

**ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF
OCI N.V.**

*OCI N.V. (the **Company**) invites its shareholders to the Annual General Meeting of Shareholders, to be held on 29 May 2019 at the Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.*

The entrance registration will start at 2:30 PM CET and the meeting will begin at 3:00 PM CET.

AGENDA

Agenda items 1, 2, 3, 4 and 26 are solely for discussion and will not be put to a vote.

1. Opening and announcements.

Report and Accounts for the year ended 31 December 2018

2. Report by the Board of Directors for the financial year 2018.
3. Implementation of the Remuneration Policy in 2018.
4. Explanation of the Dividend Policy.
5. Proposal to adopt the Annual Accounts 2018 and allocation of profits (**resolution**).

Discharge from liability

6. Proposal to discharge the Executive Directors from liability (**resolution**).
7. Proposal to discharge the Non-Executive Directors from liability (**resolution**).

Remuneration

8. Proposal to approve the new Remuneration Policy (*resolution*).
9. Proposal to approve the new Executive Directors Performance Stock Unit Plan (*resolution*).

Reappointment and appointment Executive Directors

10. Proposal to reappoint Mr. Nassef Sawiris as Executive Director (*resolution*).
11. Proposal to reappoint Mr. Hassan Badrawi as Executive Director (*resolution*).
12. Proposal to appoint Ms. Maud de Vries as Executive Director effective 1 June 2019 (*resolution*).

Reappointment and appointment Non-Executive Directors

13. Proposal to reappoint Mr. Michael Bennett as Non-Executive Director (*resolution*).
14. Proposal to reappoint Mr. Jérôme Guiraud as Non-Executive Director (*resolution*).
15. Proposal to reappoint Mr. Gregory Heckman as Non-Executive Director (*resolution*).
16. Proposal to reappoint Mr. Robert Jan van de Kraats as Non-Executive Director (*resolution*).
17. Proposal to reappoint Ms. Anja Montijn as Non-Executive Director (*resolution*).
18. Proposal to reappoint Mr. Sipko Schat as Non-Executive Director (*resolution*).
19. Proposal to reappoint Mr. Jan Ter Wisch as Non-Executive Director (*resolution*).
20. Proposal to appoint Mr. Dod Fraser as Non-Executive Director (*resolution*).
21. Proposal to appoint Mr. David Welch as Non-Executive Director (*resolution*).

Shares

- 22. 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*).
- 23. 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*).
- 24. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).

Corporate matters

- 25. Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2019 (*resolution*).

Miscellaneous

- 26. Questions and close of meeting.

All documents for the Annual General Meeting of Shareholders, including the OCI N.V. Report by the Board of Directors for the financial year 2018 and the Annual Accounts 2018 are available at www.oci.nl.

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**EXPLANATORY NOTES TO THE AGENDA
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF OCI N.V.**

Item 2 - Report by the Board of Directors for the financial year 2018.

Under this agenda item, the Board of Directors will give a presentation on the performance of the Company in 2018. The General Meeting will be given the opportunity to discuss the performance as described in the Report by the Board of Directors for the financial year 2018.

Item 3 - Implementation of the Remuneration Policy in 2018.

Under this agenda item, the General Meeting is invited to consider the implementation of the Remuneration Policy as set out in the Remuneration Report on pages 101 - 103 of the Report by the Board of Directors for the financial year 2018.

Item 4 - Explanation of the Dividend Policy.

Under this agenda item, the Board of Directors will give an explanation of the Dividend Policy of the Company. Reference is made to page 20 of the report by the Board of Directors for the financial year 2018.

For the financial year 2018 no dividend will be paid; the Board of Directors resolved to allocate the profits that were made during the financial year 2018 entirely to the reserves of the Company.

Item 5 - Proposal to adopt the Annual Accounts 2018 and allocation of profits (*resolution*).

Under this agenda item, it is proposed to the General Meeting to adopt the Annual Accounts for the financial year 2018. In accordance with the Dividend Policy no dividend will be paid; all profits are allocated to the reserves of the Company.

Item 6 - Proposal to discharge the Executive Directors from liability (*resolution*).

Under this agenda item, it is proposed to the General Meeting to discharge all Executive Directors from all liability in relation to the exercise of their duties in the financial year 2018, to the extent that such exercise is apparent from the Annual Accounts 2018 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2018.

Item 7 - Proposal to discharge the Non-Executive Directors from liability (*resolution*).

