# 2020 REMUNERATION POLICY

## 2020 Remuneration Policy

### Objective

The objective of OCI N.V.'s Remuneration Policy is to attract, motivate and retain the qualified individuals needed in order to achieve its strategic and operational objectives.

In its review of the Remuneration Policy, the Nomination and Remuneration Committee ("Committee") recognizes that executive remuneration is a topic requiring the right balance between the interests of all stakeholders. To this end the Committee regularly consults with relevant stakeholders and takes into account the following external and internal perspectives.

### External perspective

To ensure the Committee takes well-informed decisions about the remuneration for the Executive and Non-Executive Directors, the Committee consults with the company's internal HR experts and external advisors. The Committee closely monitors the regulatory developments, corporate governance best practices as well as the societal context around remuneration. The Committee consistently uses benchmark remuneration data from our international labour market peer group to ensure a meaningful comparison with our competitors on the labour market for executive talent, thus pursuing competitiveness and alignment with international and Dutch market trends.

The Committee conducts pay scenario modelling on an annual basis which investigates pay-out quantum for Executive Directors under different performance scenarios. This modelling is undertaken to ensure that the Remuneration Policy links directly with the performance of OCI and therefore, is in the interests of shareholders.

The shared focus on long-term company performance is also reflected in our long-term incentive plan (Performance Share Unit Plan), where the sole performance measure is the Total Shareholder Return over a three-year performance period.

### Internal perspective

On an annual basis, the Committee reviews the internal pay ratio between the average pay of OCI employees and the average pay of the CEO and/or the Executive Directors. To enhance transparency and provide a number that is more meaningful in a global context, the internal pay ratio calculated for 2019 and following years takes into account the average pay of OCI's employees globally instead of regionally.

When designing the 2019 long term incentive schemes of the company, the Committee entered into open dialogues with employees and members of senior leadership thus ensuring the incentive schemes support the objectives of the company's remuneration policy.

Next to the competitiveness in the market, the alignment with the long-term interests of shareholders, the transparency and the internal alignment, the Committee wants the Remuneration Policy to be fair and supportive to the inclusiveness we aim for as a company.

### The Committee's remit

The role and responsibilities of the Committee are outlined in the Terms of Reference, which are published on the Company website: https://www.oci.nl/about/our-leadership/. The Committee governs the compensation policies and plans within OCI, and has overall responsibility for determining, reviewing and proposing compensation policies and plans for approval by the Board in line with the Terms of Reference. As such the Committee is charged with, amongst others, submitting a proposal to the Board for the Remuneration Policy for the Executive Directors. The Non-Executive Directors are responsible for developing the Remuneration Policy of the Executive and Non-Executive Directors following a proposal by the Committee. The Remuneration Policy must be adopted by the General Meeting and implemented by the Non-Executive Directors.

### Scope

The Remuneration Policy is simple and transparent and supports the interests and sustainability of the Company in the medium and long-term. The Remuneration Policy encourages a "pay for performance culture" with good alignment between the remuneration of the Executive Directors and shareholders' long-term interests, for which OCI aims to create value by focusing on its strategic priorities of operational excellence, business optimization, global commercial strategy, sustainable solutions, and maximizing free cash flow. These strategic priorities are underpinned by the organization's commitment to investing in products that help achieve OCI's vision of cultivating a more sustainable world through global food security and greener fuel solutions. The Executive Directors are incentivized through both short-term and long-term compensation schemes that align to the group's long-term value creation through the cycle as well as shorter and medium term company targets, individual objectives and focus areas, and strategic non-financial metrics that are fundamental to the group's long-term success, such as Health, Safety and Environment.

