



INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders (the **AGM**), to be held on Wednesday 29 May 2019 at 3:00 PM (CET) at the Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.

Agenda

1. Opening and announcements
2. Report by the Board of Directors for the financial year 2018
3. Implementation of the Remuneration Policy in 2018
4. Explanation of the Dividend Policy
5. Proposal to adopt the Annual Accounts 2018 and allocation of profits (*resolution*)
6. Proposal to discharge the Executive Directors from liability (*resolution*)
7. Proposal to discharge the Non-Executive Directors from liability (*resolution*)
8. Proposal to approve the new Remuneration Policy (*resolution*)
9. Proposal to approve the new Executive Directors Performance Stock Unit Plan (*resolution*)
10. Proposal to reappoint Mr. Nassef Sawiris as Executive Director (*resolution*)
11. Proposal to reappoint Mr. Hassan Badrawi as Executive Director (*resolution*)
12. Proposal to appoint Ms. Maud de Vries as Executive Director (*resolution*).
13. Proposal to reappoint Mr. Michael Bennett as Non-Executive Director (*resolution*)
14. Proposal to reappoint Mr. Jérôme Guiraud as Non-Executive Director (*resolution*)
15. Proposal to reappoint Mr. Gregory Heckman as Non-Executive Director (*resolution*)
16. Proposal to reappoint Mr. Robert Jan van de Kraats as Non-Executive Director (*resolution*)
17. Proposal to reappoint Ms. Anja Montijn as Non-Executive Director (*resolution*)
18. Proposal to reappoint Mr. Sipko Schat as Non-Executive Director (*resolution*)
19. Proposal to reappoint Mr. Jan Ter Wisch as Non-Executive Director (*resolution*)
20. Proposal to appoint Mr. Dod Fraser as Non-Executive Director (*resolution*)
21. Proposal to appoint Mr. David Welch as Non-Executive Director (*resolution*)
22. 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*)
23. 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*)
24. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*)
25. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2019 (*resolution*)
26. Questions and close of meeting

The full agenda including explanatory notes, the Report by the Board of Directors for the financial year 2018 and the Annual Accounts 2018 are available at the offices of the Company and can be accessed via the website www.oci.nl. Copies of these can also be obtained there free of charge, and via ABN AMRO Bank N.V. (**ABN AMRO**) by telephone: +31 (0)20 3442000 or by email: corporate.broking@nl.abnamro.com.

Registration date

For this AGM those who (i) on 1 May 2019, after processing of all entries and deletions, are registered as shareholder at this date (the **Registration Date**) and (ii) have submitted their application to attend, will be considered as having the right to attend and to vote at the meeting.

Registration and application



A holder of shares who wishes to attend the meeting must register with ABN AMRO (via www.abnamro.com/evoting) as of the Registration Date and no later than Wednesday 22 May 2019, 5:30 PM (CET). A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO, 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 meeting. They must present this certificate when registering for the meeting.

Proxy and voting instructions

Shareholders who are not in the position to attend the AGM in person may, without prejudice to the above with regard to application, grant an electronic proxy or grant a proxy in writing to a party of their choice, or to an independent third party: J.J.C.A. Leemrijse, civil law notary in Amsterdam, the Netherlands and/ or her substitute (the **notary**).

Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to the notary, can do this via www.abnamro.com/evoting no later than Wednesday 22 May 2019, 5:30 PM (CET).

Forms to be used to grant a proxy in writing are available free of charge at the offices of the Company and at www.oci.nl. Shareholders who wish to attend this AGM by proxy must – without prejudice to the above application requirement – ensure that their proxy have ultimately been received on Wednesday 22 May 2019 by J.J.C.A. Leemrijse, civil law notary in Amsterdam, the Netherlands, at the offices of Allen & Overy LLP (Apollolaan 15, 1077 AB Amsterdam, the Netherlands), or if sent in pdf-form electronically at her e-mail address: joyce.leemrijse@allenovery.com ultimately on Wednesday 22 May 2019, 5:30 PM (CET). A copy of the written proxy must be shown at registration for the meeting.

Registration and identification at the meeting

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

Written questions and information

From today until Wednesday 22 May 2019 at the latest shareholders may submit written questions about the items on the agenda. These questions will, possibly combined, be dealt with and discussed at the meeting. For these questions and for general information please refer to the company secretary, Maud de Vries, by telephone: +31 (0)20 723 4500 or by email: maud.devries@oci.nl or to the investor relations director, Hans Zayed, by telephone: +31 (0)6 1825 1367 or by email: hans.zayed@oci.nl.

Webcast

There will be an audio broadcast of the integral meeting via the corporate website <http://www.oci.nl/>.

The Board of Directors
Amsterdam, 17 April 2019