

**MINUTES**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OCI N.V. HELD ON 21 AUGUST 2024**

The minutes are adopted in accordance with the articles of association of OCI N.V.

Date:	21 August 2024
Location:	Honthorststraat 19, 1071 DC Amsterdam, the Netherlands
Attendees on behalf of the OCI N.V.:	Ms. Maud de Vries (Chief Legal and Human Capital Officer), Ms. Sophie Rasing (candidate civil law notary at De Brauw Blackstone Westbroek N.V) and Ms. Annette Oosters (Group Head of Legal & Company Secretary).
Other attendees	Mr. Casper Nagtegaal (candidate civil law notary at De Brauw Blackstone Westbroek N.V.) acting as independent proxy holder, one attending shareholder representative
Chair:	Ms. Maud de Vries

**1. Opening and announcements**

The Chair opens the Extraordinary General Meeting (EGM) of OCI N.V. (OCI) at 10:00 AM and welcomes all attendees. She introduces herself as the Chief Legal and Human Capital Officer of OCI and chair of this EGM and mentions that, considering the specific purpose of this EGM, the directors of OCI have decided to attend to other company business and are therefore not present.

The Chair mentions that holders of 85.4% of the share capital of OCI for which votes can be cast are present or represented at this EGM. Mr. Nagtegaal represents the shareholders that have given voting instructions prior to this EGM.

**2. Two proposals to amend the Articles of Association to facilitate a capital repayment (*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.**

The Chair explains that agenda item 2 regards the proposal to pay an extraordinary interim cash distribution of up to EUR 10 per share, the payment of which is subject to the completion of the sale of IOWA Fertilizer Company to Koch AG & Energy Solutions. In this connection, the EGM is requested to approve two subsequent amendments to the Articles of Association.

The Chair invites the shareholder present to ask questions regarding this agenda item. The shareholder present, Mr. Spanjer, acting as a representative of Ms. Lammers, asks when the distribution will take place. The Chair explains that the distribution is subject to closing of the aforementioned transaction, which is expected to occur at the end of August 2024. Payment of the distribution will subsequently take place on a date yet to be determined by the Board as will be further communicated by OCI in due course.

As there are no further questions, the Chair puts agenda item 2 to the vote. Subsequently, the Chair confirms agenda item 2 has been adopted.

**3. Close of the EGM**

The Chair thanks the attendees for their participation and closes the EGM at 10:12 AM. The voting result of the EGM will be published on OCI's website.