

**AGENDA AND EXPLANATORY NOTES TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
OCI N.V.**

*OCI N.V. (the **Company** or **OCI**) invites its shareholders to the Annual General Meeting of Shareholders (the **General Meeting**), to be held on 2 June 2026 at the Conservatorium hotel, Van Baerlestraat 27, 1071 AN Amsterdam, the Netherlands.*

The entrance registration will start at 1:40 PM CEST and the meeting will begin at 2:00 PM CEST.

AGENDA

Agenda items 1, 2, 4, 8a and 16 will not be put to a vote.

1. Opening and announcements

Reports and Annual Accounts for the financial year ended 31 December 2025

2. Report by the Board of Directors for the financial year 2025 (*discussion item*)
3. Proposal to advise on the remuneration report for the financial year 2025 (*advisory vote*)
4. Compliance with the updated Corporate Governance Code (*discussion item*)
5. Proposal to adopt the annual accounts for the financial year 2025 (*resolution*)

Composition of the Board of Directors

6. Appointment Executive Director
Proposal to appoint Mr. Robert Jan van de Kraats as Executive Director (*resolution*)
7. Appointment Non-Executive Director
Proposal to appoint Mr. Nassef Sawiris as Non-Executive Director (*resolution*)
8. Reappointment Non-Executive Directors
 - a) Explanation reappointment Non-Executive Directors
 - b) Proposal to reappoint Mr. Michael Bennett (*resolution*)
 - c) Proposal to reappoint Ms. Nadia Sawiris (*resolution*)
 - d) Proposal to reappoint Mr. Gregory Heckman (*resolution*)
 - e) Proposal to reappoint Mr. Dod Fraser (*resolution*)
 - f) Proposal to reappoint Mr. David Welch (*resolution*)
9. Update by the court-appointed directors (*discussion*)

Authorisations

- 10. Proposal to extend the designation of the Board of Directors as the authorised body to issue shares in the share capital of the Company (**resolution**)
- 11. Proposal to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights upon the issuance of shares (**resolution**)
- 12. Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (**resolution**)
- 13. Proposal to cancel shares in the share capital of the Company (**resolution**)

Auditor

- 14. Proposal to appoint PWC as auditor charged with the auditing of the Annual Accounts for the financial year 2026 (**resolution**)
- 15. Proposal to appoint PWC as auditor charged with the assurance of the Sustainability Reporting for the financial year 2026 (**resolution**)

Miscellaneous

- 16. Close of meeting

All documents for the General Meeting, including the report by the Board of Directors for the financial year 2025, the Annual Accounts for the financial year 2025 and the 2025 Remuneration Report are available at <https://oci-global.com/>.

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**EXPLANATORY NOTES TO THE AGENDA
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF OCI N.V.**

Item 2 - Report by the Board of Directors for the financial year 2025

The Company's board of directors (the **Board of Directors**) will give a presentation on the performance of the Company in 2025.

Item 3 - Proposal to advise on the remuneration report for the financial year 2025 (*advisory vote*)

The 2025 Remuneration Report will be presented to the General Meeting and put for an advisory vote. The 2025 Remuneration Report is set out on pages 48 to 60 of the 2025 annual report and is available on the Company's website (<https://oci-global.com/>).

Item 4 - Compliance with the updated Corporate Governance Code

In accordance with the Dutch Corporate Governance Code as updated in 2025, shareholders will be given the opportunity to discuss compliance with the updated Corporate Governance Code. For more information on the Company's compliance with the Corporate Governance Code, please refer to the Corporate Governance chapter of the 2025 annual report, in particular page 46 under 'Compliance with the Code'.

Item 5 - Proposal to adopt the Annual Accounts for the financial year 2025 (*resolution*)

It is proposed to the General Meeting to adopt the Annual Accounts for the financial year 2025 (the **2025 Annual Accounts**).

Item 6 - Proposal to appoint Mr. Robert Jan van de Kraats as Executive Director (*resolution*)

Mr. Nassef Sawiris announced to resign from his position as Executive Chair at the closure of the General Meeting. It is therefore proposed to appoint Mr. Van de Kraats as Executive Director in accordance with the nomination by the Board of Directors for a period of 1 year (ending at the closure of the annual General Meeting to be held in 2027).

