

PROXY FORM

*For the Extraordinary General Meeting of Shareholders (the **Extraordinary General Meeting**) of OCI N.V. (the **Company**), to be held on Thursday 25 April 2024 at 3:00 PM (CET).*

The undersigned,

Name _____

Address _____

Postal code / city / country _____

Email address _____

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of (number) ordinary shares in the share capital of the Company on 28 March 2024 at 5:00 PM (CET) (the **Registration Date**), hereby grants a power of attorney to:

Mr. R.H. Kleipool (or any other (candidate) civil-law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised Person**); or

_____ (name of own proxy), ID no.: _____
(the **Own Proxy**),

(Please indicate which is applicable)

to represent the Shareholder in order to exercise the voting rights attached to the ordinary shares on behalf of the Shareholder in respect of the agenda items for the Extraordinary General Meeting,

without specific voting instruction¹; or

in the manner set out below,

(Please indicate which is applicable)

¹ A proxy granted to Mr. R.H. Kleipool without a specific voting instruction will be regarded to include a voting instruction in favour of all voting items at the Extraordinary General Meeting.

No.	Agenda	For	Against	Abstain
1.	Opening and announcements.	n/a	n/a	n/a
2.	Proposal to approve the Transaction (<i>resolution</i>).			
3.	Two proposals to amend the Articles of Association to facilitate a capital repayment (<i>one combined resolution</i>): 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.			
4.	Close of the meeting.	n/a	n/a	n/a

Signature shareholder:

Place:

Date:

Signature Own Proxy:

Place:

Date:

INSTRUCTIONS FOR SUBMITTING THIS PROXY

This written proxy 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**).

If granted to the Authorised Person, this written proxy, accompanied with the Statement must have been received by the Authorised Person at the below mentioned address, ultimately on **18 April 2024 at 5:00 PM (CET)**. The Authorised Person will thereupon vote the shares in writing ahead of the Extraordinary General Meeting in accordance with section 2:117b of the Dutch Civil Code.

If granted to the Own Proxy, this written proxy, countersigned by the Own Proxy and accompanied with a copy of a valid ID of the Own Proxy and the Statement, must have been received by the Authorised Person, for this purpose acting on behalf of the Company, at the below mentioned address ultimately on **18 April 2024 at 5:00 PM (CET)**. Upon receipt of the fully executed and countersigned proxy, the votes will have been cast ahead of the meeting in writing in accordance with section 2:117b of the Dutch Civil Code.

If sent by mail:

De Brauw Blackstone Westbroek N.V.
attn. Mr. R.H. Kleipool
Claude Debussylaan 80
1082 MD Amsterdam
The Netherlands

If sent in pdf-form by email: OCIEGM@debrauw.com