



**ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF  
OCI N.V.**

*OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders, to be held on 28 June 2016 at the Intercontinental Amstel Hotel, Professor Tulpplein 1, 1018 GX Amsterdam, the Netherlands.*

*The entrance registration will start at 2:30 PM (CET) and the meeting will begin at 3:00 PM (CET).*

**AGENDA**

Agenda items 1, 2, 3, 4 and 16 are solely for discussion and will not be put to a vote.

1. Opening and announcements.

**Report and Accounts for the year ended 31 December 2015**

2. Report by the Board of Directors for the financial year 2015, including the Corporate Governance section.
3. Implementation of the Remuneration Policy in 2015.
4. Explanation of the Dividend Policy.
5. Proposal to adopt the Annual Accounts 2015 and allocate the profits (**resolution**).

**Discharge of liability**

6. Proposal to discharge the Executive Directors from liability (**resolution**).
7. Proposal to discharge the Non-Executive Directors from liability (**resolution**).

**Reappointment Executive Directors**

8. Proposal to reappoint Mr. N.O.N. Sawiris as Executive Director (**resolution**).
9. Proposal to reappoint Mr. S.K. Butt as Executive Director (**resolution**).



## **Appointment Non-Executive Director**

10. Proposal to appoint Mrs. A.H. Montijn as Non-Executive Director (**resolution**).

## **Corporate matters**

11. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2016 (**resolution**).
12. Proposal to decrease the issued share capital and amend of the articles of association of the Company (**resolution**).

## **Shares**

13. Proposal to extend the designation of the Board of Directors as the authorised body to issue shares in the share capital of the Company (**resolution**).
14. Proposal to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights upon the issuance of shares (**resolution**).
15. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (**resolution**).

## **Miscellaneous**

16. Questions and close of meeting.

All documents for the Annual General Meeting of Shareholders, including the OCI N.V. Annual Report 2015, the Annual Accounts 2015 and the proposal to amend the articles are available at [www.oci.nl](http://www.oci.nl).

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**EXPLANATORY NOTES TO THE AGENDA  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF OCI N.V.**

*Item 2 - Report for the financial year 2015.*

Under this agenda item, the Board of Directors will give a presentation on the performance of the Company in 2015. The General Meeting will be given the opportunity to discuss the performance as described in the Annual Report 2015. Under this agenda item questions can also be raised, and remarks can be made, on the Company's approach to the implementation of the Dutch Corporate Governance Code.

*Item 3 - Implementation of the Remuneration Policy in 2015.*

Under this agenda item, the General Meeting is invited to consider the implementation of the Remuneration Policy as set out in the Remuneration Report on pages 64-68 of the Annual Report 2015.

*Item 4 - Explanation of the Dividend Policy.*

Under this agenda item, the Board of Directors will give an explanation of the Dividend Policy of the Company.

*Item 5 - Proposal to adopt the Annual Accounts and allocation of the profits (**resolution**).*

Under this agenda item, it is proposed to the General Meeting to adopt the Annual Accounts for the financial year 2015 and allocate the profits that were made during the financial year 2015 to the reserves of the Company.

*Item 6 - Proposal to discharge the Executive Directors from liability (**resolution**).*

Under this agenda item, it is proposed to the General Meeting to discharge all Executive Directors from all liability in relation to the exercise of their duties in the financial year 2015, to the extent that such exercise is apparent from the Annual Accounts 2015 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2015.

*Item 7 - Proposal to discharge the Non-Executive Directors from liability (**resolution**).*

Under this agenda item, it is proposed to the General Meeting to discharge all Non-Executive Directors from all liability in relation to the exercise of their duties in the financial year 2015, to the extent that such exercise is apparent from the Annual Accounts 2015 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2015.



*Item 8 - Proposal to reappoint Mr. N.O.N. Sawiris as Executive Director (resolution).*

The term of Mr. N. (Nassef) Sawiris will run until 16 January 2017. The Board of Directors nominates Mr. Sawiris for reappointment as Executive Director with title CEO. Under this agenda item, it is therefore proposed to appoint Mr. Sawiris as Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2017), such in accordance with the new rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

*Item 9 - Proposal to reappoint Mr. S.K. Butt as Executive Director (resolution).*

The term of Mr. S. (Salman) Butt will run until 16 January 2017. The Board of Directors nominates Mr. Butt for reappointment as Executive Director with title CFO. Under this agenda item, it is therefore proposed to reappoint Mr. Butt as Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2017), such in accordance with the new rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

*Item 10 - Proposal to appoint Mrs. A.H. Montijn as Non-Executive Director (resolution).*

The Board of Directors nominates Mrs. A. (Anja) Montijn for appointment as Non-Executive Director. Under this agenda item, it is therefore proposed to appoint Mrs. Montijn as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2017), such in accordance with the new rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under articles 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Mrs. Montijn is considered independent within the meaning of the Dutch Corporate Governance Code.

*Item 11 - Proposal to appoint the Auditor charged with the auditing of the Annual Accounts for the 2016 financial year (resolution).*

Under this agenda item, it is proposed to instruct KPMG Accountants N.V. to audit the Annual Accounts for the financial year 2016.

*Item 12 – Proposal to decrease the issued share capital and amendment of the articles of association of the Company (resolution).*



Given that the current share price is less than the nominal value it is proposed on such a moment as the Board of Directors may determine, to decrease the issued capital of the Company by such an amount as needed in order to result in a nominal value of EUR 0.02 for each ordinary share in issue. This will allow the Company to issue shares for a market price. On the occasion of this capital reduction no distributions will be made. The amount of the capital reduction will be added to the share premium reserve of the Company.