Mr Van de Kraats has been nominated by the Board of Directors in view of his prior experience as an executive director of a Dutch listed company, and his longstanding familiarity with OCI through his tenure as a Non-Executive Director. In the current phase of the strategic review, the Board of Directors considers maintaining stability and continuity to be among its key objectives. The Board of Directors has therefore resolved to nominate the successor of Mr. Sawiris from among its independent non-executive members, ensuring that OCI benefits from a seamless transition that preserves the depth of expertise and experience at board level.

The Board of Directors concluded that proposing the appointment for a limited period of Mr. Van de Kraats, as transitional Executive Director, while keeping the broader Board of Directors composition unchanged together with the Enterprise Chamber-appointed directors, was the most appropriate approach to ensure continuity in executive responsibilities during the current period, including in light of the ongoing review processes and broader stakeholder considerations.

The details required under article 14(3) of the Articles of Association are attached to these explanatory notes.

Item 7 - Proposal to appoint Mr. Nassef Sawiris as Non-Executive Director (*resolution*)

It is proposed to appoint Mr. Sawiris for appointment as Non-Executive Director for a period of 1 year (ending at the closure of the annual General Meeting to be held in 2027). The details required under article 14(3) of the Articles of Association are attached to these explanatory notes. Mr. Sawiris is not considered independent within the meaning of the Corporate Governance Code.

Item 8a - Explanation reappointment Non-Executive Directors (*discussion item*)

The terms of the Non-Executive Directors expire at the closure of this General Meeting. It is proposed to reappoint the Non-Executive Directors listed under agenda item 10b through agenda item 10f for a period of 1 year (ending at the closure of the annual General Meeting to be held in 2027). Mr. Robert Jan van de Kraats announced to resign from his position as Non-Executive Director at the closure of the General Meeting as he is nominated by the Board of Directors to be appointed as Executive Director.

Under item 10b, it is proposed to reappoint Mr. Michael Bennett beyond the 12-year maximum term set out as best practice in the Dutch Corporate Governance Code. The Board of Directors considers such reappointment in the best interest of the Company in view of his wide range of knowledge and experience in the nitrogen and methanol industries, internationally and specifically in the United States, and his specific knowledge and invaluable experience of the Company's business and operations developed over the term of his tenure.

The details required under article 14(3) of the Articles of Association are attached to these explanatory notes. All nominees but Ms. Nadia Sawiris are considered independent within the meaning of the Corporate Governance Code.

Item 8b - Proposal to reappoint Mr. Michael Bennett (*resolution*)

It is proposed to reappoint Mr. Michael Bennett as Non-Executive Director.

Item 8c - Proposal to reappoint Ms. Nadia Sawiris (*resolution*)

It is proposed to reappoint Ms. Nadia Sawiris as Non-Executive Director.

Item 8d - Proposal to reappoint Mr. Gregory Heckman (*resolution*)

It is proposed to reappoint Mr. Gregory Heckman as Non-Executive Director.

Item 8e - Proposal to reappoint Mr. Dod Fraser (*resolution*)

It is proposed to reappoint Mr. Dod Fraser as Non-Executive Director.

Item 8f - Proposal to reappoint Mr. David Welch (*resolution*)

It is proposed to reappoint Mr. David Welch as Non-Executive Director.

Item 9 - Update by the court-appointed directors (*discussion*)

In January 2026, the Enterprise Chamber (*Ondernemingskamer*) of the Amsterdam Court of Appeal appointed two Non-Executive Directors to the Board of the Company with a mandate to see to it that the Board of Directors, in connection with the proposed transaction with Orascom Construction Plc. or any other transaction with Orascom Construction Plc., fulfils its obligations to the Company and all of its stakeholders, including its minority shareholders. Under this agenda item, the court-appointed directors will provide an update on the activities undertaken, and steps contemplated, in furtherance of this mandate.

Item 10 - Proposal to extend the designation of the Board of Directors as the authorised body to issue shares in the share capital of the Company (*resolution*)

It is proposed by the Board of Directors with the consent of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to issue shares and to grant rights to subscribe for shares as provided for in article 6 of the Articles of Association for a period of 18 months, starting from the date of the General Meeting. The number of shares to be issued shall be limited to a maximum of 10% of the capital. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to issue shares or to grant rights to subscribe for shares can only be adopted with the consent of the majority of the Non-Executive Directors.

If this proposal is adopted, the repurchase authorisation granted at last year's annual meeting will lapse.

