

ABN AMRO Deposit number _____

PROXY FORM

For the Annual General Meeting (the **AGM**) of OCI N.V. to be held on 10 June 2015 at 15:00 hours CET at Hotel De l'Europe in Amsterdam, Nieuwe Doelenstraat 2-14, 1012 CP 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 AGM 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 AGM 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,

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>Report by the Board of Directors for the 2014 financial year, including the Corporate Governance section.</i>	n/a	n/a	n/a
3.	<i>Implementation of the Remuneration Policy in 2014.</i>	n/a	n/a	n/a

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 Mr. J.J.C.A. Leemrijse of Allen & Overy LLP, Amsterdam office, or her substitute.

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.

4.	<i>Proposal to adopt the Annual Accounts 2014.</i>			
5.	<i>Explanation of the Dividend Policy.</i>	n/a	n/a	n/a
6.	<i>Proposal to allocate the profits over the 2014 financial year to the reserves.</i>			
7.	<i>Proposal to discharge the Executive Directors from liability.</i>			
8.	<i>Proposal to discharge the Non-Executive Directors from liability.</i>			
9.	<i>Proposal to appoint Mr. G. Heckman as Non-Executive Director.</i>			
10.	<i>Proposal to reappoint Mr. M. Bennett as Non-Executive Director.</i>			
11.	<i>Proposal to reappoint Mr. J. Ter Wisch as Non-Executive Director.</i>			
12.	<i>Proposal to adjust the Remuneration Policy.</i>			
13.	<i>Proposal to appoint KPMG as Auditor charged with the auditing of the Annual Accounts for the 2015 financial year.</i>			
14.	<i>Proposal to increase the issued share capital and to amend the articles of association of the Company.</i>			
15.	<i>Proposal to designate the Board of Directors as the authorised body to issue shares in the share capital of the Company.</i>			
16.	<i>Proposal to designate the Board of Directors as the authorised body to restrict or exclude pre-emptive rights upon the issuance of shares</i>			
17.	<i>Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company.</i>			
18.	<i>Questions and close of meeting.</i>	n/a	n/a	n/a

Signature:

Place:

Date:



This written proxy must have been received by Mr J.J.C.A. Leemrijse, civil law notary in Amsterdam, the Netherlands, at the offices of Allen & Overy LLP (Apolloolaan 15, 1077 AB Amsterdam, the Netherlands) on 3 June 2015 or, if sent in pdf-form electronically at her e-mail address: joyce.leemrijse@allenovery.com ultimately on 3 June 2015, 17:30 (CET).