

POLICY ON RESERVES AND DIVIDEND

OCI N.V.

Adopted by the Board on 13 May 2013.

General

Pursuant to Dutch law and the articles of association of OCI N.V. (the **Company**), distribution of profits only takes place following the adoption of the annual accounts from which it appears that such distribution is allowed. The board of the Company (the **Board**) may only make distributions to the shareholders if and insofar as shareholders' equity exceeds the sum of the paid-up and called-up share capital plus the reserves as required to be maintained by Dutch law or by the Company's articles of association.

The Board may determine what part of the profits of the Company must be added to reserves. The remaining part of the profits after the addition to reserves will be at the disposal of the general meeting of shareholders of the Company (the **General Meeting**) to distribute to the shareholders pro rata to the number of shares they hold. The Board shall make a proposal for that purpose. The Board may resolve to distribute an interim dividend.

Distributions from the Company's distributable reserves are made pursuant to a resolution of the General Meeting at the proposal of the Board.

Dividend policy

OCI S.A.E., the Egypt listed Company, has historically maintained a flexible bi-annual dividend policy, whilst taking into account all investments, growth prospects, and other liabilities. The Board expects to maintain a flexible dividend policy with a view to balancing the availability of funds for dividend distribution with pursuing growth opportunities that generate attractive returns.

Any entitlement to a dividend distribution by a shareholder expires five years after the date those dividends were released for payment.