

VERSION PRESENTED TO AND APPROVED BY THE BOARD ON

13 MAY 2013

AND MODIFIED ACCORDING TO THE DECISION OF THE BOARD ON

15 NOVEMBER 2017

TERMS OF REFERENCE

AUDIT COMMITTEE

OCI N.V.

INTRODUCTION

The audit committee is a standing committee of the Board of OCI N.V. (the **Audit Committee**). These terms of reference have been drawn up by the Non-Executive Directors pursuant to clause 8.3 of the By-Laws of the Board (these **Terms of Reference**). Certain capitalised terms used but not defined in these Terms of Reference have the meaning given to them in the By-Laws of the Board.

1. COMPOSITION

1.1 The Audit Committee consists of at least three Non-Executive Directors. More than half of the members of the Audit Committee shall be independent within the meaning of clause 3 of the Board Profile.

1.2 At least one member of the Audit Committee shall have competence in accounting or auditing, i.e. a person who has the following attributes:

- (a) an understanding of financial statements and IFRS;
- (b) an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analysing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
- (d) an understanding of internal controls and procedures for financial reporting; and
- (e) an understanding of the objectives and meaning/purpose of the Audit Committee and how it should function.

1.3 The members of the Audit Committee are appointed and may be replaced at any time by the Non-Executive Directors. The Non-Executive Directors appoint one of the members of the Audit Committee as chairman of the Audit Committee. Neither the Chairman of the Board nor any former Executive Director of the Company can be chairman of the Audit Committee.

1.4 The term of office of a member of the Audit Committee will generally not be set beforehand. The duration of the appointment depends on the composition of the Board as a whole, the Non-Executive Directors as a group and that of other committees from time to time.

1.5 The Company Secretary shall act as secretary to the Audit Committee. The Company Secretary may delegate his or her duties, or parts thereof, under these Terms of Reference, to a deputy appointed by him or her in consultation with the chairman of the Audit Committee.

2. DUTIES AND POWERS

2.1 Each member of the Audit Committee has access to all relevant books, records and offices of the Company and the authority to interview officers and employees of the Company to the extent necessary or useful for the proper performance of his duties. Members of the Audit Committee shall exercise this right in consultation with the chairman of the Audit Committee and the Company Secretary.

2.2 When performing its duties the Audit Committee may seek assistance or information from one or more experts appointed by it at a price agreed upon with the Audit Committee, which will be paid by the Company.

2.3 While the Audit Committee has the responsibilities and powers set forth in these Terms of Reference, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's statements and disclosures are complete or accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. Neither these Terms of Reference nor any activity of the Audit Committee shall release the Board or the External Auditor or internal auditors from their duties and responsibilities. In carrying out its function, the Audit Committee is not providing any expert or special assurance as to the Company's financial statements or compliance with laws and regulations, or any professional certification as to the External Auditor's work.

3. DUTIES REGARDING THE SUPERVISION OF EXTERNAL AUDITOR AND INTERNAL AUDIT FUNCTION

3.1 Assess and evaluate the External Auditor and the lead partner of the audit team of the External Auditor.

3.2 Obtain and review a report from the External Auditor (at least annually) regarding (i) the External Auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five months with respect to one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues and (iv) all relationships between the External Auditor and the Company.

3.3 Evaluate the qualifications, performance and independence of the External Auditor, including considering whether the External Auditor's quality controls are adequate, and taking into account the opinions of the Board and internal auditors.

3.4 Ensure the rotation of the lead (or co-ordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as well as the other members of the External Auditor, as required by law, regulation or the Company's Auditor Independence Policy.

3.5 Review and discuss annually with the External Auditor, the regulations for the internal audit function and the Board, the internal audit charter and the independence of the audit process (as prescribed by legislation or regulation and the Company's Auditor Independence Policy).

3.6 Meet with the External Auditor prior to the audit to discuss the planning, scope and staffing of the audit.

3.7 Review the reports most significant to the Board prepared by the internal audit function and the Board's response.

3.8 Discuss with the External Auditor and the Board the internal audit function's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

3.9 If there is no separate department for the internal audit function, the Audit Committee shall annually advise the Board regarding the need for an internal audit department and whether adequate alternative measures have been taken. On the proposal of the Audit Committee,

the Board shall include the conclusions, along with any resulting recommendations and alternative measures, in the report of the Board.

