

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

OCI N.V. (the **Company** or **OCI**) invites its shareholders to the Annual General Meeting of Shareholders (the **General Meeting**), to be held on Wednesday 29 May 2024 at the Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.

The entrance registration will start at 2:50 PM CEST and the meeting will begin at 3:00 PM CEST.

AGENDA

Agenda items 1, 2, 5a, 5b, 9a and 14 will not be put to a vote.

1. Opening and announcements

Reports and Annual Accounts for the financial year ended 31 December 2023, governance changes

2. Report by the Board of Directors for the financial year 2023 (*discussion item*)
3. Proposal to advise on the 2023 Remuneration Report (*advisory vote*)
4. Proposal to adopt the Annual Accounts for the financial year 2023 (*resolution*)
5. Governance changes
 - a) Compliance with the revised Corporate Governance Code (*discussion item*)
 - b) Changes to the Company's governance structure (*discussion item*)
 - c) Proposal to amend the Articles of Association (*resolution*)

Discharge from liability

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

Composition of the Board of Directors

8. Reappointment Executive Director
Proposal to reappoint Mr. Nassef Sawiris as Executive Director (*resolution*)
9. Reappointment Non-Executive Directors
 - a) Explanation reappointment Non-Executive Directors (*discussion item*)
 - b) Proposal to reappoint Mr. Gregory Heckman (*resolution*)

- c) Proposal to reappoint Mr. Robert Jan van de Kraats (*resolution*)
- d) Proposal to reappoint Ms. Anja Montijn-Groenewoud (*resolution*)
- e) Proposal to reappoint Mr. Sipko Schat (*resolution*)
- f) Proposal to reappoint Mr. Dod Fraser (*resolution*)
- g) Proposal to reappoint Mr. David Welch (*resolution*)
- h) Proposal to reappoint Ms. Heike van de Kerkhof (*resolution*)
- i) Proposal to reappoint Ms. Nadia Sawiris (*resolution*)

Shares

- 10. 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*)
- 11. 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*)
- 12. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*)

Auditor

- 13. Proposal to appoint PWC as auditor charged with the auditing of the Annual Accounts for the financial year 2024 (*resolution*)

Miscellaneous

- 14. Close of meeting

All documents for the General Meeting, including the Report by the Board of Directors for the financial year 2023, the Annual Accounts for the financial year 2023 and the 2023 Remuneration Report are available at <https://oci-global.com/>.

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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 2023

The Company's board of directors (the **Board of Directors**) will give a presentation on the performance of the Company in 2023.

Item 3 - Proposal to advise on the 2023 Remuneration Report (*advisory vote*)

The 2023 Remuneration Report will be presented to the General Meeting and put for an advisory vote. The 2023 Remuneration Report is set out on pages 113 to 144 of the 2023 annual report and is available on the Company's website (<https://oci-global.com/>).

Item 4 - Proposal to adopt the Annual Accounts for the financial year 2023 (*resolution*)

It is proposed to the General Meeting to adopt the Annual Accounts for the financial year 2023 (the **2023 Annual Accounts**).

Item 5a - Compliance with the revised Corporate Governance Code (*discussion item*)

In line with the Dutch Corporate Governance Monitoring Committee's recommendation, the key aspects of the corporate governance structure and compliance with the Dutch corporate governance code will be discussed at the General Meeting. As set out on page 112 of the 2023 annual report, the Company complies with the applicable principles and best practice provisions of the Corporate Governance Code.

