 31 December	**(0.9)**	**(0.9)**

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

10. Income taxes

10.1. Income tax in the statement of profit or loss

$ millions	2024	2023
Current tax	(52.7)	(120.4)
Deferred tax	37.0	38.0
Total income tax in profit or loss	**(15.7)**	**(82.4)**

10.2. Reconciliation of effective tax rate

The Group's operations are subject to income taxes in various foreign jurisdictions. The statutory income tax rate in the UAE is 9%. However, the statutory rate for the Group varies between 0.0% to 25.0% as certain entities are Qualified Free Zone entities while others are subject to Emirate level taxation. This results in a difference between the weighted average statutory income tax rate and the enacted income tax rate for the Group. For the purpose of the reconciliation of Effective tax rate, 25% (highest rate in UAE) has been considered as the starting point.

Reconciliation of the statutory income tax rate in the UAE with the effective tax rate can be summarized as follows:

$ millions	2024	%	2023	%
Profit before income tax	229.3		587.4	
Enacted income tax rate	25%		25%	
Tax calculated at the enacted tax rate	**(57.3)**	**25.0**	**(146.9)**	**25.0**
Effect of tax rates in other jurisdictions	(18.4)	8.0	6.8	(1.2)
Income not subject to tax	17.3	(7.5)	63.3	(10.8)
Non-deductible expenses	(22.2)	9.7	(25.0)	4.3
Dividend withholding tax	(3.1)	1.4	(5.8)	1
Unrecognized tax assets	(0.4)	0.2	3.0	(0.5)
Uncertain tax positions	(17.7)	7.7	(13.9)	2.4
Foreign exchange impact	87.2	(38.0)	36.2	(6.2)
Pillar 2 impact	(1.1)	0.5	-	-
Expired/ adjustments	-	-	(0.1)	-
Total income tax in profit or loss	**(15.7)**	**7.0**	**(82.4)**	**14.0**

The effective tax rate is 7.0% (2023: 14%), mainly due to (i) income not subject to tax for an amount of USD 17.3 million (2023: USD 63.3 million) (ii) foreign exchange impact of 87.2 million (2023: 36.2 million) and (iii) non-deductible expenses for an amount of USD (22.2) million (2023: USD (25.0) million). The income not subject to tax mainly relates to the free-zone status of certain entities in the Group.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

10. Income taxes continued

10.3. Deferred income tax assets and liabilities

Changes in deferred tax asset and liabilities (net):

$ millions	2024	2023
At 1 January	**(344.9)**	**(382.6)**
Profit or loss	37.0	38.0
Effect of movement in exchange rates	(0.1)	(0.3)
At 31 December	**(308.0)**	**(344.9)**

The net deferred tax includes deferred tax assets of USD 2.0 million (2023: nil) and deferred tax liabilities of USD 310.0 million (2023: USD 344.9 million).

Recognized deferred tax assets and liabilities:

	Assets		Liabilities		Net	
$ millions	2024	2023	2024	2023	2024	2023
Intangible assets	-	-	(62.6)	(62.6)	(62.6)	(62.6)
Property, plant and equipment	-	-	(250.1)	(268.9)	(250.1)	(268.9)
Trade and other payables	5.4	4.9	-	-	5.4	4.9
Uncertain tax positions	-	-	-	(9.4)	-	(9.4)
Provision for withholding tax	-	-	(2.7)	(9.3)	(2.7)	(9.3)
Other	0.5	0.4	-	-	0.5	0.4
Losses carried forward	1.5	-	-	-	1.5	-
Total	**7.4**	**5.3**	**(315.4)**	**(350.2)**	**(308.0)**	**(344.9)**
Netting of fiscal positions	(5.4)	(5.3)	**5.4**	**5.3**	**-**	**-**
Total	**2.0**	**-**	**(310.0)**	**(344.9)**	**(308.0)**	**(344.9)**

Deferred tax liabilities relating to intangible assets mainly consist of goodwill of EFC for USD 62.6 million (2023: USD 62.6 million). This deferred tax liability will be reversed if the asset is impaired. Deferred tax liabilities recognized in relation to property, plant and equipment will be realized over the depreciation period of the related asset, and mainly relate to Fertil for USD 201.1 million (2023: USD 215.8 million) and EFC for USD 49.0 million (2023: USD 53.1 million).

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

10. Income taxes continued

10.3. Deferred income tax assets and liabilities continued

Uncertain tax positions ("UTP")

The Group is subject to the application of complex tax laws in multiple jurisdictions. Application of these complex tax laws may lead to uncertainties in determining tax positions. The Group aims to resolve these uncertainties in discussions with the tax authorities. The financial effect of the existing uncertainties per balance sheet date are determined in accordance with IAS 12 and IFRIC 23, which requires the Group to estimate the potential outcome of any tax position. The Group's estimate for the potential outcome of any uncertain tax position is judgmental (the most likely amount or expected value depending on the circumstances).

As at 31 December 2024, the Group recorded non-current uncertain tax positions of USD nil (2023: USD 9.4 million) which are classified as a deferred tax liability and current uncertain tax positions of USD 244.7 million (2023: USD 263.3 million) which are classified as income tax payables. Expected interest and penalties related to uncertain income tax liabilities have been accrued for and are included in the uncertain tax positions and in the income tax expense.

In relation to the above, part of the total deductible temporary differences as disclosed in note 26 does not meet the recognition criteria of IAS 12 and IFRIC 23 and accordingly has been disclosed as contingent tax asset (refer to note 26).

Expiration scheme of unrecognized carry forward tax losses, tax credits and deferred temporary tax assets:

$ millions	Less than 1 year	Between 1 and 5 years	Between 5 and 10 years	Between 10 and 15 years	Between 15 and 20 years	Unlimited	Total
Unrecognized operating losses carry forward, tax credits and temporary differences in 2024	-	40.1	-	1.5	-	-	**41.6**

$ millions	Less than 1 year	Between 1 and 5 years	Between 5 and 10 years	Between 10 and 15 years	Between 15 and 20 years	Unlimited	Total
Unrecognized operating losses carry forward, tax credits and temporary differences in 2023	7.0	39.1	-	-	-	-	**46.1**

The unrecognized operating losses carry forward of USD 40.1 million (2023: USD 46.1 million) mainly relate to OCI S.A.E.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

10. Income taxes continued

10.4. Income tax payables and receivables

Changes in income tax payables and receivables:

$ millions	Note	2024	2023
At 1 January		**(269.5)**	**(235.4)**
Profit or loss		(52.7)	(120.4)
Payments		56.7	67.4
Withholding tax not recoverable		9.7	20.5
Effect of movement in exchange rates		1.6	(1.6)
At 31 December		**(254.2)**	**(269.5)**
Uncertain tax position - current		(244.7)	(263.3)
Income tax payables		(9.7)	(7.1)
Total		**(254.4)**	**(270.4)**
Income tax receivables	9	0.2	0.9
Total		**0.2**	**0.9**

Sorfert tax reinvestment case

On 29 December 2020 the Large Multinationals Directorate of the Algerian Tax Authorities ("DGE") issued a letter to Sorfert in which its initial claim of DZD 7,296 million (USD 53.3 million) was maintained relating to the alleged non-compliance with the reinvestment obligations under a tax exemption as granted in 2014 by the Agence Nationale de Developpement de l'Investissement ("ANDI"). The DGE is of the opinion that Sorfert did not carry out the reinvestment obligation timely as required under ANDI exemption. As a result, the DGE required Sorfert to repay the full assumed tax benefit it enjoyed in relation herewith.

On 1 February 2021, Sorfert appealed to this decision and as part of the appeal process made an initial payment of DZD 2,189 million (USD 16.4 million), representing 30% of the total tax claim.

