

**DRAFT MINUTES**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OCI N.V. HELD ON 19 SEPTEMBER 2024**

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

Date:	19 September 2024
Location:	Hotel Park Centraal Amsterdam, Stadhouderskade 25, 1071 ZD 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).
Other attendees	Ms. Sophie Rasing (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 3:00 PM 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 78.6% of the share capital of OCI for which votes can be cast are present or represented at this EGM. Ms. Rasing, 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 5 August 2024, OCI announced the sale of 100% of its equity interests in OCI Clean Ammonia to Woodside Energy Group for a purchase price of USD 2.35 billion on a cash-free, debt-free basis. Woodside will pay 80% of the purchase price to OCI at closing of the transaction, with the balance of the purchase price payable at Project Completion. OCI will continue to manage the construction, commissioning and startup of the Clean Ammonia facility and will continue to direct contractors until the project is fully staffed and operational, at which point it will handover to Woodside.

OCI Clean Ammonia is the world's first large-scale, low-carbon intensity hydrogen-based greenfield ammonia facility, which began engineering in late 2021, construction in December 2022, and is expected to produce first ammonia in 2025. OCI Clean Ammonia is the only blue ammonia facility under construction globally, in its first phase capable of producing 1.1 million metric tonnes per year of blue ammonia – which is expected to result in the capture and sequestration of 1.7 million metric tonnes per year of CO<sub>2</sub> that would otherwise have been released into the atmosphere – and with the necessary infrastructure and utilities in place to double that capacity in its existing plot plan.

Alongside the previously announced divestitures of Fertigllobe to ADNOC, OCI Methanol to Methanex and the completed sale of IFCO to Koch, 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 transaction is expected to close in H2 2024, subject to satisfaction of 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.

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 shareholder 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 agenda item 2 has been adopted.

**3. Close of meeting**

The Chair thanks the attendees for their participation and closes the EGM at 3.04 PM. The voting result of the EGM will be published on OCI's website.