Item 5b - Changes to the Company's governance structure (*discussion item*)

2023 has been a transformational year for OCI, in particular in view of the successive sales of its 50% equity holding in Fertiglobe to ADNOC, and 100% of Iowa Fertilizer Company to Koch Ag & Energy Solutions. To align the governance structure (by simplification and streamlining) with these transactions and OCI's ongoing strategic review, OCI has undertaken a review of the composition of its Board, to appropriately consider and reflect the transition of the Company into a (pure) holding company with much fewer assets. To ensure that OCI's governance structure continues to be fit for purpose, OCI will implement a change in its governance structure after the General Meeting. The new governance structure involves the creation of an Executive Committee (as described in the Dutch Corporate Governance Code) comprising an executive/senior management team best positioned to run OCI's continuing operations effectively and to execute its existing decarbonization strategies, while working on the ongoing strategic review and towards the successful closing of both announced transactions. The Executive Committee will have three members: Mr. Ahmed El-Hoshy, Mr. Hassan Badrawi en Ms. Maud de Vries. Each of them currently serve as Executive Director, respectively in the role of Chief Executive Officer ("**CEO**"), Chief Financial Officer, and Chief Legal & Human Capital Officer, and will continue to serve in such roles (with the same titles). The Executive Committee members will report to the Executive Chair and the Executive Chair will provide guidance to the Executive Committee members. In practice, the business is continued and managed as usual, with a smaller, reconstituted Board. The scope of authorities of the Executive Chair and the Executive Committee members will effectively remain the same, and OCI's robust governance structure remains intact with nine Non-Executive Directors, to appropriately balance and counterweight the Executive Chair's presence, ensuring independence and the protection of minority shareholders

rights. Mr. Michael Bennett, the Senior Independent Non-Executive Director and Co-Chair, will remain the chairman of the Board (as referred to in the Corporate Governance Code). Checks and balances are safeguarded as roles and authorities remain unchanged in the new governance structure.

In line with the Corporate Governance Code, this change in the governance structure has been included on the agenda of the General Meeting as a discussion item. After the General Meeting the amended governance documents will be uploaded to the Company's website (<https://oci-global.com/>) and the relevant website pages will be updated to reflect the new governance structure.

Item 5c - Proposal to amend the Articles of Association (*resolution*)

Following the changes to the Company's governance structure discussed under agenda item 5b, the CEO will no longer be on the Board. In this connection it is proposed to amend article 13.3 of the Company's articles of association (the "**Articles of Association**") as set out below. No further changes will be made to the Articles of Association.

Currently article 13.3 reads as follows (unofficial English translation):

"13.3 The Board appoints one of the Executive Directors as Chief Executive Officer. In addition, the Board may grant other titles to an Executive Director."

It is proposed to amend article 13.3 such that it will read as follows (unofficial English translation):

"13.3 The Board may grant titles to Executive Directors."

The prevailing Dutch version of the proposed clause will read as follows:

"13.3 Het bestuur kan titels toekennen aan uitvoerende bestuurders."

The resolution to amend the Articles of Association also includes the authorisation of each member of the Board as well as each lawyer and paralegal practising with De Brauw Blackstone Westbroek N.V. to execute the notarial deed of amendment to the Articles of Association.

Item 6 - Proposal to discharge the Executive Directors from liability (*resolution*)

It is proposed to the General Meeting to discharge all Executive Directors from all liability in relation to the exercise of their duties in the financial year 2023, to the extent that such exercise is apparent from the 2023 Annual Accounts or has otherwise been disclosed to the General Meeting prior to the adoption of the 2023 Annual Accounts.

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

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 2023, to the extent that such exercise is apparent from the 2023 Annual Accounts or has otherwise been disclosed to the General Meeting prior to the adoption of the 2023 Annual Accounts.

Item 8 - Proposal to reappoint Mr. Nassef Sawiris as Executive Director (*resolution*)

The term of Mr. Nassef Sawiris will expire at the closure of this General Meeting. It is therefore proposed to reappoint Mr. Sawiris for reappointment 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 to be held in 2025). In view of the changes to the governance structure set out under agenda item 5b, this proposal includes the proposal to decrease the number of Executive Directors from four to one Executive Director. The details required under article 14(3) of the Articles of Association are attached to these explanatory notes.