On 31 October 2021, the appeal of Sorfert to the initial claim was rejected by the Internal Appeals Committee of the DGE (and the total exposure was increased with a 25% penalty) and it had to pay DZD 1,824 million (USD 13.3 million) (20% of the initial claim and penalties including penalties on the amount already paid in February 2021). Although Sorfert is of the opinion that it has complied with its reinvestment obligations, the DGE applied a different interpretation of the reinvestment law. Since there is no detailed guidance on the interpretation, the ability to firmly assess the technical merits of this case is limited. Due to this lack of detailed guidance and negative outcome of the first appeal, management is currently of the opinion that when weighing all the current facts and circumstances and application of interpretive guidance of IFRIC 23, it has become probable that Sorfert will be required to settle the remainder of the disputed tax amount.

As a result, the Group recorded the full impact of the reinvestment case as an income tax expense amounting to USD 65.8 million in 2021.

On 24 February 2022, Sorfert pursued, supported by its external advisors, the next instance of appeal to the Central Appeals Commission as Sorfert management continues to have the view that Sorfert has satisfied the reinvestment obligations under the ANDI regime and therefore the grounds of the claim should be ruled as unfounded.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

10. Income taxes continued

10.4. Income tax payables and receivables continued

On 11 December 2024, Sorfert's appeal was rejected by the tax authority. Management is currently assessing the possibility of a further appeal.

As at 31 December 2024, the remaining uncertain tax position in relation to this matter is DZD 5,108 million (USD 37.8 million) (2023: DZD 5,108 million (USD 38.3 million)), included in income tax payables.

On 27 February 2025, a formal decision was issued by the Algerian Tax authorities which rejected the appeal. As a result, the payment will be disbursed over the next 3 years in monthly installments, starting in March 2025. The Group has decided to further appeal the decision.

Compliance with laws and regulations

UAE Tax Law

On 9 December 2022, the UAE Ministry of Finance ("MOF") 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 is effective for accounting periods beginning on or after 1 June 2023 (which makes the year ended 31 December 2024 as the first taxable year for relevant group entities).

As per Cabinet Resolution No. 116/2022, effective 2023, a corporate tax rate of 9% applies to entities having an income exceeding AED 375,000. However, Qualifying Free Zone entities that meet specific conditions can still benefit from a 0% tax rate.

On 3 November 2023, the MOF issued two decisions wherein they defined Qualifying Income and Qualifying Activities for Free Zone entities. As per the issued decisions, Qualifying Activities include 'Trading of Qualified Commodities', 'Headquarter Services', 'Holding of Shares and Other Securities', 'Treasury and financing services to Related Parties' and 'Distribution of goods or materials in or from a Designated Zone.

These notifications prompted an assessment for the Group entities in the UAE, particularly entities incorporated in the Abu Dhabi Global Market, to determine whether they are classified as a Qualified Freezone Person and subject to 0% Corporate Tax rate or subject to a 9% Corporate Tax rate.

Based on interpretation of corporate tax law, management has reviewed the tax status of all UAE group entities and has concluded that the majority of group entities will either benefit from the Qualified Freezone regime or be exempt from corporate tax. Consequently, there is no material tax impact on the group for the financial year ended 31 December 2024.

Pillar Two Global Minimum Tax Law

On 20 December 2021, the jurisdictions of the OECD/G20 Inclusive Framework on Base Erosion and Profit Shifting ('OECD BEPS') released the so-called Pillar Two Model Rules (also referred to as the "Anti Global Base Erosion" or "GloBE" Rules) which are designed to ensure that large multinational enterprises ('MNE's) pay a minimum level of tax of 15% on the aggregated qualifying income arising in each jurisdiction where they operate ('Pillar Two').

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

10. Income taxes continued
10.4. Income tax payables and receivables continued

On 15 December 2022, the EU Member States unanimously adopted an EU directive ensuring a global minimum level of taxation and agreed to apply these rules for fiscal years starting on or after 31 December 2023.

UAE is also a member of the OECD BEPS Inclusive Framework and is committed to addressing the challenges faced by tax jurisdictions internationally. Accordingly, the UAE's Ministry of Finance ("MOF") has implemented Domestic Minimum Top-up Tax for the financial year starting from 1 January 2025.

Pillar Two rules apply to internationally operating multi-national enterprise('MNE') groups with annual revenues at or above EUR 750 million. Accordingly, qualifying taxpayer calculates its effective tax rate for the aggregated activities in each jurisdiction where it operates and pays top-up tax for the difference between its effective tax rate per jurisdiction and the global minimum tax rate of 15%. Any resulting top-up tax is generally paid either in the jurisdiction of low-tax entity or in the country of the Ultimate Parent Entity/Intermediate Parent.

As the Group meets the revenue threshold and has a foreign presence it will fall within the scope of Pillar Two. Further, pursuant to the ADNOC acquisition, Fertiglobe's Ultimate Parent entity has changed during the year i.e.

- OCI group for the period 1 January 2024 to 14 October 2024; and
- ADNOC group for the period 15 October 2024 to 31 December 2024.

Accordingly, the Group has assessed its Pillar 2 liability under both its ultimate parent entities. Under both the ultimate parent entity, due to distinct nature of Pillar 2 regulations, Fertiglobe MENA BV (Netherlands) will be required to comply with Pillar Two regulations for all Fertiglobe group entities below it.

The Group may be required to pay a top-up tax for the activities held in Algeria due to the respective jurisdiction's potential effective tax rate not exceeding 15% as determined under the Pillar Two rules. Accordingly, the Group recognized USD 1.1 million in Pillar Two top-up tax in relation to its globe income generated in Algeria. Aforesaid top-up tax is computed based on the economic ownership of the group in Sorfert Algérie SPA.

Going forward from 2025 onwards, the Group would be part of ADNOC group and will have to assess its Pillar Two position after taking into consideration ADNOC group's presence in each of its jurisdictions.

Furthermore, the UAE has introduced the Qualified Domestic Minimum Top-up Tax (QDMTT), effective from January 1, 2025. Consequently, the Group is in the process of assessing the impact on its Effective Tax Rate (ETR) for the UAE.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

11. Inventories

	2024		
$ millions	**Gross**	**Write down**	**Net**
Finished goods	57.0	-	57.0
Raw materials and consumables	17.6	(0.5)	17.1
Spare parts, fuels and others	126.9	(37.0)	89.9
Total	**201.5**	**(37.5)**	**164.0**

	2023		
$ millions	**Gross**	**Write down**	**Net**
Finished goods	40.4	(0.5)	39.9
Raw materials and consumables	16.4	(0.7)	15.7
Spare parts, fuels and others	114.0	(36.0)	78.0
Total	**170.8**	**(37.2)**	**133.6**

Inventories that were recognized as an expense during the year ended 31 December 2024 and 2023 are disclosed in note 21.

The movement in the allowance during the year was as follows:

$ millions	2024	2023
At 1 January	(37.2)	(36.4)
Provision recorded	(0.3)	(0.8)
At 31 December	**(37.5)**	**(37.2)**

12. Cash and cash equivalents

$ millions	2024	2023
Cash on hand	0.1	0.1
Bank balances	633.8	759.7
Total	**633.9**	**759.8**

Reconciliation to cash flow statement

The above figures reconcile to the amount of cash shown in the consolidated statement of cash flows at the end of the financial year as follows:

$ millions	2024	2023
Balances as above	633.9	759.8
Bank overdraft (see note 16)	(15.5)	-
Balance as per statement of cash flows	**618.4**	**759.8**

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

13. Share capital

The movements in the number of shares can be summarized as follows:

Millions	2024	2023
Number of shares (fully paid) at 1 January and 31 December	**8,301.3**	**8,301.3**
Par value per share (in $)	**0.16**	**0.16**
Value at 31 December (in $)	**1,328.2**	**1,328.2**

14. Reserves and retained earnings

$ millions	Other reserves	Currency translation reserve	Total reserves	Retained earnings
At 1 January 2023	**(604.8)**	**(530.3)**	**(1,135.1)**	**1,865.1**
Profit for the year	-	-	-	348.9
Dividends to shareholders	-	-	-	(975.0)
Currency translation differences	-	16.0	16.0	-
Impact difference in profit sharing non-controlling interest[1]	-	-	-	(3.4)
At 31 December 2023	**(604.8)**	**(514.3)**	**(1,119.1)**	**1,235.6**
Profit for the year	-	-	-	159.9
Dividends to shareholders	-	-	-	(350.0)
Currency translation differences	-	(4.7)	(4.7)	-
Impact difference in profit sharing non-controlling interest[1]	-	-	-	(2.9)
Remeasurement of post-employment benefits	(2.0)	-	(2.0)	-
Other[2]	(3.2)	-	(3.2)	-
At 31 December 2024	**(610.0)**	**(519.0)**	**(1,129.0)**	**1,042.6**

[1] In the partnership agreement of Sorfert Algeria SPA 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.

