



ABN AMRO Deposit number _____

PROXY FORM

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

The undersigned,

Name _____

Address _____

Postal code / city / country _____

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of _____
(*number*) ordinary shares in the share capital of OCI N.V. that are duly registered for participation in the EGM via the relevant intermediary to ABN AMRO Bank N.V., hereby grants a power of attorney to:

Name¹ _____

Address _____

Postal code / city / country _____

to represent the Shareholder at the EGM of OCI N.V. in order to exercise the voting rights attached to the ordinary shares on behalf of the Grantor in respect of the agenda items for the AGM,

¹ Fill in "Allen & Overy" if you do not have a preference for a representative. In this respect Allen & Overy refers to civil law notary J.J.C.A. Leemrijse of Allen & Overy LLP, Amsterdam office, or her substitute. A proxy granted without appointment of a specific representative will be deemed to be a power of attorney in favour of Allen & Overy.



0 without specific voting instruction²

0 in the manner set out below

(Please indicate which is applicable)

No.	Agenda	For	Against	Abstain
1.	<i>Opening and announcements</i>	n/a	n/a	n/a
2.	<i>Increase of the issued share capital and amendment of the articles of association</i>			
3.	<i>Decrease of the issued share capital and amendment of the articles of association</i>			
4.	<i>Questions and close of meeting.</i>	n/a	n/a	n/a

Signature: _____

Place: _____

Date: _____

This written proxy must have been received 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 5 November 2014, 17:30 hours CET.

² A proxy granted without a specific voting instruction will be regarded to include a voting instruction in favour of all proposals made by the Board of Directors.