PROPOSALS TO AMEND THE ARTICLES OF ASSOCIATION
of
OCI N.V.,
with official seat in Amsterdam.

As these will be proposed for adoption at the annual general meeting of shareholders of OCI N.V. to be held on 10 June 2015.

Only the text of the articles to be changed in the current Articles of Association is stated in the first column and the text of the proposed new text is stated in the second column.

The text of the proposal below is an English translation of a proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms. The concepts concerned may be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

PROPOSAL UNDER AGENDA ITEM 14

The proposal under agenda item 14 entails to increase the issued capital of OCI N.V. with an amount of EUR 3,992,163,226 in the aggregate, by increasing the nominal value of each ordinary share in issue from EUR 1 to EUR 20, which increase will be chargeable at the expense of the revaluation reserve or other reserves of OCI N.V.

The new authorised capital will be the nominal value of the shares following the capital increase times the number of ordinary shares included in the authorised capital (300,000,000).

Current text:	**Proposed new text:**
Article 4.1	**Article 4.1**
4.1 The authorised capital of the Company amounts to three hundred million euro (EUR 300,000,000).	4.1 The authorised capital of the Company amounts to six billion euro (EUR 6,000,000,000).
Article 4.2	**Article 4.2**
4.2 The authorised capital is divided into three hundred million (300,000,000) Shares, having a nominal value of one euro (EUR 1) each.	4.2 The authorised capital is divided into three hundred million (300,000,000) Shares, having a nominal value of twenty euro (EUR 20) each.

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