[2] As part of the Contribution Agreement between ADNOC and OCI N.V., Fertiglobe plc agreed to repay the relevant party certain tax refunds in relation to balances prior to its formation, consequently, the Group recorded an indemnity payable of USD 3.2 million in 2024 against equity.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

14. Reserves and retained earnings continued

Other reserves

Other reserves represent contribution from OCI N.V. (previous shareholder) in the form of assets under common control and other capital contributions in kind (including those related to indemnity provided by OCI N.V. to Fertiglobe shareholders) and remeasurement of post-employment benefits.

Currency translation reserve

The Currency Translation Reserve represents the cumulative translation differences arising from translating the financial statements of the Group's foreign operations into the presentation currency of the Company.

2024 Dividends to shareholders

On 30 April 2024, the shareholders approved dividends of USD 200 million (equivalent of USD 0.024 per share) related to the second half of the year ended 31 December 2023. These dividends were approved by the Board on 13 February 2024 and paid in May 2024.

On 30 September 2024, the Board approved interim dividends of USD 150 million (equivalent of USD 0.018 per share) for the first half of the year ended 31 December 2024. These dividends were paid during October 2024.

2023 Dividends to shareholders

On 11 April 2023, the shareholders approved dividends of USD 700.0 million (equivalent of USD 0.084 per share) 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 and 19 April 2023.

On 6 November 2023, the Board approved interim dividends of USD 275 million (equivalent of USD 0.033 per share) for the first half of the year ending 31 December 2023. These dividends were paid in full on 15 November 2023.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

15. Non-controlling interests

2024 $ millions	**Egyptian Basic Industries Corporation**	**Sorfert Algeria Spa**	**Others**	**Total**
Non-controlling interests	25%	49.01%		
Non-current assets	60.1	276.1	0.7	336.9
Current assets	23.2	142.9	0.2	166.3
Non-current liabilities	(1.8)	(22.8)	(0.5)	(25.1)
Current liabilities	(9.2)	(172.9)	(0.1)	(182.2)
Net assets	**72.3**	**223.3**	**0.3**	**295.9**
Revenues	50.4	257.0	0.1	307.5
Profit for the year	16.3	37.3	0.1	53.7
Other comprehensive income	-	(4.3)	-	(4.3)
Total comprehensive income	**16.3**	**33.0**	**0.1**	**49.4**
Dividend cash flows	(21.4)	(172.5)	-	(193.9)

2023 $ millions	**Egyptian Basic Industries Corporation**	**Sorfert Algeria Spa**	**Others**	**Total**
Non-controlling interests	25%	49.01%		
Non-current assets	65.2	321.2	0.6	387.0
Current assets	21.4	173.9	0.2	195.5
Non-current liabilities	(1.6)	(60.9)	(0.6)	(63.1)
Current liabilities	(7.5)	(86.8)	(0.1)	(94.4)
Net assets	**77.5**	**347.4**	**0.1**	**425.0**
Revenues	62.9	284.4	0.2	347.5
Profit for the year	26.9	129.1	0.1	156.1
Other comprehensive income	-	12.6	-	12.6
Total comprehensive income	**26.9**	**141.7**	**0.1**	**168.7**
Dividend cash flows	(29.2)	(856.5)	-	(885.7)

Impact difference in profit sharing non-controlling interests

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 arranged for by the partner, which is recognized as an expense in cost of sales with the other side in non-controlling interests portion of equity. As a result of this agreement the non-controlling interests increased by USD 11.0 million during 2024 (2023: USD 39.7 million).

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

15. Non-controlling interests continued

Dividends to Non-controlling interests

2024 dividends to Non-controlling interests represent:

- EBIC declared dividends to NCI on 26 February 2024 and 8 August 2024 of USD 15.9 million and USD 5.5 million respectively. Both these dividends were paid in 2024.
- Dividends were declared to NCI by Sorfert Algeria SPA on 28 May 2024 for an amount of DZD 23.1 billion (USD 171.0 million). This was paid in 2024.

2023 dividends to Non-controlling interests represent:

- EBIC declared dividends to NCI on 3 May 2023 and 29 August 2023 of USD 19.2 million and USD 10.0 million respectively. Both these dividends were paid in 2023.
- Dividends were declared to NCI by Sorfert Algeria SPA on 26 April 2023 for an amount of DZD 117.2 billion (USD 867.7 million). This was paid in 2023.

Total dividends paid to NCI during the year amounted to USD 193.9 million (2023: USD 885.7 million). The difference between dividends declared and dividends paid is due to foreign exchange.

16. Loans and borrowings

$ millions	2024	2023
At 1 January	**1,665.1**	**1,155.2**
Proceeds from bank overdraft facility	15.5	-
Proceeds from borrowings[1]	365.5	2,093.4
Repayment of borrowings[1]	(381.7)	(1,573.4)
Amortization of transaction costs	3.8	2.8
Incurred transaction costs	-	(18.3)
Accrued interest[2]	16.3	-
Effect of movement in exchange rates	(2.3)	5.4
At 31 December	**1,682.2**	**1,665.1**
Non-current	1,425.5	1,490.2
Current	256.7	174.9
Total	**1,682.2**	**1,665.1**

[1] On 4 January 2023, the Group executed the drawdown of USD 900 million from the 2022 Term Loan Facility. On 28 November 2023, the Group executed the drawdown of USD 500 million from the 2023 amended and restated term loan. Both the proceeds were directly received by the agent and were used to repay the existing balance under the Bridge Loan facility and Revolving Credit facility respectively. The Bridge Loan Facility is no longer available following this settlement. These were material non-cash transactions during the year ended 31 December 2023.

[2] Transferred from trade and other payables during the year ended 31 December 2024.

The effect of movement in exchange rate mainly relates to DZD denominated loans, which are different from the Group's presentation currency (note 6). The carrying amount of loans and borrowings approximates its fair value.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

16. Loans and borrowings continued

Bank overdraft
On 24 June 2024, the Group obtained an Overdraft faciliity of USD 50.0 million. The facility is at a rate of SOFR/EIBOR/EURIBOR + 1.10% per annum and is repayable on demand.

2023 Term loan
On 15 November 2023, the Group amended the existing Term Loan facility to include a new five-year Facility C of USD 500 million at an interest rate of SOFR + 1.65%. The proceeds from this facility were used to repay the outstanding balance in the Revolving Credit facility.

Total transaction costs for the term loan amounted to USD 5.4 million, excluding VAT.

2023 Working Capital facility
On 6 December 2023, the Group obtained a new Working Capital facility of USD 75.0 million. The facility is at a rate of EIBOR/SOFR + 0.90% per annum and is available for a period of 364 days with a yearly extension option.

Supply chain finance arrangement
On 7 September 2023, Fertiglobe plc entered into a USD 85 million supply chain finance programme with Emirates NBD Bank P.J.S.C. ("ENBD"). This is a payment service whereby ENBD supports the Group in payments within the Group entities for intercompany sales and purchases providing the buyer with extended credit terms. Discounting charges of Term SOFR + 1.00% p.a. is charged to the suppliers.

2022 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 + 1.50% per annum and is available for a period of 364 days with a yearly extension option.

