

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OCI N.V. HELD ON 22 OCTOBER 2024**

**The draft minutes will be available until 23 January 2024 for comments via [EGM@oci-global.com](mailto:EGM@oci-global.com). The minutes will then be adopted in accordance with the articles of association of OCI N.V.**

Date:	22 October 2024
Location:	Honthorststraat 19, 1071 DC Amsterdam, the Netherlands
Attendees on behalf of OCI N.V.:	Ms. Maud de Vries (Chief Legal and Human Capital Officer) and Ms. Annette Oosters (Group Head of Legal & Company Secretary), Ms. Sophie Rasing (candidate civil law notary at De Brauw Blackstone Westbroek N.V.)
Other attendees	Mr. Casper Nagtegaal (candidate civil law notary at De Brauw Blackstone Westbroek N.V) acting as independent proxy holder, three attending shareholder representatives
Chair:	Ms. Maud de Vries

**1. Opening and announcements**

The Chair opens the Extraordinary General Meeting of Shareholders (EGM) of OCI N.V. (OCI) 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 will therefore not be present today.

The Chair mentions that the holders of 84.1% of the share capital of OCI for which votes can be cast are present or represented at this EGM. Mr. Nagtegaal, candidate civil law notary at De Brauw, represents the shareholders that have given voting instructions prior to this meeting.

**2. Proposal to approve the Transaction.**

The Chair explains that on 9 September 2024, OCI announced the sale of 100% of its equity interests in its global methanol business to Methanex Corporation for a purchase price of USD 2.05 billion on a cash-free, debt-free basis. The purchase price will be paid through a combination of approximately USD 1.15 billion of cash (taking into account expected net indebtedness), and the issuance of approximately 9.9 million of common shares of Methanex Corporation valued at approximately USD 450 million (based on a USD 45 per share price). OCI is expected to become an approximately 13 per cent shareholder, and the second largest shareholder in Methanex following the transaction.

OCI Methanol is a leading methanol producer in the US and through OCI HyFuels, a leading producer and distributor of green methanol today. OCI Methanol's assets are in highly strategic developed market locations across the United States and Europe with access to stable and low-cost natural gas, and with extensive distribution and storage capabilities near major industrial demand centres and key bunkering hubs.

Alongside the recently completed sales of OCI Clean Ammonia to Woodside Energy, IFCO to Koch and Fertiglobe to ADNOC, this Transaction continues OCI's value creation track record and marks a further transformative step for OCI following the multi-faceted strategic review initiated in 2023 to unlock value for shareholders.

The OCI methanol transaction is expected to close in the first half of 2025, subject to satisfaction of certain regulatory approvals, customary closing conditions, and receipt of OCI shareholder approval. OCI's Board of Directors has approved the transaction and has recommended that its shareholders

approve the transaction. An agreement to vote in favour of the proposal to approve the transaction has been signed by the largest shareholder of OCI with an interest of approximately 39 percent in OCI.

Under this agenda item, in accordance with section 2:107a of the Dutch Civil Code, it is proposed to approve this transaction.

The Chair invites the shareholders present to ask questions regarding this agenda item. As there are no questions, the Chair puts agenda item 2 to the vote. Subsequently, the Chair confirms that agenda item 2 has been adopted.

### **3. Close of meeting**

The Chair closes the EGM. The voting results of the EGM will be published on OCI's website.

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