

**INVITATION TO
THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF OCI N.V.**

OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders (the **General Meeting**), to be held on 3 May 2023 at the Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.

The entrance registration will start at 2:30 PM CEST and the meeting will begin at 3:00 PM CEST.

Agenda

1. Opening and announcements.
2. Report by the Board of Directors for the financial year 2022.
3. Proposal to advise on the 2022 Remuneration Report (*advisory vote*).
4. Proposal to adopt the Annual Accounts for the financial year 2022 (*resolution*).
5. Proposal to adopt the new Executive Directors Remuneration Policy (*resolution*).
6. Proposal to adopt the new Non-Executive Directors Remuneration Policy (*resolution*).
7. Proposal to discharge the Executive Directors from liability (*resolution*).
8. Proposal to discharge the Non-Executive Directors from liability (*resolution*).
9. Proposal to appoint Ms. Nadia Sawiris as Non-Executive Director (*resolution*).
10. Proposal to reappoint Mr. Michael Bennet as Non-Executive Director (*resolution*).
11. 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*).
12. 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*).
13. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).
14. Questions and close of meeting.

The full agenda including explanatory notes, the Report by the Board of Directors for the financial year 2022, the Annual Accounts for the financial year 2022, the 2022 Remuneration Report, the proposed Executive Directors Remuneration Policy and the proposed Non-Executive Directors Remuneration Policy are available at www.oci-global.com.

Registration date

Persons who, after all entries and deletions have been processed, are registered as shareholder on **5 April 2023 (the Registration Date) at 5:00 PM (CEST)** may vote ahead of the General Meeting, in accordance with the provisions set out below.

Number of votes

The number of votes that can be cast at the General Meeting (based on information available on 22 March 2023) is 210,407,323. This equals the number of issued shares (210,712,004) minus the shares that have been repurchased by the Company (304,681). The Company may not cast votes for repurchased shares that it holds in its own share capital.

Registration and application

A shareholder who wishes to attend the General Meeting must register with ABN AMRO (via www.abnamro.com/evoting) as of the Registration Date and no later than **26 April 2023, 5:00 PM (CEST)**. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO before 27 April 2023, 1:00 PM (CEST), 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.

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

Registration and identification at the meeting

Registration for admission to the meeting will take place from 2:30 PM (CEST) until the commencement of the meeting at 3:00 PM (CEST). After this time registration is no longer possible. Persons entitled to attend the General Meeting may be asked for identification prior to being admitted to the General Meeting by means of a valid identity document, such as a passport or driver's license.

Proxy and voting instructions

Shareholders who are not in the position to attend the General Meeting in person and 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 **26 April 2023, 5:00 PM (CEST)**. 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 27 April 2023, 1:00 PM (CEST), 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 **26 April 2023, 5:00 PM (CEST)** in accordance with the instructions included therein. Forms to be used to grant a proxy in writing are available at the Company's website (<https://oci-global.com/>).

The Board of Directors
Amsterdam, 22 March 2023