



ANNUAL GENERAL MEETING OF SHAREHOLDERS OF OCI N.V.

*OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders, to be held on Wednesday 10 June 2015 at Hotel De l'Europe in Amsterdam, Nieuwe Doelenstraat 2-14, 1012 CP Amsterdam, the Netherlands.*

The entrance registration will start at 14:00 hours CET and the meeting will begin at 15:00 hours CET.

AGENDA

Agenda items 1, 2, 3, 5 and 18 are solely for discussion and will not be put to a vote.

1. Opening and announcements.

Report and Accounts for the year ended 31 December 2014

2. Report by the Board of Directors for the 2014 financial year, including the Corporate Governance section.
3. Implementation of the Remuneration Policy in 2014.
4. Proposal to adopt the Annual Accounts 2014 (**resolution**).
5. Explanation of the Dividend Policy.
6. Proposal to allocate the profits over the 2014 financial year to the reserves (**resolution**).

Discharge of liability

7. Proposal to discharge the Executive Directors from liability (**resolution**).
8. Proposal to discharge the Non-Executive Directors from liability (**resolution**).

(Re)appointment Non-Executive Directors

9. Proposal to appoint Mr. G. Heckman as Non-Executive Director (**resolution**).
10. Proposal to reappoint Mr. M. Bennett as Non-Executive Director (**resolution**).
11. Proposal to reappoint Mr. J. Ter Wisch as Non-Executive Director (**resolution**).

Remuneration

12. Proposal to adjust the Remuneration Policy (**resolution**).

Corporate matters

13. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the 2015 financial year (**resolution**).

Amendment of the articles of association

14. Proposal to increase the issued share capital and to amend the articles of association of the Company (**resolution**).

Shares

15. 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**).
16. 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**).
17. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (**resolution**).

Miscellaneous

18. Questions and close of meeting.

All documents for the Annual General Meeting of Shareholders, including the OCI N.V. Annual Report, the Annual Accounts, the new Remuneration Policy and the proposal to amend the articles of association of the Company are available at www.oci.nl.

**EXPLANATORY NOTES TO THE AGENDA
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF OCI N.V.**

Item 2 - Report for the 2014 financial year.

Under this agenda item, the Board of Directors will give a presentation on the performance of the Company in 2014. The General Meeting will be given the opportunity to discuss the performance as described in the Annual Report 2014. Under this agenda item questions can also be raised, and remarks can be made, on the Company's approach to the implementation of the Dutch Corporate Governance Code.

Item 3 – Implementation of the Remuneration Policy in 2014.

Under this agenda item, the General Meeting is invited to consider the implementation of the Remuneration Policy as set out in the Remuneration Report which is included in the Annual Report 2014.

*Item 4 - Proposal to adopt the Annual Accounts (**resolution**).*

Under this agenda item, it is proposed to the General Meeting to adopt the Annual Accounts for the 2014 financial year.

Item 5 - Explanation of the Dividend Policy.

Under this agenda item, the Board of Directors will give an explanation of the Dividend Policy of the Company.

*Item 6 - Proposal to allocate the profits over the 2014 financial year to the reserves (**resolution**).*

Under this agenda item, it is proposed to the General Meeting to allocate the profits that were made during the 2014 financial year to the reserves of the Company.

*Item 7 - Proposal to discharge the Executive Directors from liability (**resolution**).*

Under this agenda item, it is proposed to the General Meeting to discharge all Executive Directors from all liability in relation to the exercise of their duties in the financial year 2014,

to the extent that such exercise is apparent from the Annual Accounts 2014 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2014.

Item 8 - Proposal to discharge the Non-Executive Directors from liability (resolution).

Under this agenda item, it is proposed to the General Meeting to discharge all Non-Executive Directors from all liability in relation to the exercise of their duties in the financial year 2014, to the extent that such exercise is apparent from the Annual Accounts 2014 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2014.

Item 9 - Proposal to appoint Mr. G. Heckman as Non-Executive Director (resolution).

The Board of Directors nominates Mr. G. Heckman for appointment as Non-Executive Director. Under this agenda item, it is therefore proposed to appoint Mr. G. Heckman as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 4 years (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019). The details required under articles 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Mr. G. Heckman is considered independent within the meaning of the Dutch Corporate Governance Code.

Item 10 - Proposal to reappoint Mr. M. Bennett as Non-Executive Director (resolution).

The term of Mr. M. Bennett will run until 25 January 2016. The Board of Directors nominates Mr. M. Bennett for reappointment as Non-Executive Director. Under this agenda item, it is therefore proposed to reappoint Mr. M. Bennett as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 4 years (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019). The details required under articles 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Mr. M. Bennett is considered independent within the meaning of the Dutch Corporate Governance Code.

Item 11 - Proposal to reappoint Mr. J. Ter Wisch as Non-Executive Director (resolution).

The term of Mr. J. Ter Wisch will run until 25 January 2016. The Board of Directors nominates Mr. J. Ter Wisch for reappointment as Non-Executive Director. Under this agenda item, it is therefore proposed to reappoint Mr. J. Ter Wisch as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 4 years (ending at the closure of the Annual General Meeting of Shareholder to be held in 2019). The details required under articles 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Mr. J. Ter Wisch is considered independent within the meaning of the Dutch Corporate Governance Code.

