PROXY FORM

*For the Extraordinary General Meeting of Shareholders (the **Extraordinary General Meeting**) of OCI N.V. (the **Company**), to be held on Thursday 16 February at 10.00 AM (CET) at the Company's offices, Honthorststraat 19, 1071DC Amsterdam, the Netherlands..*

The undersigned,

Name _____

Address _____

*Postal code / city / country*_____

*Email address*_____

hereinafter referred to as the **Shareholder**, acting in his capacity as holder of ……..... (*number*) ordinary shares in the share capital of the Company on 19 January 2023 at 6.00 PM (CET) (the **Registration Date**), hereby grants a power of attorney to:

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

0 _____ (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,

0 without specific voting instruction[1]; or
0 in the manner set out below,

(Please indicate which is applicable)

No.	Agenda	For	Against	Abstain
1	Opening and announcements.	n/a	n/a	n/a
2	Two proposals to amend the Articles of Association to facilitate a capital repayment in connection with the H2 2022 distribution (***one combined voting item***): I to first increase the nominal value of the shares in the Company's share capital; and II to subsequently decrease the nominal value of the shares in the Company's share capital, combined with a repayment of capital.			
3	Close of the Extraordinary General Meeting.	n/a	n/a	n/a

[1] 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.

Signature shareholder: ……..

Place: ……..…

Date ……. 2023

Signature Own Proxy: ……..

Place: ……..…

Date ……. 2023

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 **9 February 2023 at 5.00 PM (CET)**.

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 **9 February 2023 at 5.00 PM (CET)**.

If sent 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: OCI2023EGM@debrauw.com