

**ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF
OCI N.V.**

*OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders, to be held on 24 May 2018 at Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.*

The entrance registration will start at 2:30 PM CET and the meeting will begin at 3:00 PM CET.

AGENDA

Agenda items 1, 2, 3, 4, 5 and 19 are solely for discussion and will not be put to a vote.

1. Opening and announcements.

Report and Accounts for the year ended 31 December 2017

2. Report by the Board of Directors for the financial year 2017.
3. Corporate governance structure and compliance with Dutch corporate governance code.
4. Implementation of the Remuneration Policy in 2017.
5. Explanation of the Dividend Policy.
6. Proposal to adopt the Annual Accounts 2017 and allocation of profits (**resolution**).

Discharge from liability

7. Proposal to discharge the Executive Directors from liability (**resolution**).
8. Proposal to discharge the Non-Executive Directors from liability (**resolution**).

Appointments Executive Directors

9. Proposal to reappoint Mr. N.O.N. Sawiris as Executive Director (*resolution*).
10. Proposal to appoint Mr. H.H.H. Badrawi as Executive Director (*resolution*).

Reappointment Non-Executive Directors

11. Proposal to reappoint Mrs. A.H. Montijn as Non-Executive Director (*resolution*).
12. Proposal to reappoint Mr. S.N. Schat as Non-Executive Director (*resolution*).
13. Proposal to reappoint Mr. J. Guiraud as Non-Executive Director (*resolution*).
14. Proposal to reappoint Mr. R.J. van de Kraats as Non-Executive Director (*resolution*).

Shares

15. 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*).
16. 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*).
17. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).

Corporate matters

18. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2018 (*resolution*).

Miscellaneous

19. Questions and close of meeting.

All documents for the Annual General Meeting of Shareholders, including the OCI N.V. Report by the Board of Directors for the financial year 2017 and the Annual Accounts 2017 at www.oci.nl.

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**EXPLANATORY NOTES TO THE AGENDA
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF OCI N.V.**

Item 2 - Report by the Board of Directors for the financial year 2017.

Under this agenda item, the Board of Directors will give a presentation on the performance of the Company in 2017. The General Meeting will be given the opportunity to discuss the performance as described in the Report by the Board of Directors for the financial year 2017.

Item 3 - Corporate governance structure and compliance with Dutch corporate governance code.

In complying with the provisions and explanatory notes of the Dutch Corporate Governance Code the corporate governance structure of the Company and compliance with the Dutch Corporate Governance Code is put on the agenda as a separate item. Under this agenda item questions can be raised, and remarks can be made, on the Company's approach to the implementation of the Dutch Corporate Governance Code.

Item 4 - Implementation of the Remuneration Policy in 2017.

Under this agenda item, the General Meeting is invited to consider the implementation of the Remuneration Policy as set out in the Remuneration Report on pages 94- 99 of the Report by the Board of Directors for the financial year 2017.

Item 5 - Explanation of the Dividend Policy.

Under this agenda item, the Board of Directors will give an explanation of the Dividend Policy of the Company. Reference is made to page 20 of the report by the Board of Directors for the financial year 2017.

For the financial year 2017 no dividend will be paid; the Board of Directors resolved to allocate the profits that were made during the financial year 2017 entirely to the reserves of the Company.

Item 6 - Proposal to adopt the Annual Accounts and allocation of profits (*resolution*).

Under this agenda item, it is proposed to the General Meeting to adopt the Annual Accounts for the financial year 2017. As set out in the Dividend Policy no dividend will be paid; all profits are allocated to the reserves of the Company.

Item 7 - Proposal to discharge the Executive Directors from liability (*resolution*).

Under this agenda item, it is proposed to the General Meeting to discharge all Executive Directors (for the avoidance of doubt including Mr. S.K. Butt for his period as Executive Director) from all liability in relation to the exercise of their duties in the financial year 2017, to the extent that such exercise is apparent from the Annual Accounts 2017 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2017.

Item 8 - Proposal to discharge the Non-Executive Directors from liability (*resolution*).

Under this agenda item, it is proposed to the General Meeting to discharge all Non-Executive Directors from all liability in relation to the exercise of their duties in the financial year 2017, to the extent that such exercise is apparent from the Annual Accounts 2017 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2017.

Item 9 - Proposal to reappoint Mr. N.O.N. Sawiris as Executive Director (*resolution*).

The term of Mr. N. (Nassef) Sawiris will run until the closure of this Annual General Meeting of Shareholders. The Board of Directors nominates Mr. Sawiris for reappointment as Executive Director with title CEO. Under this agenda item, it is therefore proposed to reappoint Mr. Sawiris as Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

Item 10 - Proposal to appoint Mr. H.H.H. Badrawi as Executive Director (*resolution*).