### Executive Directors

The key elements of remuneration for Executive Directors are shown below:

| Element | Purpose and link to strategy / long-term interests and sustainability | Operation | Maximum opportunity | Performance measures |
|---|---|---|---|---|
| **Salary, benefits and pension** | ***Salary*** is fixed cash compensation which enables the recruitment and retention of individuals of the caliber required to drive business performance and execute OCI group's strategy.<br><br>When setting base salary levels and considering salary increases, due consideration is given to the performance of the company under the leadership of the Executive Director and to the importance of the continuation of his/her leadership for the long-term objectives of the company and its shareholders. | Salaries are set in line with individual performance and contribution to company goals with reference to external market data. | There is no defined maximum salary or level of benefits. The Committee's usual approach for salary increases is to consider the range awarded to other employees.<br><br>More significant increases may be awarded in certain circumstances, for example, where there is a significant change in the scale, scope or responsibility of a role, where an individual has been appointed at a lower level following a promotion and/or significant market movement.<br><br>The current base salaries reflect the size and international scope of the Executive Director roles as well as the caliber and experience of the individuals. | n/a<br><br>However, any increases will be subject to strong individual performance. |

| Element | Purpose and link to strategy / long-term interests and sustainability | Operation | Maximum opportunity | Performance measures |
|---|---|---|---|---|
| **Salary, benefits and pension (continued)** | ***Benefits*** are simple, focus on key needs and support the well-being of employees to drive employee engagement. | Base salaries include a fixed cash allowance which is designed to compensate the Executive Directors for their personal provision of key benefits such as pension, car, life and disability insurance. Executive Directors are not eligible for a car benefit.<br><br>Executive Directors do not receive any additional allowances for key benefits such as pensions and life insurances. No material pension benefits are offered.<br><br>Executive Directors receive use of a mobile phone and reimbursement of business expenses. Travel, accommodation and representation expenses incurred in the course of performing their duties are reimbursed.<br><br>They also benefit from the Directors' and Officers' liability insurance coverage and additional indemnity whereby the Company indemnifies and holds harmless each Executive Director against any claims and any expenses incurred by the Executive Director as a result of any action, investigation or other proceeding of any party other than the Company itself or a group company thereof, in relation to any acts or omissions in his/her capacity as an Executive Director as far as such claims and expenses are not recoverable under the existing Directors' and Officers' liability insurance policy.<br><br>Benefits are reviewed periodically to ensure they remain competitive. The Committee retains the discretion to provide reasonable additional benefits as appropriate – for example, relocation and other allowances, where applicable grossed up for taxes.<br><br>Executive Directors may also be eligible to any new benefit introduced for the wider employee workforce in their local market. | Base salaries include a fixed cash allowance of 25% of the total in lieu of pension, car and other key benefits.<br><br>Benefit plans are set at reasonable levels in order to be market competitive for their local market and are dependent on individual circumstances | |

| Element | Purpose and link to strategy / long-term interests and sustainability | Operation | Maximum opportunity | Performance measures |
|---|---|---|---|---|
| **Annual Bonus** | Key element of our "pay for performance" culture linked to pre-determined measurable targets set and assessed by the Committee.<br><br>Our performance measures evolve over time but always support the long-term interests of the company by ensuring we reward individuals appropriately for driving the strategic agenda and supporting environmentally sound solutions.<br><br>Targets are developed around a mix of financial and non-financial measures. The non-financial measures are predominantly strategic goals focusing on the long-term and the sustainability of the company.<br><br>Each year these targets are based on specific projects and priorities for the forthcoming year. | At the beginning of each year, the Committee establishes the performance measures and targets based on OCI's business priorities for the year. These are reviewed after the end of the year and the Committee approves awards based on the performance achieved.<br><br>The Committee applies judgement where necessary to ensure approved pay-out levels are reflective of actual, overall company performance. | Target annual bonus opportunity of 75% of annual base salary for the CEO and 60% of annual base salary for the Other Executive Directors ("OEDs").<br><br>Maximum opportunity will be 200% of target (=150% of annual base salary for the CEO and 120% of annual base salary for the OEDs). | Performance is assessed over one financial year and is based on a mixture of corporate financial and operational, strategic and personal objectives.<br><br>Measures will normally be weighed 60% financial and 40% non-financial. The Committee could determine a different ratio between financial and non-financial measures.<br><br>The non-financial measures include HSE and varying measures relating to the management and execution of strategic opportunities, organizational development and people.<br><br>The HSE measures will be quantitative and qualitative measures assessing the group's performance on occupational safety, environmental, safety, process safety and measures on promoting a safety culture.<br><br>Awards are subject to malus and clawback provisions as described below. |

