

NOTIFICATION

*In respect of the Annual General Meeting of Shareholders (the **General Meeting**) of OCI N.V. (the **Company**), to be held on Tuesday 24 May 2022 at 3.00 PM (CET).*

Notification explanation agenda items 6 and 7

The Board of Directors of the Company hereby provides a further explanation to items 6 and 7 on the agenda of the General Meeting.

Agenda item 6 concerns the proposal to grant a one-off share award to certain Executive Directors for 2021 performance. Agenda item 7 concerns the proposal to amend the Company's remuneration policy. Under these items, it is proposed to provide for an Extraordinary Share Award that can be granted to Executive Directors. Following valuable feedback from investors, the Board of Directors has decided that Extraordinary Share Awards, if any, will be made subject to two additional conditions:

- until the share ownership guidelines are fully (100%) met by the relevant Executive Director, the Executive Director shall retain all shares acquired pursuant to an Extraordinary Share Award (under the proposed remuneration policy this percentage is 50%), and
- the Extraordinary Share Award shall not, or only partially vest, if the non-executive directors establish at the end of the vesting period that (i) in retrospect the grant was not, or not fully, justified by the performance of the Executive Director, or (ii) matters have occurred that may pose a threat to the long term continuity of the Company.

This further explanation will be published on the Company's website as an attachment to the revised remuneration policy, if adopted. Furthermore, it will be proposed to integrate this explanation in the Company's remuneration policy upon the first amendment thereof after the 2022 AGM, and therefore ultimately at the 2024 AGM.

All documents for the General Meeting are available at the Company's website (www.oci.nl).

The Board of Directors
Amsterdam, 6 May 2022