

**INVITATION TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF OCI N.V.**

OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders (the **General Meeting**), to be held on Wednesday 29 May 2024 at the Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.

The entrance registration will start at 2:50 PM CEST and the meeting will begin at 3:00 PM CEST.

**Agenda**

1. Opening and announcements
2. Report by the Board of Directors for the financial year 2023 (**discussion item**)
3. Proposal to advise on the 2023 Remuneration Report (**advisory vote**)
4. Proposal to adopt the Annual Accounts for the financial year 2023 (**resolution**)
5. Governance changes
  - a) Compliance with the revised Corporate Governance Code (**discussion item**)
  - b) Changes to the Company's governance structure (**discussion item**)
  - c) Proposal to amend the Articles of Association (**resolution**)
6. Proposal to discharge the Executive Directors from liability (**resolution**)
7. Proposal to discharge the Non-Executive Directors from liability (**resolution**)
8. Reappointment Executive Director  
Proposal to reappoint Mr. Nassef Sawiris as Executive Director (**resolution**)
9. Reappointment Non-Executive Directors
  - a) Explanation reappointment Non-Executive Directors (**discussion item**)
  - b) Proposal to reappoint Mr. Gregory Heckman (**resolution**)
  - c) Proposal to reappoint Mr. Robert Jan van de Kraats (**resolution**)
  - d) Proposal to reappoint Ms. Anja Montijn-Groenewoud (**resolution**)
  - e) Proposal to reappoint Mr. Sipko Schat (**resolution**)
  - f) Proposal to reappoint Mr. Dod Fraser (**resolution**)
  - g) Proposal to reappoint Mr. David Welch (**resolution**)
  - h) Proposal to reappoint Ms. Heike van de Kerkhof (**resolution**)
  - i) Proposal to reappoint Ms. Nadia Sawiris (**resolution**)
10. Proposal to extend the designation of the Board of Directors as the authorised body to issue shares in the share capital of the Company (**resolution**)
11. Proposal to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights upon the issuance of shares (**resolution**)
12. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (**resolution**)
13. Proposal to appoint PWC as auditor charged with the auditing of the Annual Accounts for the financial year 2024 (**resolution**)
14. Close of meeting

All documents for the General Meeting are available at <https://oci-global.com>.

**Registration date**

Persons who, after all entries and deletions have been processed, are registered as shareholder on **1 May 2024 (the Registration Date) at 5:00 PM (CEST)** may vote at the General Meeting.

### **Number of votes**

The number of votes that can be cast at the General Meeting (based on information available on 17 April 2024) is 211,066,706. This equals the number of issued shares (211,357,989) minus the shares that have been repurchased by the Company (291,283). The Company may not cast votes for shares that it holds in its own share capital.

### **Registration and application**

A holder of shares who wishes to attend the General Meeting must register with ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) as of the Registration Date and no later than **22 May 2024 at 5:00 PM (CEST)**. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO before 23 May 2024 at 1:00 PM (CEST), 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.

Shareholders will receive from ABN AMRO, through their intermediaries, a certificate of deposit number that will serve towards admission to the General Meeting. They must present this certificate when registering for the General Meeting.

### **Registration and identification**

Registration for admission to the General Meeting will take place from 2:50 PM (CEST) until the commencement of the meeting at 3:00 PM (CEST). After this time registration is no longer possible. Persons entitled to attend the Extraordinary General Meeting may be asked for identification prior to being admitted to the General Meeting by means of a valid identity document, such as a passport or driver's license.

### **Proxy and voting instructions**

Shareholders who are not in the position to attend the General Meeting in person and wish to vote may grant an electronic proxy or a proxy in writing to Mr. R.H. Kleipool (or any other (candidate) civil law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised Person**), or a proxy in writing to another party of their choice. Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting instruction to the Authorised Person, can do so via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **22 May 2024 at 5:00 PM (CEST)**. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO via <https://corporatebroking.abnamro.com/intermediary> before 23 May 2024 at 1:00 PM (CEST), stating that such shares were registered in his/her name at the Registration Date. Holders of a proxy in writing can cast a vote in such capacity by countersigning the fully executed proxy form and submitting the proxy form to the Company no later than **22 May 2024 at 5:00 PM (CEST)** in accordance with the instructions included therein. Forms to be used to grant a proxy in writing are available at the Company's website (<https://oci-global.com/>).

The Board of Directors  
Amsterdam, 17 April 2024