Item 11 - Proposal to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights upon the issuance of shares (*resolution*)

It is proposed by the Board of Directors with the consent of the Non-Executive Directors, to extend the designation of the Board of Directors as the authorised body to restrict or exclude pre-emptive rights of existing shareholders upon the issuance of shares or the granting of rights to subscribe for shares as provided for in article 7 of the Articles of Association for a period of 18 months, starting from the date of the General Meeting. This authority shall be limited to a maximum of 10% of the capital. The term “capital” means the issued capital from time to time. Resolutions by the Board of Directors to restrict or exclude pre-emptive rights can only be adopted with the consent of the majority of the Non-Executive Directors.

If this proposal is adopted, the repurchase authorisation granted at last year's annual meeting will lapse.

Item 12 - Proposal to authorise the Board of Directors to repurchase shares in the share capital of the Company (*resolution*)

Last year, the Company requested an atypical 30% repurchase authorisation to maximise the Company's flexibility and its available pathways to effectuate future returns of capital to shareholders. This year it is proposed to return to the market practice by requesting a 10% repurchase authorisation.

It is therefore proposed by the Board of Directors with the consent of the Non-Executive Directors, to authorise the Board of Directors to repurchase shares on the stock exchange or through other means, for a period of 18 months from the date of the General Meeting, up to a maximum of 10% of the issued capital. The term “capital” means the issued capital from time to time.

If this proposal is adopted, the repurchase authorisation granted at last year's annual meeting will lapse.

Share buybacks may, among other transaction formats, take place on the open market, through privately negotiated purchases, in self-tender offers, or through accelerated repurchase arrangements. Shares may be repurchased at a price between an amount equal to the nominal value of the shares and an amount equal to 110% of the market price of these ordinary shares on Euronext Amsterdam (excluding any expenses). The market price is defined as the average closing price of the ordinary shares on Euronext Amsterdam on the five trading days prior to the date of the repurchase, provided that for self-tender offers, accelerated repurchase arrangements and other similar repurchase programs as determined by the Board of Directors, the market price shall be the average of the closing price of the ordinary shares on Euronext Amsterdam during a period as determined by the Board of Directors, which shall be at least one trading day.

Resolutions by the Board of Directors to repurchase shares can only be adopted with the consent of the majority of the Non-Executive Directors.

Item 13 – Proposal to cancel shares in the share capital of the Company (*resolution*)

It is proposed by the Board of Directors with the consent of the Non-Executive Directors, to cancel some or all shares in the share capital of the Company held or repurchased by the Company under the authorization referred to under agenda item 13 above. This cancellation may be executed in one or more tranches. The number of shares that will be cancelled (whether or not in a tranche) will be determined by the Board of Directors, provided that the Board of Directors will in any event cancel all shares the Company may hold in excess of 10% of the Company's issued capital.

Pursuant to the relevant statutory provisions, cancellation may not be effectuated until two months after the resolution to cancel has been adopted and publicly announced (this will apply to each tranche).

Item 14 – Proposal to appoint PWC as auditor charged with the auditing of the Annual Accounts for the financial year 2026 (*resolution*)

It is proposed to instruct PricewaterhouseCoopers Accountants N.V. to audit the Annual Accounts for the financial year 2026.

Item 15 - Proposal to appoint PWC as auditor charged with the assurance of the Sustainability Reporting for the financial year 2026 (*resolution*)

In anticipation of, and subject to (i) the transposition of the Corporate Sustainability Reporting Directive (CSRD) into Dutch law and (ii) applicability of such law to OCI during the financial year 2026, it is proposed to appoint PricewaterhouseCoopers Accountants N.V. as auditor to carry out the mandatory limited assurance review of the Sustainability Reporting for the financial year 2026.

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BIOGRAPHICAL DETAILS REQUIRED UNDER ARTICLE 14(3) OF THE ARTICLES OF ASSOCIATION

Mr. Robert Jan van de Kraats

Year of birth: 1960

Nationality: Dutch citizen

Profile and current positions: Mr. Robert Jan van de Kraats has over 25 years of experience in (non-) executive and financial management, with expertise in risk management. He has held various senior finance and operational positions in the business services, credit insurance and technology sectors. He was CFO and member of the Executive Board of Randstad Holding N.V. from 2001 until 2018 (and is Vice-Chairman since 2006), Chair of the Board of Directors of TMF-Group until 2023 and Vice Chairman of the Supervisory Board of Schiphol Group until 2024. Mr. Van de Kraats is member of the Supervisory Board of Royal Ahold Delhaize, Director of Randstad Beheer, Chair of the Supervisory Board of Valcon B.V. and Goldschmeding Foundation. Mr. van de Kraats was appointed as Non-Executive Director of the Company on 26 June 2014 and is member of the Audit Committee (Chair).

