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**BOARD DIVERSITY POLICY**

**OCI N.V.**

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## **INTRODUCTION**

This policy has been drawn up by the Non-Executive Directors pursuant to clause 1.3 (b) of the By-Laws.

OCI understands and values the benefits that diversity can bring to its Board. Diversity in the Boardroom in its broadest sense is recognized as a driver of OCI's Board effectiveness. A diverse combination of demographics, skills, experience and personalities is important in providing a range of perspectives, approach, insights and challenge needed to support judicious decision making and achieving meaningful discussions within the Board. A profile of the composition of the Board taking into account the requirements of OCI and its business has been drawn up in the By-Laws. The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that women with the right skills and experience can play in contributing to diversity of perspective in the boardroom.

The Board annually conducts a self-assessment and reviews its composition. This annual review considers the balance of the required competencies and expertise to ensure alignment to OCI's mission and strategic priorities, opportunities and threats for the company. It also considers diversity. Appointments of new Board members are made based on objective selection criteria highlighting the specific skills and experience needed to ensure a balanced Board composition and to match the overall Board profile.

### **1. CURRENT BOARD COMPOSITION AND OBJECTIVES**

1.1 The current composition of the Board of Directors is considered to be balanced in terms of background of education and professional experience. In this context, the Board strives for a mix of:

- (a) experience in and knowledge of international business and strategic management;
- (b) experience in and knowledge of accounting and auditing;
- (c) experience with, and understanding of finance, banking, tax, legal and compliance, accounting policies, risk management, human resources, executive compensation and internal control;
- (d) knowledge of marketing and commercial and entrepreneurial expertise;
- (e) experience in and knowledge of the products and the (emerging) markets in which OCI is active, in particular also the trends and future developments of these markets;
- (f) experience with research and development and technical knowledge in those fields where OCI is active;
- (g) an understanding of the corporate governance aspects of a publicly listed company based in the Netherlands;
- (h) knowledge and understanding of the commodities markets in which OCI is active; and
- (i) understanding of corporate social responsibility, sustainability and HSE issues.

The current Board is composed of Directors who bring a blend of this knowledge, skills and expertise to the Board. Also, the Board represents a good balance in terms of nationality.

Name	Year of Birth (mm/dd/yyyy)	Nationality	Gender	International Business Experience and Strategic Management	Specific Experience
N. Sawiris	01/19/1961	Egyptian	male	yes	Commercial/Marketing, HSE, Banking, Construction/Nitrogen/Methanol, Emerging markets, HR, Executive Compensation
H. Badrawi	10/23/1976	Egyptian	male	yes	Banking, Nitrogen/Methanol, Accounting, Construction, Emerging markets, Tax, Risk Management, Regulatory, Legal
M. de Vries*	11/30/1972	Dutch	female	yes	Legal, Compliance, HR, Executive Compensation, Regulatory, Risk Management, Construction, Tax
M. Bennett	12/01/1953	American	male	yes	HSE, Nitrogen/Methanol, Emerging markets, Regulatory
J. Ter Wisch	09/09/1952	Dutch	male	yes	Tax, Legal, Accounting, Compliance, HR, Executive Compensation, Risk Management
S. Schat	03/21/1960	Dutch	male	yes	Banking, Accounting, Emerging Markets, Tax, Legal, Compliance, HR, Executive Compensation, Risk Management
R.J. van de Kraats	06/08/1960	Dutch	male	yes	Banking, Accounting, Emerging Markets, Tax, Legal, Compliance, HR, Executive Compensation, Risk Management
J. Guiraud	01/07/1961	French	male	yes	Banking, Accounting, Emerging Markets, Tax, Legal, Compliance, HR, Executive Compensation, Risk Management
G. Heckman	05/17/1962	American	male	yes	Commercial/Marketing, HSE, Nitrogen/Methanol, Emerging markets, Regulatory
A. Montijn	10/06/1962	Dutch	female	yes	Commercial/Marketing, HSE, Emerging Markets, HR, Executive Compensation

\* Company Secretary

- 1.2 The statutory objective for a balanced governance composition is a minimum of 30% male and 30% female representatives. This objective is currently not reached by OCI, however, this policy is leading in every decision regarding the Board's composition. The Company's target is to improve and maintain diversity within the Board taking into account nationality, age, gender and background of education and professional experience of the Directors.

## 2. SELECTION AND OTHER MEASURES

- 2.1 The Board undertakes necessary measures to ensure diversity in education, professional experience, nationality, age and gender in the selection of new candidates for the Board of Directors. In addition, the Board tries to maintain a balance between experience and affinity with the nature and culture of the Company and its affiliated companies. In this regard, the Board will follow the success of female talent in the organization closely. New appointments are based on objective selection criteria highlighting the specific skills and experience needed to ensure a rounded Board. With regard to vacancies, the Board prepares a profile based on the required education and professional experience and the Non-Executive Directors will actively seek female candidates and candidates with different nationalities. In case of equally suitable candidates, female candidates are preferred.
- 2.2 The board will ensure that there is appropriate and meaningful disclosure in the company's annual report of:
- this policy;
  - the composition and structure of the Board;



- (c) the outcome of Board evaluation and any material actions arising;
- (d) the Board appointment process; and
- (e) the policies and initiatives the Company has in place and the steps it is taking to promote diversity at Board level and across the company.