Trade Finance facility
On 26 July 2015, the Group obtained a Trade finance facility arrangement of USD 75.0 million. This facility was amended and renewed in September 2022 to increase the available amount to USD 95.0 million at a rate of SOFR + 1.00%.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

16. Loans and borrowings continued

Covenants

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 December 2024 all financial covenants were met. In the event the Group does not comply with the covenant requirements, the loans would become immediately due. Refer to (note 6.2) for additional discussion of the Group's liquidity risk. The external borrowings include change in control clauses that enable the lenders to call the financing provided.

Undrawn facilities

As at 31 December 2024, the Group has the following undrawn facilities:

- Revolving cash facility of USD 600 million
- 2023 Working capital facility of USD 5.3 million
- Supply chain finance facility of USD 85 million
- 2022 Working capital facility of USD 38.3 million
- Bank overdraft of USD 34.5 million
- Trade finance facility USD 14.9 million

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

16. 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)
Sorfert Algeria SPA ("Sorfert")	Term loan- Secured[1]	USD 961.3 DZD 114,440.0	Algerian bank interest rate plus rate of 1.95% per annum	June 2026	100.8	33.6	67.2
Fertiglobe plc	Term loan- Unsecured[2]	USD 300.0 (Facility A) USD 600.0 (Facility B) USD 500.0 (Facility C)	SOFR +1.25% SOFR +1.50% SOFR +1.40%	January 2026 January 2028 December 2028	1,407.1	1,393.7	13.4
Fertiglobe plc	Revolving Credit facility - Unsecured	USD 600.0	SOFR + 1.40%	December 2027	(2.7)	(1.8)	(0.9)
Fertiglobe Distribution Ltd,Fertiglobe Fertilizer Trading Ltd	Trade Finance facility	USD 95.0	SOFR + 1.00%	Renewed annually	80.1	-	80.1
Fertiglobe Distribution Ltd, Ruwais Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd, Fertiglobe International Trading LLC	2022 Working Capital facility[3]	USD 50.0	SOFR + 1.50%	July 2025 (Extendable)	11.7	-	11.7
Fertiglobe plc,Fertiglobe Distribution Ltd, Fertiglobe International Trading LLC	Supply chain finance arrangement	USD 85.0	SOFR +1.00%	Renewed annually	-	-	-
Fertiglobe plc, Fertiglobe Holding Investment Ltd, Fertiglobe Distribution Ltd,Fertiglobe Fertilizer Trading Ltd,Fertiglobe International Trading LLC	Bank overdraft	USD 50.0	SOFR / EIBOR / EURIBOR + 1.10%	On demand	15.5	-	15.5
Fertiglobe Distribution Ltd,Ruwais Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd,Fertiglobe International Trading LLC	2023 Working Capital facility[3]	USD 75.0	EIBOR / SOFR +0.90%	December 2025 (Extendable)	69.7	-	69.7
Total 31 December 2024					**1,682.2**	**1,425.5**	**256.7**

[1] 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.

[2] Loan is guaranteed by Fertiglobe plc, Egyptian Fertilizers Company S.A.E., Ruwais Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd and Fertiglobe Distribution Limited.

[3] The loan is guaranteed, jointly and severally, by Fertiglobe Distribution Ltd, Ruwais Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd and Fertiglobe International Trading LLC

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

16. 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)
Sorfert Algeria SPA ("Sorfert")	Term loan-Secured[1]	USD 961.3 DZD 114,440.0	Algerian bank interest rate + 1.95%	June 2026	170.2	102.1	68.1
Fertiglobe plc	Term loan-Unsecured[2]	USD 300.0 (Facility A) USD 600.0 (Facility B) USD 500.0 (Facility C)	SOFR +1.50% SOFR +1.75% SOFR +1.65%	January 2026 January 2028 December 2028	1,388.0	1,390.8	(2.8)
Fertiglobe plc	Revolving Credit facility - Unsecured	USD 600.0	SOFR + 1.40%	December 2027	(3.6)	(2.7)	(0.9)
Fertiglobe Distribution Ltd Fertiglobe Fertilizer Trading Ltd	Trade Finance facility	USD 95.0	SOFR + 1.00%	Renewed annually	75.7	-	75.7
Fertiglobe Distribution Ltd Ruwais Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd	2022 Working Capital facility[3]	USD 50.0	EIBOR/SOFR + 1.50%	July 2024 (extendable)	-	-	-
Fertiglobe plc Fertiglobe Distribution Ltd	Supply Chain Finance arrangement	USD 85.0	SOFR + 1.00%	Renewed annually	34.8	-	34.8
Fertiglobe Distribution Ltd Ruwais Fertilizers Industries LLC Fertiglobe Fertilizer Trading Ltd	2023 Working Capital facility[3]	USD 75.0	EIBOR/SOFR + 0.90%	December 2024 (extendable)	-	-	-
Total 31 December 2023					**1,665.1**	**1,490.2**	**174.9**

[1] 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.

[2] Loan is guaranteed by Fertiglobe plc, Egyptian Fertilizers Company S.A.E., Ruwais Fertilizer Industries LLC, Fertiglobe Fertilizer Trading Ltd and Fertiglobe Distribution Limited.

[3] The loan is guaranteed, jointly and severally, by Fertiglobe Distribution Ltd. Ruwais Fertilizer Industries LLC and Fertiglobe Fertilizer Trading Ltd.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

17. Leases

Group as a lessee

The Group leases a number of office spaces, warehouses, land, employee accommodation, and vessels. Lease terms for land and buildings vary from two years to indefinite renewal options. Calculations of the lease obligation for leases with indefinite renewal options are done using a lease term based on the expected renewal periods which can be in excess of 100 years. The lease terms for vessels are two years.

17.1. Lease obligations

$ millions	Non-current lease obligations	Current lease obligations	Total
At 1 January 2023	**73.7**	**17.4**	**91.1**
Movement in the carrying amount:			
Payments	-	(24.4)	(24.4)
Accretion of interest	3.6	1.4	5.0
Additions and remeasurements	9.1	10.8	19.9
Transfers	(18.7)	18.7	-
Disposal	-	(1.3)	(1.3)
Effect of movement in exchange rates	0.2	0.1	0.3
At 31 December 2023	**67.9**	**22.7**	**90.6**
Movement in the carrying amount:			
Payments	-	(22.5)	(22.5)
Accretion of interest	3.3	1.0	4.3
Additions and remeasurements	5.4	10.1	15.5
Transfers	(12.6)	12.6	-
Disposal	(0.7)	(0.1)	(0.8)
Effect of movement in exchange rates	(0.2)	-	(0.2)
At 31 December 2024	**63.1**	**23.8**	**86.9**

2024 $ millions	Carrying amount	Contractual cash flow	Less than 1 year	Between 1 and 5 years	More than 5 years
Lease obligations	86.9	315.0	26.1	20.1	268.8

2023 $ millions	Carrying amount	Contractual cash flow	Less than 1 year	Between 1 and 5 years	More than 5 years
Lease obligations	90.6	318.8	22.8	25.9	270.1

17.2. Right-of-use assets

$ millions	Land and buildings	Vessels	Others	Total
At 1 January 2023	**74.2**	**-**	**2.6**	**76.8**
Movement in the carrying amount:				
Additions and remeasurements	-	19.2	0.7	19.9
Disposals	-	-	(1.3)	(1.3)
Depreciation	(12.3)	(7.3)	(1.0)	(20.6)
Effect of movement in exchange rates	0.1	-	-	0.1
At 31 December 2023	**62.0**	**11.90**	**1.0**	**74.9**
Movement in the carrying amount:				
Additions and remeasurements	2.1	13.4	-	15.5
Disposal	-	-	(0.7)	(0.7)
Depreciation	(11.7)	(9.1)	(0.2)	(21.0)
Effect of movement in exchange rates	(0.1)	-	-	(0.1)
At 31 December 2024	**52.3**	**16.2**	**0.1**	**68.6**

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

18. Trade and other payables

$ millions	Note	2024	2023
Trade payables		41.7	58.1
Trade payables due to related parties	25	4.6	5.1
Amounts payable under the securitization program		29.1	14.4
Accrued expenses		351.8	170.6
Accrued interest[1]		-	19.3
Deferred income		3.3	2.1
Other tax payable		0.7	1.4
Other payables		25.8	15.8
Other payables to related parties	25	31.3	46.6
Total[2]		**488.3**	**333.4**
Non-current		7.3	6.7
Current		481.0	326.7
Total[2]		**488.3**	**333.4**

[1] Transferred to loans and borrowings as at 31 December 2024.

