



Press Release

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OCI N.V. successfully completed the placement of 3,773,585 ordinary shares raising approximately €100 million and of €300 million convertible bonds due 2018

OCI N.V. (Bloomberg ticker: OCI NA), the global nitrogen-based fertilizer producer and engineering & construction contractor, has completed the placement of 3,773,585 ordinary shares (“Ordinary Shares”) at a price of €26.50 per share (the “Equity Offering”). Gross proceeds from the Equity Offering amounted to approximately €100 million.

The Equity Offering comprised approximately 1.77 million new Ordinary Shares, and 2.00 million existing Ordinary Shares (representing treasury shares without underlying ESOP obligations) sold by OCI ESOP Limited (a subsidiary of OCI N.V.). The Ordinary Shares were placed with institutional investors outside of the United States in accordance with Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and to qualified institutional buyers in the United States in accordance with Rule 144A under the Securities Act.

Concurrently with the Equity Offering, OCI N.V. has completed the placement of €300 million in aggregate principal amount of senior, unsecured bonds due 2018 (the “Bonds”) convertible into Ordinary Shares of OCI N.V. (the “Convertible Bond Offering” and together with the Equity Offering, the “Offerings”). Such principal amount may be increased by a further amount of up to €50 million in the event of exercise in full of the over-allotment option granted by OCI N.V. to the Joint Bookrunners and Joint Lead Managers, exercisable on or prior to 23 September 2013.

The Bonds will be issued and redeemed at par, will have a final maturity of 5 years and carry a coupon of 3.875 per cent. per annum payable semi-annually in arrear. The Bonds will be convertible into Ordinary Shares at an initial conversion price of €34.45, representing a 30 per cent. premium to the Equity Offering placing price of €26.50 per share.

The Bonds were offered to institutional investors outside the United States in accordance with Regulation S under the Securities Act only.



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Settlement of the Bonds is expected to take place on or about 25 September 2013. OCI N.V. intends to apply for admission of the Bonds to trading on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange following settlement.

Settlement of the Ordinary Shares issued in the Equity Offering is expected to take place on Monday 23 September 2013. On the same date, the Ordinary Shares are expected to be admitted to listing and trading on NYSE Euronext in Amsterdam. No prospectus has been or will be published in connection with such admission or the Offerings.

OCI N.V. has agreed not to issue or sell any additional Ordinary Shares or any equity-linked instruments in respect of the Ordinary Shares for 90 days following the date of this announcement (subject to customary exceptions and save for the additional Ordinary Shares anticipated to be issued in its previously announced exchange offers, which may result in a maximum addition of 5,301,513 shares to the issued and outstanding shares of OCI N.V.).

Including the aforementioned maximum 5,301,513 shares that may result from the already announced exchange offers for OCI SAE and its depository receipts programs, the dilution that would result from the Offerings, including the potential conversion of the Bonds, is 5.5%.

OCI N.V. intends to use the net proceeds of the Offerings for general corporate purposes including the financing of the extensions to the previously announced exchange offers, to extend its existing maturity profile, and to repay existing debt facilities maturing in the next twelve months owing to among others one of the Joint Bookrunners and Joint Lead Managers.

Barclays Bank PLC and J.P. Morgan Securities plc acted as Joint Global Coordinators and Joint Bookrunners on the Equity Offering. Rabobank International also acted as Joint Bookrunner on the Equity Offering.

Barclays Bank PLC and J.P. Morgan Securities plc acted as Joint Bookrunners and Joint Lead Managers on the Convertible Bond Offering.



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About OCI N.V.:

OCI N.V. is a global nitrogen-based fertilizer producer and engineering & construction contractor based in the Netherlands. The Fertilizer Group owns and operates nitrogen fertilizer plants in the Netherlands, the United States, Egypt and Algeria and has an international distribution platform spanning from the Americas to Asia. The Fertilizer Group ranks among the world's top fertilizer producers with a fertilizer production capacity of nearly 7 million metric tons. The Construction Group provides international engineering and construction services primarily on infrastructure, industrial and high-end commercial projects in the United States, Europe, the Middle East, North Africa and Central Asia for public and private clients. The Construction Group ranks among the world's top global contractors. OCI N.V. employs more than 75,000 people in 35 countries around the globe and is listed on the NYSE Euronext in Amsterdam.

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Stabilisation / FCA (in respect of the Bonds only)



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