| Element | Purpose and link to strategy / long-term interests and sustainability | Operation | Maximum opportunity | Performance measures |
|---|---|---|---|---|
| Performance Share Unit ("PSU") Plan | Share-based compensation which motivates and incentivizes delivery of sustained performance over the long-term, focusing on enterprise value creation, sustainability and retention of our Executive Directors.<br><br>The PSU plan aims to incentivize the creation of shareholder value in excess of that achieved by comparable organizations. Hence the PSU plan is fully aligned to the Group's absolute commitment to delivering returns to shareholders.<br><br>TSR is a forward looking measure and as such aligned to the sustainability of OCI's business.<br><br>The TSR performance is measured relative to the performance of the TSR peer group. This means that only if and to the extent that OCI's TSR performance exceeds the TSR performance of the companies in the peer group, the conditional share awards will vest.<br><br>Relative TSR performance comparable organizations supports and encourages the alignment of interests between our Executive Directors and our shareholders, taking into account the cyclical factors that impact our business.<br><br>The PSU plan complies with the Dutch Corporate Governance Code and with wider European best practice provisions. | Executive Directors will be granted performance share units which will vest after three years subject to the achievement of pre-specified performance targets. The Committee will determine the extent to which the performance measures have been met. Performance targets may be adjusted in the event that the Committee determines this to be appropriate; these will be at least as challenging as those originally set.<br><br>In line with the Dutch Corporate Governance code vested shares (net of tax) are required to be held for a further two years.<br><br>The number of performance share units will be calculated based on face value. This involves calculating the number of shares granted based on the share price at date of grant and a fixed percentage of base salary.<br><br>Annual share awards are made, subject to complying with any closed periods. Awards are normally made on 7 February each year as a consistent course of action.<br><br>Dividends (or equivalents) may be paid to the extent that awards vest. | Executive Directors will be granted awards of 125% of annual base salary. Maximum opportunity will be 150% of target (=187,5% of annual base salary). | Performance targets will be set for a three-year period.<br><br>These will be based on relative Total Shareholder Return ("TSR") against a peer group of companies that reflect the markets in which OCI competes for investment.<br><br>Achievement of threshold performance will result in no more than 25% of the award paying out. For achievement of target and maximum performance level, 100% and 150% of target pays out respectively. There is straight-line vesting between these points.<br><br>TSR calculations are externally verified. Appropriate adjustments are made to address mergers, acquisitions, demergers, rights issues and other material changes to companies within the peer group.<br><br>The Committee has discretion to add additional stretching performance conditions for future cycles. However relative TSR will apply to at least 50% of the awards.<br><br>Awards are subject to malus and clawback provisions as described below. |
| **Share Ownership Guidelines** | The share ownership guidelines ensure alignment with shareholders' interests. | Executive Directors are expected to build up share ownership over a period of five years (of the date of appointment) and maintain holdings of at least 300% of base salary for the CEO and 150% of base salary for the Other Executive Directors.<br><br>Until this requirement has been met, Executive Directors must retain at least 50% of any vested shares from the PSU Plan. | n/a | n/a |

| | |
|---|---|
| **Legacy arrangements** | Executive Directors may have awards outstanding in relation to the share matching rights under the annual bonus plan. The share matching was discontinued in 2018. Awards made under this plan made prior to 1 January 2019 will continue but no new awards will be granted. The vesting of the share matching rights is contingent on continued employment with OCI.<br><br>Executive directors may have awards outstanding under the "Performance Share Plan" (2014 Executive Directors Incentive Plan). Awards under this plan made prior to 1 January 2019 will continue but no new awards will be granted. The vesting of the awards made under the Performance Share Plan is contingent on TSR-performance and continued employment with OCI.<br><br>New Executive Directors promoted from within OCI may have awards outstanding in relation to the Restricted Share Unit Plan and/or Deferred Cash Plan. These awards, granted prior to their appointment as an Executive Director will continue in line with the rules of the respective plans, but no new such awards will be granted. The vesting of the awards under the Restricted Share Unit Plan and/or Deferred Cash Plan is contingent on continued employment with OCI. |

## Additional Notes

*Selection of performance measures*

Performance targets are set by the Committee to be both stretching and achievable, taking into account OCI's strategic priorities and the economic landscape.