[2] Post employment benefits of USD 15.7 million previously classified in the 2023 consolidated financial statements within trade and other payables are presented separately under provisions to be consistent with the presentation adopted in these consolidated financial statements.

The trade payables include amounts due to securitization company of USD 29.1 million (2023: USD 14.4 million). Information about the Group's exposure to currency and liquidity risk is included in note 6.

Accrued expenses include accrual related to Sorfert increased gas cost amounting to USD 182.8 million as at 31 December 2024 (2023: USD 7.2 million), refer note 5.

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.

19. Provisions

$ millions	Claims and other provisions	Post-employment benefits	Total
At 1 January 2024	**36.0**	**15.7**	**51.7**
Provision made during the year	14.2	4.2	18.4
Provisions reversed/utilized	(11.9)	(0.7)	(12.6)
Transfers	-	1.5	1.5
Remeasurement of post-employment benefits	-	2.0	2.0
Effect of movement in exchange rates	(9.2)	(0.7)	(9.9)
At 31 December 2024	**29.1**	**22.0**	**51.1**
Non-current	-	22.0	22.0
Current	29.1	-	29.1
Total	**29.1**	**22.0**	**51.1**

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

19. Provisions continued

$ millions	Claims and other provisions	Donation provisions[1]	Post-employment benefits[2]	Total
At 1 January 2023	**30.5**	**76.9**	**14.5**	**121.9**
Provision made during the year	10.5	-	2.8	13.3
Provisions reversed/utilized	(0.3)	(61.7)	(1.6)	(63.6)
Effect of movement in exchange rates	(4.7)	(15.2)	-	(19.9)
At 31 December 2023	**36.0**	**-**	**15.7**	**51.7**
Non-current	-	-	15.7	15.7
Current	36.0	-	-	36.0
Total	**36.0**	**-**	**15.7**	**51.7**

[1] Refer to note 26 OCI S.A.E. tax dispute

[2] Post employment benefits of USD 15.7 million previously classified in the 2023 consolidated financial statements within trade and other payables are presented separately under provisions to be consistent with the presentation adopted in these consolidated financial statements.

Claim and other provisions

The Group is involved in litigations, arbitrations and commercial disputes. In cases where it is probable that the outcome of the legal proceedings and commercial disputes will be unfavorable, and the financial outcome can be measured reliably, a provision has been recognized. Reference is made to note 26 for detailed information with respect to major ongoing litigations and claims for which no provision has been recognized.

Egypt National Training Fund

Articles 133 and 134 of the Egyptian Labor Law No. 12 of 2003 requires all businesses in Egypt with more than 10 employees to contribute 1% of their net profit into a National Training Fund ('Fund'). No application guidance was issued and its constitutionality was being challenged on multiple grounds including duplication of financial burden and contradiction to advantages under other laws.

As such, this Law was not applied in general by businesses in the region. Following a supreme court ruling which found the article to be constitutional in March 2022, the General Secretary of the National Training Fund issued a circular on 18 May 2022 which re-triggered the obligation on employers to pay such contribution of 1% of their annual net profit to the Fund in accordance with Article 134 of the Egyptian Labor Law.

External legal counsel assisted in analysing the key aspects in preparing a best estimate for such contribution. Key assumptions included i) the treatment of such contribution as tax, fee or other, ii) the statute of limitation and iii) how to consider forex translation. Other considerations included the applications for tax free zone entities (relevant for EBIC) and potential waiver or reduction as result of an internal training program (EFC) and impact of interest and penalties. The maximum exposure is estimated to be around USD 167.2 million (2023: USD 171.3 million). When taking a statute of limitation of five years into consideration the maximum exposure is limited to USD 35.2 million (2023: USD 34.7 million) (excluding interest or penalties). Based on the most likely scenario according to external legal counsel, the Group has recognized a total provision of USD 12.1 million (USD 8.7 million for OCI SAE, USD 3.3 million for EFC and none for EBIC) as at December 2024 (2023: USD 17.7 million) considering the treatment as a fee, a statute of limitations of five years and translation at the respective year exchange rate.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

19. Provisions continued
Considering the current limited application guidance and as this is impacting majority of business in Egypt, there is an expectation that further application guidance will be issued by the regulator in due course.

20. Segment reporting
In the governance structure within Fertiglobe, the Chief Operating Decision Maker ("CODM") is responsible for assessing the performance of the Group and its operating segments as well as for allocating resources. The CODM reviews the performance of the following operating segments:

1. Egypt Basic Industries Corporation ("EBIC")
2. Egyptian Fertilizers Company ("EFC")
3. Sorfert Algerie ("Sorfert")
4. Ruwais Fertilizer Industries -Sole Proprietorship LLC ("Fertil")
5. Trading entities - Own produced volumes
6. Trading entities - Third party sales

The production and marketing of own produced volumes share the same characteristics:

- The nature of the products produced, the production processes (technology applied), output generated, pricing applied (based on international benchmark pricing), customers services are similar for all production plants within Fertiglobe;
- All entities are producing ammonia using gas as key input material. The largest part of this ammonia is used for the production of Urea. Both Ammonia and Urea are nitrogen-based Fertilizers and belong to the same product group. These products are sold into the international market and are subject to similar pricing conditions and market forces. The end customers for each of the plants are largely the same;
- The majority of volumes produced by Fertiglobe's production entities are centrally marketed by various trading entities. As a result of the central marketing strategy, the cashflow and performance of each of the production entities is largely dependent on the ability of trading entities to market the products;
- The production and marketing of own produced volumes have similar economic characteristics as the high margin production and marketing of own produced volumes are bifurcated from the (lower) margin trading activities;
- The production entities are all exposed to the same international fertilizer market on the sell side;
- The production entities all benefit from long term gas offtake agreements with no/limited price exposure on the supply of natural gas. In addition, other raw materials used for production largely consist of utilities, which are widely available in all production locations;

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

20. Segment reporting continued

- All production locations are located close to one or more international sea ports which simplifies the logistics of sourcing raw materials and shipping products to customers;
- Although the production entities are subject to local laws and regulations from a legal and environmental perspective these environments are largely based on the same fundamentals.

In the view of the above, aggregation will take place in two main reportable segments:

1. Production and Marketing of own produced volumes; comprises the operating segments EBIC, EFC, Sorfert, Fertil and trading entities – own produced volumes.
2. Third party trading (buy and sell of third-party volumes) comprises trading entities – third party sales.

Fertiglobe's reportable segments are consistent with how the CODM manages the business operations and views the markets it serves.

The Company derives the results of the business segments directly from its internal management reporting system. Both segments are reviewed separately by the management as they require different strategies and generate different margins. The entities grouped together in each segment have similar regulatory environments, macroeconomic conditions as they are trading in a global commodity market. The Group has one revenue stream from contracts with customers which is the sales of Fertilizers products (Ammonia and Urea).

A summary description of each reportable segment is as follows:

Production and Marketing of own produced volumes

This segment includes the performance of all the manufacturing and trading operating companies that are producing Urea and Ammonia, but it excludes the third-party trading activities (see, second segment) as the own-produced volumes are limited by the production capacity of the plants, and their pricing strategy and margins are different. In addition, the level of assets and investments are high for production activities and generally low for trading activities (limited to working capital).

Third party trading (buy and sell of third-party volumes)

The third-party trading segment includes the fertilizer products that are bought from third parties and sold to third parties. This segment generally generates low margins, there is no volume limit on production capacity, and there is no need for material capital investments (if any).

