

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF OCI N.V.**

*OCI N.V. (the **Company**) invites its shareholders to the Extraordinary General Meeting of Shareholders (the **Extraordinary General Meeting**), to be held on Thursday 16 February 2023 at 10.00 AM (CET) at the Company's offices, Honthorststraat 19, 1071DC Amsterdam, the Netherlands.*

**Agenda**

1. Opening and announcements.
2. Two proposals to amend the articles of association of the Company (the **Articles of Association**) to facilitate a capital repayment in connection with the H2 2022 distribution (**one combined voting item**):
  - 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.
3. Close of the Extraordinary General Meeting.

All documents for the Extraordinary General Meeting, including the proposals to amend the Articles of Association are available at [www.oci.nl](http://www.oci.nl).

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

**2 - Two proposals to amend the Articles of Association to facilitate a capital repayment in connection with the H2 2022 distribution (*one combined voting item*)**

**Introduction**

The Company proposes payment of an interim distribution for the period H2 2022 of EUR 3.50 per share. In this connection, the Extraordinary General Meeting will be requested to resolve on two subsequent amendments to the Articles of Association to facilitate that the H2 2022 distribution can be made as a repayment of capital. This distribution is scheduled for April 2023.

**Proposals to amend the Articles of Association twice in connection with the H2 2022 distribution**

It is proposed to the Extraordinary General Meeting under this agenda item 2 to amend the Articles of Association twice in accordance with the proposed draft deed of amendment as reflected in a triptych in Dutch and in an unofficial English translation, which is available on the Company's website ([www.oci.nl](http://www.oci.nl)) as well as at the Company's offices.

The resolution to amend the Articles of Association twice also includes the authorization of each member of the board of the Company as well as each lawyer and paralegal practising with De Brauw Blackstone Westbroek N.V. to execute the two notarial deeds of amendment to the Articles of Association.

Pursuant to the first amendment, the nominal value of the shares will increase by EUR 3.50 from EUR 0.02 to EUR 3.52. Pursuant to the second, subsequent amendment, the nominal value of the shares will be reduced again to the original amount of EUR 0.02. The amount of the reduction per share, EUR 3.50, will be distributed to the Company's shareholders as a repayment of capital.

This voting item requires a simple majority of votes cast if 50% or more of the issued share capital is represented. If less than 50% of the issued share capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast.

**Capital reduction requirements**

Pursuant to Dutch law, the reduction of capital is subject to a formal procedure. This procedure entails customary filings with the Dutch Trade Register and observation of a two-month creditor opposition period as described in Section 2:100 of the Dutch Civil Code. Under the provisions of Section 2:100 of the Dutch Civil Code, creditors may lodge objections to the capital reduction within a period of two months following the announcement of the filing of the resolution to reduce the share capital with the Dutch Trade Register. The amendment to the Articles of Association effecting the capital reduction may only be implemented after such two-month creditor opposition period has lapsed, provided that no creditor objections have been received by the Amsterdam District Court or, in the event objections have been received, after such opposition has been withdrawn, resolved or lifted by an enforceable court order by the relevant court in the Netherlands. The amendments to the Articles of Association, as well as the H2 2022 distribution, shall only take place thereafter.

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