The Board of Directors nominates Mr. H. (Hassan) Badrawi for appointment as Executive Director with title CFO for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

Mr. Badrawi's base salary on appointment is \$ 950,000 which includes a fixed cash allowance (25% of the total) as provided to other executive directors, which is designed to compensate the Executive Directors for their personal provision of key benefits such as pension, car, and life and disability insurance. He will be eligible for an STI and LTI in line with other Executive Directors. His STI opportunity will be 120% of salary and his LTI opportunity will be 100% of salary. No material pension benefits in excess of statutory requirements are offered and the Executive Directors are not eligible for a car benefit. Executive Directors receive medical insurance, use of a mobile phone, and reimbursement of business expenses. They also benefit from directors' and officers' liability insurance coverage.

Item 11 - Proposal to reappoint Mrs. A.H. Montijn as Non-Executive Director (*resolution*).

The term of Mrs. A. (Anja) Montijn will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mrs. Montijn as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 12 - Proposal to reappoint Mr. S.N. Schat as Non-Executive Director (*resolution*).

The term of Mr. S. (Sipko) Schat will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Schat as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 13 - Proposal to reappoint Mr. J. Guiraud as Non-Executive Director (*resolution*).

The term of Mr. J. (Jérôme) Guiraud will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Guiraud as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 14 - Proposal to reappoint Mr. R.J. van de Kraats as Non-Executive Director (*resolution*).

The term of Mr. R.J. (Robert Jan) van de Kraats will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Van de Kraats as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 15 - 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*).

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to issue shares and to grant rights to subscribe for shares as provided for in article 6 of the articles of association of the Company for a period of 18 months, starting from the date of this Annual General Meeting of Shareholders, in order to ensure continuing financial flexibility. The number of shares to be issued shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition, plus 1% of the capital if the issuance of shares or the granting of rights occurs for the purpose of the Performance Share Plan, the Bonus / Matching Plan, and Employees Incentive Plan. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to issue shares or to grant rights to subscribe for shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 16 - 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*).

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights of existing shareholders upon the issuance of shares or the granting of rights to subscribe for shares as provided for in article 7 of the articles of association of the Company for a period of 18 months, starting from the date of this Annual General Meeting of Shareholders. This authority shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to restrict or exclude pre-emptive rights can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 17 - Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*)

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the authorization of the Board of Directors to repurchase shares on the stock exchange or through other means, for a period of 18 months from the date of this Annual General Meeting of Shareholders, up to a maximum of 10% of the issued capital. The term “capital” means the issued capital from time to time. The repurchase can take place for a price between one eurocent and the opening price on the Euronext Amsterdam Exchange on the day of the repurchase plus 10%. Resolutions by the Board of Directors to acquire the Company’s own shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 18 - Proposal to appoint KPMG charged with the auditing of the Annual Accounts for the financial year 2018 (*resolution*).

Under this agenda item, it is proposed to instruct KPMG Accountants N.V. to audit the Annual Accounts for the financial year 2018.

Mr. N.O.N. Sawiris - information required under article 14 (3) of the Company's articles of association.

Year of birth: 1961

Current positions: Non-Executive Director LafargeHolcim Ltd and Adidas AG.

Nationality: Egyptian citizen

Mr. N. (Nassef) Sawiris is the Chief Executive Officer of OCI N.V since 16 January 2013. He joined the Orascom Group in 1982, became the Chief Executive Officer of Orascom Construction Industries (OCI S.A.E.) in 1998 and was also appointed Chairman of OCI S.A.E. in 2009. Mr. Sawiris is a supervisory director of Adidas AG. and a board member of LafargeHolcim Ltd. (having previously served on Lafarge S.A.'s board since 2008), a member of the Cleveland Clinic's International Leadership Board Executive Committee since 2011, and in 2013 he became a member of the University of Chicago's Board of Trustees. Mr. Sawiris has also previously served on the Boards of BESIX SA, Orascom Construction Limited, the Egyptian Exchange and NASDAQ Dubai.

Reason for nomination: Wide range of knowledge and experience in the businesses conducted by OCI N.V.

Reappointment of Mr. Sawiris is permitted under the provisions of Section 2:132a of the Dutch Civil Code.

Mr. Sawiris attended all Board meetings in 2017. For the attendance of Directors at Board and Committee meetings in 2017 please find the table on page 84 of the 2017 Annual Report.

Mr. H.H.H. Badrawi - information required under article 14 (3) of the Company's articles of association.

Year of birth: 1976

Current position: CFO of OCI NV.

Nationality: Egyptian citizen

Hassan Badrawi became Group Chief Financial Officer of OCI N.V. in October 2017 and has served as Executive Vice President since 2016. Mr Badrawi joined OCI in 2001 and has held various leadership positions, encompassing M&A, strategy, business development and investor relations. He has led the group's investment and communication activities globally across multiple sectors including building materials, fertilizers, chemicals, infrastructure and construction. Prior to joining OCI, Mr. Badrawi spent 3 years in EFG-Hermes, the leading regional investment bank in Middle East; responsible for co-building equity research department covering several sectors including OCI.

Mr. Badrawi has a degree in Economics, Political Science and Literature from Duke University, United States.

Reason for nomination: Wide range of knowledge and experience in the businesses conducted by OCI N.V.

Appointment of Mr. Badrawi is permitted under the provisions of Section 2:132a of the Dutch Civil Code.