Item 9a - Explanation reappointment Non-Executive Directors (*discussion item*)

The terms of the Non-Executive Directors listed under agenda item 9b through agenda item 9h all expire at the closure of this General Meeting. As set out below, it is proposed to reappoint these Non-Executive Directors for a one year term (expiring at the closure of the General Meeting to be held in 2025) in accordance with OCI's past practice until 2020. To align the term of appointment of all Non-Executive Directors, it is furthermore proposed to reappoint Ms. Nadia Sawiris for a one year term. If this proposal is not adopted, Ms. Sawiris' term will expire at the closure of the Annual General Meeting of Shareholders to be held in 2027, in accordance with the resolution of the General Meeting adopted in 2023. Mr. Michael Bennetts' term will expire at the closure of the Annual General Meeting of Shareholders to be held in 2025 as well, in accordance with the resolution of the General Meeting adopted in 2023. The details required under article 14(3) of the Articles of Association are attached to these explanatory notes. All nominees but Ms. Nadia Sawiris are considered independent within the meaning of the Corporate Governance Code.

Item 9b - Proposal to reappoint Mr. Gregory Heckman (*resolution*)

It is proposed to reappoint Mr. Gregory Heckman as Non-Executive Director.

Item 9c - Proposal to reappoint Mr. Robert Jan van de Kraats (*resolution*)

It is proposed reappoint Mr. Robert Jan van de Kraats as Non-Executive Director.

Item 9d - Proposal to reappoint Ms. Anja Montijn-Groenewoud (*resolution*)

It is proposed to reappoint Ms. Anja Montijn as Non-Executive Director.

Item 9e - Proposal to reappoint Mr. Sipko Schat (*resolution*)

It is proposed to reappoint Mr. Sipko Schat as Non-Executive Director.

Item 9f - Proposal to reappoint Mr. Dod Fraser (*resolution*)

It is proposed to reappoint Mr. Dod Fraser as Non-Executive Director.

Item 9g - Proposal to reappoint Mr. David Welch (*resolution*)

It is proposed to reappoint Mr. David Welch as Non-Executive Director.

Item 9h - Proposal to reappoint Ms. Heike van de Kerkhof (*resolution*)

It is proposed to reappoint Ms. Heike van de Kerkhof as Non-Executive Director.

Item 9i - Proposal to reappoint Ms. Nadia Sawiris (*resolution*)

It is proposed to reappoint Ms. Nadia Sawiris as Non-Executive Director.

Item 10 - 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 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 for a period of 18 months, starting from the date of this General Meeting, 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. 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 11 - 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 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 for a period of 18 months, starting from the date of this General Meeting. This authority shall be limited to a maximum of 10% of the capital. 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 12 - 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 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 General Meeting, 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 the nominal value and the average closing price on Euronext Amsterdam on the five days prior to 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 13 - Proposal to appoint PWC as auditor charged with the auditing of the Annual Accounts for the financial year 2024 (resolution)

It is proposed to instruct PricewaterhouseCoopers Accountants N.V. to audit the Annual Accounts for the financial year 2024.

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BIOGRAPHICAL DETAILS REQUIRED UNDER ARTICLE 14(3) OF THE ARTICLES OF ASSOCIATION

Mr. Nassef Sawiris

Year of birth: 1961

Nationality: Egyptian and Belgian citizen

Profile and current positions: Mr. Nassef Sawiris is the Executive Chair of the Company. Mr. Sawiris joined the Orascom Group in 1982, became the Chief Executive Officer (CEO) of OCI's predecessor, Orascom Construction Industries (OCI S.A.E.) in 1998 and was also appointed Chairman of OCI S.A.E. in 2009 until the formation of the Company in 2013 and remained CEO of the Company until 2020. Mr. Sawiris is the Executive Chair of Aston Villa FC, a supervisory director of Adidas AG, a member of the Board of Directors of Joe & the Juice, a member of the J.P. Morgan International Council, a member of the Cleveland Clinic's International Leadership Board Executive Committee since 2011, and a member of the University of Chicago's Board of Trustees since 2013. Mr. Sawiris is also the Executive Vice-Chair of Fertigllobe plc. Mr. Sawiris has previously served on the Boards of BESIX SA, LafargeHolcim Ltd, Orascom Construction Plc, the Egyptian Exchange and NASDAQ Dubai. Mr. Sawiris holds a BA in Economics from the University of Chicago, USA. Mr. Sawiris was appointed as Executive Director of OCI on 16 January 2013.