Under this agenda item, it is proposed to the General Meeting to discharge all Non-Executive Directors from all liability in relation to the exercise of their duties in the financial year 2018, to the extent that such exercise is apparent from the Annual Accounts 2018 or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts 2018.

Item 8 - Proposal to approve the new Remuneration Policy (*resolution*).

Under this agenda item, it is proposed to the General Meeting to approve the new Remuneration Policy. The new Remuneration Policy includes the Executive Directors Remuneration Policy and Non-Executive Directors Remuneration Policy. Subject to General Meeting approval, the new Remuneration Policy will take effect as from 1 January 2019.

The current Executive Directors Remuneration Policy was put forward for approval at the 2015 Annual General Meeting. In line with good practice and recognizing that the remuneration landscape has changed in recent times it was decided to review the arrangements for Executive Directors to ensure they are fit for purpose. The new Executive Directors Remuneration Policy follows an extensive review by the Nomination & Remuneration Committee with support from Mercer.

As a result of the review, it is proposed to implement minor changes in order to simplify the policy. The main change to the policy is the discontinuation of the Bonus-Matching Plan for the Executive Directors in line with the discontinuation for other eligible employees. Under the Bonus-Matching Plan, Executive Directors could use up to 50% of their bonus after tax to voluntarily purchase OCI N.V. shares. If those shares were held for three years, they would be matched on a 1:1 basis under the Bonus-Matching Plan. It was considered by the Nomination & Remuneration Committee and the Board of Directors that this plan adds a level of complexity to the package and is an unusual approach in the industry, particularly in the key US talent market. The new Executive Director Remuneration Policy includes the Performance Stock Unit Plan as further set out in agenda item 9. Awards under the Performance Stock Unit Plan will be increased but only to compensate for the loss of the share match under the discontinued Bonus-Matching Plan.

To summarize the most material proposed changes:

- Removal of awards under the Bonus-Matching Plan and discontinuation of the Bonus-Matching Plan;
- Increase of the Performance Shares awards to compensate for the lost incentive under the Bonus-Matching Plan. Target grants will increase from 100% of gross annual base salary to 125% of gross annual base salary. Maximum opportunity will remain at 150% of target (187.5% of gross annual base salary);

- Minor alterations to the Total Shareholder Return (TSR) peer group. The peers were reviewed for relevance and updated for the merger between Agrium and Potash Corporation. In addition, the weighting of selected peers (which are closest to the Company in terms of relevance) was increased so that they are doubly weighted for the purposes of the TSR ranking calculations. This change is considered to be neutral in terms of the difficulty of earning awards under the Performance Stock Unit Plan.
- In line with best practice, formal share ownership guidelines for the Executive Directors have been introduced effective as of 1 December 2018. The guideline is 300% of annual gross base salary for the CEO and 150% of annual gross base salary for the CFO and, subject to the appointment of Ms. De Vries as Executive Director in this Annual General Meeting, 150% of annual gross base salary for the General Counsel and Executive Vice President, Legal and HR. They will have five years from the date of implementation of the share ownership guidelines (or appointment to the Executive Board for future incumbents) to build up this shareholding.
- Formal inclusion of malus and claw back in the Performance Stock Unit Plan, in line with good practice clear triggers for recovery provisions were set alongside those already captured under Dutch legislation.

The present Non-Executive Directors' Remuneration Policy was established in 2013 and has not been adjusted or indexed since. Since 2013, the Company's US based business has grown which is reflected in the composition of the Board. Together with the grown focus on the US business, the Non-Executive Directors have seen a trend of increased time spent and increased responsibilities and an increased workload and complexity for the Chairman and the committees.

Therefore, upon recommendation of the Nomination & Remuneration Committee, it is proposed to adopt the following adjustments to the remuneration of the Non-Executive Directors (leaving the other remuneration elements unchanged), effective as from 1 April 2019.

Chairman of the Board	From USD 260,000 gross to USD 300,000 gross
Board membership	From USD 130,000 gross to USD 150,000 gross
Chairman Audit Committee	Unchanged, USD 25,000 gross
Audit Committee membership	Unchanged, USD 20,000 gross
Chairman N&RC Committee	From USD 10,000 gross to USD 20,000 gross
Chairman HSE Committee	Unchanged, USD 10,000 gross
Other Committee membership (N&RC and HSE)	Unchanged, USD 7,500 gross

The new Non-Executive Director's Remuneration Policy has been advised by an independent external expert and an international compensation benchmark was performed.