For this purpose, it is proposed to:

1. amend articles 4.1 and 4.2 of the articles of association of the Company in conformity with the proposal prepared by Allen & Overy LLP (Amsterdam office); and
2. authorise each executive director of the Company and also each civil law notary, deputy civil law notary and notarial assistant of Allen & Overy LLP, each of them severally, to have the deed of amendment of the articles of association executed.

The decrease of issued share capital will be effected with due observance of the relevant provisions of Dutch law. This includes the requirement to deposit the shareholders' resolution with the Dutch Commercial Register. During a period of two months starting on the date of the announcement of the deposit any creditor of the Company may file objections to the contemplated capital reduction with the competent court.

*Item 13 - Proposal to extend the designation of the Board of Directors as the authorised body to issue shares in the share capital of the Company (**resolution**).*

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to issue shares and to grant rights to subscribe for shares as provided for in article 6 of the articles of association of the Company for a period of 18 months, starting from the date of this Annual General Meeting of Shareholders, in order to ensure continuing financial flexibility. The number of shares to be issued shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition, plus 1% of the capital if the issuance of shares or the granting of rights occurs for the purpose of the Performance Share Plan, the Bonus / Matching Plan, and Employees Incentive Plan. The term "capital" means the issued capital from time to time. Resolutions by the Board of Directors to issue shares or to grant rights to subscribe for shares can only be adopted with the consent of the majority of the Non-Executive Directors.

*Item 14 - Proposal to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights upon the issuance of shares (**resolution**).*

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights of existing shareholders upon the issuance of shares or the granting of rights to subscribe for shares as provided for in article 7 of the articles of association of the Company for a period of 18 months, starting from the date of this Annual General Meeting of Shareholders. This authority shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the



issuance or the granting of rights occurs within the context of a merger or an acquisition. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to restrict or exclude pre-emptive rights can only be adopted with the consent of the majority of the Non-Executive Directors.

*Item 15 - Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (**resolution**)*

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the authorization of the Board of Directors to repurchase shares on the stock exchange or through other means, for a period of 18 months from the date of this Annual General Meeting of Shareholders, up to a maximum of 10% of the issued capital. The term “capital” means the issued capital from time to time. The repurchase can take place for a price between one eurocent and the opening price on the Euronext Amsterdam Exchange on the day of the repurchase plus 10%. Resolutions by the Board of Directors to acquire the Company’s own shares can only be adopted with the consent of the majority of the Non-Executive Directors.



**Mr. N.O.N. Sawiris - information required under article 14 (3) of the Company's articles of association.**

Year of birth: 1961

Nationality: Egyptian citizen

Mr. N. (Nassef) Sawiris is the Chief Executive Officer of OCI N.V since 16 January 2013. He joined the Orascom Group in 1982, became the Chief Executive Officer of OCI N.V.'s predecessor, Orascom Construction Industries (OCI S.A.E.), in 1998 and was also appointed Chairman of OCI S.A.E. in 2009. Mr. Sawiris was appointed Chairman of Orascom Construction Limited in 2015. This mandate ends on 24 May 2016. Mr. Sawiris will not be standing for re-election. Mr. Sawiris is a board member of BESIX SA (resignation on 30 June 2016), a board member of LafargeHolcim Ltd. (having previously served on Lafarge S.A.'s board since 2008), a member of the Cleveland Clinic's International Leadership Board Executive Committee since 2011, and in 2013 he became a member of the University of Chicago's Board of Trustees. Mr. Sawiris has also previously served on the Boards of the Egyptian Exchange and NASDAQ Dubai. Recently, he was appointed supervisory director of Adidas AG.

Reason for nomination: Wide range of knowledge and experience in the businesses conducted by OCI N.V.

**Mr. S.K. Butt - information required under article 14 (3) of the Company's articles of association.**

Year of birth: 1959

Current position: Non-executive director Orascom Construction Ltd and BESIX Group.

Nationality: Pakistani citizen

Mr. S. (Salman) Butt is Chief Financial Officer of OCI N.V. Mr. Butt joined OCI S.A.E. as CFO in 2005. He is an international banker with over 20 years of banking experience. He was Head of Investment Banking for the Samba Financial Group in Saudi Arabia from 2003-2005. For 18 years prior to this, he worked with Citibank in Pakistan, Hong Kong, the United Kingdom, Egypt and Saudi Arabia.

Mr. Butt holds a Masters degree in Business Administration from the University of Texas at Austin, USA, and a Bachelor of Science degree in Industrial Engineering from the Middle East Technical University, Ankara, Turkey.

Reason for nomination: Wide range of financial knowledge and international experience.

**Mrs. A.H. Montijn - information required under article 142 (3) of Book 2 of the Dutch Civil Code.**

Year of birth: 1962

Current position: Supervisory director Fugro N.V.

Nationality: Dutch citizen

OCI N.V. shares: None



Supervisory directorships and other positions: Supervisory director, and member of the nomination and remuneration committee at Fugro N.V.

Previous positions: Various leadership positions at Accenture, amongst others, as managing partner of the resources practice in the Benelux and France, as country managing director of Accenture in the Netherlands and member of the Accenture Global Leadership Council.

Reason for nomination: Wide range of knowledge and experience in consultancy services, IT implementation processes, organisation strategy and management design.

Mrs. A. (Anja) Montijn is considered independent within the meaning of the Dutch Corporate Governance Code.