

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 on Wednesday 10 June 2015 at 15:00 (CET) Hotel De l'Europe in Amsterdam, Nieuwe Doelenstraat 2-14, 1012 CP Amsterdam, the Netherlands.

Agenda

1. Opening and announcements
2. Report by the Board of Directors for the 2014 financial year, including the Corporate Governance section.
3. Implementation of the Remuneration Policy in 2014.
4. Proposal to adopt the Annual Accounts 2014 (*resolution*).
5. Explanation of the Dividend Policy.
6. Proposal to allocate the profits over the 2014 financial year to the reserves (*resolution*).
7. Proposal to discharge the Executive Directors from liability (*resolution*).
8. Proposal to discharge the Non-Executive Directors from liability (*resolution*).
9. Proposal to appoint Mr. G. Heckman as Non-Executive Director (*resolution*).
10. Proposal to reappoint Mr. M. Bennett as Non-Executive Director (*resolution*).
11. Proposal to reappoint Mr. J. Ter Wisch as Non-Executive Director (*resolution*).
12. Proposal to adjust the Remuneration Policy (*resolution*).
13. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the 2015 financial year (*resolution*).
14. Proposal to increase the issued share capital and to amend the articles of association of the Company (*resolution*).
15. Proposal to designate the Board of Directors as the authorised body to issue shares in the share capital of the Company (*resolution*).
16. Proposal to designate the Board of Directors as the authorised body to restrict or exclude preemptive rights upon the issuance of shares (*resolution*).
17. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).
18. Questions and close of meeting.

The full agenda including explanatory notes, the Annual Report, the Annual Accounts, the new Remuneration Policy and the proposal to amend the articles of association of the Company are available at the offices of the Company and can be accessed via the website www.oci.nl. Copies of these can also be obtained there free of charge, and via ABN AMRO Bank N.V. (**ABN AMRO**) by telephone: +31 (0)20 3442000 or by email: corporate.broking@nl.abnamro.com.

Registration date

For this AGM those who (i) on 13 May 2015, after processing of all entries and deletions, are registered as shareholder at this date (the **Registration Date**) and (ii) have submitted their application to attend, will be considered as having the right to attend and to vote at the meeting.

Registration and application

A holder of shares who wishes to attend the meeting must register with ABN AMRO (via www.abnamro.com/evoting) as of the Registration Date and no later than Wednesday 3 June 2015, 17:30 (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.

Holders of shares will receive from ABN AMRO, through their intermediaries, a certificate of deposit number that will serve towards admission to the meeting. They must present this certificate when registering for the meeting.

Proxy and voting instructions

Shareholders who are not in the position to attend the AGM in person may, without prejudice to the above with regard to application, grant an electronic proxy or grant a proxy in writing to a party of their choice, or to an independent third party: J.J.C.A. Leemrijse, civil law notary in Amsterdam, the Netherlands and/ or her substitute (the **notary**).

Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to the notary, can do this via www.abnamro.com/evoting no later than Monday 3 June 2015, 17:30 (CET).

Forms to be used to grant a proxy in writing are available free of charge at the offices of the Company and at www.oci.nl. Shareholders who wish to attend this AGM by proxy must – without prejudice to the above application requirement – ensure that their proxy have ultimately been received on 3 June 2015 by J.J.C.A. Leemrijse, civil law notary in Amsterdam, the Netherlands, at the offices of Allen & Overy LLP (Apollolaan 15, 1077 AB Amsterdam, the Netherlands), or if sent in pdf-form electronically at her e-mail address: joyce.leemrijse@allenoverly.com ultimately on 3 June 2015, 17:30 (CET). A copy of the written proxy must be shown at registration for the meeting.

Registration and identification at the meeting

Registration for admission to the meeting will take place from 14:00 (CET) until the commencement of the meeting at 15:00 (CET). After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

Written questions and information

From today until 3 June 2015 at the latest shareholders may submit written questions about the items on the agenda. These questions will, possibly combined, be dealt with and discussed at the meeting. For these questions and for general information please refer to the company secretary, Maud de Vries, by telephone: +31 (0)20 723 4500 or by email: maud.devries@oci.nl or to the investor relations director, Hans Zayed, by telephone: +31 (0)6 1825 1367 or by email: hans.zayed@oci.nl.

The Board of Directors
Amsterdam, 28 April 2015