The performance measures that are used for our annual bonus and Performance Share Unit Plan have been chosen to support OCI's strategy, long-term interests and sustainability.

For the annual bonus, the Committee believes that it is appropriate to use a balance of corporate financial targets, HSE targets, operational, strategic objectives and individual performance objectives.

OCI N.V. is committed to providing a safe and healthy workplace for all employees and stakeholders by implementing the highest international safety standards to avoid any potential risks to people, communities, assets or the environment. The health and safety of our employees are essential to the successful conduct and future growth of our business and are in the best interests of our stakeholders.

We aim to achieve zero safety incidences across the group by continuously investing in our employees' training and development. To minimize our carbon footprint, we invest heavily in the best available technologies, we continuously train all employees to implement the best sustainable practices and we develop cleaner products.

To align our HSE commitment to the pay-for-performance remuneration rationale, the non-financial targets will include HSE measures.
We holistically assess HSE performance on the basis of quantitative and qualitative objectives which may include, amongst others, occupational safety measures, process safety measures, environmental safety measures and qualitative safety measures.

*Peer groups – international labour market*

The Committee consults multiple points of data when setting the Remuneration Policy, as well as the structure and quantum of remuneration. To ensure the competitiveness of OCI's remuneration levels, the Committee considers, as one of the reference points, benchmark remuneration data from a peer group of international companies similar in size, complexity and scope to OCI. This international labour market peer group is set out in the table below.

| International labour market peer group | | | |
|---|---|---|---|
| Celanese | CF Industries | K + S | Koppers Holdings |
| Methanex | Mosaic | Nutrien | Olin |
| Tessenderlo Chemie | Wacker Chemie | Westlake Chemical | |

In addition, the Committee also refers to remuneration levels at Dutch listed companies of a similar size to OCI.

The Committee reserves the right to change the peer group as a result of changes to peer companies and/or to OCI itself. Where applicable this will be set out in the Remuneration Report.

*Peer groups – TSR*

The Committee considers the use of relative TSR for the PSU Plan to be the most appropriate measure of long-term performance for the OCI Group given the direct alignment to shareholder interests and the cyclical nature of OCI's business but reserves the right to add one or more additional measures as set out above.

The TSR peer group overlaps with but is different to the international labour market peer group as it is used for a different purpose. The TSR peer group is intended to reflect the market in which OCI competes for investment rather than for executive talent.

The Committee has the discretion to change the peer group as a result of changes to peer companies and/or to OCI itself. Where applicable this will be set out in the Remuneration Report.

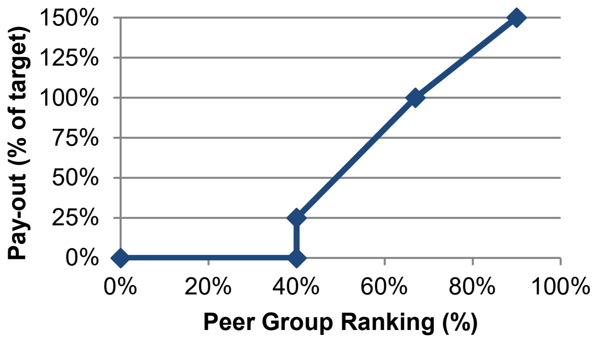
| Total Shareholder Return peer group | | |
|---|---|---|
| Celanese | CF Industries* | Nutrien* |
| Lanxess | Methanex* | Mosaic* |
| Solvay | Westlake Chemical | Yara International* |

* Denotes companies with a double weighting

The vesting of the PSU awards is solely based on the relative TSR ranking against the selected peer group, as detailed below.

| Level of performance | Threshold | Target | Maximum | Actual |
|---|---|---|---|---|
| Peer group ranking | 40th percentile | 67th percentile | 90th percentile | 33rd percentile |
| % of award vesting | 25% | 100% | 150% | 0% |

There is straight-line vesting between these points, as shown in the graph below.