Item 12 - Proposal to adjust the Remuneration Policy (resolution).

The Remuneration Committee has concluded that the Remuneration Policy does require amendments with regard to the labour market peer group and the relative TSR performance peer group following the spin-off of the Engineering & Construction group.

The proposed adjusted Remuneration Policy is part of the meeting documents and available on the Company's website.

It is proposed to the General Meeting to approve the adjusted Remuneration Policy.

Item 13 - Proposal to appoint the Auditor charged with the auditing of the Annual Accounts for the 2015 financial year (resolution).

Under this agenda item, it is proposed to instruct KPMG Accountants N.V. to audit the Annual Accounts for the financial year 2015.

Item 14 – Proposal to increase the issued share capital and to amend the articles of association of the Company (resolution).

Under this agenda item, it is proposed by the Board of Directors to increase the issued capital of the Company with an amount of EUR 3,992,163,226 in the aggregate at the expense of the Company's revaluation reserve or other reserves of the Company by means of an increase of the nominal value of each ordinary share in issue from EUR 1 to EUR 20, and hereto (i) amend articles 4.1 and 4.2 of the articles of association of the Company in conformity with the proposal prepared by Allen & Overy LLP (Amsterdam office) and (ii) authorise each executive director of the Company and also each civil law notary, deputy civil law notary and notarial assistant of Allen & Overy LLP, each of them severally, to have the deed of amendment of the articles of association executed.

Item 15 - 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).

Under this agenda item, it is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to issue shares and to grant rights to subscribe for shares as provided for in Article 6 of the Articles of Association of the Company for a period of 18 months, starting 10 June 2015 and ending 10 December 2016, in order to ensure continuing financial flexibility. The number of shares to be issued shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition, plus 1% of the capital if the issuance or the granting of rights occurs for the purpose of the 2014 Performance Share Plan, the 2015 Bonus / Matching Plan, and 2014 Employees Incentive Plan. The term "capital" means the issued capital per 10 June 2015. Resolutions by the Board of Directors to issue shares or to grant rights to subscribe for shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 16 - 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).

Under this agenda item, it is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights of existing shareholders upon the issuance of shares or the granting of rights to subscribe for shares as provided for in

Article 7 of the Articles of Association of the Company for a period of 18 months, starting 10 June 2015 and ending 10 December 2016. This authority shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition. The term “capital” means the issued capital per 10 June 2015. Resolutions by the Board of Directors to restrict or exclude pre-emptive rights can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 17 - Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (resolution)

The Company considers it desirable to have flexibility with regard to the repurchase of its own shares. Under this agenda item, it is proposed to authorise the Board of Directors to repurchase shares on the stock exchange or through other means, for a period of 18 months from the date of this Annual General Meeting of Shareholders, up to a maximum of 10% of the issued capital. The repurchase can take place for a price between the nominal value of the shares and the opening price on the Euronext Amsterdam Exchange on the day of the repurchase plus 10%. Resolutions by the Board of Directors to acquire the Company’s own shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Mr. G. Heckman - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1962
Nationality: United States citizen
OCI N.V. shares: None

Supervisory directorships and other positions: Member of the board of consumer brands holding company Waitt Brands.

Previous positions: President & Chief Executive Officer of The Gavilon Group, LLC from 2008 until 2014. President & Chief Operating Officer of ConAgra Foods, Inc. from 2006 until 2008.

Reason for nomination: Wide range of experience in in the agriculture and energy industries.

Mr. Heckman is considered independent within the meaning of the Dutch Corporate Governance Code.

Mr. M. Bennett - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1954
Current position: Chairman of the Board of OCI N.V.
Nationality: United States citizen
OCI N.V. shares: 2,500

Supervisory directorships and other positions: Director of Alliant Energy Corporation and Arclin, Inc., as well as the chairman of the board at Morningside College in Sioux City, Iowa.

Previous positions: Chief Executive Officer and a Director of Terra Industries Inc., a producer of nitrogen fertilizer products, from 2001 until its acquisition by CF Industries Holdings in April 2010. Chairman and President for Terra Nitrogen Company, L.P., a publicly listed subsidiary of Terra Industries Inc.

Reason for nomination: Wide range of experience in the nitrogen industry.

Mr. Bennett is considered independent within the meaning of the Dutch Corporate Governance Code.



Mr. J. Ter Wisch - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1952

Current position: Vice-Chairman of the Board of OCI N.V.

Nationality: Dutch citizen

OCI N.V. shares: 8,500

Supervisory directorships and other positions: Chairman of the board of Stichting De Westberg, Director of Stichting Administratiekantoor Grass, Chairman of the Investment Committee of 5square MKB Fund III Coöperatieve U.A. and director of Stichting OB N.V.

Previous positions: Tax partner at Deloitte, Loeff Claey's Verbeke and lastly Allen & Overy LLP.

Reason for nomination: Wide range of experience advising multinationals on major mergers and acquisitions transactions as well as corporate governance, several of which involved the world wide co-ordination of tax advice.

Mr. Ter Wisch is considered independent within the meaning of the Dutch Corporate Governance Code.