3.10 Annually discussing with the External Auditor:

- (a) the scope and materiality of the audit plan and the principal risks of the financial statements identified by the External Auditor in the audit plan; and
- (b) based also on the documents from which the audit plan was developed, the findings and outcomes of the audit work on the financial statements and the management letter.

4. DUTIES REGARDING THE SUPERVISION OF FINANCIAL REPORTING AND PUBLICATIONS

4.1 Review and discuss with the Board and the External Auditor the Annual Accounts and the Report of the Board, including disclosures made in management interviews, analyses and the like.

4.2 Review and discuss with the Board and the External Auditor the interim financial statements prior to their release, including the results of any review by the External Auditors of the interim financial statements.

4.3 Discuss with the Board and the External Auditor significant financial reporting issues and judgements made in connection with the preparation of the Company's financial statements, including the quality of earnings, significant deviations between planned and actual performance, any significant changes in the Company's selection or application of accounting principles, any issues as to the adequacy of the Company's internal controls and any special steps adopted in light of control deficiencies.

4.4 Review and discuss reports of the External Auditor on:

- (a) all major elements of the accounting policies and the methods used;
- (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Board or any Director, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the External Auditor; and
- (c) other important written communications between the External Auditor and the Board or one of the Directors, e.g. management letters.

4.5 Discuss with the Board the Company's (i) earnings press releases, including the use of non-GAAP information and (ii) plans and policies of the Company with respect to comments on financial information and earnings guidance given by analysts and rating agencies.

4.6 Discuss with the Board and the External Auditor the consequences of legislative or regulatory initiatives as well as of off-balance structures for the financial reporting by the Company.

4.7 Discuss with the Board the Company's major financial risk exposures and the steps the Board has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

5. DUTIES REGARDING THE SUPERVISION OF COMPLIANCE WITH LEGISLATION AND REGULATIONS

- 5.1 Obtain reports from the Executive Directors, the compliance officer, the Director Internal Audit & Risk and the External Auditor to the effect that the Company and its Subsidiaries comply with the applicable legislation and regulations and the internal rules of the Company.
- 5.2 Review reports on and intended disclosures on insider and affiliated party transactions. Advise the Board on policy and procedures of the Company for compliance with applicable legislation and regulations.
- 5.3 Discuss with the Board and the External Auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- 5.4 Discuss with the Executive Directors and general counsel the legal issues that may materially affect the financial reports or the policy of the Company regarding its compliance with legislation and regulations.
- 5.5 Discuss material matters in the semi-annual litigation overview.

6. DUTIES REGARDING THE FINANCING AND FINANCE-RELATED STRATEGIES

- 6.1 Review and discuss with the Board at least once a year the general financial strategy of the Company.
- 6.2 Review and discuss with the Board the financial policy and financial procedures of the Company, including its currency policies and procedures.

7. DUTIES REGARDING THE EXTERNAL AUDITOR AND THE INTERNAL AUDIT FUNCTION

- 7.1 The Audit Committee shall advise the Board regarding the External Auditor's nomination for appointment, reappointment or dismissal and shall prepare the selection of the External Auditor. During the aforementioned tasks the Audit Committee shall give due consideration to the observations of the Board.
- 7.2 The Audit Committee shall submit a proposal to the Non-Executive Directors for the External Auditor's engagement to audit the financial statements, taking into account the scope of the audit, the materiality to be used and remuneration for the audit. The Executive Directors facilitate this process and the Non-Executive Directors shall decide the engagement.
- 7.3 The Audit Committee shall determine whether, and if so, how the External Auditor should be involved in the content and publication of financial reports of the Company other than the Annual Accounts.
- 7.4 The Audit Committee shall request that the External Auditor include in his report the matters which the External Auditor wishes to bring to the attention of the Board in relation to his audit of the Annual Accounts and the related audits.
- 7.5 The internal audit function shall prepare an internal audit plan and shall involve the Executive Directors, the External Auditor and the Audit Committee in such preparation. The internal audit plan is submitted to the Executive Directors and subsequently to the Non-Executive Directors for approval.