In addition, in accordance with market practice, the new Remuneration Policy includes an indemnification whereby the Company indemnifies and holds harmless each Non-Executive Director against any claims and any expenses incurred by the Non-Executive Director as a result of any action, investigation or other proceeding of any party other than the Company itself or a group company thereof, in relation to any acts or omissions in his/her capacity as a Non-Executive Director as far as such claims and expenses are not recoverable under the existing D&O insurance policy.

The Non-Executive Director will not be indemnified with respect to claims relating to the gaining in fact of personal profits to which he/she was not legally entitled, or if the Non-Executive Director shall have been adjudged to be liable for wilful misconduct (*opzet*) or intentional recklessness (*bewuste roekeloosheid*).

The General Meeting is requested to grant approval to the new Remuneration Policy as described above and disclosed in more detail in the Proposed 2019 Remuneration Policy, see Annex I.

Item 9 – Proposal to approve the new Executive Directors Performance Stock Unit Plan (*resolution*).

Under this agenda item, it is proposed to the General Meeting to approve the new Performance Stock Unit Plan for Executive Directors. The 2019 Performance Stock Unit Plan is part of the meeting documents as Annex II. Subject to General Meeting approval, the Performance Stock Unit Plan will take effect as from 1 January 2019.

Item 10 - Proposal to reappoint Mr. Nassef Sawiris as Executive Director (*resolution*).

The term of Mr. Nassef Sawiris will run until the closure of this Annual General Meeting of Shareholders. The Board of Directors nominates Mr. Sawiris for reappointment as Executive Director with title CEO. Under this agenda item, it is therefore proposed to reappoint Mr. Sawiris as Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

Item 11 - Proposal to reappoint Mr. Hassan Badrawi as Executive Director (*resolution*).

The term of Mr. Hassan Badrawi will run until the closure of this Annual General Meeting of Shareholders. The Board of Directors nominates Mr. Badrawi for reappointment as Executive Director with title CFO. Under this agenda item, it is therefore proposed to reappoint Mr. Badrawi as Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

Item 12 - Proposal to appoint Ms. Maud de Vries as Executive Director effective 1 June 2019 (*resolution*).

The Board of Directors nominates Ms. Maud de Vries for appointment as Executive Director with the title General Counsel and Executive Vice President, Legal and HR for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 14 (3) of the Company's articles of association are attached to these explanatory notes.

Ms. De Vries' base salary on appointment is \$480,000 gross which includes a fixed cash allowance (25% of the total) as provided to other Executive Directors, which is designed to compensate the Executive Directors for their personal provision of key benefits such as pension, car, and life and disability insurance. She will be eligible for an STI and LTI in line with other Executive Directors. Her target STI opportunity will be 60% of gross annual base salary and her LTI award grant will be 125% of gross annual base salary. No material pension benefits in excess of statutory requirements are offered and the Executive Directors are not eligible for a car benefit. They also benefit from directors' and officers' liability insurance coverage. Additionally, Ms. De Vries serves as EVP HR at NNS Luxembourg S.à.r.l. (20%).

Item 13 - Proposal to reappoint Mr. Michael Bennett as Non-Executive Director (*resolution*).

The term of Mr. Michael Bennett will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Bennett as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 14 - Proposal to reappoint Mr. Jérôme Guiraud as Non-Executive Director (*resolution*).

The term of Mr. Jérôme Guiraud will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Guiraud as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 15 - Proposal to reappoint Mr. Gregory Heckman as Non-Executive Director (*resolution*).

The term of Mr. Gregory Heckman will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Heckman as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 16 - Proposal to reappoint Mr. Robert Jan van de Kraats as Non-Executive Director (*resolution*).

The term of Mr. Robert Jan van de Kraats will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Van de Kraats as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 17 - Proposal to reappoint Ms. Anja Montijn as Non-Executive Director (*resolution*).

The term of Ms. Anja Montijn will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Ms. Montijn as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 18 - Proposal to reappoint Mr. Sipko Schat as Non-Executive Director (*resolution*).

The term of Mr. Sipko Schat will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Schat as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 19 - Proposal to reappoint Mr. Jan Ter Wisch as Non-Executive Director (*resolution*).

