

## 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 on Thursday 16 February 2023 at 10.00 AM (CET) at the Company's offices, Honthorststraat 19, 1071DC Amsterdam, the Netherlands.

### Agenda

1. Opening and announcements.
2. Two proposals to amend the articles of association of the Company (the **Articles of Association**) to facilitate a capital repayment in connection with the H2 2022 distribution (**one combined voting item**):
  - I to first increase the nominal value of the shares in the Company's share capital; and
  - II to subsequently decrease the nominal value of the shares in the Company's share capital, 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](http://www.oci.nl).

### Registration date

Persons who (i) on **19 January 2023** (the **Registration Date**) at **6.00 PM (CET)**, after all entries and deletions have been processed, are registered as shareholder and (ii) have submitted their application to attend, will be considered as having the right to attend and to vote at the Extraordinary General Meeting.

### Registration and application

A holder of shares who wishes to attend the Extraordinary General Meeting must register with ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) as of the Registration Date and no later than **9 February 2023 at 5:00 PM (CET)**. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO via <https://corporatebroking.abnamro.com/intermediary> before 10 February 2023, 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 holder in order to be able to verify the shareholding on the Registration Date in an efficient manner.

Holders of shares will receive from ABN AMRO, through their intermediaries, a certificate of deposit number that will serve towards admission to the Extraordinary General Meeting. They must present this certificate when registering for the Extraordinary General Meeting.

In view of the single purpose of the Extraordinary General Meeting and in accordance with the experience at the Extraordinary General Meeting which was held on 19 August 2022, the Company expects that only a limited number of shareholders, if any, will attend the Extraordinary General Meeting. Accordingly, the directors may decide not to attend the Extraordinary General Meeting and have the Extraordinary General Meeting chaired by another Company representative in accordance with the Company's articles of association.

### **Number of votes**

The number of votes that can be cast at the Extraordinary General Meeting (based on information available on 5 January 2023) is 210,405,658. This equals the number of issued shares (210,712,004) minus the shares held by the Company (306,346). The Company may not cast votes for shares that it holds in its own share capital.

### **Proxy and voting instructions**

Shareholders who are not in the position to attend the Extraordinary General Meeting in person may, without prejudice to the above with regard to the application, 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](http://www.abnamro.com/evoting) no later than **9 February 2023 at 5.00 PM (CET)**. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO via <https://corporatebroking.abnamro.com/intermediary> before 10 February 2023, 1.00 PM (CET), stating that such shares were registered in his/her name at the Registration Date. 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 **9 February 2023 at 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](http://www.oci.nl)).

### **Registration and identification at the Extraordinary General Meeting**

Registration for admission to the Extraordinary General Meeting will take place from 9.30 AM (CET) until the commencement of the Extraordinary General Meeting at 10.00 AM (CET). After this time registration is no longer possible. Persons entitled to attend the Extraordinary General Meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or a driver's license.

The Board of Directors  
Amsterdam, 5 January 2023