



**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF
OCI N.V.**

For the Extraordinary General Meeting of OCI N.V. (the **EGM**) to be held virtually on 20 October 2020 at 4:00 PM (CET).

The undersigned,

Name _____

Address _____

Postal code / city / country _____

Email address¹ _____

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of (number) ordinary shares in the share capital of OCI N.V. on 22 September 2020 at 5.30 PM (CET) (the **Registration Date**), hereby grants a power of attorney to:

Mr. R.H. Kleipool (or any other (candidate) civil-law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised Person**)

or

_____ (name of own proxy), ID no.: _____ (the **Own Proxy**)

(Please indicate which is applicable)

to represent the Shareholder in order to exercise the voting rights attached to the ordinary shares on behalf of the Shareholder in respect of the agenda item for the EGM,

without specific voting instruction²

or

in the manner set out below

(Please indicate which is applicable)

¹To be provided in case the Shareholder would like to receive from ABN AMRO a registration certificate containing details through which the EGM can be followed.

² A proxy granted to R.H. Kleipool without a specific voting instruction will be regarded to include a voting instruction in favour of all voting items at the EGM.

No.	Agenda	For	Against	Abstain
1.	Opening and announcements.	n/a	n/a	n/a
2.	Proposal to appoint Ms. Heike van de Kerkhof as Non-Executive Director (<i>resolution</i>).			
3.	Questions and close of meeting.	n/a	n/a	n/a

Signature shareholder:
Place:
Date 2020

Signature Own Proxy:
Place:
Date 2020

INSTRUCTIONS FOR SUBMITTING THIS PROXY

This written proxy 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**).

If granted to the Authorised Person, this written proxy, accompanied with the Statement must have been received by the Authorised Person at the below mentioned address, ultimately on **13 October 2020 at 5:30 PM (CET)**. The Authorised Person will thereupon vote the shares in writing ahead of the EGM in accordance with section 2:117b of the Dutch Civil Code.

If granted to the Own Proxy, this written proxy, countersigned by the Own Proxy and accompanied with a copy of a valid ID of the Own Proxy and the Statement, must have been received by the Authorised Person, for this purpose acting on behalf of the Company, at the below mentioned address ultimately on **13 October 2020 at 5:30 PM (CET)**. If the EGM will be held virtually, the votes will be cast ahead of the EGM in writing in accordance with section 2:117b of the Dutch Civil Code. If the EGM will take place in physical form, the votes will be considered to be cast ahead of the EGM in writing in accordance with section 2:117b of the Dutch Civil Code, unless the Own Proxy validly registers to attend the EGM in person.

If send by mail:

De Brauw Blackstone Westbroek N.V.
attn. R.H. Kleipool
Claude Debussylaan 80, 1082 MD Amsterdam,
The Netherlands

If sent in pdf-form by email: OCI2020EGM@debrauw.com