Reason for nomination: Wide range of international knowledge and experience in the nitrogen and methanol industry, the businesses conducted by OCI and corporate finance.

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 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Mr. Gregory Heckman

Year of birth: 1962

Nationality: United States citizen

Profile and current positions: Mr. Greg Heckman has more than 30 years of experience in the agriculture and energy industries. Since 2019, he has been Chief Executive Officer of Bunge Global SA, a leading global agribusiness and food ingredients company. He also serves on the board of directors of Bunge Global SA, a position he has held since October 2018. Before leading Bunge, Mr. Heckman was a Founding Partner of Flatwater Partners and served as the CEO of The Gavilon Group from 2008 to 2015. At Gavilon, he oversaw significant growth in the agriculture and energy sectors, culminating in the sale of the agriculture business to Marubeni Corporation and the energy business to NGL Energy Partners. Prior to that, he held positions as the Chief Operating Officer of ConAgra Foods Commercial Products and President and COO of ConAgra Trade Group. Beyond his executive roles, Mr. Heckman serves on the board of the Federal Reserve Bank of St. Louis. He is also a member of the NYSE Board Advisory Council and actively participates in the Executive Committee of the Chair's Council for Greater St. Louis, Inc. Mr. Heckman holds a B.S. in agriculture economics and marketing from the University of Illinois at Urbana-Champaign. He was

appointed as Non-Executive Director of the Company on 10 June 2015 and is a member of the Nomination & Remuneration Committee.

Reason for nomination: Wide range of knowledge and experience in the agricultural and energy industries both internationally and in the United States.

Mr. Heckman is considered independent within the meaning of the Dutch Corporate Governance Code.

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

Mr. Heckman attended 4 of the 5 Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Mr. Robert Jan van de Kraats

Year of birth: 1960

Nationality: Dutch citizen

Profile and current positions: Mr. Robert Jan van de Kraats has over 25 years of experience in (non-) executive and financial management, with expertise in risk management. He has held various senior finance and operational positions in the business services, credit insurance and technology sectors. He was CFO and member of the Executive Board of Randstad Holding N.V. from 2001 until 2018 (and is Vice-Chairman since 2006), Chair of the Board of Directors of TMF-Group until 2023 and Vice Chairman of the Supervisory Board of Schiphol Group until 2024. Mr. Van de Kraats is member of the Supervisory Board of Royal Ahold Delhaize, Director of Randstad Beheer, Vice Chair of the Supervisory Board of Goldschmeding Foundation and Chair of the Board of Customs Support Group. Mr. van de Kraats was appointed as Non-Executive Director of the Company on 26 June 2014 and is member of the Audit Committee (Chair) and Nomination & Remuneration Committee.

Reason for nomination: Experienced finance executive within a multinational business environment and wide range of knowledge and experience in the fields of accounting and auditing and risk management.

Mr. Van de Kraats is considered independent within the meaning of the Dutch Corporate Governance Code.

