
**PROPOSALS TO AMEND THE ARTICLES OF ASSOCIATION
of
OCI N.V.,
with official seat in Amsterdam.**

As these will be proposed for adoption at the extraordinary general meeting of shareholders of OCI N.V. to be held on 28 June 2016.

Only the text of the articles to be changed in the current Articles of Association is stated in the first column and the text of the proposed new text is stated in the second column.

The text of the proposal below is an English translation of a proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms. The concepts concerned may be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

PROPOSAL UNDER AGENDA ITEM 12

This proposal entails to decrease the nominal value of the shares to EUR 0.02. 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. The reduction of the issued capital by decreasing the nominal value of the ordinary shares will take place in accordance with the relevant provisions prescribed by law.

Current text

Article 4.1

4.1 The authorised capital of the Company amounts to six billion euro (EUR 6,000,000,000).

Article 4.2

4.2 The authorised capital is divided into three hundred million (300,000,000) Shares, having a nominal value of twenty euro (EUR 20) each.

Proposed new text:

Article 4.1

4.1 The authorised capital of the Company amounts to twelve million euro (EUR 12,000,000).

Article 4.2

4.2 The authorised capital is divided into six hundred million (600,000,000) Shares, having a nominal value of two eurocent (EUR 0.02) each.