The term of Mr. Jan Ter Wisch will run until the closure of this Annual General Meeting of Shareholders. Under this agenda item, it is therefore proposed to reappoint Mr. Ter Wisch as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes.

Item 20 - Proposal to appoint Mr. Dod Fraser as Non-Executive Director (*resolution*).

The Board of Directors nominates Mr. Dod Fraser for appointment as Non-Executive Director. Under this agenda item, it is therefore proposed to increase the number of Board members and appoint Mr. Fraser as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Mr. Fraser is considered independent within the meaning of the Dutch Corporate Governance Code.

Item 21 - Proposal to appoint Mr. David Welch as Non-Executive Director (*resolution*).

The Board of Directors nominates Mr. David Welch for appointment as Non-Executive Director. Under this agenda item, it is therefore proposed to increase the number of Board members and appoint Mr. Welch as Non-Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the Annual General Meeting of Shareholder to be held in 2020), such in accordance with the rotation schedule for board members to (re)appoint board members for a term of 1 year. The details required under article 142 (3) of Book 2 of the Dutch Civil Code are attached to these explanatory notes. Mr. Welch is considered independent within the meaning of the Dutch Corporate Governance Code.

Item 22 - 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*).

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to issue shares and to grant rights to subscribe for shares as provided for in article 6 of the articles of association of the Company for a period of 18 months, starting from the date of this Annual General Meeting of Shareholders, in order to ensure continuing financial flexibility. The number of shares to be issued shall be limited to a maximum of 10% of the capital, plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition, plus 1% of the capital if the issuance of shares or the granting of rights occurs for the purpose of the Performance Stock Unit Plan. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to issue shares or to grant rights to subscribe for shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 23 - 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*).

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights of existing shareholders upon the issuance of shares or the granting of rights to subscribe for shares as provided for in article 7 of the articles of association of the Company for a period of 18 months, starting from the date of this Annual General Meeting of Shareholders. This authority shall be limited to a maximum of 10% of the capital plus 10% of the capital if the issuance or the granting of rights occurs within the context of a merger or an acquisition, plus 1% of the capital if the issuance of shares or the granting of rights occurs for the purpose of the Performance Stock Unit Plan. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to restrict or exclude pre-emptive rights can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 24 - Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*).

It is proposed by the Board of Directors with the consent of the majority of the Non-Executive Directors, to extend the authorization of the Board of Directors to repurchase shares on the stock exchange or through other means, for a period of 18 months from the date of this Annual General Meeting of Shareholders, up to a maximum of 10% of the issued capital. The term “capital” means the issued capital from time to time. The repurchase can take place for a price between one eurocent and the opening price on the Euronext Amsterdam Exchange on the day of the repurchase plus 10%. Resolutions by the Board of Directors to acquire the Company’s

own shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 25 - Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2019 (*resolution*).

Under this agenda item, it is proposed to instruct KPMG Accountants N.V. to audit the Annual Accounts for the financial year 2019.

BIOGRAPHICAL DETAILS

Mr. Nassef Sawiris - information required under article 14 (3) of the Company's articles of association.

Year of birth: 1961

Current positions: Non-Executive Director LafargeHolcim Ltd and Adidas AG.

Nationality: Egyptian citizen

Mr. Nassef Sawiris is the Chief Executive Officer of OCI N.V since 16 January 2013. He joined the Orascom Group in 1982, became the Chief Executive Officer of Orascom Construction Industries (OCI S.A.E.) in 1998 and was also appointed Chairman of OCI S.A.E. in 2009. Mr. Sawiris is a supervisory director of Adidas AG. and a board member of LafargeHolcim Ltd. (having previously served on Lafarge S.A.'s board since 2008), a member of the Cleveland Clinic's International Leadership Board Executive Committee since 2011, and in 2013 he became a member of the University of Chicago's Board of Trustees. Mr. Sawiris has also previously served on the Boards of BESIX SA, Orascom Construction Limited, the Egyptian Exchange and NASDAQ Dubai.

Reason for nomination: Wide range of knowledge and experience in the businesses conducted by OCI N.V.

Reappointment of Mr. Sawiris is permitted under the provisions of Section 2:132a of the Dutch Civil Code.

Mr. Sawiris attended all Board meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 76 of the 2018 Annual Report.

Mr. Hassan Badrawi - information required under article 14 (3) of the Company's articles of association.

Year of birth: 1976

Current position: CFO of OCI N.V.