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

Mr. Van de Kraats attended all Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Ms. Anja Montijn-Groenewoud

Year of birth: 1962

Nationality: Dutch citizen

Profile and current positions: Ms. Anja Montijn-Groenewoud has more than 25 years' experience at Accenture, an integrated services provider in the areas of technology, management consulting and business process outsourcing with more than 300,000 employees worldwide. At Accenture, she initially worked as a consulting professional in various industries and for the last 15 years fulfilled various national and international leadership positions in the resources market, focusing on the energy, chemicals utilities and natural resources sectors. In her last leadership position, Mrs. Montijn-Groenewoud reported to the Accenture Executive Committee and was a member of the Accenture Global Leadership Council. Mrs. Montijn-Groenewoud has also previously served as Supervisory Board member of Volker Wessels N.V. Mrs. Montijn-Groenewoud is currently on the Supervisory Board of Fugro N.V., Plan Nederland and JINC and is a Member of the Board at VEVO. Ms. Montijn-Groenewoud was appointed as Non-Executive Director of the Company on 28 June 2016 and is currently member of the HSE & Sustainability Committee (Chair) and Nomination & Remuneration Committee.

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

Ms. Montijn-Groenewoud is considered independent within the meaning of the Dutch Corporate Governance Code.

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

Ms. Montijn-Groenewoud attended 4 of the 5 Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Mr. Sipko Schat

Year of birth: 1960

Nationality: Dutch citizen

Profile and current positions: Mr. Sipko Schat has over 25 years of banking and finance experience and was a 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. Mr. Schat held non-executive Board positions at Vion N.V. (Chairman), J. Safra Sarasin Holding AG, Paris Orléans S.A., VanWonen Holding B.V. (Chairman) and Rothschild & Co. Mr. Schat is currently a member of the Supervisory Board for Rothschild Bank A.G., Trafigura Group Pte Ltd and Brevast B.V. and Director of

Randstad Beheer B.V. Mr. Schat holds a masters degree in Civil Law from Groningen University, the Netherlands. Mr. Schat was appointed as Non-Executive Director of the Company on 9 December 2013 and is a member of the Nomination & Remuneration Committee (Chair) and Audit Committee.

Reason for nomination: Wide range of knowledge and experience in banking and finance withing a multinational business environment and accounting and auditing.

Mr. 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 4 of the 5 Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Mr. Dod Fraser

Year of birth: 1950

Nationality: United States citizen

Profile and current positions: Mr. Dod Fraser brings comprehensive experience in corporate finance, investment banking, and the nitrogen fertilizers and oil and gas industries. Mr. Fraser has held Board positions at OCI GP LLC (the general partner of OCI Beaumont's previously listed MLP), Smith International, Terra Industries Inc. (now part of CF Industries), Forest Oil Corporation and Subsea 7 S.A. From 1995 to 2000, Mr. Fraser served as Managing Director and Group Executive, Global Oil and Gas, for Chase Manhattan Bank (now JPMorgan Chase & Co.). From 1978 to 1995, he held various positions of increasing responsibility with Lazard Freres & Co., most recently as General Partner. Mr. Fraser currently serves as a Non-Executive Chairman of the Board of Rayonier Inc., President of consulting firm Sackett Partners since 2000, and he holds a Board position at Fleet Topco Limited, the private holding company of Argus Media Ltd. Mr. Fraser has also been a trustee of Resources for the Future, a Washington-based environmental policy think-tank. Mr. Fraser was appointed as Non-Executive Director of the Company on 29 May 2019 and is a member of the Audit Committee.

Reason for nomination: Wide range of knowledge and experience in corporate finance and investment banking both internationally and in the United States.

Mr. Fraser is considered independent within the meaning of the Dutch Corporate Governance Code.

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

Mr. Fraser attended 4 of the 5 Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Mr. David Welch

Year of birth: 1953

Nationality: United States citizen

Profile and current positions: Mr. David Welch served 32 years with the U.S. diplomatic service. When he retired, he was Assistant Secretary of State for Near Eastern Affairs, the most senior U.S. diplomat for the region. He was Ambassador to Egypt and served in Pakistan, Syria, Jordan, and Saudi Arabia. In 2008, he attained the lifetime rank of Career Ambassador, one of only about 60 diplomats to achieve this designation. From 2009-2019, he was President for International and Government Affairs at Bechtel, responsible for international representation, global security, internal and external communications, and the Washington office. He was a board member of the U.S.-Saudi Business Council, the U.S.-U.A.E. Business Council and the U.S.-Egypt Business Council, and is a member of the Council on Foreign Relations and the American Academy of Diplomacy. Mr. Welch currently serves on several non-profit boards. He is also a Board member and Chair of the Audit Committee of Fertigllobe Plc. Mr. Welch was appointed as Non-Executive Director of the Company on 29 May 2019 and is a member of the HSE & Sustainability Committee.

