

## 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 virtually on Tuesday 25 May 2021 at 3.00 PM (CET).

### Agenda

1. Opening and announcements.
2. Report by the Board of Directors for the financial year 2020.
3. Proposal to advise on the 2020 Remuneration Report (*advisory vote*).
4. Proposal to adopt the Annual Accounts for the financial year 2020 (*resolution*).
5. Amendment Dividend Policy.
6. Proposal to amend the fee for the Chair of the HSE & Sustainability Committee (*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 extend the designation of the Board of Directors as the authorised body to issue shares in the share capital of the Company (*resolution*).
10. 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*).
11. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).
12. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2021 (*resolution*).
13. Questions and close of meeting.

The full agenda including explanatory notes, the Report by the Board of Directors for the financial year 2020, the Annual Accounts for the financial year 2020, the Policy on Reserves and Dividends of OCI N.V., the 2020 Remuneration Report and the 2020 Remuneration Policy are available at [www.oci.nl](http://www.oci.nl).

### Registration date

Persons who, after all entries and deletions have been processed, are registered as shareholder on **27 April 2021 (the Registration Date) at 5:30 PM (CET)** may vote ahead of the General Meeting, submit questions and follow the General Meeting through a webcast 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 13 April 2021) is 209.790.913. This equals the number of issued shares (210,306,101) minus the shares that have been repurchased by the Company (515,188). The Company may not cast votes for repurchased shares that it holds in its own share capital.

### Proxy and voting instructions

Shareholders who 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](http://www.abnamro.com/evoting) no later than **18 May 2021, 5:30 PM (CET)**. Holders of a proxy in writing can cast a vote in such capacity by countersigning the fully

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executed proxy form and submitting the proxy form to the Company no later than **18 May 2021, 5:30 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)).

#### **Written questions and information**

Shareholders may submit written questions about the items on the agenda to the Company in advance of the General Meeting, no later than **22 May 2021 5:30 PM (CET)**. Submitted questions, possibly combined, will be answered in reason ultimately during the General Meeting.

When submitting questions, in order to confirm the eligibility to do so as a shareholder on the Registration Date, shareholders must include their name, address and number of ordinary shares held at the Registration Date in their email, which 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**). Questions should be submitted via email to [AGM2021@oci.nl](mailto:AGM2021@oci.nl) which address can also be used for general information regarding the General Meeting.

Shareholders who submitted questions in advance will receive a personal invite by e-mail to follow the webcast and submit follow-up questions during the General Meeting via [AGM2021@oci.nl](mailto:AGM2021@oci.nl). The aim will be to answer follow-up questions during the General Meeting as the agenda allows. The Chairman of the General Meeting may further determine this in the interest of the order of the General Meeting.

#### **Following the meeting through a webcast**

Shareholders who wish to follow the General Meeting remotely through a live webcast must first provide a voting instruction to the Authorised Person via ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) or via their bank or intermediary and need to subsequently request their intermediary to be signed-up for the webcast as of the Registration Date and no later than **18 May 2021, 5:30 PM (CET)**.

A confirmation by such intermediary in which administration the shareholder is registered must be submitted to ABN AMRO before 19 May 2021, 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 shareholder in order to be able to verify the shareholding on the Registration Date in an efficient manner. After receipt of the application, ABN AMRO will send, through the intermediaries of the shareholders, a registration certificate containing details through which they can follow the General Meeting. Such registration certificate will also be provided by ABN AMRO to shareholders who indicated this on the proxy by submitting their email address.

The Board of Directors  
Amsterdam, 13 April 2021