ADAMA Ltd.

Announcement on Consolidation of Long-term Loans from the Related Party

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 of the Related Party Transaction

The 22nd meeting of the 10th session of the Board of Directors of ADAMA Ltd. (hereinafter referred to as the "Company") held on August 17, 2026, approved the Proposal on Consolidation of Long-term Loans from the Related Party. To optimize the debt structure, reduce foreign exchange hedging costs and simplify financing arrangements, the Company intends to consolidate the two long-term loans previously provided to the wholly-owned subsidiaries of the Company by its controlling shareholder, Syngenta Group Co., Ltd. (hereinafter referred to as "SG"), and its subsidiaries into a single new long-term loan.

The consolidation involves the following original loan agreements:

1. The Facility Agreement approved by the 24th meeting of the 9th session of the Board of Directors and the 1st Interim Shareholders Meeting in 2023, according to which SG or any of its subsidiaries (actually through Syngenta Group (NL) B.V., hereinafter referred to as "SG NL") provided a long-term committed credit facility of up to RMB 2 billion (approximately USD 295 million) in favor of Adama Agricultural Solutions Ltd., a wholly-owned subsidiary of the Company (directly or through one of its subsidiaries, namely Adama Celsius B.V.), with a term of 3 years and bearing an interest rate at the People's Bank of China one-year Loan Prime Rate (LPR) minus 0.65%, and such loan will mature on September 15, 2026 (For details, please refer to Announcement No. 2023-29).

2. The Credit Facility Agreement approved by the 5th meeting of the 9th session of the Board of Directors, according to which SG NL provided a USD 50 million five-

year long-term bullet repayment loan in favor of Adama Fahrenheit B.V. (hereinafter referred to as " ADAMA NL "), a wholly-owned subsidiary of the Company, with a fixed annual interest rate of 2.7%, and such loan will mature on November 11, 2026 (For details, please refer to Announcement No. 2021-46).

It is now proposed to amend and consolidate the aforementioned two loans into a single long-term loan facility in a total aggregate amount of up to USD 345 million (the "Consolidated Facility"), to be drawn by ADAMA NL in two tranches: (i) a first tranche of USD 295 million to refinance the CNY facility; and (ii) a second tranche of USD 50 million to refinance the USD facility. The Consolidated Facility will bear an annual interest rate of 3-month CME Term SOFR plus a margin of 1.29% (129 basis points), payable quarterly. The Consolidated Facility will mature on September 15, 2029, being three years from the effective date (the "Transaction").

Since SG NL and ADAMA NL are both controlled by Sinochem Holdings Corporation Ltd. (hereinafter referred to as "Sinochem Holdings"), the ultimate controlling shareholder of the Company, and SG is the controlling shareholder of the Company, the Transaction constitutes a related party transaction.

Among the seven directors of the Company, the related-party directors, Mr. Qin Hengde, Mr. Liu Hongsheng and Mr. An Liru refrained from voting, while among the remaining votes of the four directors, there were four (4) affirmative votes, and no negative votes or abstentions. The Transaction has been reviewed by the Specialized Meeting of Independent Directors of the Company and approved by all independent directors.

The Transaction requires the approval of the Company's shareholders. SG will refrain from voting.

The Transaction does not constitute a Material Assets Restructuring as stipulated by the Administrative Measures on Significant Asset Restructuring of Listed Companies.

II. Introduction to the Related Party

SG NL was established in 2016. Its legal representative is Edwin Pool, and its registered address is Westeinde 62, 1601BK Enkhuizen, The Netherlands. It has registered capital of USD 2 and mainly undertakes the businesses related to holding and financing activities. The main financial data as of December 31, 2025 is:

operating revenue of USD 39,212,000, net profit of USD 2,848,000, total assets of USD 851,570,000, net assets of USD 835,541,000.

Related-party relationship: Both SG NL and ADAMA NL are controlled by Sinochem Holdings, the ultimate controlling shareholder of the Company. SG NL is a related party of the Company in accordance with Item 2, Paragraph 2 of Article 6.3.3 of the Listing Rules of Shenzhen Stock Exchange.

Analysis of contract performance capability: To the best of the Company's knowledge, SG NL operates normally and is in good operational condition. After searching on the website of disclosure of enforcement information of China, it is not a debtor subject to judicial enforcement.

