
TERMS OF REFERENCE
HSE & SUSTAINABILITY COMMITTEE
OCI N.V.

INTRODUCTION

The Health, Safety and Environment (**HSE**) & Sustainability Committee is a standing committee of the Board of OCI N.V. (the **HSE & Sustainability Committee**). These terms of reference have been drawn up by the Non-Executive Directors pursuant to clause 10.3 of the By-Laws of the Board (the **Terms of Reference**). Certain capitalised terms used but not defined in these Terms of Reference have the meaning given to them in the By-Laws of the Board.

1. COMPOSITION

- 1.1 The HSE & Sustainability Committee consists of at least three Non-Executive Directors. The members of the HSE & Sustainability Committee are appointed and may be replaced at any time by the Non-Executive Directors. The Non-Executive Directors appoint one of the members of the HSE & Sustainability Committee as chair of the HSE & Sustainability Committee.
- 1.2 The term of office of a member of the HSE & Sustainability Committee will generally not be set beforehand. The duration of the appointment depends on the composition of the Board as a whole, the Non-Executive Directors as a group and that of other committees of OCI N.V. from time to time.
- 1.3 The Company Secretary shall act as secretary to the HSE & Sustainability Committee. The Company Secretary may delegate his or her duties, or parts thereof, under these Terms of Reference, to a deputy appointed by him or her in consultation with the chair of the HSE & Sustainability Committee.

2. DUTIES AND POWERS

- 2.1 The HSE & Sustainability Committee is charged with the following responsibilities and duties:
 - (a) to assess the effectiveness of HSE programs and initiatives that support the health, safety and environment policy of the Company;
 - (b) to review the status of the Company's HSE policies and performance, including to ensure compliance with applicable laws and regulations and programs to manage risk;
 - (c) to review and monitor the Company's HSE performance statistics;
 - (d) to review and approve the scope and the budget of the HSE audit program and regularly monitor program results;
 - (e) to review the Company's communication practices with employees and contractors concerning the importance of developing a culture of HSE responsibilities;
 - (f) to oversee the Company's strategy, policies and initiatives relating to ESG and sustainability matters (linked to OCI's overall strategy), with a particular focus on climate change, water & marine resources, biodiversity & ecosystems, pollution and circular economy, as well as affected communities and consumers/end-users;
 - (g) to monitor and periodically discuss the Company's sustainability goals, targets, risk management and objectives and the progress made in these areas;

- (h) to monitor and periodically discuss the current and emerging topics, technologies and trends relating to sustainability, including new or emerging opportunities and projects that may affect the business, operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders;
- (i) to periodically review and evaluate the sustainability performance metrics and KPIs with a longer term view towards achieving announced Company targets;
- (j) to review the Company's sustainability disclosures in the annual report, as well as any periodic disclosures on sustainability;
- (k) to conduct in its discretion any investigation or audit it deems necessary or appropriate to enable the HSE & Sustainability Committee to carry out its duties. The HSE & Sustainability Committee shall have the sole authority to retain and terminate special legal counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties and to approve all such counsel and advisors fees and terms of retention; and
- (l) to perform such other duties and responsibilities as may be assigned to it by the Board.

3. MEETINGS

- 3.1 The HSE & Sustainability Committee shall meet as often as required for a proper functioning of the HSE & Sustainability Committee. The HSE & Sustainability Committee shall meet at least twice a year. The meetings are as much as possible scheduled annually in advance. The HSE & Sustainability Committee shall meet earlier if this is deemed necessary by the chair of the HSE & Sustainability Committee or by two other members of the HSE & Sustainability Committee.
- 3.2 Meetings of the HSE & Sustainability Committee are in principle called by the secretary of the HSE & Sustainability Committee in consultation with the chair of the HSE & Sustainability Committee. Save for urgent cases, to be determined by the chair of the HSE & Sustainability Committee, the agenda for the meeting shall be sent well in advance of the meeting to all members of the HSE & Sustainability Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
- 3.3 The chair of the HSE & Sustainability Committee shall set the agenda and chair the meeting of the HSE & Sustainability Committee and shall ensure and actively promote the proper functioning of the HSE & Sustainability Committee.
- 3.4 The HSE & Sustainability Committee shall decide if and when Executive Directors of the Board, management, employees of the Company and/or independent experts may be invited to attend meetings of the HSE & Sustainability Committee or to meet with any members of, or consultants to, the Committee. Each Non-Executive Director may attend meetings of the HSE & Sustainability Committee.
- 3.5 Each member of the HSE & Sustainability Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chair of the HSE & Sustainability Committee shall have a casting vote.
- 3.6 The secretary of the HSE & Sustainability Committee or any other person designated for such purpose by the chair of the meeting shall draw up minutes of the meeting of the HSE & Sustainability Committee.

4. REPORTING TO THE BOARD

- 4.1 The HSE & Sustainability Committee must inform the Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.
- 4.2 The HSE & Sustainability Committee shall report its deliberations and findings to the Board. The minutes of the meetings shall be circulated as soon as possible after the meeting among all members of the Board.
- 4.3 If requested, the chair of the HSE & Sustainability Committee shall at meetings of the Board provide the Board with further information on the outcome of the discussions of the HSE & Sustainability Committee.
- 4.4 Every Non-Executive Director shall have unrestricted access to all records of the HSE & Sustainability Committee.

5. MISCELLANEOUS

- 5.1 The chair of the HSE & Sustainability Committee (or one of the other HSE & Sustainability Committee members) shall be available to answer questions regarding the HSE & Sustainability Committee's activities at the annual General Meeting of Shareholders.
- 5.2 The HSE & Sustainability Committee may occasionally decide at its sole discretion not to comply with these Terms of Reference, subject to applicable law and regulations.
- 5.3 The HSE & Sustainability Committee shall review and re-assess the adequacy of these Terms of Reference annually, report its assessment to the Non-Executive Directors and recommend, where appropriate, any proposed changes to the Non-Executive Directors.
- 5.4 The Non-Executive Directors can at all times amend these Terms of Reference and/or revoke any powers granted by it to the HSE & Sustainability Committee.
- 5.5 Clauses 30.4 to 30.6 inclusive of the By-Laws of the Board apply by analogy to the HSE & Sustainability Committee, while for the application of these Terms of Reference the power of the Board or the Co-Chair referred to in these clauses is considered a power of the HSE & Sustainability Committee or the chair of the HSE & Sustainability Committee.