Mr. Badrawi attended all Board meetings in 2017 pro-rated to the term of his position as (acting) CFO. For the attendance of Directors at Board and Committee meetings in 2017 please find the table on page 84 of the 2017 Annual Report.

Mrs. A.H. Montijn - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1962

Nationality: Dutch citizen

OCI N.V. shares: None

Year of first appointment: 2016

Current positions: Supervisory director and Member of the nomination and remuneration committee at Fugro N.V. and member of the Board of VEVO, a representative organization of listed companies which looks after the interest of companies listed at Euronext Amsterdam.

Previous positions: Various leadership positions at Accenture, amongst others, as managing partner of the resources practice in the Benelux and France, as country managing director of Accenture in the Netherlands and member of the Accenture Global Leadership Council.

Reason for nomination: Wide range of knowledge and experience in consultancy services, IT implementation processes, organisation strategy and management design.

Mrs. A. (Anja) Montijn is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mrs. Montijn is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mrs. Montijn attended all Board and Committee meetings in 2017. For the attendance of Directors at Board and Committee meetings in 2017 please find the table on page 84 of the 2017 Annual Report.

Mr. S.N. Schat - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1960
Nationality: Dutch citizen
OCI N.V. shares: 5,000
Year of first appointment: 2013

Current position: Board member of Trafigura Group Pte Ltd., Independent member of the Supervisory Board and Chairman of the Risk Committee of Rothschild & Co (formerly Paris Orléans), member of the Supervisory Board of Rothschild Bank A.G. and Chairman of the Supervisory Board of Vion N.V. and VanWonen Holding B.V..

Previous positions: Member of the Executive Board of Rabobank Group from July 2006 until November 2013. During his career with Rabobank, Mr. Schat was responsible for International Wholesale, Corporate Clients, Corporate Finance, Trade & Commodity Finance, Global Financial Markets, Private Equity and Real Estate.

Reason for nomination: Wide range of knowledge and experience in banking and finance.

Mr. S. (Sipko) Schat is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Schat is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Schat attended 13 out of 16 Board and Committee meetings in 2017. For the attendance of Directors at Board and Committee meetings in 2017 please find the table on page 84 of the 2017 Annual Report.

Mr. J. Guiraud - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1961
Nationality: French citizen
OCI N.V. shares: 120,190
Year of first appointment: 2014

Current positions: CEO and Director of NNS Advisers Ltd, Executive Chairman of NNS Luxembourg



Sàrl, Non-Executive Director and Chairman of Orascom Construction Ltd, Non-Executive Director of BESIX Group and Director of NNS Holding Sàrl and OS Sarl Luxembourg.

Previous positions: Board & Audit Committee member of Lafarge

Jérôme Guiraud has 30 years of banking and financial markets experience. He has been Chief Executive Officer and Director of NNS Capital Ltd, a London-based financial advisory firm, since 2008. He started his career at the French Embassy in Zagreb (Croatia) in 1985 as Deputy to the French Commercial Attaché. In 1986, he joined the Société Générale Group, where he has held various managing positions in Europe and in emerging countries initially in capital markets & investment banking activities, then as Country manager and Director of various of the Group's subsidiaries.

Mr. Guiraud holds an MBA from L'Ecole des Hautes Etudes Commerciales (HEC Paris).

Reason for nomination: International finance executive with experience in Eastern Europe, Africa and the Middle East.

Mr. Guiraud is considered not independent within the meaning of the Dutch Corporate Governance Code. Mr. Guiraud will serve on the Board of Directors as a representative of members of the Sawiris family.

Reappointment of Mr. J. Guiraud is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Guiraud attended all Board and Committee meetings in 2017. For the attendance of Directors at Board and Committee meetings in 2017 please find the table on page 84 of the 2017 Annual Report.

Mr. R.J. van de Kraats - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1960

Nationality: Dutch citizen

OCI N.V. shares: 3,725

Year of first appointment: 2014

Current positions: CFO and Vice-Chairman of the Executive Board of Randstad Holding N.V. and member of the Supervisory Board of Royal Schiphol Group and member of the n the Dutch monitoring Commission Corporate Governance Code

Robert Jan van de Kraats has over 25 years of extensive experience in (non) executive and financial management. He joined Randstad Holding N.V. in 2001 as Chief Financial Officer (CFO) and is a member of the Executive Board, and was appointed as its Vice-Chairman in 2006. He is responsible for Randstad's Group finance & accounting, tax, treasury, business risk & audit, legal, IT and investor relations. In addition he is responsible for Randstad's operations in Japan, India and the Nordics and responsible. He is a qualified Chartered Accountant. Until joining Randstad, he held various senior finance positions in the technology and credit insurance sectors.

Reason for nomination: Experienced finance executive within a multinational business Environment.

Mr. R.J. van de Kraats is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. R.J. van de Kraats is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. van de Kraats attended 15 out of 16 Board and Committee meetings in 2017. For the attendance of Directors at Board and Committee meetings in 2017 please find the table on page 84 of the 2017 Annual Report.