

## INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders (the **AGM**), to be held virtually on Wednesday 17 June 2020 at 3.00 PM (CET).

### Agenda

1. Opening and announcements.
2. Report by the Board of Directors for the financial year 2019.
3. Proposal to advise on the 2019 Remuneration Report (*advisory vote*).
4. Explanation of the Dividend Policy.
5. Proposal to adopt the Annual Accounts 2019 (*resolution*).
6. Proposal to discharge the Executive Directors from liability (*resolution*).
7. Proposal to discharge the Non-Executive Directors from liability (*resolution*).
8. Proposal to adopt the 2020 Remuneration Policy (*resolution*).
9. Proposal to reappoint and appoint Executive Directors.
  - a) Explanation (re)appointment Executive Directors.
  - b) Proposal to reappoint Mr. Nassef Sawiris as Executive Director (*resolution*).
  - c) Proposal to reappoint Mr. Hassan Badrawi as Executive Director (*resolution*).
  - d) Proposal to reappoint Ms. Maud de Vries as Executive Director (*resolution*).
  - e) Proposal to appoint Mr. Ahmed El-Hoshy as Executive Director (*resolution*).
10. Proposal to reappoint Non-Executive Directors.
  - a) Explanation reappointment Non-Executive Directors.
  - b) Proposal to reappoint Mr. Michael Bennett as Non-Executive Director (*resolution*).
  - c) Proposal to reappoint Mr. Jérôme Guiraud as Non-Executive Director (*resolution*).
  - d) Proposal to reappoint Mr. Gregory Heckman as Non-Executive Director (*resolution*).
  - e) Proposal to reappoint Mr. Robert Jan van de Kraats as Non-Executive Director (*resolution*).
  - f) Proposal to reappoint Ms. Anja Montijn-Groenewoud as Non-Executive Director (*resolution*).
  - g) Proposal to reappoint Mr. Sipko Schat as Non-Executive Director (*resolution*).
  - h) Proposal to reappoint Mr. Dod Fraser as Non-Executive Director (*resolution*).
  - i) Proposal to reappoint Mr. David Welch as Non-Executive Director (*resolution*).
11. 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*).
12. 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*).
13. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).
14. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2020 (*resolution*).
15. Questions and close of meeting.

The full agenda including explanatory notes, the Report by the Board of Directors for the financial year 2019, the Annual Accounts 2019, the Remuneration Report and the proposed 2020 Remuneration Policy can be found at the Company's website [www.oci.nl](http://www.oci.nl). Copies of these documents can also be obtained by shareholders, free of charge via ABN AMRO Bank N.V. (**ABN AMRO**) by email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

### Registration date

Persons who, after all entries and deletions have been processed, are registered as shareholder **on 20 May 2020 (the Registration Date) at 5:30 PM (CET)** may vote ahead of the AGM, submit questions and follow the AGM through a webcast in accordance with the provisions set out below.

### Number of votes

The number of votes that can be cast at the AGM (based on information available on 6 May 2020) is 209,663,611. This equals the number of issued shares (210,306,101) minus the shares that have been repurchased by the Company (642,490). The Company may not cast votes for repurchased shares that it holds in its own share capital.

### Proxy and voting instructions

Shareholders who wish to vote may grant an electronic proxy or a proxy in writing to Mr. R.H. Kleipool (or any other (candidate) civil law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised Person**), or a proxy in writing to another party of their choice. Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to the Authorised Person, can do so via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **10 June 2020, 5:30 PM (CET)**.

Forms to be used to grant a proxy in writing are available at the Company's website ([www.oci.nl](http://www.oci.nl)). Holders of a proxy in writing can cast a vote in such capacity by countersigning the fully executed proxy form and submitting the proxy form to the Company no later than **10 June 2020, 5:30 PM (CET)** in accordance with the instructions included therein.

### Written questions and information

Shareholders may submit written questions about the items on the agenda to the Company in advance of the AGM, no later than **14 June 2020 5:30 PM (CET)**. Submitted questions, possibly combined, will be answered in reason during the AGM.

When submitting questions, in order to confirm the eligibility to do so as a shareholder on the Registration Date, shareholders must include their name, address and number of ordinary shares held at the Registration Date in their email, which is to be accompanied by a statement of the shareholder's bank or intermediary of the number of shares held by the shareholder at the Registration Date (the **Statement**). Questions should be submitted to the investor relations director, Hans Zayed, by email: [hans.zayed@oci.nl](mailto:hans.zayed@oci.nl) who can also be contacted for general information regarding the AGM.

Shareholders who submitted questions in advance will receive a personal invite by e-mail to follow the webcast and submit follow-up questions during the AGM. The aim will be to answer follow-up questions during the AGM as the agenda allows. The Chairman of the AGM may further determine this in the interest of the order of the AGM.

### Following the meeting through a webcast

Shareholders who wish to follow the AGM remotely through a live webcast must first provide a voting instruction to the Authorised Person via ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) or via their bank or intermediary and need to subsequently request their intermediary to be signed-up for the webcast as of the Registration Date and no later than **10 June 2020, 5:30 PM (CET)**. A confirmation by such intermediary in which administration the shareholder is registered must be submitted to ABN AMRO, stating that such shares were registered in his/her name at the Registration Date. With this confirmation, intermediaries are furthermore requested to include the full address details of the relevant shareholder in order to be able to verify the shareholding on the Registration Date in an efficient manner. After receipt of the application,



ABN AMRO will send, through the intermediaries of the shareholders, a registration certificate containing a link through which they can follow the webcast. Such registration certificate will also be provided by ABN AMRO to shareholders who indicated this on the proxy by submitting their email address.

The Board of Directors  
Amsterdam, 6 May 2020