

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OCI N.V. HELD ON 3 FEBRUARY 2025**

**The draft minutes will be available until 11 May 2025 for comments via [EGM@oci-global.com](mailto:EGM@oci-global.com).  
The minutes will then be adopted in accordance with the articles of association of OCI N.V.**

Date:	3 February 2025
Location:	Honthorststraat 19, 1071 DC Amsterdam, the Netherlands
Attendees on behalf of OCI N.V.:	Ms. Maud de Vries (Chief Legal and Human Capital Officer) and Ms. Annette Oosters (Group Head of Legal & Company Secretary)
Other attendees	Mr. Casper Nagtegaal (candidate civil law notary at De Brauw Blackstone Westbroek N.V) acting as independent proxy holder, one attending shareholder representative
Chair:	Ms. Maud de Vries

**1. Opening and announcements**

The Chair opens the Extraordinary General Meeting of Shareholders (EGM) of OCI N.V. (OCI) and welcomes all attendees. She introduces herself as the Chief Legal and Human Capital Officer of OCI and chair of this EGM and mentions that considering the specific purpose of this EGM, the directors of OCI have decided to attend to other company business and will therefore not be present today.

The Chair mentions that the holders of 70.15% of the share capital of OCI for which votes can be cast are present or represented at this EGM. Mr. Nagtegaal, candidate civil law notary at De Brauw, represents the shareholders that have given voting instructions prior to this meeting.

**2. Two proposals to amend the Articles of Association to facilitate a capital repayment (one combined resolution)**

Agenda item 2 regards the proposal to pay an extraordinary interim cash distribution of up to USD 4.75 per share, the payment of which is subject to continued progress on the execution of the announced transactions and the strategic review, as communicated on 12 November 2024 and Board approval dependent on the prevailing circumstances at that time.

In this regard, the EGM is requested to resolve on two subsequent amendments to the Articles of Association to facilitate that the distribution can be made as a repayment of capital.

Shareholders will be given the option to elect a payment from the profit reserve. Shareholders that do not make a choice will participate in the repayment of capital. In addition, shareholders will be given the option to elect a payment in EUR. Shareholders that do not make a choice will receive the distribution in USD.

The distribution is expected for H1 2025. Further details will be announced by OCI in a timely manner before the distribution becomes payable.

The Chair invites the shareholders present to ask questions regarding this agenda item. As there are no questions, the Chair puts agenda item 2 to the vote. Subsequently, the Chair confirms that agenda item 2 has been adopted.

**3. Close of meeting**

The Chair closes the EGM. The voting results of the EGM will be published on OCI's website.