Reason for nomination: Prior experience as an executive director of a Dutch listed company, longstanding familiarity with OCI through his tenure as a non-executive director, assumed executive responsibilities in the context of the proposed transaction with Orascom Construction.

Appointment of Mr van de Kraats is permitted under the provisions of Section 2:132a of the Dutch Civil Code.

Mr. Van de Kraats attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

Mr. Nassef Sawiris

Year of birth: 1961

Nationality: Egyptian and Belgian citizen

Profile and current positions: Mr. Nassef Sawiris is the Executive Chair of the Company. Mr. Sawiris joined the Orascom Group in 1982, became the Chief Executive Officer (CEO) of OCI's predecessor, Orascom Construction Industries (OCI S.A.E.) in 1998 and was also appointed Chairman of OCI S.A.E. in 2009 until the formation of the Company in 2013 and remained CEO of the Company until 2020. Mr. Sawiris is the Executive Chair of Aston Villa FC, a supervisory director of Adidas AG, a member of the Board of Directors of XRG, a member of the J.P. Morgan International Council, a member of Exor N.V. Partners Council, a member of the Cleveland Clinic's International Leadership Board Executive Committee since 2011, and a member of the University of Chicago's Board of Trustees since 2013. Mr. Sawiris has previously served on the Boards of Joe & the Juice, BESIX SA, LafargeHolcim Ltd, Orascom Construction Plc, Fertigllobe Plc, the Egyptian Exchange and NASDAQ Dubai. Mr. Sawiris holds a BA in Economics from the University of Chicago, USA. Mr. Sawiris was appointed as Executive Director of OCI on 16 January 2013.

Reason for nomination: Wide range of international knowledge and experience in the nitrogen and methanol industry, the businesses conducted by OCI and corporate finance. Mr. Sawiris is considered not independent within the meaning of the Dutch Corporate Governance Code, as he is a member of the Sawiris family who as parties acting in concert provide more than 10% of the issued share capital (see also page 46 of the 2025 annual report).

Appointment of Mr. Sawiris is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Sawiris attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

Mr. Michael Bennett

Year of birth: 1953

Nationality: United States citizen

Current positions: Mr. Bennett currently serves on several non-profit Boards.

Michael Bennett has 36 years' experience in the nitrogen industry and is a past Chairman of both The Fertilizer Institute and the Methanol Institute in the United States. He served as the Chief Executive Officer and a Director of Terra Industries Inc., a producer of nitrogen fertilizer products, from 2001 until its acquisition by CF Industries Holdings in April 2010. He also served as Chairman and President for Terra Industries LP, director of Alliant Energy Corporation, and SandRidge Energy and as Board member at Morningside College in Sioux City, Iowa. Mr. Bennett currently serves on several non-profit Boards. Mr. Bennett was appointed as Non-Executive Director of the Company on 25 January 2013 and is member of the Audit Committee and Nomination & Remuneration Committee.

Reason for nomination: Wide range of knowledge and experience in the nitrogen and methanol industry both internationally and in the United States and specific knowledge of the Company's business and operations developed over the term of his tenure.

Mr. Bennett is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Bennett is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Bennett attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

Ms. Nadia Sawiris

Year of birth: 1998

Nationality: American citizen

Ms. Nadia Sawiris has varied experience in investments and finance across New York, Cairo and London. Ms. Sawiris has experience in commercial real estate investing and most recently held a Business Development and Investor Relations position at Ramp, a leading corporate card company and finance automation platform. Additionally, Ms. Sawiris has experience in the finance sector from venture capital and private equity to investment banking. Since January 2023, she holds the position of Investment Executive at NNS US and she is board member of Joe & The Juice. Ms. Sawiris holds a bachelor of science degree in Economics and bachelor of arts degree in International Studies, Finance and Management. Ms. Sawiris was appointed as Non-Executive Director of the Company on 3 May 2023 and is member of the Nomination & Remuneration Committee.

Reason for nomination: Wide range of knowledge and experience in investment banking and finance. Ms. Nadia Sawiris is considered not independent within the meaning of the Dutch Corporate Governance Code, as she is a member of the Sawiris family who as parties acting in concert provide more than 10% of the issued share capital (see also page 46 of the 2025 annual report).

