

**Allen Overy Shearman Sterling LLP**

OCI B.V. – Voorstel Omzetting & STW ENG (3-K)  
0108233-0000067

**PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION**  
of  
**OCI B.V.**  
with official seat in Amsterdam, the Netherlands.

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.

**A&O SHEARMAN**

The following proposal contains three columns. The text of the current article 4.1 of the Articles of Association is stated in the first column and the text of the proposed new article 4.1 of the Articles of Association is stated in the second column. In the right column, an explanation is given for the amendment.

**Current text:**

4.1 The capital of the Company consists of one or more Shares. Each Share has a nominal value of two eurocents (EUR 0.02).

**Proposed new text:**

4.1 The capital of the Company consists of one or more Shares. Each Share has a nominal value of one tenth of a eurocent (EUR 0.001).

**Explanatory note:**

It is intended to reduce the nominal value and to add the balance to the share premium reserve. This measure is taken to credit the Distribution (as defined in the explanatory notes to the extraordinary general meeting of shareholders convocation) to an even larger extent against the share premium reserve and will not affect any shareholder rights.

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