

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

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

Date: 16 February 2023
Location: OCI N.V. office
Attendees: Group Head of Legal & Company Secretary Ms. Annette Oosters, Corporate Projects & Corporate Governance Counsel Ms. Willemijne Adank and candidate civil law notary at De Brauw Mr. Casper Nagtegaal
Chair: Ms. Annette Oosters

1. Opening and announcements

The Group Head of Legal and Company Secretary (“**Chair**”) of OCI N.V. (“**Company**” or “**OCI**”) opens the Extraordinary General Meeting of Shareholders (“**EGM**”) of OCI and welcomes all attendees.

The directors of OCI will not attend the EGM in view of the specific and limited purpose of the EGM and their objective to serve OCI’s interests as effective and efficient as possible.

Ms. Willemijne Adank will act as the secretary of this meeting and be responsible for the minute making. Mr. Casper Nagtegaal, candidate civil law notary at De Brauw, is present at this EGM as independent proxy-holder.

The holders of 179,294,733 ordinary shares in the share capital of OCI are present or represented at this meeting, representing 85.21% of the share capital, for which voting rights can be cast at this EGM.

2 Two proposals to amend the Articles of Association to facilitate a capital repayment in connection with the H2 2022 distribution (one combined voting item):

- I to first increase the nominal value of the shares in the Company’s share capital; and**
- II to subsequently decrease the nominal value of the shares in the Company’s share capital, combined with a repayment of capital.**

As confirmed on 5 January 2023, OCI proposes payment of an interim distribution for the period H2 2022 of EUR 3.50 per share. In this connection, the EGM is requested to resolve on two subsequent amendments to the Articles of Association to facilitate that the H2 2022 distribution can be made as a repayment of capital. This distribution is scheduled for April 2023.

It is proposed to the EGM under agenda item 2 to amend the Articles of Association twice in accordance with the proposed draft deed of amendment as reflected in the Triptych Proposal. The resolution to amend the Articles of Association twice also includes the authorization of each member of the board of OCI as well as each lawyer and paralegal practicing with De Brauw to execute the two notarial deeds of amendment to the Articles of Association.

Pursuant to the first amendment, the nominal value of the shares will increase by EUR 3.50 from EUR 0.02 to EUR 3.52. Pursuant to the second, subsequent amendment, the nominal value of the shares will be reduced again to the original amount of EUR 0.02. The amount of the reduction per share,

EUR 3.50, will be distributed to the Company's shareholders as a repayment of capital.

The Chair proceeds with the voting results and confirms that agenda item 2, the two proposals to amend the Articles of Association to facilitate a capital repayment in connection with the H2 2022 distribution, has been adopted with 100 per cent (rounded) of the votes cast in favour.

3. Close of the EGM

The Chair closes the EGM. The voting results of the EGM have been published on OCI's website on 16 February 2023.

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