Reappointment of Ms. Nadia Sawiris is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Ms. Sawiris attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

Mr. Gregory Heckman

Year of birth: 1962

Nationality: United States citizen

Profile and current positions: Mr. Greg Heckman has more than 40 years of experience in the agriculture, energy and food processing industries. Since 2019, he has been Chief Executive Officer of Bunge Global SA, a leading global agribusiness and food ingredients company. He also serves on the board of directors of Bunge Global SA, a position he has held since October 2018. Before leading Bunge, Mr. Heckman was a Founding Partner of Flatwater Partners and served as the CEO of The Gavilon Group from 2008 to 2015. At Gavilon, he oversaw significant growth in the agriculture and energy sectors, culminating in the sale of the agriculture business to Marubeni Corporation and the energy business to NGL Energy Partners. Prior to that, he held positions as the Chief Operating Officer of ConAgra Foods Commercial Products and President and COO of ConAgra Trade Group. Beyond his executive roles, Mr. Heckman serves as Deputy Chair on the board of the Federal Reserve Bank of St. Louis and the board of FCLT Global. He is also a member of the CEO council for the NYSE Board Services and actively participates in the Executive Committee of the Chair's Council for Greater St. Louis, Inc. Mr. Heckman holds a B.S. in agriculture economics and marketing from the University of Illinois at Urbana-Champaign. He was appointed as Non-Executive Director of the Company on 10 June 2015 and is a member of the Nomination & Remuneration Committee.

Reason for nomination: Wide range of knowledge and experience in the agricultural and energy industries both internationally and in the United States.

Mr. Heckman is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Heckman is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Heckman attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

Mr. Dod Fraser

Year of birth: 1950

Nationality: United States citizen

Profile and current positions: Mr. Dod Fraser brings comprehensive experience in corporate finance, investment banking, and the nitrogen fertilizers and oil and gas industries. Mr. Fraser has held Board positions at OCI GP LLC (the general partner of OCI Beaumont's previously listed MLP), Smith International, Terra Industries Inc. (now part of CF Industries), Forest Oil Corporation, Subsea 7 S.A. and served as a Non-Executive Chairman of the Board of Rayonier Inc. From 1995 to 2000, Mr. Fraser served as Managing Director and Group Executive, Global Oil and Gas, for Chase Manhattan Bank (now JPMorgan Chase & Co.). From 1978 to 1995, he held various positions of increasing responsibility with Lazard Freres & Co., most recently as General Partner. Mr. Fraser currently serves as a President of consulting firm Sackett Partners since 2000, and he holds a Board position at Fleet Topco Limited, the private holding company of Argus Media Ltd. Mr. Fraser has also been a trustee of Resources for the Future, a Washington-based environmental policy think-tank. Mr. Fraser was appointed as Non-Executive Director of the Company on 29 May 2019 and is a member of the Audit Committee.

Reason for nomination: Wide range of knowledge and experience in corporate finance and investment banking both internationally and in the United States.

Mr. Fraser is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Fraser is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Fraser attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

Mr. David Welch

Year of birth: 1953

Nationality: United States citizen

Profile and current positions: Mr. David Welch served 32 years with the U.S. diplomatic service. When he retired, he was Assistant Secretary of State for Near Eastern Affairs, the most senior U.S. diplomat for the region. He was Ambassador to Egypt and served in Pakistan, Syria, Jordan, and Saudi Arabia. In 2008, he attained the lifetime rank of Career Ambassador, one of only about 60 diplomats to achieve this designation. From 2009-2019, he was President for International and Government Affairs at Bechtel, responsible for international representation, global security, internal and external communications, and the Washington office. He was a board member of Fertigllobe Plc, the U.S.-Saudi Business Council, the U.S.-U.A.E. Business Council and the U.S.-Egypt Business Council. Mr. Welch is a member of the Council on Foreign Relations and the American Academy of Diplomacy and serves on several non-profit boards. Mr. Welch was appointed as Non-Executive Director of the Company on 29 May 2019 and is member of the Nomination & Remuneration Committee.

Reason for nomination: Mr. Welch has a broad range of knowledge and experience in government and in business, both internationally and in the United States, Europe, Africa and the Middle East.

Mr. Welch is considered independent within the meaning of the Dutch Corporate Governance Code.

Reappointment of Mr. Welch is permitted under the provisions of Section 2:142a of the Dutch Civil Code.

Mr. Welch attended all Board meetings in 2025. For the attendance of Directors at Board and Committee meetings in 2025 please be referred to the board profile on pages 33 to 36 of the 2025 annual report.

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