- 7.6 The internal audit function should have sufficient resources to execute the internal audit plan and have access to information that is important for the performance of its work. The internal audit function shall have direct access to the External Auditor and the Audit Committee.
- 7.7 The internal audit function reports its audit results to the Executive Directors and shall report the essence of the audit results to the Audit Committee, and shall inform the External Auditor thereof. Records shall be kept of how the audit committee is informed by the internal audit function.

The Company shall publish a press release, after consultation with the Audit Committee, in the event the early termination of the relationship with the external audit firm.

8. MEETINGS

- 8.1 The Audit Committee shall meet as often as required for a proper functioning of the Audit Committee. The Audit Committee shall meet at least four times a year. The Audit Committee shall meet at least once a year with the External Auditor without the Executive Directors being present. The meetings are as much as possible scheduled annually in advance and are held as far as possible shortly before the meetings of the Non-Executive Directors or of the Board. The Audit Committee shall meet earlier if this is deemed necessary by the chairman of the Audit Committee or by two other members of the Audit Committee.
- 8.2 Meetings of the Audit Committee are in principle called by the secretary of the Audit Committee in consultation with the chairman of the Audit Committee. Save for urgent cases, to be determined by the chairman of the Audit Committee, the agenda for the meeting shall be sent well in advance of the meeting to all members of the Audit Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
- 8.3 The chairman of the Audit Committee shall set the agenda and chair the meeting of the Audit Committee and shall ensure and actively promote the proper functioning of the Audit Committee.
- 8.4 The head of the internal audit function, the External Auditor and the CFO shall attend the Audit Committee meetings, unless the Audit Committee decides otherwise. The Audit Committee shall decide if and when the CEO should attend its meetings. In addition, independent experts may be invited to attend meetings of the Audit Committee. Each Non-Executive Director may attend meetings of the Audit Committee.
- 8.5 The Audit Committee may require any officer or employee of the Company, its external legal advisers or the External Auditor to attend a meeting of the Audit Committee or to consult with members or advisers of the Audit Committee.
- 8.6 Each member of the Audit Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chairman of the Audit Committee shall have a casting vote.
- 8.7 The secretary of the Audit Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Audit Committee.

9. REPORTING TO THE BOARD

- 9.1 The Audit Committee must inform the Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.
- 9.2 The Audit Committee shall report annually and earlier if required, to the Board on the functioning of and its dealings with the External Auditor.
- 9.3 The Audit Committee shall report its deliberations and findings to the Board. In this report attention shall in any event be paid to:
- (a) the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;
 - (b) the methods used to assess the effectiveness of the internal and external audit processes;
 - (c) material considerations concerning the financial reporting; and
 - (d) the way material risks and uncertainties referred to in the Report of the Board have been analysed and discussed, along with a description of the most important findings of the Audit Committee.
- 9.4 The Audit Committee informs the Board of the result of the statutory audit of the Annual Accounts and the consolidated accounts, with an explanation of the way in which the statutory audit contributes to the integrity of the financial reporting and the role of the Audit Committee in this process.
- 9.5 The minutes of the meetings of the Audit Committee shall be circulated as soon as possible after the meeting among all Non-Executive Directors.
- 9.6 If requested, the chairman of the Audit Committee shall at meetings of the Board provide the Board with further information on the outcome of the discussions of the Audit Committee.
- 9.7 Every Non-Executive Director shall have unrestricted access to all records of the Audit Committee.

10. MISCELLANEOUS

- 10.1 The chairman of the Audit Committee (or one of the other Audit Committee members) shall be available to answer questions regarding the Audit Committee's activities at the annual General Meeting of Shareholders.
- 10.2 The Audit Committee may occasionally decide at its sole discretion not to comply with these Terms of Reference, subject to applicable law and regulations.
- 10.3 The Audit Committee shall review and re-assess the adequacy of these Terms of Reference annually, report its assessment to the Non-Executive Directors and recommend, where appropriate, any proposed changes to the Non-Executive Directors.
- 10.4 The Non-Executive Directors can at all times amend these Terms of Reference and/or revoke any powers granted by it to the Audit Committee.

10.5 Clauses 28.4 to 28.6 inclusive of the By-Laws of the Board apply by analogy to the Audit Committee, while for the application of these Terms of Reference the power of the Board or the Chairman referred to in these clauses is considered a power of the Audit Committee or the chairman of the Audit Committee.

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