

ADAMA Ltd.

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

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 hedge FX risks, improve liquidity and to reduce finance costs of Adama Ukraine LLC (hereinafter referred to as "Adama Ukraine"), an indirect wholly-owned subsidiary of Adama Agricultural Solutions Ltd. (hereinafter referred to as "Solutions") which is in turn a wholly-owned subsidiary of ADAMA Ltd. (hereinafter referred to as the "Company"), Solutions agrees to provide joint and several liability guarantees to two local banks that will provide Adama Ukraine with the following financial accommodation:

1. in the amount not exceeding EUR 12 million from a local bank JSC "ING Bank Ukraine" (guarantee amount, according to the bank's requirements, should be 15% higher than the principal credit facility amount, being EUR 13.8 million, to cover financial expenses, e.g. accrued interests, penalties);
2. in the amount not exceeding EUR 12 million from a local bank Raiffeisen Bank JSC (due to the credit facility increase from EUR 7 million to EUR 12 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. Since the debt-to-assets ratio of Adama Ukraine exceeds 70%, the Company convened the 15th Meeting of the 10th Session of the Board of Directors on October 28, 2025, to review the Proposal on Providing Guarantees by a Wholly-owned Subsidiary to its Subsidiary and agreed to further submit it

to the Company's shareholders' meeting for approval.

II. Basic Information of the Warrantee

1. Basic Information of Adama Ukraine

Name of the Warrantee: Adama Ukraine LLC

Established Date: 25 June 2008

Registered Address: 13, Mykoly Pymonenka Street, Office 4A/41, Shevchenkivskyi District, 04050 Kyiv, Ukraine

Legal Representative: Dmytro Kashpor

Business Scope: Purchase, sale and distribution of agricultural chemicals

Relationship with the Company: Solutions is the Company's wholly-owned subsidiary, and Adama Ukraine is an indirectly wholly-owned subsidiary (100%) of Solutions.

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

The most recent financial situation of Adama Ukraine is as follows:

Unit: '000 USD

	At Sep 30 2025 (unaudited)	At Dec 31, 2024 (audited)
Total Assets	51,796	42,198
Total Liabilities	50,420	42,795
Bank Loans	7,745	-
Other Current Liabilities	42,676	42,792
Contingency	-	-
Net Assets	1,376	-597
	January to September 2025 (unaudited)	2024 (audited)
Revenue	54,041	69,979
Gross Profit	12,534	13,908
Net Profit	1,973	434

III. Main Contents of the Guarantees

In order to hedge FX risks, improve liquidity and to reduce finance costs, Adama Ukraine intends to enter into bank loans with a local bank (JSC "ING Bank Ukraine") in an amount of no more than EUR 12 million (guarantee amount, according to the bank's requirements,

should be 15% higher than the principal credit facility amount, being EUR 13.8 million, to cover financial expenses, e.g. accrued interests, penalties). At the same time, Adama Ukraine plans to increase the existing credit facility in Raiffeisen Bank JSC from EUR 7 million to EUR 12 million.

To support the activities in Adama Ukraine, Solutions intends to provide joint and several liability guarantees to the abovementioned banks in a total amount of no more than EUR 25.8 million (approximately RMB 215.04 million) in connection with the credit facility and financing activities between Adama Ukraine and such banks.

Among them, the guarantee amount for JSC “ING Bank Ukraine” is EUR 13.8 million (approximately RMB 115.02 million), which is a continuing guarantee and shall remain in full force and effect until all guarantee obligations have been paid; the guarantee amount for Raiffeisen Bank JSC is EUR 12 million (approximately RMB 100.02 million) which shall continue until Solutions issues a written notice revoking the limited guaranty letter.

IV. Opinions of the Board of Directors

With regard to the guarantees to be provided by Solutions in favor of Adama Ukraine (the Company’s indirect wholly-owned subsidiary) for its credit facility and financing activities, the Board of Directors is of the opinion that: (i) this serves to meet Adama Ukraine's business development needs and aligns with the Company's overall interests; (ii) the financial risk of the guarantees is under the Company’s control; and (iii) the guarantees neither significantly impact the normal operation of the Company, nor violate the relevant provisions of the CSRC and the Articles of Association of the Company.

V. Accumulated Quantity of External Guarantees and Overdue Guarantees

As of September 30, 2025, the balance of the guarantees that have been provided by the Company and/or its subsidiaries is approximately RMB 5,064.94 million. After providing the above guarantees, the balance of the guarantees provided by the Company and its subsidiaries will be approximately RMB 5,279.98 million, accounting for 27.8% 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.

VI. List of Reference Documents

1. The resolutions of the 15th Meeting of the 10th Session of the Board of Directors of the Company.

The Announcement is hereby made.

The Board of Directors of ADAMA Ltd.

October 30, 2025