Nationality: Egyptian citizen

Mr. Hassan Badrawi is Chief Financial Officer of OCI N.V. since 24 May 2018 and has served as Executive Vice President since 2016. Mr. Badrawi joined OCI in 2001 and has held various leadership positions, encompassing M&A, strategy, business development and investor relations. He has led the group's investment and communication activities globally across multiple sectors including building materials, fertilizers, chemicals, infrastructure and construction.

Mr. Badrawi has a degree in Economics, Political Science and Literature from Duke University, United States.

Reason for nomination: Wide range of knowledge and experience in the businesses conducted by OCI N.V.

Appointment of Mr. Badrawi is permitted under the provisions of Section 2:132a of the Dutch Civil Code.

Mr. Badrawi attended all Board meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 76 of the 2018 Annual Report.

Ms. Maud de Vries - information required under article 14 (3) of the Company's articles of association.

Year of birth: 1972

Current positions: General Counsel and Executive Vice President, Legal and HR at OCI N.V. and EVP HR at NNS Luxembourg S.à.r.l.

Nationality: Dutch citizen

Ms. Maud de Vries serves as the group's General Counsel and Executive Vice President, Legal and HR. Maud joined OCI N.V. in 2014 and has held several leadership positions including General Counsel, HR Director, Company Secretary and Compliance Officer. Since joining OCI, she has led several initiatives bolstering the group's legal, compliance, governance and HR frameworks, and performs an integral role in the execution of strategic initiatives. Prior to joining OCI, she held the positions of General Counsel / Senior Executive at Corio N.V, leading the Legal, Compliance and Risk Management functions. During her tenure at Corio, she was a member of the Management Board of Reluxco International S.A, a wholly owned Corio subsidiary and a financial institution in Luxembourg under CSSF supervision. She started her career as an attorney at law at Dutch law firm Trenité Van Doorne.

Ms. De Vries has a law degree from the University of Leiden in the Netherlands and was admitted to the Bar in 1997. She also attended INSEAD where she completed the Strategy Execution Programme.

Reason for nomination: Wide range of knowledge and experience in the fields of governance, legal, compliance, risk management and organizational design.

Appointment of Ms. De Vries is permitted under the provisions of Section 2:132a of the Dutch Civil Code.

Mr. Michael Bennett - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1953

Nationality: United States citizen

OCI N.V. shares: 8,500

Year of first appointment: 2013

Current positions: Chairman of the Board at Morningside College in Sioux City, Iowa.

Previous positions: Mr. Bennett has over 36 years' experience in the nitrogen industry and is a past Chairman of both The Fertilizer Institute and the Methanol Institute in the United States. He served as the Chief Executive Officer and a Director of Terra Industries Inc., a producer of nitrogen fertilizer products, from 2001 until its acquisition by CF Industries Holdings in April 2010. He also served as Chairman and President for Terra Nitrogen Company, L.P., a publicly listed subsidiary of Terra Industries Inc. and as a Director of Alliant Energy Corporation and of SandRidge Energy.

Reason for nomination: Wide range of knowledge and experience in the nitrogen industry.

Mr. Bennett is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Bennett is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Bennett attended 18 out of 19 Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 76 of the 2018 Annual Report.

Mr. Jérôme Guiraud - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1961

Nationality: French citizen

OCI N.V. shares: 120,190

Year of first appointment: 2014

Current positions: COO and Director of NNS Advisers Ltd, Executive Chairman and CEO of NNS Luxembourg S.à.r.l., Non-Executive Director and Chairman of Orascom Construction Ltd, Non-Executive Director of BESIX Group and Director of NNS Holding S.à.r.l. and OS S.à.r.l. Luxembourg.

Previous positions: Member of the Board and Audit Committee of Lafarge. Mr. Guiraud has over 30 years of banking and financial markets experience. He has been Chief Executive Officer and Director of NNS Capital Ltd, a London-based financial advisory firm, since 2008. He started his career at the French Embassy in Zagreb (Croatia) in 1985 as Deputy to the French Commercial Attaché. In 1986, he joined the Société Générale Group, where he has held various managing positions in Europe and in emerging countries initially in capital markets & investment banking activities, then as Country manager and Director of various of the Group's subsidiaries.

Reason for nomination: International finance executive with experience in Eastern Europe, Africa and the Middle East.

Mr. Guiraud is considered not independent within the meaning of the Dutch Corporate Governance Code. Mr. Guiraud will serve on the Board of Directors as a representative of members of the Sawiris family.

