



ABN AMRO Deposit number _____

PROXY FORM

For the Annual General Meeting (the AGM) of OCI N.V. to be held on 29 May 2019 at 3:00 PM (CET) at Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.

The undersigned,

Name _____

Address _____

Postal code / city / country _____

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of.....
(number) ordinary shares in the share capital of OCI N.V. that are duly registered for participation in the AGM via the relevant intermediary to ABN AMRO Bank N.V., hereby grants a power of attorney to:

Name¹ _____

Address _____

Postal code / city / country _____

to represent the Shareholder at the AGM of OCI N.V. in order to exercise the voting rights attached to the ordinary shares on behalf of the Grantor in respect of the agenda items for the AGM,

0 without specific voting instruction²

0 in the manner set out below
(Please indicate which is applicable)

¹ Fill in "Allen & Overy" if you do not have a preference for a representative. In this respect Allen & Overy refers to civil law notary Mr. J.J.C.A. Leemrijse of Allen & Overy LLP, Amsterdam office, or her substitute. If no name is contemplated, this proxy is deemed to be made out to this civil-law notary or her substitute.

² A proxy granted without a specific voting instruction will be regarded to include a voting instruction in favour of all proposals made by the Board of Directors.

No.	Agenda	For	Against	Abstain
1.	Opening and announcements	n/a	n/a	n/a
2.	Report by the Board of Directors for the financial year 2018	n/a	n/a	n/a
3.	Implementation of the Remuneration Policy in 2018	n/a	n/a	n/a
4.	Explanation of the Dividend Policy	n/a	n/a	n/a
5.	Proposal to adopt the Annual Accounts 2018 and allocation of profits (<i>resolution</i>)			
6.	Proposal to discharge the Executive Directors from liability (<i>resolution</i>)			
7.	Proposal to discharge the Non-Executive Directors from liability (<i>resolution</i>)			
8.	Proposal to approve the new Remuneration Policy (<i>resolution</i>)			
9.	Proposal to approve the new Executive Directors Performance Stock Unit Plan (<i>resolution</i>)			
10.	Proposal to reappoint Mr. Nassef Sawiris as Executive Director (<i>resolution</i>)			
11.	Proposal to reappoint Mr. Hassan Badrawi as Executive Director (<i>resolution</i>)			
12.	Proposal to appoint Ms. Maud de Vries as Executive Director (<i>resolution</i>)			
13.	Proposal to reappoint Mr. Michael Bennett as Non-Executive Director (<i>resolution</i>)			
14.	Proposal to reappoint Mr. Jérôme Guiraud as Non-Executive Director (<i>resolution</i>)			
15.	Proposal to reappoint Mr. Gregory Heckman as Non-Executive Director (<i>resolution</i>)			
16.	Proposal to reappoint Mr. Robert Jan van de Kraats as Non-Executive Director (<i>resolution</i>)			
17.	Proposal to reappoint Ms. Anja Montijn as Non-Executive Director (<i>resolution</i>)			
18.	Proposal to reappoint Mr. Sipko Schat as Non-Executive Director (<i>resolution</i>)			
19.	Proposal to reappoint Mr. Jan Ter Wisch as Non-Executive Director (<i>resolution</i>)			
20.	Proposal to appoint Mr. Dod Fraser as Non-Executive Director (<i>resolution</i>)			
21.	Proposal to appoint Mr. David Welch as Non-Executive Director (<i>resolution</i>)			
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 (<i>resolution</i>)			

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 (<i>resolution</i>)			
24.	Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (<i>resolution</i>)			
25.	Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2019 (<i>resolution</i>)			
26.	Questions and close of meeting	n/a	n/a	n/a

Signature:

Place:

Date:

This written proxy must have been received by Mr J.J.C.A. Leemrijse, civil law notary in Amsterdam, the Netherlands, at the offices of Allen & Overy LLP (Apollolaan 15, 1077 AB Amsterdam, the Netherlands) on 22 May 2019 or, if sent in pdf-form electronically at her e-mail address: joyce.leemrijse@allenovery.com ultimately on 22 May 2019, 5:30 (CET).