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

20. Segment reporting continued

Other (corporate and other entities)

This segment consists of all remaining entities of the Group.

2024 $ millions	Production and marketing of owned produced volumes	Third party trading	Other	Elimination	Total
Total external revenues	**1,896.2**	**113.0**	**-**	**-**	**2,009.2**
Adjusted EBITDA	697.5	2.1	(51.7)	-	647.9
Depreciation, amortization and impairment	(276.3)	-	(3.2)	-	(279.5)
Finance income	130.8	2.8	116.6	(233.1)	17.1
Finance expense	(136.5)	(4.9)	(227.3)	233.1	(135.6)
Net foreign exchange gain/(loss)	(33.7)	(2.4)	34.8	-	(1.3)
Income tax	(12.6)	-	(3.1)	-	(15.7)
Other (including provisions)	(7.2)	-	(12.1)	-	(19.3)
Profit for the year	**362.0**	**(2.4)**	**(146.0)**	**-**	**213.6**
Capital expenditures	134.3	-	42.7	-	177.0
Total assets	**4,167.8**	**22.6**	**220.2**	**-**	**4,410.6**

2023 $ millions	Production and marketing of owned produced volumes	Third party Trading	Other	Elimination	Total
Total external revenues	**2,211.7**	**204.5**	-	-	**2,416.2**
Adjusted EBITDA	1,043.8	3.9	(44.0)	-	1,003.7
Depreciation, amortization and impairment	(272.9)	(2.9)	(3.5)	-	(279.3)
Finance income	101.9	7.2	62.2	(155.0)	16.3
Finance expense	(78.5)	(6.2)	(189.7)	155.0	(119.4)
Net foreign exchange gain/(loss)	(6.7)	1.0	(13.9)	-	(19.6)
Income tax	(75.5)	-	(6.9)	-	(82.4)
Other (including provisions)	(9.3)	-	(5.0)	-	(14.3)
Profit for the year	**702.8**	**3.0**	**(200.8)**	**-**	**505.0**
Capital expenditures	94.2	-	18.3	-	112.5
Total assets	**4,368.5**	**24.6**	**232.7**	-	**4,625.8**

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

20. Segment reporting continued

Geographical information of operations

The geographic information below analyses the Group's revenue (by destination of the goods) and non-current assets (by the Company where the activities are being operated).

	Revenue		Non-current assets	
$ millions	**2024**	**2023**	**2024**	**2023**
Europe	720.8	924.7	5.6	11.4
North America	143.8	70.6	1.6	1.4
South America	85.9	213.7	-	-
Africa	295.2	464.0	584.7	636.8
Middle East	54.1	56.5	2,730.1	2,768.5
Asia and Oceania	709.4	686.7	-	-
Total	**2,009.2**	**2,416.2**	**3,322.0**	**3,418.1**
Related parties	89.0	112.6	-	-
Third parties	1,920.2	2,303.6	-	-
Total	**2,009.2**	**2,416.2**	**3,322.0**	**3,418.1**

Revenue to individual countries does not exceed 10% of the total Group revenue, except for Australia of USD 306.5 million (2023: Australia of USD 231.6 million).

The Group's non-current assets in individual foreign countries are 31.4% in Egypt and 17.6% in Algeria. (2023: 31.1% in Egypt and 18.6% in Algeria).

Time value of money is not considered to be relevant for the determination of the revenue amount, as the payment terms are short. Also, there are no non-cash considerations that would need to be disclosed separately.

Major customers

Revenues from three (2023: one) major customers of the Group belong to the production and marketing of own produced volumes segment and represent 15.6% in 2024 (2023: 6% in 2023) of the Group's total external revenues.

21. Cost of sales and selling, general and administrative expenses

21.1. Expenses by nature

$ millions	**Note**	**2024**	**2023**
Raw materials, consumables and finished goods		640.9	655.6
Raw materials, consumables and finished goods - related party	25	249.9	251.2
Freight costs		136.0	161.1
Employee benefit expenses		228.1	235.2
Employee benefits expenses - related party	25	3.3	4.2
Depreciation, amortization and impairment		279.5	279.3
Maintenance and repair		33.1	30.5
Consultancy expenses		25.2	21.0
Other		63.1	65.2
Other - related party	25	4.0	5.4
Total		**1,663.1**	**1,708.7**
Cost of sales		1,512.9	1,564.2
Selling, general and administrative expenses		150.2	144.5
Total		**1,663.1**	**1,708.7**

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

21. Cost of sales and selling, general and administrative expenses continued

21.1. Expenses by nature continued

The depreciation, amortization and impairment expense is split as USD 273.7 million in cost of sales and USD 5.8 million in selling, general and administrative expenses (2023: USD 273.6 million and USD 5.7 million respectively).

Auditors' remuneration is disclosed in the Group's annual report.

21.2. Employee benefit expenses

$ millions	2024	2023
Wages and salaries	143.1	143.0
Employee incentives	26.2	35.4
Pension and social security costs	13.2	12.1
Other employee expenses	48.9	48.9
Total	**231.4**	**239.4**
Cost of sales	141.6	146.8
Selling, general and administrative expenses	89.8	92.6
Total	**231.4**	**239.4**

During the financial year ended 31 December 2024, the average number of staff employed in the Group converted into full-time equivalents was 2,725 employees (2023: 2,721 employees).

22. Net finance cost

$ millions	Note	2024	2023
Interest income		16.7	16.0
Interest income - related party	25	0.4	0.3
Finance income		**17.1**	**16.3**
Interest expense and other financing costs on financial liabilities measured at amortized cost		(132.9)	(116.5)
Interest expense - related party	25	(2.7)	(2.9)
Finance cost		**(135.6)**	**(119.4)**
Net foreign exchange loss		**(1.3)**	**(19.6)**
Net finance cost recognized in profit or loss		**(119.8)**	**(122.7)**

23. Capital commitments

$ millions	2024	2023
UAE	229.0	98.7
Algeria	34.9	15.4
Egypt	34.1	38.4
Total	**298.0**	**152.5**

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

23. Capital commitments continued
Capital commitments mainly relate to future costs on turnarounds and maintenance at the Group's plants, the construction of a low-carbon ammonia plant in the MENA region and other green initiatives.

There have been no significant changes in commitments as compared to the situation as described in the consolidated financial statements for the year ended 31 December 2023 except for the following:

Low-carbon ammonia plant
On 18 January 2023, a Shareholders' Agreement was signed relating to the formation of a company for the development and operation of a low-carbon ammonia production plant ('Project') at the Ruwais Derivative and Industrial Complex. The company, Taziz Ammonia - L.L.C - O.P.C., was incorporated on 15 March 2024.

On behalf of the Project, the Group had signed the Engineering, Procurement and Construction ('EPC') contract with Tecnimont S.P.A. for an initial commitment of USD 138 million. The Engineering and Procurement phase is ongoing and on 27 May 2024, the Group initiated the Construction phase which increases its capital commitments by approximately USD 177 million. At the same time, the contract with Tecnimont S.P.A. was amended which increased the capital commitment (in engineering and procurement scope) by approximately USD 20 million. As at 31 December 2024, the Group's commitment in regards to this project amounted to USD 164 million (2023: USD 77 million). The Group's share of costs is expected to be 30% eventually following novation of the EPC contract to the incorporated company.

24. Earnings per share

	2024	2023
i. Basic		
Net profit attributable to shareholders ($ million)	159.9	348.9
Weighted average number of ordinary shares (million)	8,301.3	8,301.3
Basic earnings per ordinary share ($)	**0.019**	**0.042**
ii. Diluted		
Net profit attributable to shareholders ($ million)	159.9	348.9
Weighted average number of ordinary shares (million)	8,301.3	8,301.3
Diluted earnings per ordinary share ($)	**0.019**	**0.042**

Weighted average number of ordinary shares calculation:

$ millions	2024	2023
Ordinary shares outstanding at 1 January and 31 December	**8,301.3**	**8,301.3**

There are no potential dilutive shares.

