



## Press Release

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### **OCI N.V. launches an equity offering for up to €150 million and a convertible bond offering for up to €350 million**

OCI N.V. (Bloomberg ticker: OCI NA), the global nitrogen-based fertilizer producer and engineering & construction contractor, announces an equity offering of up to €150 million (the “Equity Offering”) together with €300 million (excluding an overallotment option) aggregate principal amount of senior unsecured bonds (the “Bonds”) convertible into ordinary shares of OCI N.V. (the “Ordinary Shares”) (the “Convertible Bond Offering” and together with the Equity Offering, the “Offerings”).

The Equity Offering, which will include for part of it approximately 2 million existing Ordinary Shares (representing treasury shares without underlying ESOP obligations) to be sold by OCI ESOP Limited (a subsidiary of OCI N.V.), will be executed through a non-pre-emptive accelerated bookbuilding process. The current issued and outstanding capital of OCI N.V. amounts to €201,661,948 consisting of 201,661,948 Ordinary Shares with a nominal value of €1 each.

The Ordinary Shares will be offered to 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.

The Sawiris family, principal shareholder and collective owner of approximately 57 per cent. of the Ordinary Shares, intends to place an order in the Equity Offering via one or several beneficially-owned entities.

The Convertible Bond Offering will be offered to institutional investors outside the United States in accordance with Regulation S under the Securities Act only.

The Bonds will be issued and redeemed at par and are expected to have a final maturity of 5 years, and carry a coupon of 3.375 – 3.875 per cent. per annum, payable semi-annually in arrear. The Bonds will be convertible into



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Ordinary Shares at an initial conversion price representing a premium of 27.5 – 32.5 per cent. above the reference price, which will be the placement price of the Equity Offering.

OCI N.V. will grant the Joint Bookrunners and Joint Lead Managers an option to purchase an additional €50 million of Bonds, solely to cover over-allotments (if any).

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.

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.).

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.

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.

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

Barclays Bank PLC and J.P. Morgan Securities plc are acting 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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