Reason for nomination: Mr. Welch has a broad range of knowledge and experience in government and in business, both internationally and in the United States, Europe, Africa and the Middle East.

Mr. Welch is considered independent within the meaning of the Dutch Corporate Governance Code.

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

Mr. Welch attended all Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Ms. Heike van de Kerkhof

Year of birth: 1962

Nationality: German citizen

Profile and current positions: Ms. Heike van de Kerkhof has over 30 years of experience in leadership roles in the chemicals and materials industry. She is a driven promotor of sustainability and a culture of performance, diversity and inclusion. Ms. Van de Kerkhof was Chief Executive Officer and Member of the Board of Directors at Archroma, a global specialty chemicals company with 3,000 employees, working in 35 countries and with 26 production sites, from 2020 until 2023, and a Non-Executive at Venator Materials PLC from 2021 until 2023. Ms. Van de Kerkhof acts as a strategic advisor on ESG and D&I for SK Capital. Ms. Van de Kerkhof also holds a Non-Executive Director position at Syensqo since December 2023. Ms. Van de Kerkhof started her career as an engineer at DuPont and held various positions in manufacturing, technical, sales and marketing in Northern Ireland, Germany and Switzerland. When the Chemours Company was split off from DuPont she took the role of Vice President Global Sales for the Chemours Titanium Technologies business and was appointed President Chemours International Operations Sàrl.

Alongside her executive role at Chemours, Ms. Van de Kerkhof held non-executive board roles at RPC Group and Neste. In January 2018, Ms. Van de Kerkhof joined BP Oil UK Ltd as Vice President BP Lubricants for the Western Hemisphere, a position she left to join Archroma in January 2020. Ms. Van de Kerkhof was appointed as Non-Executive Director of OCI on 20 October 2020 and is currently member of the HSE & Sustainability Committee and the Audit Committee.

Reason for nomination: wide range of knowledge and broad international experience in chemicals industry, in both operational and strategic roles, thought leadership in sustainability strategy and strong focus on innovation and sustainability.

Ms. Heike van de Kerkhof is considered independent within the meaning of the Dutch Corporate Governance Code.

Appointment of Ms. Heike van de Kerkhof is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Ms. Van de Kerkhof attended all Board meetings in 2023. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

Ms. Nadia Sawiris

Year of birth: 1998

Nationality: American citizen

Ms. Nadia Sawiris has varied experience in investments and finance across New York, Cairo and London. For over a year, Ms. Sawiris has a Business Development and Investor Relations position at Ramp, a leading corporate card company and finance automation platform. Additionally, Ms. Sawiris has experience in the finance sector from venture capital and private equity to investment banking. Since January 2023, she holds the position of Investment Executive at NNS US.

Ms. Sawiris holds a bachelor of science degree in Economics and bachelor of arts degree in International Studies, Finance and Management.

Reason for nomination: Wide range of knowledge and experience in investment banking and finance. Ms. Nadia Sawiris is considered not independent within the meaning of the Dutch Corporate Governance Code, as she is a member of the Sawiris family who as parties acting in concert provide more than 10% of the issued share capital (see also page 106 of the 2022 annual report). She is furthermore the daughter of Mr. N. Sawiris, executive director on the Company's board.

Appointment of Ms. Nadia Sawiris is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Ms. Sawiris attended all Board meetings in 2023 held since her appointment. For the attendance of Directors at Board and Committee meetings in 2023 please be referred to the board profile on pages 95-101 of the 2023 annual report.

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