25. Related party transactions
Transactions with related parties – normal course of business
Transactions with related parties occur when a relationship exists between the party and the Company, their directors and its key management personnel. In the normal course of business, the Company buys and sells goods and services from and to various related parties within the Group.

Fertiglobe has related party transactions with OCI group and also with ADNOC group in the normal course of business.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

25. Related party transactions continued
OCI group and its' affiliates ceased to be considered as a related party within the definition of IAS 24 after acquisition of the Group by ADNOC.

The transactions with the following entities of ADNOC group are presented in the financial statements as related party transactions:
- Abu Dhabi National Oil Company - "ADNOC"
- Abu Dhabi Oil Refining Company - ADNOC refining
- Abu Dhabi National Oil Company Gas Processing - ADNOC Gas processing
- Abu Dhabi Polymers Company Ltd. ("Borouge")
- Abu Dhabi National Oil Company Logistics and Services
- Abu Dhabi National Oil Company LNG
- Abu Dhabi Petroleum Ports Operating Company ("IRSHAD")
- Abu Dhabi National Oil Company Sour Gas ("Al Hosn")
- Abu Dhabi Company for Onshore Petroleum Operations Ltd

The Group applied IAS 24 exemption with regards to disclosure of transactions with Abu Dhabi Government, being the beneficial owner of ADNOC. During the year there were no significant transactions (2023: no significant transactions) with the Government related entities except for transactions within the normal course of business with state-owned banks. At 31 December 2024, the Group's bank balances and borrowings with state-owned banks were USD 2.9 million and USD 539.0 million respectively (2023: USD 66.7 million and USD 539.0 million respectively).

The transactions with the following entities of the OCI Group are presented in the financial statements as related party transactions:
- OC PLC
- OCI N.V.
- OCI Fertilizer B.V.
- OCI Intermediate B.V.
- OCI Overseas Holding
- OCI MENA Fertilizers Ltd
- OCI Nitrogen
- OCI Fertilizers USA
- OCI Personnel B.V.
- OCI Egypt
- N-7 LLC
- OCI UK

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

25. Related party transactions continued

The following is a list of significant related party transactions and outstanding amounts as at 31 December 2024:

2024 Related party $ millions	Relation	Trade and other receivables	Trade and other payables	Revenue and other income	Purchases and net recharges	Net Finance cost
OCI Nitrogen	OCI Group	-	-	45.0	-	-
N-7 LLC	OCI Group	-	-	44.0	-	-
OCI Fertilizer B.V.	OCI Group	-	-	-	-	-
OCI N.V.	OCI Group	-	-	-	(0.3)	-
ADNOC	ADNOC	42.7	27.4	-	(208.7)	(2.7)
ADNOC refining	ADNOC	-	8.3	-	(46.6)	-
ADNOC Gas processing	ADNOC	-	-	-	(1.5)	-
Abu Dhabi Polymers Ltd. (Borouge)	ADNOC	-	-	-	(0.1)	-
ADNOC subsidiaries[1]	ADNOC	0.1	0.2	-	-	-
Egypt Green Hydrogen	Others	4.0	-	-	-	0.4
Total		**46.8**	**35.9**	**89.0**	**(257.2)**	**(2.3)**

[1] Full list is disclosed in the previous paragraph.

The Group leases land, office space and employee accommodation from Abu Dhabi National Oil Company - "ADNOC", the lease obligation amount is USD 56.4 million in 2024 (2023: USD 61.5 million).

Also, refer to note 26 for related party transactions with regards to OCI S.A.E. tax dispute.

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.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

25. Related party transactions continued

Transactions with related parties – normal course of business

2023 Related party $ millions	Relation	Trade and other receivables	Trade and other payables	Revenue and other income	Purchases and net recharges	Net Finance cost
OCI Nitrogen	OCI Group	0.4	0.2	102.1	(3.6)	-
N-7 LLC	OCI Group	-	-	10.5	(6.7)	-
OCI Fertilizer B.V.	OCI Group	5.0	14.6	-	-	-
OCI N.V.	OCI Group	0.1	1.8	-	(0.5)	-
OCI Personnel B.V.	OCI Group	-	1.3	-	(0.2)	-
OCI UK	OCI Group	-	0.1	-	-	-
ADNOC	ADNOC	18.6	24.6	-	(203.9)	(2.9)
ADNOC refining	ADNOC	-	6.6	-	(44.2)	-
ADNOC Gas processing	ADNOC	-	0.1	-	(1.7)	-
Abu Dhabi Polymers Ltd. (Borouge)	ADNOC	0.2	-	1.5	-	-
ADNOC subsidiaries[1]	ADNOC	0.1	0.1	-	-	-
Egypt Green Hydrogen	Others	3.6	-	-	-	0.3
Others	Others	-	2.3	-	-	-
Total		**28.0**	**51.7**	**114.1**	**(260.8)**	**(2.6)**

[1] Full list is disclosed in the previous paragraph.

Board Remuneration and Key management personnel compensation

We considered the members of the Board of Directors (Executive and Non-executive), CEO, COO and CFO to be the key management personnel as defined in IAS 24 "Related parties". No other benefits or remuneration were provided to or have been entered into with above mentioned key management personnel except as disclosed below.

On 13 February 2024, the Board approved a payment of USD 2.6 million (AED 9.7 million) to the Board of Directors as approved remuneration for the year ended 31 December 2023, in addition to any applicable VAT. This Board remuneration was approved by the shareholders in the Annual General Meeting ("AGM") held on 30 April 2024.

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.

The Board remuneration for the year ended 31 December 2024 is being accrued on management's best estimate. A proposal for the remuneration of the Board of Directors for 2024 will be submitted to the shareholders for approval at the upcoming AGM.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

25. Related party transactions continued

The total remuneration of the other key management personnel during the year is as follows:

$ millions	2024	2023
Short term employee benefits	2.4	1.5
Other long term benefits	0.4	0.5
Post-employment benefits	0.1	-
Total[1]	**2.9**	2.0

[1] Until 14 October 2024, the CEO, Ahmed El Hoshy, only received the general Board fees as a member of the Board of Directors and did not receive any additional compensation for his role as CEO of Fertiglobe. Following, his re-appointment on 15 October 2024, he is now receiving compensation for his role as CEO of Fertiglobe.

26. Contingencies

Contingent liabilities

Letters of guarantee / letters of credit

The Group has performance bonds and letters of guarantee provided by HSBC and Mashreq bank amounting to USD 29.4 million for its strategic customers (2023: USD 12.3 million), and they have performance bonds with governments issued by HSBC, QNB, CIB and Arab Bank for an amount of USD 11.8 million as at 31 December 2024 (2023: USD 11.9 million).

Litigations and claims

In the normal course of business, the Group entities are involved in some arbitration, commercial disputes or court cases as defendants or claimants. These litigations and commercial disputes are carefully monitored by the entities' management and legal counsels, and are regularly assessed with due consideration for possible insurance coverage and recourse rights on third parties. The Group does not expect these proceedings to result in liabilities that have a material effect on the Group's financial position. In cases where it is probable that the outcome of the proceedings will be unfavorable, and the financial outcome can be measured reliably, a provision has been recognized in the consolidated financial statements which is disclosed in note 19 "Provisions". It should be understood that, in light of possible future developments, such as (a) potential additional lawsuits, (b) possible future settlements, and (c) rulings or judgments in pending lawsuits, certain cases may result in additional liabilities and related costs. At this point in time, the Group cannot estimate any additional amount of loss or range of loss in excess of the recorded amounts with sufficient certainty to allow such amount or range of amounts to be meaningful.

Moreover, if and to the extent that the contingent liabilities materialize, they are typically paid over a number of years and the timing of such payments cannot be predicted with confidence. While the outcome of cases, claims and disputes cannot be predicted with certainty, we believe, based upon legal advice and information received, that the final outcome will not materially affect our consolidated financial position but could be material to our results of operations or cash flows in any single accounting period.