*Malus and clawback*

The Remuneration Policy contains formal malus and clawback provisions under the incentives plans that may be applied in certain conditions, including:

i) Where there is material misstatement of financial results which resulted in an Award being greater than would have been the case if the misstatement had not been made;
ii) The extent to which any performance target and/or condition satisfied was based on an error, or on inaccurate or misleading information or assumptions which results in an Award being greater than would have been the case had the error not been made;
iii) Serious misconduct of the individual;
iv) Circumstances arose during the vesting period which would have warranted summary dismissal or dismissal for urgent cause; and
v) Any other circumstances allowed under Article 2: 135(8) of the Dutch Civil Code.

## Appointment terms and severance arrangements

Executive Directors provide services to the company as an Executive Member of the Board on the basis on service agreements with OCI N.V. The notice period agreed in the service agreement is 3 months minimum and 12 months maximum.

The appointment of the Executive Directors is determined and extended for the duration (definite term) of four years, in the Annual General Meeting. If the company terminates a service agreement with an Executive Director other than due to an urgent cause or serious culpability, the Executive Director is entitled to a severance payment of an amount equal to 100% of annual base salary, in line with the Dutch Corporate Governance Code.

OCI and its subsidiaries do in general not grant personal loans or guarantees to the Executive Directors. This may only be different in very exceptional cases and only after approval of the Board with the consent of the majority of the Non-Executive Directors.

*Treatment of variable incentives for leavers*

The tables below summaries the treatment for leavers in relation to the variable incentives.

| Leavers Policy for Variable Remuneration | |
|---|---|
| Annual Bonus | Individuals will be considered for an annual bonus in respect of the period prior to cessation. Any award would be at the discretion of the Committee, subject to the Executive Director's performance and period of service. |
| PSU (2019) | For good leavers, awards will continue to vest on their normal vesting date, subject to the achievement of performance measures. These awards will be pro-rated based on the length of time served between the start of the performance period and the date of cessation.<br><br>Good leavers are those who cease to be in service by reason of injury, ill-health, disability, redundancy or retirement or in other circumstances as determined by the Committee.<br><br>In the event of death, leavers will be treated the same way as good leavers, but awards will vest as soon as practicable. The Committee has discretion to accelerate vesting to the date of cessation for good leavers in other circumstances, where appropriate.<br><br>In all other circumstances, awards will lapse. |

| Legacy Arrangements | |
|---|---|
| Bonus Share Matching Plan (2014) | For good leavers, awards will vest on termination and will be time pro-rated to the date of cessation.<br><br>For all other leaves, awards will normally lapse. |
| PSP (2014 Executive Directors Incentive Plan) | For good leavers, awards will normally continue to vest, pro-rated for time, at their normal vesting date subject to the achievement of performance measures. The Committee has discretion to overrule this.<br><br>Good leavers include those who cease to be an employee by reason of death, disability or retirement from OCI N.V.<br><br>Awards will lapse if an Executive Director gives notice of termination of his employment or is terminated for cause. |

## Consideration of wider employee remuneration

The remuneration policy for senior Executives and other employees is determined on the basis of principles similar to the Executive Directors' Remuneration Policy. For roles below the Board, the structure and pay mix are tailored based on various factors in relation to the role, including: scale, scope and responsibility, development, local market practice and market movements. The Committee reviews and comments on the salary, bonus and LTIP awards to senior Executives below Board level and approves the overall design.

The approach in respect of base salary and benefits is generally consistent across the organization.

All employees participate in an annual bonus plan; some senior employees participate in share-based and long-term cash plans. Malus and clawback provisions are included within these variable incentives

The pay mix (ratio between fixed and variable remuneration) for Executive Directors and other senior manager differs from the pay mix for other employees, in such a way that it includes a greater proportion of performance related pay. The Committee considers this is important to differentiate levels of responsibility and align pay to sustainable long-term performance and shareholders' interest.

In line with the Dutch Civil Code and Dutch Corporate Governance Code, the Committee takes into account the pay ratio between the remuneration of the Executive Directors and a reference group of employees. This is usually based on our global employee reference group (on an FTE basis) For calculating our internal pay ratio, we consider the total direct compensation (base salary and annual bonus) of the Executive Directors most relevant, as the long-term incentive (PSP/PSU) is only granted to the Executive Directors, it is highly volatile and at risk during the three year vesting period.

