

PROXY FORM

*For the Annual General Meeting of Shareholders (the **General Meeting**) of OCI N.V. (the **Company**),
to be held on Wednesday 29 May 2024 at 3:00 PM (CEST).*

The undersigned,

Name _____

Address _____

Postal code / city / country _____

Email address _____

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of (number) ordinary shares in the share capital of the Company on 1 May 2024 at 5:00 PM (CEST) (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 items for the General Meeting,

without specific voting instruction¹; or

in the manner set out below,

(Please indicate which is applicable)

¹ A proxy granted to Mr. R.H. Kleipool without a specific voting instruction will be regarded to include a voting instruction in favour of all voting items at the General Meeting.

No.	Agenda	For	Against	Abstain
1	Opening and announcements	n/a	n/a	n/a
2	Report by the Board of Directors for the financial year 2023	n/a	n/a	n/a
3	Proposal to advise on the 2023 Remuneration Report (advisory vote)			
4	Proposal to adopt the Annual Accounts for the financial year 2023 (resolution)			
5a	Compliance with the revised Corporate Governance Code (discussion item)	n/a	n/a	n/a
5b	Change to the Company's governance structure (discussion item)	n/a	n/a	n/a
5c	Proposal to amend the Articles of Association (resolution)			
6	Proposal to discharge the Executive Directors from liability (resolution)			
7	Proposal to discharge the Non-Executive Directors from liability (resolution)			
8	Proposal to reappoint Mr. Nassef Sawiris as Executive Director (resolution)			
9a	Explanation reappointment Non-Executive Directors (discussion item)	n/a	n/a	n/a
9b	Proposal to reappoint Mr. Gregory Heckman (resolution)			
9c	Proposal to reappoint Mr. Robert Jan van de Kraats (resolution)			
9d	Proposal to reappoint Ms. Anja Montijn-Groenewoud (resolution)			
9e	Proposal to reappoint Mr. Sipko Schat (resolution)			
9f	Proposal to reappoint Mr. Dod Fraser (resolution)			
9g	Proposal to reappoint Mr. David Welch (resolution)			
9h	Proposal to reappoint Ms. Heike van de Kerkhof (resolution)			
9i	Proposal to reappoint Ms. Nadia Sawiris (resolution)			
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)			
13	Proposal to appoint PWC as auditor charged with the auditing of the Annual Accounts for the financial year 2024 (resolution)			
14	Close of meeting	n/a	n/a	n/a

Signature shareholder:

Place:

Date

Signature Own Proxy:

Place:

Date

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 **22 May 2024 at 5:00 PM (CEST)**. The Authorised Person will thereupon vote the shares in writing ahead of the General Meeting 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 **22 May at 5:00 PM (CEST)**. Upon receipt of the fully executed and countersigned proxy, the votes will have been cast ahead of the meeting in writing in accordance with section 2:117b of the Dutch Civil Code.

If sent by mail:

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

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