

ADAMA Ltd.

Announcement on Providing Guarantees by a Wholly-owned Subsidiary to its Subsidiaries

The Company and all members of the Company's Board of Directors confirm that all information disclosed herein is true, accurate and complete, with no false or misleading statement or material omission.

I. Overview

In order to meet the daily operation and business development needs of Adama Celsius B.V., Curacao Branch (hereinafter referred to as "Celsius ") and Adama Fahrenheit B.V., Curacao Branch (hereinafter referred to as "Fahrenheit", and hereinafter jointly referred to as "Borrowers"), both branches of indirect subsidiaries of Adama Agricultural Solutions Ltd. (hereinafter referred to as "Solutions"), a wholly-owned subsidiary of ADAMA Ltd. (hereinafter referred to as "the Company"), Solutions agreed to provide a joint and several liability guarantee in the amount of up to USD 35 million (approximately RMB 250,834,500) in favor of VALLEY NATIONAL BANK (successor by merger to BANK LEUMI USA) (hereinafter referred to as "VALLEY"), that will provide the Borrowers with financial accommodations.

It shall be noted that Solutions previously provided a joint and several liability guarantee in the amount of up to USD 10 million in favor of BANK LEUMI USA (which, as mentioned, was merged into VALLEY) for certain financial accommodations. Based on current needs of the Borrowers, Solutions intends to adjust the above previously approved guarantee amount to a total amount of USD 45 million.

According to the *Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies*, the above guarantees are provided by the wholly-owned subsidiary of the Company for the legal entity consolidated in the financial statements of the Company, and have fulfilled the internal decision-making procedures of Solutions, therefore, it does not need to be submitted to the Company's board of directors or shareholders' meeting for approval.

II. Basic Information of the Warrantees

1. Basic Information of Celsius

Name of the Warrantee: Adama Celsius B.V., Curacao Branch

Established Date: December 6, 2002

Registered Address: Pos Cabai Office Park Unit 13, P.O. Box 403, Willemstad, Curacao

Legal Representative: Joost van Grinsven

Business Scope: Purchase, sale and distribution of agricultural chemicals.

Relationship with the Company: Solutions is the Company's wholly-owned subsidiary, and Celsius is a branch office of Adama Celsius B.V., an indirectly wholly-owned subsidiary (100%) of Solutions.

Credit status: After searching the website of disclosure of enforcement information of China, Celsius is not a debtor subject to judicial enforcement.

The most recent financial situation of Celsius is as follows:

Unit: '000 USD

	At Sep 30 2022 (unaudited)	At Dec 31,2021 (audited)
Total Assets	389,498	287,974
Total Liabilities	170,563	112,025
Bank Loans	-	-
Other Current Liabilities	146,054	87,274
Contingency	-	-
Net Assets	218,935	175,949
	January to September 2022 (unaudited)	2021 (audited)
Revenue	316,520	256,847
Gross Profit	46,182	28,733
Net Profit / (Loss)	4,188	(7,610)

2. Basic Information of Fahrenheit

Name of the Warrantee: Adama Fahrenheit B.V., Curacao Branch

Established Date: December 6, 2002

Registered Address: Pos Cabai Office Park Unit 13, P.O. Box 403, Willemstad, Curacao

Legal Representative: Joost van Grinsven

Business Scope: Purchase, sale and distribution of agricultural chemicals.

Relationship with the Company: Solutions is the Company's wholly-owned subsidiary, and Fahrenheit is a branch office of Adama Fahrenheit B.V., an indirectly wholly-owned subsidiary (100%) of Solutions.

Credit status: After searching the website of disclosure of enforcement information of China, Fahrenheit is not a debtor subject to judicial enforcement.

The most recent financial situation of Fahrenheit is as follows:

Unit: '000 USD

	At Sep 30 2022 (unaudited)	At Dec 31,2021 (audited)
Total Assets	536,432	325,718
Total Liabilities	187,650	106,224
Bank Loans	-	-
Other Current Liabilities	182,188	100,755
Contingency	-	-
Net Assets	348,782	219,494
	January to September 2022 (unaudited)	2021 (audited)
Revenue	485,841	324,285
Gross Profit	79,834	17,070
Net Profit/ (Loss)	28,474	(26,561)

III. Main Contents of the Guarantees

In order for improving the cash flow and reducing the financing expenses of the Borrowers by entering into a financing program, Solutions approved adjusting the joint and several liability guarantee with an additional amount of up to USD 35 million (approximately RMB 250,834,500) for a total of USD 45 million in favor of VALLEY (which, as mentioned above, is successor by merger to BANK LEUMI USA), to secure the financial accommodations given or to be given to the Borrowers. The guarantee shall continue until written notice of revocation of the limited guaranty letter signed by Solutions.

IV. Accumulated Quantity of External Guarantees and Overdue Guarantees

Currently, the balance of the guarantees that have been provided by the Company and/or its subsidiaries is RMB 8,764,011,358. After providing the above guarantees, the balance of the guarantees provided by the Company and its subsidiaries will be RMB 9,014,845,858, accounting for approximately 42.77% of the latest audited net assets of the Company.

No guarantee is provided by the Company and/or its subsidiaries for the favor of entities not

consolidated in the Company's financial statements.

The Company and its controlled subsidiaries do not have overdue guarantees.

V. List of Reference Documents

1. *Limited Guaranty* issued by Solutions.

The Announcement is hereby made.

The Board of Directors of ADAMA Ltd.

November 25, 2022