



INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

*OCI N.V. (the **Company**) invites its shareholders to the Extraordinary General Meeting of Shareholders (the **EGM**), to be held on 12 November 2014 at 15:00 (CET) at the Amstel Hotel in Amsterdam, Professor Tulpplein 1, 1018 GX Amsterdam, the Netherlands.*

Agenda

1. Opening and announcements
2. Increase of the issued share capital and amendment of the articles of association of the Company
3. Decrease of the issued share capital and amendment of the articles of association of the Company
4. Questions and close of meeting.

The full agenda including explanatory notes and the proposals to amend the articles of association of the Company can be accessed via the websites www.ocinv.nl and www.abnamro.com/evoting. Copies of these can also be obtained free of charge from either the Company's offices or from ABN AMRO Bank N.V. by telephone: +31 (0)20 3442000 or by email: corporate.broking@nl.abnamro.com.

Registration date

For this EGM those who (i) on 15 October 2014, 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 5 November 2014, 17:30 (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 EGM 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 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 5 November 2014, 17:30 (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.ocinv.nl. Shareholders who wish to attend this EGM by proxy must – without prejudice to the above application requirement – ensure that their proxy have ultimately been received on 5 November 2014 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@allenoverly.com ultimately on 5 November 2014, 17:30 (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 14:00 (CET) until the commencement of the meeting at 15:00 (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 5 November 2014 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)6 3034 6809 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.

The Board of Directors
Amsterdam, 1 October 2014