Reappointment of Mr. Guiraud is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Guiraud attended all Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 77 of the 2018 Annual Report.

Mr. Gregory Heckman - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1962

Nationality: United States citizen

OCI N.V. shares: 40,000

Year of first appointment: 2015

Current position: Member of the Board of Directors and CEO of Bunge Ltd., an Independent Advisory Board Member of JBS USA and a member of University of Illinois Division of Intercollegiate Athletics Campaign Steering Committee.

Previous positions: Mr. Heckman is the former President and CEO of The Gavilon Group, directing the carve-out from ConAgra Foods in 2008, growing the business by more than double from 2008 to 2012, and leading the successful sale of the company in 2013. Prior to Gavilon, he spent 24 years with ConAgra Foods, where he had responsibility for multiple business segments and corporate functions. Mr. Heckman has previously served on the Boards for Waitt Brands and Brownell-Talbot College Preparatory School.

Reason for nomination: Wide range of knowledge and experience in the agricultural and energy industries.

Mr. Heckman is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Heckman is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Heckman attended all Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 77 of the 2018 Annual Report.

Mr. Robert Jan van de Kraats - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1960

Nationality: Dutch citizen

OCI N.V. shares: 3,725

Year of first appointment: 2014

Current positions: Non-Executive Director of VEON Ltd., Chairman of the Board of Directors of TMG Group and a member of the Supervisory Board of the Schiphol Group.

Previous positions: Mr. Van de Kraats has over 25 years of extensive experience in (non) executive and financial management. He joined Randstad Holding N.V. in 2001 as Chief Financial Officer (CFO), was a member of the Executive Board and was appointed as its Vice-Chairman in 2006. He was responsible for Randstad's operations in Japan, India and the Nordics and responsible for Control, Strategy & M&A, Finance & Accounting, Legal, Tax, Treasury, Insurance, Business Risk & audit, IT and Investor Relations. In 2018 his assignment with Randstad came to an end and he became advisor to Randstad and to other companies. He is a qualified Chartered Accountant. Until joining Randstad, he held various senior finance positions in the technology and credit insurance sectors.

Reason for nomination: Experienced finance executive within a multinational business environment.

Mr. Van de Kraats is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Van de Kraats is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Van de Kraats attended 19 out of 20 Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 77 of the 2018 Annual Report.

Ms. Anja Montijn - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1962

Nationality: Dutch citizen

OCI N.V. shares: None

Year of first appointment: 2016

Current positions: Supervisory Director at VolkerWessels N.V.¹, Supervisory director and Member of the nomination and remuneration committee at Fugro N.V. and member of the Board of VEUO, a representative organization of listed companies which looks after the interest of companies listed at Euronext Amsterdam.

Previous positions: Various leadership positions at Accenture, amongst others, as managing partner of the resources practice in the Benelux and France, as country managing director of Accenture in the Netherlands and as global managing director management consulting resources.

Reason for nomination: Wide range of knowledge and experience in consultancy services, IT implementation processes, organisation strategy and management design.

Ms. Montijn is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Ms. Montijn is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Ms. Montijn attended all Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 77 of the 2018 Annual Report.

¹ Subject to appointment by the annual general meeting of VolkerWessels N.V. at 18 April 2019

Mr. Sipko Schat - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1960

Nationality: Dutch citizen

OCI N.V. shares: 5,000

Year of first appointment: 2013

Current position: Supervisory Board member of Trafigura Group Pte Ltd., Non-Independent member of the Supervisory Board and Chairman of the Risk Committee of Rothschild & Co (formerly Paris Orléans), member of the Supervisory Board of Rothschild Bank A.G. and Drienim B.V. and Chairman of the Supervisory Board of VanWonen Holding B.V.

Previous positions: Chairman and Supervisory Board member of Vion N.V. and member of the Executive Board of Rabobank Group from July 2006 until November 2013. During his career with Rabobank, Mr. Schat was responsible for International Wholesale, Corporate Clients, Corporate Finance, Trade & Commodity Finance, Global Financial Markets, Private Equity and Real Estate.

Reason for nomination: Wide range of knowledge and experience in banking and finance.

Mr. Schat is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Schat is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Schat attended all Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 77 of the 2018 Annual Report.

