

**PROXY FORM**

For the Annual General Meeting of OCI N.V. (the **AGM**) to be held virtually on 17 June 2020 at 3:00 PM (CET).

The undersigned,

Name \_\_\_\_\_

Address \_\_\_\_\_

Postal code / city / country \_\_\_\_\_

Email address<sup>1</sup> \_\_\_\_\_

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of .....  
(*number*) ordinary shares in the share capital of OCI N.V. on 20 May 2020 at 5.30 PM (CET) (the **Registration Date**), hereby grants a power of attorney to:

Mr. R.H. Kleipool (or any other (candidate) civil-law notary at De Brauw Blackstone Westbroek N.V.) (the **Authorised Person**)

or

\_\_\_\_\_ (name of own proxy), ID no.: \_\_\_\_\_  
(the **Own Proxy**)

*(Please indicate which is applicable)*

to represent the Shareholder in order to exercise the voting rights attached to the ordinary shares on behalf of the Shareholder in respect of the agenda items for the AGM,

without specific voting instruction<sup>2</sup>

or

in the manner set out below

*(Please indicate which is applicable)*

<sup>1</sup>To be provided in case the Shareholder would like to receive from ABN AMRO a registration certificate containing a link through which the webcast can be followed.

<sup>2</sup> A proxy granted to R.H. Kleipool without a specific voting instruction will be regarded to include a voting instruction in favour of all voting items at the AGM.

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 2019.	n/a	n/a	n/a
3.	Proposal to advise on the 2019 Remuneration Report ( <i>advisory vote</i> ).			
4.	Explanation of the Dividend Policy.	n/a	n/a	n/a
5.	Proposal to adopt the Annual Accounts 2019 ( <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 adopt the 2020 Remuneration Policy ( <i>resolution</i> ).			
9.	Proposal to reappoint and appoint Executive Directors.	n/a	n/a	n/a
9a.	Explanation reappointment Executive Directors.	n/a	n/a	n/a
9b.	Proposal to reappoint Mr. Nassef Sawiris as Executive Director ( <i>resolution</i> ).			
9c.	Proposal to reappoint Mr. Hassan Badrawi as Executive Director ( <i>resolution</i> ).			
9d.	Proposal to reappoint Ms. Maud de Vries as Executive Director ( <i>resolution</i> ).			
9e.	Proposal to appoint Mr. Ahmed El-Hoshy as Executive Director ( <i>resolution</i> ).			
10.	Proposal to reappoint Non-Executive Directors.	n/a	n/a	n/a
10a.	Explanation reappointment Non-Executive Directors.	n/a	n/a	n/a
10b.	Proposal to reappoint Mr. Michael Bennett as Non-Executive Director ( <i>resolution</i> ).			
10c.	Proposal to reappoint Mr. Jérôme Guiraud as Non-Executive Director ( <i>resolution</i> ).			
10d.	Proposal to reappoint Mr. Gregory Heckman as Non-Executive Director ( <i>resolution</i> ).			
10e.	Proposal to reappoint Mr. Robert Jan van de Kraats as Non-Executive Director ( <i>resolution</i> ).			
10f.	Proposal to reappoint Ms. Anja Montijn-Groenewoud as Non-Executive Director ( <i>resolution</i> ).			
10g.	Proposal to reappoint Mr. Sipko Schat as Non-Executive Director ( <i>resolution</i> ).			

10h.	Proposal to reappoint Mr. Dod Fraser as Non-Executive Director ( <i>resolution</i> ).			
10i.	Proposal to reappoint Mr. David Welch as Non-Executive Director ( <i>resolution</i> ).			
11.	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> ).			
12.	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> ).			
13.	Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company ( <i>resolution</i> ).			
14.	Proposal to appoint KPMG as auditor charged with the auditing of the Annual Accounts for the financial year 2020 ( <i>resolution</i> ).			
15.	Questions and close of meeting.	n/a	n/a	n/a

Signature shareholder: .....

Place: .....

Date ..... 2020

Signature Own Proxy: .....

Place: .....

Date ..... 2020

#### INSTRUCTIONS FOR SUBMITTING THIS PROXY

This written proxy is to be accompanied by a statement of the Shareholder's bank or intermediary of the number of shares held by the Shareholder at the Registration Date (the **Statement**).

If granted to the Authorised Person, this written proxy, accompanied with the Statement must have been received by the Authorised Person at the below mentioned address, ultimately on **10 June 2020 at 5:30 PM (CET)**. The Authorised Person will thereupon vote the shares in writing ahead of the AGM in accordance with section 2:117b of the Dutch Civil Code.

If granted to the Own Proxy, this written proxy, countersigned by the Own Proxy and accompanied with a copy of a valid ID of the Own Proxy and the Statement, must have been received by the Authorised Person, for this purpose acting on behalf of the Company, at the below mentioned address ultimately on **10 June 2020 at 5:30 PM (CET)**. Upon receipt of the fully executed and countersigned proxy, the votes will have been cast ahead of the meeting in writing in accordance with section 2:117b of the Dutch Civil Code.



**If send by mail:**

De Brauw Blackstone Westbroek N.V.  
attn. R.H. Kleipool  
Claude Debussylaan 80, 1082 MD Amsterdam,  
The Netherlands

**If sent in pdf-form by email:** [OCI2020AGM@debrauw.com](mailto:OCI2020AGM@debrauw.com)