Notes to the consolidated Financial Statements continued

FOR THE YEAR ENDED 31 DECEMBER

26. Contingencies continued

Sorfert legal case

On 5 March 2018, the lower criminal court of Oran (Tribunal du pôle pénal spécialisé d'Oran) issued a judgment against Sorfert regarding an alleged violation of exchange control regulations as well as the regulation of public markets and public service delegations. The lower court ordered Sorfert to pay a fine in the amount of 5.5 billion Algerian dinars (approximately USD 39.9 million) and an officer of the company received a fine of DZD 2.8 billion (about USD 20.0 million). On 7 March 2018, Sorfert lodged an appeal with the Court of Appeal of Oran, Algeria who upheld the verdict against Sorfert in its judgment rendered on 28 November 2018. In January 2019, Sorfert lodged an appeal against this judgment with the Supreme Court. Sorfert disputes the validity of the judgment and continues to vigorously defend its case. To date, no Supreme Court hearing has been scheduled and during the appeal period the enforcement of the judgment is suspended. Various renowned local and international law firm have examined Sorfert legal position. No provision has been recorded by the Group related to this matter.

OCI S.A.E. tax dispute

In October 2012, the Egyptian Tax Authority ("ETA") raised a tax evasion claim against the Group's Egyptian subsidiary, Orascom Construction Industries ("OCI S.A.E"). The tax dispute relates to the sale of OCI S.A.E.'s cement business to Lafarge SA in 2007. Although OCI S.A.E. and its legal and tax advisors believed that the aforementioned transaction was exempted of tax, management entered into a settlement agreement with the ETA whereby EGP 7.1 billion would be paid over a 5-year period. The agreement was followed by payment of a first instalment of EGP 2.5 billion in 2013. Subsequently, OCI S.A.E. was exonerated from the tax claim by the Egyptian Public Prosecutor on 18 February 2014 and additionally by the ETA's Independent Appeals Committee on 4 November 2014. The ETA appealed this decision at the court of first instance.

In March 2015, following the decision of the Independent Appeals Committee of 4 November 2014, the ETA reimbursed OCI S.A.E. EGP 1,904 million. In 2016 OCI S.A.E. was required to pay a second instalment of EGP 900 million related to the original settlement agreement of 2013. OCI S.A.E. has lodged a reimbursement claim for this amount.

On 23 January 2023, a judgment was issued in favor of OCI S.A.E. rejecting the appeal of the ETA and on 14 May 2023, the judgment has become irrevocable, as a result the EGP 1.9 billion paid to OCI S.A.E. in 2015 may no longer be reclaimed by the ETA and OCI S.A.E. has a claim of EGP 900 million against the ETA.

On 13 November 2014 OCI N.V. announced that it would transfer its rights to EGP 2.5 billion undue paid tax amounts to an Egyptian development fund. Following the guidance under IAS 37 (constructive obligations), the Group has presented the transfer of rights to the fund as a donation provision in OCI S.A.E., which was set at EGP 1.9 billion representing the amount reimbursed in March 2015.

As part of the demerger of the Engineering and Construction Group that formed Orascom Construction PLC ("OC") in 2015, parties agreed that OCI S.A.E. would retain the reimbursed sum of EGP 1.9 billion and reimbursement claim of EGP 900 million to fulfil the constructive obligation upon final verdict of the case. Any excess liabilities and recoveries were agreed to be shared on a 50:50 basis between OCI N.V. and OC.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

26. Contingencies continued

As part of the IPO in 2021, OCI N.V. agreed to indemnify all Fertiglobe shareholders in case certain claims (including the above) or the donation payment occurs.

In June 2023, OCI N.V. entered into an agreement with OC to pay the respective 50% share in the reimbursed sum (USD 26.7 million paid in July 2023 which is net of prior payments), to assign 50% in the reimbursement claim against the ETA and split the constructive obligation on a 50:50 basis. As a result of this settlement and due to the devaluation of the EGP the donation provision was reduced to USD 30.9 million.

As at 30 September 2023, Fertiglobe Group management has assessed that it is no longer probable that an outflow of resources will be required to settle the remaining 50% of the constructive obligation. As such, OCI S.A.E's constructive obligation has ceased to exist and the remaining donation provision of USD 30.9 million was released. The indemnity receivable in Fertiglobe PLC was also reduced by USD 30.9 million (the gain on release of the provision has been offset with the loss on reduction of the indemnity receivable and is presented on net basis in the statement of profit or loss), Fertiglobe PLC remains liable towards OCI N.V under the indemnification agreement for any tax proceeds collected by OCI S.A.E related to this case. This was a material non-cash transaction for the year ended 31 December 2023.

Contingent assets

A sequence of historical transactions resulted in (gross) deductible temporary tax differences of USD 1.4 billion. However, due to a difference in interpretation of local tax regulations, the deductible temporary differences do not currently meet the recognition criteria of IAS 12/ IFRIC 23. The group company concerned is currently under examination of the tax authorities in the respective jurisdiction. Management expects a conclusion on the tax audit within the next twelve months (refer note 10).

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

27. List of subsidiaries, associates and joint venture

Companies	Country	Percentage of interest	Type	Consolidation method
Sorfert Algérie SPA ("Sorfert")[1]	Algeria	50.99	Subsidiary	Full
Ruwais Fertilizer Industries -Sole Proprietorship LLC ("Fertil")	UAE	100.00	Subsidiary	Full
Fertilizers 2 Holding Ltd	UAE - ADGM	100.00	Subsidiary	Full
Fertiglobe Distribution Ltd	UAE - ADGM	100.00	Subsidiary	Full
Fertiglobe Fertilizer Trading Limited	UAE - ADGM[2]	100.00	Subsidiary	Full
Middle East Petrochemical Corporation Ltd ("MEPCO")	Cayman	100.00	Subsidiary	Full
Orascom Construction Industries S.A.E.	Egypt	99.97	Subsidiary	Full
Egypt Basic Industries Corporation S.A.E. ("EBIC")	Egypt	75.00	Subsidiary	Full
Fertiglobe MEPCO Holding Ltd[3]	BVI	100.00	Subsidiary	Full
Fertiglobe MENA B.V.	Netherlands	100.00	Subsidiary	Full
Egyptian Fertilizers Company S.A.E. ("EFC")[1]	Egypt	100.00	Subsidiary	Full
Fertiglobe France SAS	France	100.00	Subsidiary	Full
Fertiglobe Green Investments L.L.C.	UAE	100.00	Subsidiary	Full
National Company for Operation Maintenance and Engineering Services LLC[1]	Egypt	100.00	Subsidiary	Full
Amiral Ammonia Overseas Ltd	BVI	100.00	Subsidiary	Full
PSK Holdings Ltd	Cayman	100.00	Subsidiary	Full
Fertiglobe Fertilizer Trade & Supply B.V.[4,1]	Netherlands	100.00	Subsidiary	Full
Fertiglobe Services L.L.C.	Egypt	100.00	Subsidiary	Full
Fertiglobe International Trading L.L.C.	UAE - ADAFZ	100.00	Subsidiary	Full
Fertiglobe Holding Investment Ltd	UAE - ADGM	100.00	Subsidiary	Full
Egypt Green Hydrogen S.A.E.	Egypt	20.00	Associate	Equity
Ammonia Project Company RSC Ltd	UAE	30.00	Joint venture	Equity

[1] Owned by the Group through Orascom Construction Industries S.A.E.

[2] Previously located in BVI

[3] Previously known as OCI MEPCO Holding Ltd

[4] Previously known as OCI Fertilizer Trade & Supply B.V.

Notes to the consolidated Financial Statements continued
FOR THE YEAR ENDED 31 DECEMBER

28. Subsequent events
The Group performed a review of events subsequent to the reporting 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 2024
On 7 February 2025, the Board proposed dividends of USD 125 million (equivalent to USD 0.015 per share) for the second half of the financial year ended on 31 December 2024. The recommendation will be considered by the shareholders in the Annual General Meeting.