



**MINUTES
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OCI N.V.**

The minutes are adopted in accordance with the articles of association of OCI N.V.

Date: 20 October 2020
Location: Held virtually per the Temporary Dutch COVID-19 Justice and Security Act
Attendees: All Executive Directors, Mr. Michael Bennett and Mr. Sipko Schat as Non-Executive Directors of OCI N.V. and Ms. Heike van de Kerkhof
Chair: Mr. Michael Bennett

1. Opening and announcements

The Chair of the board of directors ("**Board of Directors**") of OCI N.V. ("**Company**" or "**OCI**") opens the Extraordinary General Meeting of Shareholders of OCI N.V. (the "**EGM**"), welcomes all virtual attendees on behalf of the Board of Directors, and hopes everyone is safe and in good health.

The Chair introduces the members of the Board of Directors attending the EGM. Ms. Heike van de Kerkhof, who is proposed to be appointed Non-Executive Director in the EGM, is also attending the EGM.

The EGM will be chaired in English, but follow-up questions by shareholders who initially raised questions are welcome in Dutch. Mr. Sipko Schat is appointed to replace the Chair during the EGM in case of unforeseen technical failure.

The EGM was convened on 27 August 2020 and the record date was set on 22 September 2020. The Chair establishes that the full agenda including explanatory notes were made accessible via the OCI's corporate website (www.oci.nl) per 27 August 2020.

The number of voting rights attached to the issued shares in the capital of OCI amounted to 209,744,175. This is the number of issued shares according to the AFM as per 22 September 2020 decreased with the number of treasury shares held by the Company for which no voting rights can be cast.

Shareholders can attend the EGM virtually through a call. There is no opportunity for shareholders to speak during the EGM. Under the current circumstances, no exchange and direct dialogue with the shareholders can take place as would be the case during a regular meeting. The Chair apologizes for the inconvenience.

There will be no live voting at the EGM. Shareholders who wanted to vote have exercised their voting rights by granting an electronic or written proxy. The Chair thanks the shareholders who have made use of this opportunity.

Shareholders had the possibility to submit written questions about agenda items in advance of the EGM. The Chair indicates that no written questions were received which means that no follow-up questions can be submitted during the EGM.

Mr. Reinier Kleipool, civil law notary at De Brauw Blackstone Westbroek N.V. in Amsterdam, is



present at the EGM. Mr. Reinier Kleipool has received proxies representing a total of 163,919,250 ordinary shares in the share capital of OCI. This means that the shareholders represented at the EGM represent 163,919,250 ordinary shares, representing 78.15% of voting rights that can be cast at the EGM.

The Chair establishes that the requirements for convening and holding an EGM have been met and therefore the meeting can validly resolve on all agenda items.

The Chair proposes that Ms. Annette Oosters, Group Head of Legal of OCI, acts as the secretary of the EGM. Ms. Annette Oosters will be responsible for the minute making of this meeting.

The Chair continues with item 2 on the agenda.

2. Proposal to appoint Ms. Heike van de Kerkhof as Non-Executive Director (resolution)

On 27 August 2020, OCI publicly announced via a press release that it will propose to have Ms. Heike van de Kerkhof appointed as an independent non-executive member of the Board of Directors by the general meeting of shareholders of OCI.

As indicated in the explanatory notes to agenda item 2, it is proposed to appoint Ms. Heike van de Kerkhof with immediate effect.

The Chair requests Ms. Heike van de Kerkhof to say a few words.

Ms. Heike van de Kerkhof introduces herself. After more than 30-years experience in the chemicals and materials industries, Ms. Heike van de Kerkhof is currently Chief Executive Officer and member of the Board of Directors at Archroma, a global, diversified producer of specialty chemicals with 3,000 employees across 35 countries and 26 production sites. Ms. Heike van de Kerkhof is a strong advocate of sustainability and a promoter of a culture of performance, diversity and inclusion. In addition, Ms. Heike van de Kerkhof is a strategic advisor on ESG for all portfolio companies of SK Capital, a private investment firm and owner of Archroma.

Prior to Archroma, Ms. Heike van de Kerkhof held leadership positions across various functions at Dupont from 1989 to 2015, at Chemours, a company created from the DuPont Performance Chemicals businesses, from 2015 – 2017, and she was Vice President BP Lubricants for the Western Hemisphere from 2018 – 2019. Ms. Heike van de Kerkhof has been non-executive director at RPC Group PLC (from 2015 to 2016) and Neste Oyj (2017).

Ms. Heike van de Kerkhof received an MBA from the European University in Geneva, Switzerland, and a bachelor's degree in Mechanical and Textile Engineering from University Mönchengladbach, Germany.

Ms. Heike van de Kerkhof looks forward to using her experience and knowledge of the industry to contribute to the OCI group as a Non-Executive Director.

The Chair proceeds with the voting results and confirms that agenda item 2, the proposal to appoint Ms. Heike van de Kerkhof as Non-Executive Director, has been adopted with 99.98 per cent of the votes cast in favour.

The Chair proceeds with item 3 on the agenda.



3. Questions and close of meeting

The Chair thanks the attendees for their participation and closes the EGM. The voting results of the EGM will be published on OCI's corporate website.

