

**INVITATION TO THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF
OCI N.V.**

*OCI N.V. (the **Company**) invites its shareholders to the Extraordinary General Meeting of Shareholders (the **EGM**), to be held on 20 October 2020 at 4.00 PM (CET).*

Agenda

1. Opening and announcements.
2. Proposal to appoint Ms. Heike van de Kerkhof as Non-Executive Director (*resolution*).
3. Questions and close of meeting.

The full agenda including explanatory notes can be found at the Company's website www.oci.nl.

Virtual Meeting

Due to COVID-19, we intend to hold the EGM virtually only. However, the date of the EGM is after the current expiration date of the Dutch legislation allowing for virtual meetings. Therefore, the EGM will only take place virtually if the expiration date of the relevant legislation will be timely and sufficiently extended.

Should the expiration date not be extended, then the EGM will be held at our offices (Honthorststraat 19, 1071 DC Amsterdam, the Netherlands).

Registration date

Persons who, after all entries and deletions have been processed, are registered as shareholder **on 22 September 2020 (the Registration Date) at 5:30 PM (CET)** may vote ahead of the EGM, submit questions, follow the EGM through a conference call, and, if applicable, attend the EGM in person in accordance with the provisions set out below.

Number of votes

The number of votes that can be cast at the EGM (based on information available on 27 August 2020) is 209,685,182. This equals the number of issued shares (210,306,101) minus the shares that have been repurchased by the Company (620,919). 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 no later than **13 October 2020, 5:30 PM (CET)**. 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 **13 October 2020, 5:30 PM (CET)** in accordance with the instructions included therein. Forms to be used to grant a proxy in writing are available at the Company's website (www.oci.nl).

Written questions and information

Shareholders may submit written questions about the items on the agenda to the Company in advance of the EGM, no later than **17 October 2020 5:30 PM (CET)**. Submitted questions, possibly combined, will be answered in reason during the EGM.

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 via email to EGM2020@oci.nl which address can also be used for general information regarding the EGM.

Shareholders who submitted questions in advance will receive a personal invite by e-mail to follow the EGM and can submit follow-up questions during the EGM via EGM2020@oci.nl. The aim will be to answer follow-up questions during the EGM as the agenda allows. The Chair of the EGM may further determine this in the interest of the order of the EGM.

Following the EGM through a conference call

Shareholders who wish to follow the EGM remotely through a conference call must first provide a voting instruction to the Authorised Person via ABN AMRO (via www.abnamro.com/evoting) or via their bank or intermediary and need to subsequently request their intermediary to be signed-up for the conference call as of the Registration Date and no later than **13 October 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 conference call details. Such registration certificate will also be provided by ABN AMRO to shareholders who indicated this on the proxy by submitting their email address.

Attending the EGM in person, if applicable

If the EGM is to be held in physical form, we expect physical attendance by representatives of the Company to be limited due to COVID-19 restrictions, including travel restrictions, and best practices. We would then also encourage all our shareholders to follow the EGM through the conference call (see under 'Following the EGM through a conference call') and to submit questions in writing (see under 'Written questions and information'). These facilities will remain available if the EGM is to be held in physical form.

If the EGM will take place in physical form, a shareholder who wishes to attend in person must register with ABN AMRO (via www.abnamro.com/evoting) as of the Registration Date and no later than **13 October 2020, 5:30 PM (CET)**. A confirmation by the intermediary in which administration the holder is registered for the shares 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 holder in order to be able to verify the shareholding on the Registration Date in an efficient manner.

Shareholders will receive from ABN AMRO, through their intermediaries, a registration certificate that will serve towards admission to the EGM. They must present this certificate when registering for the EGM.

Registration for admission to the EGM will take place from **3:30 PM (CET)** until the commencement of the EGM at **4:00 PM (CET)**. After this time registration is no longer possible. Persons entitled to attend the EGM may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

The Board of Directors
Amsterdam, 27 August 2020