Mr. Jan Ter Wisch - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1952

Nationality: Dutch citizen

OCI N.V. shares: 10,000

Year of first appointment: 2013

Current position: Director of Stichting Administratiekantoor Grass and he is also Chairman of Investment Committee 5square MKB Fund III Coöperatieve U.A.

Previous positions: Mr. Ter Wisch is both a lawyer and an economist. He has been a partner at Deloitte, Loeff Claey Verbeke and Allen & Overy. At Deloitte he was a member of the Global Tax Policy Group and the European Tax Board, he was a member of the Board at Loeff, he

served as a member and Chairman of the Global Tax Board at Allen & Overy and he was Chairman of Stichting De Westberg. Mr. Ter Wisch has a wide range of experience advising multinationals on major merger and acquisitions transactions, several of which involved the world wide co-ordination of tax advice.

Reason for nomination: Wide range of experience in advising multinationals on major merger and acquisitions transactions as well as corporate governance.

Mr. Ter Wisch is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Ter Wisch is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Ter Wisch attended all Board and Committee meetings in 2018. For the attendance of Directors at Board and Committee meetings in 2018 please find the table on page 76 of the 2018 Annual Report.

Mr. Dod Fraser - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1950

Nationality: United States citizen

OCI N.V. shares: 4,000

Current position: President of consulting firm Sackett Partners since 2000. Member of the board and Chairman of the Audit Committee of Subsea 7 S.A.; member of the board, Chairman of the Audit Committee and member of the Nominating and Governance Committee of Rayonier Inc.; and, member of the board of Fleet Topco Limited, the private holding company of Argus Media Ltd.

Previous positions: Mr. Fraser has been member of the Board of OCI GP LLC; member of the board, Chairman of the Audit Committee and member Compensation Committee of Smith International, Inc.; member of the board, Chairman of the Compensation Committee and member Corporate Governance Committee of Terra Industries Inc.; and, member of the board, Chairman of the Audit Committee and member of the Nominating & Corporate Governance Committee of Forest Oil Corporation. From 1995 to 2000, Mr. Fraser served as Managing Director and Group Executive, Global Oil and Gas, for Chase Manhattan Bank (now JPMorgan Chase & Co.). From 1978 to 1995, he held various positions of increasing responsibility with Lazard Freres & Co., most recently as General Partner.

Reason for nomination: Wide range of knowledge and experience in corporate finance and investment banking both internationally and in the United States.

Mr. Fraser is considered independent within the meaning of the Dutch Corporate Governance Code.

Appointment of Mr. Fraser is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. David Welch - information required under article 142 (3) of Book 2 of the Dutch Civil Code.

Year of birth: 1953

Nationality: United States citizen

OCI N.V. shares: None

Current position: Recently retired as President for International and Government Affairs at Bechtel, a global engineering and construction firm, where Ambassador Welch supervised international and government affairs; Bechtel's regional representatives in Europe, Africa, the Middle East, Asia and Latin America; the Washington D.C. office; global corporate security; and internal and external corporate communications. Welch retired after 10 years (2009-2019) with Bechtel as a Senior Vice President and Partner. He was a board member of the U.S.-Saudi Business Council, the U.S.-U.A.E. Business Council and the U.S.-Egypt Business Council, and is a member of the Council on Foreign Relations and the American Academy of Diplomacy.

Previous positions: Ambassador Welch served 32 years (1977-2008) with the U.S. Foreign Service. He was nominated by the President and confirmed by the Senate to senior positions in successive Democrat and Republican administrations. In 2008, he attained the lifetime rank, confirmed by the Senate, of Career Ambassador, one of only about 60 senior American diplomats to achieve this designation in its history. When he retired, Ambassador Welch was Assistant Secretary of State for Near Eastern Affairs (2005-2008), the senior-most U.S. diplomat for the region. He served as Ambassador to Egypt (2001-2005) and Assistant Secretary for International Organizations (1998-2001). He was also acting Chief of Mission in Saudi Arabia (1992-1994) during an interregnum between Ambassadors. David was on the National Security Council staff at the White House (1989-1991), and also served in Pakistan, Syria, and Jordan.

Reason for nomination: Ambassador Welch has a broad range of knowledge and experience in government and in business, both internationally and in the United States, including Europe, Africa, and the Middle East.

Mr. Welch is considered independent within the meaning of the Dutch Corporate Governance Code.

Appointment of Mr. Welch is permitted under the provisions of Section 2:142a of the Dutch Civil Code.