
**PROPOSALS TO AMEND THE ARTICLES OF ASSOCIATION
of
OCI N.V.,
with official seat in Amsterdam.**

As these will be proposed for adoption at the extraordinary general meeting of shareholders of OCI N.V. to be held on 12 November 2014.

Only the text of the articles to be changed in the current Articles of Association is stated in the first column and the text of the proposed new text is stated in the second column.

The text of the proposal below is an English translation of a proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms. The concepts concerned may be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

PROPOSAL UNDER AGENDA ITEM 2

The proposal under agenda item 2 entails to increase the issued capital of OCI N.V. with an amount equal to USD 1,400,000,000 by increasing the nominal value of the ordinary shares, which increase will be chargeable at the expense of the share premium reserve or other reserves of OCI N.V. The increase of the nominal value per issued share will be calculated based on the latest announced official USD/EUR exchange rate before the execution of the notarial deed of amendment of the articles of association by which the capital increase will be effected, whereby the nominal value will be rounded downwards to the nearest eurocent.

The new authorised capital will be the nominal value of the shares following the capital increase times the number of ordinary shares included in the authorised capital (300,000,000).

The proposal to increase the nominal value is made on the condition that the general meeting of shareholders will also adopt the proposal as described under agenda item 3 hereinafter.

The resolution to be adopted on the basis of this proposal, and together with the proposal under agenda item 3, may be revoked by the general meeting of shareholders, as long as the proposed amendment has not yet been effected.

Current text:

Article 4.1

4.1 The authorised capital of the Company amounts to three hundred million euro (EUR 300,000,000).

Article 4.2

4.2 The authorised capital is divided into three hundred million (300,000,000) Shares, having a nominal value of one euro (EUR 1) each.

Proposed new text:

Article 4.1

4.1 The authorised capital of the Company amounts to ● euro (EUR ●).¹

Article 4.2

4.2 The authorised capital is divided into three hundred million (300,000,000) Shares, having a nominal value of ● (EUR ●) each.²

¹ The authorised capital will be the nominal value of the shares following the capital increase times the number of ordinary shares included in the authorised capital (300,000,000).

² The increase of the nominal value per issued share will be calculated based on the latest announced official USD/ EUR exchange rate before the execution of the notarial deed of amendment of the articles of association by which the capital increase will be effected, whereby the nominal value will be rounded downwards to the nearest eurocent.

PROPOSAL UNDER AGENDA ITEM 3

After amendment of the articles 4.1 and 4.2 of the articles of association as described in the proposal under agenda item 2, the articles of association will be amended as described hereinafter. This proposal entails to decrease the nominal value of the ordinary shares with the same amount as the capital increase under agenda item 2. In connection with said decrease a repayment per issued ordinary share will be made to the shareholders in the manner as described in the explanatory notes to the agenda of the general meeting. The reduction of the issued capital by decreasing the nominal value of the ordinary shares will take place in accordance with the relevant provisions prescribed by law.

This proposal is made on the condition that the general meeting of shareholders adopts the proposal under agenda item 2 in relation to the amendment of the articles 4.1 and 4.2. The resolution to be adopted on the basis of this proposal, and together with the proposal under agenda item 2, may be revoked by the general meeting of shareholders, as long as the proposed amendment has not yet been effected.

Text following implementation of agenda item 2: Proposed new text:

2:

Article 4.1

4.1 The authorised capital of the Company amounts to ● euro (EUR ●).

Article 4.1

4.1 The authorised capital of the Company amounts to three hundred million euro (EUR 300,000,000).

Article 4.2

4.2 The authorised capital is divided into three hundred million (300,000,000) Shares, having a nominal value of ● (EUR ●) each.

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