

**PROXY FORM**

For the Extraordinary General Meeting of Shareholders (the **Extraordinary General Meeting**) of OCI N.V. (the **Company**), to be held virtually on Monday 28 March 2022 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 the Company on 28 February 2022 at 5.00 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 General Meeting,

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

in the manner set out below,

*(Please indicate which is applicable)*

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

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

No.	Agenda	For	Against	Abstain
1	Opening and announcements.	n/a	n/a	n/a
2	Two sets of two subsequent amendments of the articles of association of the Company (the <b>Articles of Association</b> ) to first increase, and subsequently decrease the nominal value of the shares in the Company's share capital, to facilitate capital repayments.	n/a	n/a	n/a
2A	Proposals to amend the Articles of Association twice in connection with the H2 2021 distribution ( <b>one combined voting item</b> ): I to first, amongst other amendments, increase the nominal value of the shares; and II to subsequently reduce the nominal value of the shares, combined with a repayment of capital.			
2B	<del>Proposals to amend the Articles of Association twice in connection with a potential second distribution for the period H1 2022 (<b>one combined voting item</b>): I to first increase the nominal value of the shares; and II to subsequently reduce the nominal value of the shares, combined with a repayment of capital.</del>			
3	Close of the Extraordinary General Meeting.	n/a	n/a	n/a

Signature shareholder: .....

Place: .....

Date: ..... 2022

Signature Own Proxy: .....

Place: .....

Date: ..... 2022



## 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 **21 March 2022 at 5.00 PM (CET)**. The Authorised Person will thereupon vote the shares in writing ahead of the General Meeting 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 **21 March 2022 at 5.00 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. Mr. R.H. Kleipool  
Claude Debussylaan 80  
1082 MD Amsterdam  
The Netherlands

**If sent in pdf-form by email:** [OCI2022EGM@debrauw.com](mailto:OCI2022EGM@debrauw.com)