III. Basic Information on the Target of the Related-Party Transaction

The Transaction consolidates the original two long-term loans into a single long-term loan in a total aggregate amount of up to USD 345 million, to be drawn by ADAMA NL in two tranches: (i) a first tranche of USD 295 million to refinance the CNY facility; and (ii) a second tranche of USD 50 million to refinance the USD facility. The Consolidated Facility will bear an annual interest rate of 3-month CME Term SOFR plus a margin of 1.29% (129 basis points), payable quarterly. The Consolidated Facility will mature on September 15, 2029, being three years from the effective date. The specific terms shall be subject to the Loan Agreement signed between the two parties.

IV. Pricing Basis of the Related-Party Transaction

The Transaction is made on the principles of voluntariness, equality, mutual benefit, justice and fairness. The terms of the Transaction were negotiated fairly on the basis of market practice.

V. Main Contents of the Loan Agreement

Contract Name: Loan Agreement between Adama Fahrenheit B.V. and Syngenta Group (NL) B.V. (August 2026)

Borrower: Adama Fahrenheit B.V.

Lender: Syngenta Group (NL) B.V.

Main Terms: Consolidate the original two long-term loans into a single long-term loan facility in a total aggregate amount of up to USD 345 million, to be drawn by ADAMA NL in two tranches: (i) a first tranche of USD 295 million to refinance the CNY facility; and (ii) a second tranche of USD 50 million to refinance the USD facility. The Consolidated Facility will bear an annual interest rate of 3-month CME Term SOFR plus a margin of 1.29% (129 basis points), payable quarterly. The Consolidated Facility will mature on September 15, 2029, being three years from the effective date.

The Lender may assign its rights and obligations under the Agreement solely to another entity within its group according to the terms of the Agreement, by providing Borrower with a prior written notice.

The Borrower may assign its rights and obligations under the Agreement to a third party with the prior consent of Lender, which will not be unreasonably withheld.

Effective Date of the Agreement: The Agreement is effective from 15 September 2026, following the approval of the Parties' requisite organs, as required. The requisite organs of the Company will review the terms of this Agreement every three years.

Dispute Resolutions: The Agreement is governed in all respects by the laws of the Netherlands.

VI. Purpose of the Transaction and Its Impact on the Company

The Transaction aims to consolidate the existing long-term loans from the related party for the Company's subsidiaries, replace the RMB-denominated loan with a USD facility, eliminate the corresponding foreign exchange hedging arrangements, reduce the Company's hedging costs, simplify the Company's financing structure and save financial costs. The Facility Agreement follows the general practice of similar transactions in the market and doesn't contain unfair terms. The Transaction will not adversely affect the interests of the Company and its non-related party shareholders, nor will it affect the independence of the Company.

VII. Status of the Different Kinds of Related Party Transactions between the Company and Sinochem Holdings

As of the end of June 2026, the related party transactions between the Company and subsidiaries of Sinochem Holdings are as follows:

1. The occurred amount of daily related party transactions between the Company and subsidiaries of Sinochem Holdings is RMB 949.70 million; the estimated total amount of daily related party transactions for 2026 is RMB 3,152.93 million, which has been approved by the 1st Interim Shareholders Meeting in 2026.

2. The Company and its subsidiaries' Deposits and Loans in the Finance Company: the balance of deposits remains RMB 695.14 million and USD 10.73 million, and the loan amount is RMB 249.64 million, which have been approved by the 3rd Interim Shareholders Meeting in 2024.

3. The 18th meeting of the 10th session of the Board of Directors of the Company held on March 26, 2026 approved the Proposal on Consolidation of Credit Facilities from the Related Party, agreeing that ADAMA NL and SG NL enter into a new facility agreement to consolidate the original facility agreements, pursuant to which SG NL provides a short-term credit facility of USD 750 million in favor of ADAMA NL. Such transaction has been approved by the 2025 Annual Shareholders Meeting of the Company.

VIII. Independent Directors' Prior Approval

The Company's Specialized Meeting of Independent Directors approved the Transaction, and the independent directors have given approval opinions on the Transaction: The Transaction is based on the funding needs of the Company and the need to optimize the Company's debt structure and is normal business operations. The Transaction conforms to relevant national laws and regulations, as applicable, and market-oriented principles, and will not impact the independence of the Company or harm the interests of the Company and its other shareholders. The decision-making procedures for the Transaction conform to the Company Law, the Rules of Shenzhen Stock Exchange for the Listing of Stocks, the Articles of Association of the Company and other laws and regulations. Therefore, the independent directors pre-approved the Transaction and agree to submit it to the Board of Directors.

IX. Documents for Future Reference

1. The resolutions of the 22nd Meeting of the 10th Session of the Board of Directors of the Company;

2. The resolutions of the Specialized Meeting of Independent Directors.

It is hereby announced.

The Board of Directors of ADAMA Ltd.

August 19, 2026