



INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCI N.V.

OCI N.V. (the **Company**) invites its shareholders to the Extraordinary General Meeting of Shareholders (the **Extraordinary General Meeting**), to be held virtually on Monday 28 March 2022 at 3.00 PM (CET).

Agenda

1. Opening and announcements.
2. Two sets of two subsequent amendments of the articles of association of the Company (the **Articles of Association**) to first increase, and subsequently decrease the nominal value of the shares in the Company's share capital, to facilitate capital repayments.
 - A. Proposals to amend the Articles of Association twice in connection with the H2 2021 distribution (**one combined voting item**):
 - I to first, amongst other amendments, increase the nominal value of the shares; and
 - II to subsequently reduce the nominal value of the shares, combined with a repayment of capital.
 - ~~B. Proposals to amend the Articles of Association twice in connection with a potential second distribution for the period H1 2022 (**one combined voting item**):~~
 - ~~I to first increase the nominal value of the shares; and~~
 - ~~II to subsequently reduce the nominal value of the shares, combined with a repayment of capital.~~
3. Close of the Extraordinary General Meeting.

All documents for the Extraordinary General Meeting, including the proposals to amend the Articles of Association, are available at www.oci.nl.

Registration date

Persons who, after all entries and deletions have been processed, are registered as shareholder on **28 February 2022 (the Registration Date) at 5.00 PM (CET)** may vote ahead of the Extraordinary General Meeting, submit questions and follow the EGM through a conference call in accordance with the provisions set out below.

Number of votes

The number of votes that can be cast at the Extraordinary General Meeting (based on information available on 14 February 2022) is 209,909,374. This equals the number of issued shares (210,306,101) minus the shares that have been repurchased by the Company (396,727). The Company may not cast votes for repurchased shares that it holds in its own share capital.

Proxy and voting instructions

Shareholders who wish to vote may grant an electronic proxy or a proxy in writing to Mr. R.H. Kleipool (or any other (candidate) civil law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised**

Person), or a proxy in writing to another party of their choice. Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to the Authorised Person, can do so via www.abnamro.com/evoting no later than **21 March 2022, 5.00 PM (CET)**. Holders of a proxy in writing can cast a vote in such capacity by countersigning the fully executed proxy form and submitting the proxy form to the Company no later than **21 March 2022, 5.00 PM (CET)** in accordance with the instructions included therein. Forms to be used to grant a proxy in writing are available at the Company's website (www.oci.nl).

Written questions and information

Shareholders may submit written questions about the items on the agenda to the Company in advance of the Extraordinary General Meeting, no later than **25 March 2022, 3.00 PM (CET)**. Submitted questions, possibly combined, will be answered in reason during the Extraordinary General Meeting.

When submitting questions, in order to confirm the eligibility to do so as a shareholder on the Registration Date, shareholders must include their name, address and number of ordinary shares held at the Registration Date in their email, which 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**). Questions should be submitted via email to EGM2022@oci.nl which address can also be used for general information regarding the Extraordinary General Meeting.

Shareholders who submitted questions in advance will receive a personal invite by e-mail to attend the Extraordinary General Meeting and submit follow-up questions during the Extraordinary General Meeting via EGM2022@oci.nl. The aim will be to answer follow-up questions during the EGM as the agenda allows. The Chairman of the Extraordinary General Meeting may further determine this in the interest of the order of the Extraordinary General Meeting.

Following the Extraordinary General Meeting through a conference call

Shareholders who wish to follow the Extraordinary General Meeting remotely through a conference call must first provide a voting instruction to the Authorised Person via ABN AMRO (via www.abnamro.com/evoting) or via their bank or intermediary and need to subsequently request their intermediary to be signed-up for the conference call as of the Registration Date and no later than **21 March 2022, 5.00 PM (CET)**.

A confirmation by such intermediary in which administration the shareholder is registered must be submitted to ABN AMRO no later than **22 March 2022, 1.00 PM (CET)**, 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 shareholder in order to be able to verify the shareholding on the Registration Date in an efficient manner. After receipt of the application, ABN AMRO will send, through the intermediaries of the shareholders, a registration certificate containing details through which they can follow the Extraordinary General Meeting. Such registration certificate will also be provided by ABN AMRO to shareholders who indicated this on the proxy by submitting their email address.

The Board of Directors

Amsterdam, 14 February 2022