The Committee tracks how this evolves on an annual basis and takes this into consideration when reviewing remuneration levels.

| Approach to setting fees | Basis of fees | Other items |
|---|---|---|
| The fees for Non-Executive Directors are set at a level which is considered appropriate to attract individuals with the necessary international experience and ability to make an important contribution to the Group's affairs.<br>The remuneration of the Non-Executive Directors is determined by the General Meeting on the basis of a proposal of the Non-Executive Directors.<br>Fees are set taking into account the level of responsibility of each Non-Executive Director and benchmarked with fees paid by other companies of a similar size and complexity. | The remuneration of the Non-Executive Directors consists of fee payments for Board membership and for service on the committees. To ensure their independence, fees are fixed and not linked to the financial results of the Company.<br>Non-Executive Directors do not receive any performance or equity-related compensation. The Non-Executive Directors do not accrue any pension rights with the Company. | Non-Executive Directors do not receive any benefits or entitlements other than their fees and reimbursement of reasonable expenses. No personal loans or guarantees are offered to the Non-Executives Directors.<br>Travel, accommodation and representation expenses incurred in the course of performing their duties are reimbursed.<br>Non-Executive Directors benefit from Directors' and Officers' liability insurance coverage and additional indemnity whereby the Company indemnifies and holds harmless each Non-Executive Director against any claims and any expenses incurred by the Non-Executive Director as a result of any action, investigation or other proceeding of any party other than the Company itself or a group company thereof, in relation to any acts or omissions in his/her capacity as a Non-Executive Director as far as such claims and expenses are not recoverable under the existing Directors' and Officers' liability insurance policy. Non-Executive Directors are not entitled to any benefits upon the cessation of their appointment. |

## Non-Executive Directors

### *Non-Executive Director appointment terms*

Non-Executive Directors are engaged on letters of appointment that set out their duties and responsibilities. Non-Executive Directors and OCI have a notice period of 1-month and may be terminated without compensation.

*Fee rates (as from 25 May 2021)*

| | Main Board | Audit | N&R | HSE |
|---|---|---|---|---|
| **Chairman** | $300,000 | $25,000 | $20,000 | $20,000 |
| **Member** | $150,000 | $20,000 | $7,500 | $7,500 |

## Addendum to the Remuneration Policy

*Recruitment policy*

When determining the remuneration package for a newly appointed Executive Director, the Committee will apply the following principles:

- The package should be competitive against market to ensure and facilitate the recruitment of individuals of sufficient caliber required by OCI N.V.
- The ongoing remuneration package will normally include the key elements on the same terms as those set out in the policy table for Executive Directors.
- Annual incentive awards made in the first year of appointment may be subject to different performance measures and targets appropriate to the newly recruited Executive Director.
- In case – in exceptional circumstances- a new Executive Director needs to be recruited a.s.a.p. to serve the long-term interests and sustainability of the company the Committee may derogate temporarily from the Remuneration Policy. In this instance, the Committee may include other elements of pay which it feels are appropriate taking into account the specific commercial circumstances. The target level of variable remuneration (annual bonus plus performance share units) which may maximally be awarded is 250% of the base salary and the balance between annual bonus and performance share units may be adjusted if this would be appropriate in the circumstances.
- If an individual forfeits remuneration as a result of appointment, the Committee may offer a sign-on. The Committee will take into consideration relevant factors including the vehicle, expected value and timing of forfeited awards. Any buy-out will be limited to the fair market value of payments and awards forfeited by the individual.
- In the event that the candidate is internal and promoted to the Board, legacy terms and conditions will normally be honored, including any outstanding variable incentive awards.
- The remuneration package for a newly appointed Non-Executive Director will normally be in line with the structure set out in the policy table for Non-Executive Directors.
- The Committee will outline the proposed remuneration package, including the benchmark details and other input from external advisors, in a recommendation to be approved by the Board of Directors.
- The rationale for any derogation from the policy will be appropriately disclosed in the Remuneration Report.